



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

NOTICE

NOTICE is hereby given that the EIGHTY FIRST ANNUAL GENERAL MEETING of the Members of United India Insurance Company Limited will be held on Friday the 30th August 2019 at the Head Office of the Company at 19, 4th Lane, Nungambakkam High Road, Chennai 600034 at 1.00 p.m. to transact the following business:

Ordinary Business

1. To receive and adopt the Directors' Report, Audited Accounts for the year ended 31st March, 2019 and 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 Statement of Accounts of the Company for the year ended 31.3.2019 and the Report of the Directors 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 2019-20.

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, GST 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 2019-20.

Special Business

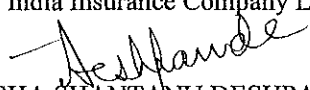
3. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

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, institution, trust, organisation, not directly relating to the business of the Company or the welfare of its employees, etc upto an amount not exceeding Rs.2,00,00,000/- (Rupees Two Crores only), during the Financial Year 2019-20, notwithstanding that such contribution/donation exceeds 5% of average net profits for the immediately preceding three financial years.

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

“RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, consent of the Company be and is hereby accorded for changing the place of keeping the Register and Index of members of the Company, other statutory registers, along with share transfer books and copies of all the annual returns prepared by the Company together with the copies of all certificates and documents required to be annexed or attached thereto , from the Registered Office located at 24, Whites Road, Chennai 600 014 to its temporary Head Office - (Company owned) premises located at 19, 4th Lane, Nungambakkam High Road, Chennai 600 034, till the completion of construction of the new office premises.

RESOLVED FURTHER THAT the Company Secretary and/or the Directors be and are hereby authorized to do all such acts, deeds and things as may be required to implement this resolution.”

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

(ANAGHA SHANTANU DESHPANDE)
COMPANY SECRETARY

CHENNAI
20.8.2019

- Encl.: 1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the 81st Annual General Meeting of the Company under item nos.3 & 4.
2. Proxy Form
3. Route Map

NOTES: 1. ANY MEMBER, ENTITLED TO ATTEND AND VOTE,
IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD
OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER.

2.THE PROXY FORM DULY STAMPED AND EXECUTED, SHOULD BE
DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT
LESS THAN FORTYEIGHT HOURS BEFORE THE TIME FIXED FOR THE
COMMENCEMENT OF THE MEETING.

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 2016-17, 2017-18 and 2018-19 up to an amount not exceeding Rs. 2,00,00,000/- (Rupees Two Crores only) during the Financial Year 2019-20.

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.

Item no. 4

In accordance with the provisions contained in Section 94 of the Companies Act, 2013, as amended from time to time the Statutory Registers including copies of the Annual Return are required to be kept at the Registered Office of the Company unless a Special Resolution is passed in a general meeting authorizing keeping of the registers at any other place within the city, town or village in which the Registered Office is situated. The approval of shareholders by a Special Resolution is sought to the above arrangement under Section 94 of the Act.

The Company has a total number of 11 members which includes Government of India and other 10 Nominee Shareholders (members) – comprising of General Managers/Deputy General Managers, who are residing in Chennai, thus complying with the stipulated requirement.

Presently, the Registered and Head Office is situated at 24 Whites Road, Chennai 600 014. The construction of new building for Head Office is in progress at 24, Whites Road, Chennai 600 014, which requires the demolition of the existing Head Office building to enable movement of cranes and materials for completion of the project. Hence it is proposed that most of the departments and personnel presently housed in the Head Office building would be relocated at the temporary Head Office (Company owned) premises located at : 19, 4th Lane, Nungambakkam High Road, Chennai 600 034, till the completion of construction of the new office premises.

The Registered Office of the Company presently at 24, Whites Road, Chennai 600 014 would continue to function from the current address.

In view of operational and administrative convenience, it is considered desirable that all the statutory registers of the Company including copies of the Annual Return and the Minutes Books of the Board and Committee meetings, as per provisions of the Companies Act, 2013, the Common Seal of the Company and the Books of Accounts and other relevant books and papers and financial statements be maintained at the temporary Head Office (Company owned) premises located at : 19, 4th Lane, Nungambakkam High Road, Chennai 600 034, till the completion of construction of the new office premises.

The Board recommends the Resolution as set out at Item no.4 of the Notice as a Special 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.



**MAP SHOWING LOCATION OF THE VENUE OF THE
EIGHTY FIRST ANNUAL GENERAL MEETING OF UNITED INDIA INSURANCE COMPANY LIMITED**

Venue: 19, 4th Lane, Nungambakkam High Road, Chennai - 600 034

