



**UNITED INDIA INSURANCE COMPANY LIMITED**  
**REGISTERED OFFICE 'UNITED INDIA HOUSE'**  
**24 WHITES ROAD, CHENNAI - 600 014**

**NOTICE**

NOTICE is hereby given that the EIGHTY FOURTH ANNUAL GENERAL MEETING of the Members of United India Insurance Company Limited will be held on Friday, the 11<sup>th</sup> of November 2022 at 12.00 noon through Video Conference/Other Audio Visual Means Facility at the Head Office of the Company at No.19, IV Lane, Nungambakkam High Road, Chennai 600 034 to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March 2022 and the Report of the Board of Directors and The Auditors Report thereon.

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2022 and the Report of the Board of Directors and the Auditors’ Report thereon be and is hereby approved and adopted.”

2. To authorise the Board of Directors to fix the remuneration of Auditors, to be appointed by the C&AG, for the year 2022-2023.

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

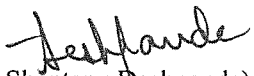
“RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to determine the total remuneration i.e. Audit fees including Tax Audit Fees and reimbursement of out of pocket expenses to various DO/HUB/RO/LCB/HO Auditors to be appointed by the Comptroller and Auditor General of India for the year 2022-2023.

**Special Business**

3. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, cultural, benevolent or general fund, society, association, Institutions, trust, organisation, not directly relating to the business of the Company or the welfare of its employees, etc upto an amount not exceeding Rs.2.00 crores (Rupees Two Crores only), during the Financial Year 2022-2023, notwithstanding that such contribution/donation exceeds 5% of average net profits for the immediately preceding three financial years.

(By order of the Board)  
For United India Insurance Company Limited

  
(Anagha Shantanu Deshpande)  
Company Secretary

Chennai  
Date: 10.11.2022

Encl.: Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the 84<sup>th</sup> Annual General Meeting of the Company under Item No. 3.

**NOTES:**

1. In view of the continuing COVID 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2022 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and 08<sup>th</sup> December 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing/Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue up to 31<sup>st</sup> December 2022. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, this AGM of the Company is being conducted through VC/OAVM.
2. Since this 84<sup>th</sup> AGM is being held through VC/OAVM facility, physical attendance of the members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the Members is not available at this AGM and hence Proxy Form and Attendance Slips are not annexed to this Notice.
3. The attendance of the Members attending the 84<sup>th</sup> AGM through Video Conferencing/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Members may also note that the Notice of the 84<sup>th</sup> AGM and Annual Report for the year 2021-22 is available on the website of the Company at [www.uiic.co.in](http://www.uiic.co.in).
5. This AGM has been convened through Video Conference/Other Audio Visual Means facility in compliance with the applicable provisions of Companies Act, 2013 read with MCA Circular no.14/2020 dated 8<sup>th</sup> April, 2020, Circular no.17/2020 dated April 13, 2020, MCA Circular no.22/2020 dated 15<sup>th</sup> June, 2020 as applicable to the Company.
6. The details of VC link for joining this meeting shall be communicated to the Members separately.
7. As per MCA above mentioned circulars, the Notice of the 84<sup>th</sup> AGM has been sent through electronic mode to all members. The Statutory Registers, as applicable to the Company, are available for inspection of the Members through electronic mode. Members desiring inspection of Statutory Registers during the 84<sup>th</sup> AGM may send their request in writing to the Company at [boardandsecretarial@uiic.co.in](mailto:boardandsecretarial@uiic.co.in).
8. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business given in this Notice in Item No. 3 is annexed hereto.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
10. This 84<sup>th</sup> Annual General Meeting is called at short notice after obtaining consent of Members of the Company pursuant to Section 101 of the Companies Act, 2013.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.3**

Section 181 of the Companies Act, 2013 enables the Company to make contributions to bona fide charitable and other funds, subject to the approval of the Members in general meeting in case such contribution exceeds 5 per cent of the Company's average net profits for 3 immediately preceding financial years. Consequently, the Board of Directors of the Company proposes the above resolution as an Ordinary Resolution for approval of the Members for making contribution exceeding the limits as set out in Section 181 on account of loss or inadequate profit in the years 2019-20, 2020-21 and 2021-2022 up to an amount not exceeding Rs.2,00,00,000/- (Rupees Two Crores only) during the Financial Year 2022-2023.

The Board recommends the Resolution as set out at Item no.3 of the Notice as an Ordinary Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above resolution.



