



UNITED INDIA INSURANCE COMPANY LIMITED
REGISTERED OFFICE 24 WHITES ROAD, CHENNAI - 600 014
Telephone No.044-28575473 fax: 044-28525280
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 Tuesday, the 28th day of July 2020 at 3.00 p.m. 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 Special 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, subject to the approval of the Central Government, to increase the authorised share capital of the company from Rs.200,00,00,000 (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty Crore) equity shares of face value of Rs.10/- (Rupees Ten) each to Rs.5000,00,00,000 (Rupees Five Thousand Crores) divided into 500,00,00,000 (Five Hundred Crore) equity shares of Rs.10/- (Rupees Ten) each by creation of additional Equity shares of Rs.4800,00,00,000 (Rupees Four Thousand Eight Hundred Crores) divided into 480,00,00,000 (Four Hundred and Eighty Crore) Equity Shares of the face value of Rs.10/- (Rupees ten) each, ranking pari passu 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 :

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, subject to the approval of the Central Government and upon the publication of the amendment to the Memorandum of Association in the Gazette of India, 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 Five Thousand Crores divided into Five Hundred 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 :

“6. The share capital of the company shall be Rupees Five Thousand Crores divided into Five Hundred 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 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 : 27.07.2020

Place : Chennai

Notes :

1. Pursuant to Circular No.14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available at this EGM.
2. In view of the massive outbreak of the COVID 19 pandemic and pursuant to Circular No.14/2020 dated 8th April, 2020 and Circular no.17/2020 dated 13th April, 2020 and extension of validity of the same upto 30th September 2020 vide Circular no.22/2020 dated

15th June 2020 issued by the Ministry of Corporate Affairs, the facility of attending this EGM through Video Conferencing/OAVM is available.

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. In accordance with the Ministry of Corporate Affairs Circular No.17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.uiic.co.in.

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

6. Members who are desirous of attending the EGM through Video Conferencing may send their request to boardandsecretarial@uiic.co.in.

7. Members may attend the EGM by following the invitation link sent to their Email Ids which will be sent 15 minutes prior to the scheduled time for the meeting and the said link will be kept open for 15 minutes after scheduled time. A Helpline number for assistance shall be sent along with the invitation link.

8. 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 documents as mentioned in the Notice are available for inspection of the Members through electronic mode.

The relevant Explanatory statement pursuant to Section 102 of the Companies Act,2013, in respect of the business given in this Notice in Item Nos. 1, 2 and 3 is annexed hereto.

The Route Map to Head Office at No.19, IV Lane, Nungambakkam High Road, Chennai 600 034 is enclosed herewith.



Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.1:

The Department of Financial Services (Insurance Division) vide letter no.F.No.14013/12/2020-Ins-II dated 14.7.2020 has advised the Company to increase its authorized share capital from the existing Rs.200 crores to Rs. 5000 Crores in view of proposed capital infusion by the Government of India as a part of its reform linked capitalization agenda.

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 a special 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 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.

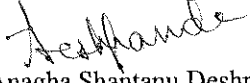
Pursuant to Section 14 of the Companies Act, 2013, an alteration to the Articles of Association requires approval of the shareholders by way of special resolution. This alteration would be effective consequent upon publication in the Gazette of India after approval of the Central Government.

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 : 27.07.2020

