



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

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 Monday, the 29th day of August 2022 at 12.00 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 seek approval to the appointment of Shri M V Rao, MD & CEO, Central Bank of India as a Director (Non Executive Independent) on the Board of United India Insurance Company Limited

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 149,150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17(1C), Regulation 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for appointment of Shri M V Rao, MD & CEO, Central Bank of India as a Director (Non Executive Independent) on the Board of the Company as per the approval of the Central Government conveyed vide letter no.F.No.A-15011/05/2021-Ins I dated 07.06.2022 issued by the Department of Financial Services, Ministry of Finance, Government of India, appointing him as ex-officio Director for a period of three years or till the date of his tenure as MD & CEO, or till the date of his superannuation (i.e.31.07.2025), or until further orders, whichever is earliest.

RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution including filing of necessary forms/returns to MCA/BSE/IRDAI/other Regulatory Authorities.”

ITEM No. 2

To seek approval to the appointment of Shri Parshant Kumar Goyal, Director, Department of Financial Services, Ministry of Finance as a Government Nominee Director (Non Executive) on the Board of United India Insurance Company Limited

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

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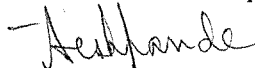


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“RESOLVED THAT pursuant to the provisions of Section 161(3) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17(1C) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for appointment of Shri Parshant Kumar Goyal, Director, Department of Financial Services, Ministry of Finance, as a Government Nominee Director (Non Executive) on the Board of the Company as per the approval of the Central Government conveyed vide letter no.F.No.A-11011/04/2022-Ins I dated 04.07.2022 issued by the Department of Financial Services, Ministry of Finance, Government of India, appointing him as Government Nominee Director with immediate effect or until further orders.

RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution including filing of necessary forms/returns to MCA/BSE/IRDAI/other Regulatory Authorities.”

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


(Anagha Shantanu Deshpande)
Company Secretary

Date : 22.08.2022

Place : Chennai

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 08th December 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 up to 31st December 2022. 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.

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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.
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 8th April, 2020, Circular no.17/2020 dated April 13, 2020, MCA Circular no.22/2020 dated 15th 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 Circular No.17/2020 dated 13th 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.

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Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.1

The Board of Directors vide Circular Resolution, w.e.f. 17.06.2022 accorded approval to the appointment of Shri M V Rao (DIN:- 06930826) as a Director (Non Executive Independent) on the Board of the Company, as per the approval of the Central Government conveyed vide letter no.F.No.A-15011/05/2021-Ins.I dated 07.06.2022 issued by the Department of Financial Services, Ministry of Finance, Government of India as per the provisions of Article 96 of the Articles of Association of the Company.

The Company has received from Shri M V Rao (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The profile of Shri M V Rao, MD & CEO, Central Bank of India is provided as an annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Shri M V Rao, MD & CEO, Central Bank of India, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.

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.

ITEM NO.2

The Board of Directors vide Circular Resolution, w.e.f. 14.07.2022 accorded approval to the appointment of Shri Parshant Kumar Goyal (DIN:- 08652921) as a Government Nominee Director (Non Executive) on the Board of the Company, as per the approval of the Central Government conveyed vide letter no.F.No.A-11011/04/2022-Ins I dated 04.07.2022 issued by the Department of Financial Services, Ministry of Finance, Government of India, in terms of Section 161(3) and other applicable provisions, if any, of the Companies Act, 2013, relevant applicable

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The Company has received from Shri Parshant Kumar Goyal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

The profile of Shri Parshant Kumar Goyal is provided as an annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Shri Parshant Kumar Goyal, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.2 of the Notice.

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.

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

(Anagha Shantanu Deshpande)
Company Secretary

Place : Chennai

Date : 22.08.2022

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Brief Profile of

MATAM VENKATA RAO

Mr. Matam Venkata Rao has took over charge as Managing Director & CEO of Central Bank of India with effect from 1st March, 2021. Prior to joining the current assignment, Shri Rao was Executive Director, Canara Bank for more than three years where he played a pivotal role in the Bank's progress.

Mr. Matam Venkata Rao is a Post Graduate in Agriculture from Andhra Pradesh Agriculture University, Tirupati. He is a Certified Associate of Indian Institute of Bankers.

A seasoned banker with varied experience, Mr. Matam Venkata Rao joined Allahabad Bank as Agricultural Field Officer in 1988 and worked in various capacities in different geographical areas of the country. As General Manager of Allahabad Bank, he headed Bank's important verticals like Wholesale & Retail Banking. He was also instrumental in launching a transformative project in Allahabad Bank to bring focus on Asset-centric banking.

Brief Profile of

Dr. Parshant Kumar Goyal

Dr. Parshant Kumar Goyal, IAS (Tripura 2007) presently on Central Deputation and working as Director in Department of Financial Services, Ministry of Finance, Government of India. He was earlier posted as Secretary to Chief Minister, Tripura with additional charges of Secretary, GA (C&C) Deptt. and Secretary, Industries & Commerce Department. Dr. Parshant Kumar Goyal has done MBBS from Punjab University. He also has a rich experience of working in Education sector in States of Punjab & Tripura.