



Universal Sompo General Insurance Co. Ltd.

(A joint venture of Allahabad Bank, Indian Overseas Bank, Karnataka Bank Ltd,
Dabur Investments Corp. and Sompo Japan Nipponkoa Insurance Inc.)

NOTICE FOR AN EXTRA - ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 3rd EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF "UNIVERSAL SOMPO GENERAL INSURANCE COMPANY LIMITED" WILL BE HELD ON MONDAY 11th DAY OF APRIL, 2016 AT 9.30. A. M. AT BRANCH OFFICE UNIT NO 709/712, 7TH FLOOR, HUB TOWN VIVA, WESTERN EXPRESS HIGHWAY, JOGESHWARI (E), MUMBAI -400060.

SPECIAL BUSINESSES:

1. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION:

To consider and if thought fit to pass following resolutions with or without modification(s) as **Special Resolutions:**

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re enactment thereof , for the time being in force) and the Guidelines on Indian owned and controlled no IRDA/F&A/GDL/GLD/180/10/2015 issued by IRDAI dated 19th October, 2015, the new Article of Association of the Company be and hereby approved and adopted as the Article of Association of the Company in substitution for and to exclusion of all the existing Articles thereof.

RESOLVED FURTHER THAT the Executive Chairman be and is hereby authorized to sign, execute and to do all necessary acts, deeds and things in this regard on behalf of the Company."

By Order of the Board


CHAIRMAN

Place: Mumbai

Date: 04.04.2016



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NOTES:

1. A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the Meeting and vote thereat instead of himself/herself and such proxy need not be a member of the company. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll.

The proxy forms should be lodged with the company at the registered office at least 48 hours before the time of the meeting.

Under section 107 of Companies Act, 2013, voting is by show of hands unless a poll is demanded by the members present in person or by proxy, where allowed. The person demanding poll shall have not less than one-tenth of the voting power or shall have shares on which an aggregate sum of not less than five lakh rupees has been paid-up.

2. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra Ordinary General meeting.

3. The relevant explanatory statement as per section 102(1) of the Companies Act, 2013 is enclosed herewith.

4. Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item no 1.

In order to reflect the relevant provisions of the Amended Shareholders' Agreement to give effect to the provisions of IRDAI circular dated 19th October 2015 on "Indian owned and Controlled". It is approved by the Board of directors at their meeting held on 14th March, 2016 to consider fresh set of Article of Association through circular resolution post finalization of Shareholders Agreement. Accordingly, it is recommended that a fresh set of Articles of Association incorporating the relevant provisions of the Shareholders Agreement be adopted.

The Board recommends this special resolution for your approval with or without modification (s).

Directors are interested in the resolution to the extent of the shareholding interest represented by them.

By Order of the Board


CHAIRMAN

Place: Mumbai

Date: 04.04.2016



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ATTENDANCE SLIP

Universal Sampo General Insurance Company Limited

Registered Office: Unit No. 401, 4th Floor, Sangam Complex, 127, Andheri Kurla Road, Andheri
(East) Mumbai 400059

CIN : U66010MH2007PLC166770

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(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Extra Ordinary General Meeting of the Shareholders of the Company being held on 11<sup>th</sup> day of April, 2016 at 9.30. a. m. at Branch Office Unit No 709/712, 7th floor, Hub Town Viva, Western Express Highway, Jogeshwari (E), Mumbai - 400060.

Folio No.:

No. of shares held:

Name of the Shareholder/Proxy\*: - \_\_\_\_\_

*\*Strike out whichever is not applicable.*

Signature of Shareholder/ Proxy\*: - \_\_\_\_\_

*\*Strike out whichever is not applicable.*



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Form No. MGT-11

## Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN: U66010MH2007PLC166770

Name of the company: Universal Sompo General Insurance Company Limited

Registered office: Unit No. 401, 4th Floor, Sangam Complex, 127, Andheri Kurla Road, Andheri East,  
Mumbai 400 059

|                       |
|-----------------------|
| Name of the member:   |
| Registered address:   |
| E-mail Id:            |
| Folio No/ Client Id:  |
| DP ID: Not Applicable |

We, being the member of \_\_\_\_\_ shares of the above named company, hereby  
appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my proxy to attend and vote (on a poll) for me and on my behalf at the 3<sup>rd</sup> Extra Ordinary  
General Meeting of the company, to be held on the 11<sup>th</sup> day of April, 2016 at 9.30. a. m. at  
Branch Office Unit No 709/712, 7<sup>th</sup> floor, Hub Town Viva, Western Express Highway,  
Jogeshwari (E), Mumbai -400060 and at any adjournment thereof in respect of such



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resolutions as are indicated below:

Resolution No.

1. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION:

Signed this..... day of..... 20....

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder

Affix  
Revenue  
Stamp



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