



UNITED INDIA INSURANCE COMPANY LIMITED  
REGISTERED OFFICE 24, WHITES ROAD CHENNAI  
CIN : U93090TN1938GOI000108

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### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the Members of United India Insurance Company Limited will be held on Tuesday, the 17<sup>th</sup> day of May 2022 at 4.00 pm through Video Conference/Other Audio Visual Means facility at the Head Office at No.19, IV Lane, Nungambakkam High Road, Chennai 600 034 to transact the following Special Business:

#### ITEM NO.1

##### **To increase the Authorised Share Capital of the Company**

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

“RESOLVED that pursuant to the provisions of section 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules made thereunder, consent be and is hereby accorded, as per the approval of the Central Government vide Gazette Notification No.S.O. 1821(E) published in the Gazette of India Extraordinary dated 13.04.2022, to increase the authorised share capital of the company from Rs.5000,00,00,000 (Rupees Five Thousand Crores) divided into 500,00,00,000 (Five Hundred Crore) equity shares of face value of Rs.10/- (Rupees Ten) each to Rs.7500,00,00,000 (Rupees Seven Thousand Five Hundred Crores) divided into 750,00,00,000 (Seven Hundred Fifty Crore) equity shares of Rs.10/- (Rupees Ten) each by creation of additional Equity shares of Rs.2500,00,00,000 (Rupees Two Thousand Five Hundred Crores) divided into 250,00,00,000 (Two Hundred and Fifty Crore) Equity Shares of the face value of Rs.10/- (Rupees ten) each, ranking paripassu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

#### ITEM No. 2

##### **To consider approval of alteration to the Capital Clause of the Memorandum of Association**

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To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules made thereunder, consent be and is hereby accorded, as per the approval of the Central Government vide Gazette Notification No.S.O. 1821(E) published in the Gazette of India Extraordinary dated 13.04.2022, to delete the existing Clause V of the Memorandum of Association of the Company as to share capital and substitute in its place the following Clause V :

“V. The Share capital of the company shall be Rupees seven thousand five hundred crore divided into seven hundred fifty crore equity shares of Rupees ten each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being and with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

**ITEM No. 3**

**To consider approval of the consequent alteration to the Articles of Association**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of section 14, 61 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules made thereunder consent of the Company be and is hereby accorded, subject to the approval of the Central Government to delete the existing Article 6 of the Articles of Association of the Company and substitute in its place the following Article 6 :

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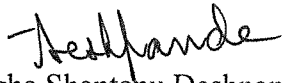


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“6. The share capital of the company shall be Rupees seven thousand five hundred crore divided into seven hundred fifty crore equity shares of Rupees ten each.”

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

By Order of Board of Directors  
For United India Insurance Company Limited

  
(Anagha Shantanu Deshpande)  
Company Secretary

Date : 10.05.2022  
Place : Chennai

**NOTES:**

1. In view of the continuing COVID 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 8, 2021 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021(collectively referred to as “MCA Circulars”) permitted the holding of the Extraordinary General Meeting (“EGM”) through Video Conferencing/Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, this EGM of the Company is being conducted through VC/OAVM.
2. Since this EGM 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 EGM and hence Proxy Form and Attendance Slips are not annexed to this Notice.
3. The attendance of the Members attending the EGM 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 EGM is available on the website of the Company at [www.uiic.co.in](http://www.uiic.co.in).

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5. This EGM 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 and MCA Circular no.22/2020 dated 15th June, 2020, as applicable to the Company.

6. The details for joining this meeting shall be communicated to the Members separately.

7. As per MCA Circular No.17/2020 dated 13<sup>th</sup> April, 2020, the Notice of the EGM 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 EGM may send their request in writing to the Company at 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 EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

10. This Extra Ordinary General Meeting is called at short notice after obtaining consent of Members of the Company pursuant to Section 101 of the Companies Act, 2013.

Annexure to Notice

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

**ITEM NO.1**

As per Clause 12 of the United India Fire and General Insurance Company Limited (Merger) Scheme, 1973, any reduction or increase of share capital can be effected only with the prior approval of the Central Government.

The Central Government vide Gazette Notification No.S.O. 1821(E) published in the Gazette of India Extraordinary dated 13.04.2022 has conveyed its approval to increase the Authorised Capital of the Company from Rs.5000 crores to Rs.7500 crores.

The Board of Directors of the Company vide Circular Resolution on 4<sup>th</sup> May 2022 approved the increase in Authorised Share Capital of the Company to Rs.7500 crores (Rupees Seven

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Thousand Five Hundred Crores) divided into 750,00,00,000 (Seven Hundred Fifty Crore) equity shares of Rs.10/- (Rupees Ten) each, subject to approval of the Members.

Pursuant to Section 61, 64 and other applicable provisions of the Companies Act, 2013, the Resolutions set forth in Item no.1 require members' approval by way of an Ordinary resolution for the increase in authorized share capital of the Company.

The Board of Directors of the Company recommends the resolutions as set out at Item no.1 in the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO.2**

An increase in the authorized share capital of the Company requires an alteration to the Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, an alteration to the Memorandum of Association would require approval of the shareholders and also its publication in the Gazette of India. The Central Government vide Gazette Notification No.S.O. 1821(E) published in the Gazette of India Extraordinary dated 13.04.2022 has conveyed its approval to increase the Authorised Capital of the Company from Rs.5000 crores to Rs.7500 crores and consequent alteration to Clause V of the Memorandum of Association of the Company. This was approved by the Board of Directors by a Circular Resolution on 4<sup>th</sup> May 2022.

The Board of Directors of the Company recommends the resolutions as set out at Item no.2 in the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO.3**

An alteration to the Capital Clause of the Memorandum of Association of the Company consequent to the increase in the authorized share capital would also require an alteration to Clause 6 of the Articles of Association of the Company.

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Pursuant to Section 14 of the Companies Act, 2013, an alteration to the Articles of Association requires approval of the shareholders by way of special resolution and also its publication in the Gazette of India. The Central Government vide Gazette Notification No. S.O. 1821(E) published in the Gazette of India Extraordinary dated 13.04.2022 has conveyed its approval to increase the Authorised Capital of the Company from Rs.5000 crores to Rs.7500 crores and consequent alteration to Clause 6 of the Articles of Association of the Company. This was approved by the Board of Directors by a Circular Resolution on 4<sup>th</sup> May 2022.

The Board of Directors of the Company recommends the resolutions as set out at Item no.3 in the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of Board of Directors  
For United India Insurance Company Limited

(Anagha Shantanu Deshpande)  
Company Secretary

Place : Chennai

Date :10.05.2022

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