



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

NOTICE

NOTICE is hereby given that the EIGHTY SECOND ANNUAL GENERAL MEETING of the Members of United India Insurance Company Limited will be held on Monday, the 28<sup>th</sup> day of December 2020 at 4.00 p.m. 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 and adopt the Directors' Report, Audited Accounts for the year ended 31<sup>st</sup> March, 2020 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<sup>st</sup> March 2020 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 2020-2021.

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

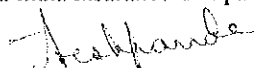
"RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to determine the total remuneration i.e. Audit fees including Tax Audit Fees, GST Audit Fees and reimbursement of out of pocket expenses to various DO/HUB/RO/LCB/HO Auditors to be appointed by the Comptroller and Auditor General of India for the year 2020-2021.

**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 up to an amount not exceeding Rs.2.00 crores (Rupees Two Crores only), during the Financial Year 2020-2021, 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  
18.12.2020

Encl.: Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the 82nd Annual General Meeting of the Company under Item No. 3.

**NOTES:**

1. Pursuant to Circular No.14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs, since this 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 is not annexed to this Notice.

2. In view of the massive outbreak of the COVID 19 pandemic, the Ministry of Corporate Affairs vide Circular No.14/2020 dated 8<sup>th</sup> April, 2020 and Circular no.17/2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting (AGM) through Video Conferencing/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act 2013 and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM.

3. The attendance of the Members attending the AGM through Video Conferencing/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. In accordance with the Ministry of Corporate Affairs Circular No.17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded 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 and MCA Circular no.22/2020 dated 15<sup>th</sup> 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 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 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.



**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 2017-18, 2018-19 and 2019-2020 up to an amount not exceeding Rs. 2,00,00,000/- (Rupees Two Crores only) during the Financial Year 2020-2021.

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.

