



UNITED INDIA INSURANCE COMPANY LIMITED
REGISTERED & HEAD 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 Friday, the 31st day of May 2019 at 1.15 pm, at the Registered Office at United India House, 2nd Floor, 24 Whites Road, Chennai 600 014 to transact the following Special Business :

ITEM NO.1 :


To ratify the assigning of housing loan portfolio of the Company to GIC Housing Finance Limited, being a Related Party Transaction :

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

“RESOLVED THAT pursuant to the provisions under Section 188 and other applicable provisions/rules, if any, of the Companies Act, 2013, and also the provisions/rules under other applicable enactments/regulations, the related party transaction for the assigning of housing loan portfolio to an extent of Rs.144.32 crores at an interest rate of 8.4% per annum entered into on 29th March, 2019 with GIC Housing Finance Limited, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary including but not limited to negotiating, finalizing, executing and signing all such documents as may be necessary in this regard.”

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


(Anagha Shantaru Deshpande)
Company Secretary

Date : 29.05.2019

Place : Chennai

Notes :

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint another person, whether a Member or not, as his proxy to attend the meeting and vote thereat instead of himself.
2. The instrument appointing a proxy or any other authority, if any, can be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
3. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business given in this Notice is annexed hereto.
4. The Route Map to United India House, 24, Whites Road, Chennai is enclosed herewith.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.1 :

To ratify the assigning of housing loan portfolio of our Company to GIC Housing Finance Limited, being a Related Party Transaction

United India Insurance Company Limited is a public sector undertaking, fully owned by the Government of India. As per Section 2(76) of the Companies Act 2013, "Related party" with reference to a company, inter alia means – a public company in which a director is a director. Shri Girish Radhakrishnan, Chairman-cum-Managing Director is a director on the Board of GIC Housing Finance Limited, thereby the takeover of housing loan portfolio of our Company by GIC Housing Finance Limited would be treated as a Related Party Transaction as per Section 2(76) of Companies Act 2013. Section 188 of the Companies Act, 2013 states that no company shall enter into any contract or arrangement with a related party except with the consent of the Board of Directors, given by a resolution at a meeting of the Board.

Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 specify the limits for transactions beyond which related party transaction shall require approval of the shareholders. With regard to "Availing or rendering of any services" limit has been prescribed as 10% or more of turnover or Rs.50 crores, whichever is lower. The said threshold applies to transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year. The transaction with GIC Housing Finance Ltd shall exceed the threshold limit set out under Rule 15(3) of the Rules.

MCA vide Notification no.G.S.R. 463(E) dated 05.06.2015, exempted the application of the first and second proviso to Section 188(1), to a Government Company in respect of contracts or arrangements entered into by it with any other Government Company. However, GIC Housing Finance Ltd, not being a Government Company, this exemption is not available in respect of this transaction. Accordingly, the transaction is required to be approved by the shareholders by way of an ordinary resolution.


The housing loan portfolio of the Company has been assigned to GIC Housing Finance Limited to an extent of Rs.144.32 crores on 29th March 2019 with the approval of the Audit Committee and the Board at their respective meetings wherein they have also decided to seek ratification and approval of the Shareholders, as per applicable statutory provisions of the Companies Act, 2013.

Accordingly, ratification and approval of the shareholders under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and also the provisions/rules under other applicable enactments regulations, is sought .

None of the Directors or Key Managerial Personnel (except Shri Girish Radhakrishnan, Chairman-cum-Managing Director, in his capacity as a director on the Board of GIC Housing Finance Limited), is in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company recommends the resolution as set out at Item no.1 in the accompanying Notice for ratification and approval of the members.

Date: 29.5.2019
Place: Chennai

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

(Anagha Shantanu Deshpande)
Company Secretary

MAP SHOWING LOCATION OF THE VENUE OF THE
EXTRAORDINARY GENERAL MEETING OF UNITED INDIA INSURANCE COMPANY LIMITED
Venue: 24 WHITES ROAD, CHENNAI 600014

