



Universal Sompo General Insurance Co. Ltd.

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

NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH (13th) ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIVERSAL SOMPO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON 29th DAY OF SEPTEMBER, 2020 AT 11.00 AM THROUGH VIDEO CONFERENCE (VC) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yasuhiro Sasanuma (DIN: 08088457) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass the following resolution with or without modification(s) as an ordinary resolution:

Appointment of Mr. Sharad Mathur (DIN: 08754740) as Managing Director and Chief Executive Officer of the Company and fixing Terms and Remuneration

“RESOLVED THAT pursuant and subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and , section 34A of the Insurance Act, 1938 and Insurance Regulatory and Development Authority of India (Remuneration of Non-executive Directors of Private Sector Insurers) Guidelines, 2016 dated 05th August, 2016 issued by Insurance Regulatory and Development Authority of India (IRDAI) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the receipt of the approval of the Insurance and Regulatory Development Authority of India (IRDAI), the consent of the Members be and is hereby accorded to approve the appointment and term of remuneration of **Mr. Sharad Mathur as Managing Director & Chief Executive Officer** of the Company for a period of three years with effect from 02nd June, 2020 and on such terms and conditions of appointment and remuneration as approved by the Board and IRDAI.



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RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution**:

Appointment of Mr. Vishwanath Vittal Shenoy as a Director (Nominee, Non- Executive Director) (DIN: 07561455) of the Company

“**RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Article 11.2.2 of the Article of Association of the Company and Corporate Governance Guidelines for Insurance Companies dated 18th May, 2016 issued by IRDAI, as amended from time to time and such other applicable acts, rules and regulations, **Mr. Vishwanath Vittal Shenoy (DIN: 07561455)** who was appointed as an Additional Director (Nominee) (under the category of Non- Executive) of the Company (Nominated by Indian Bank) by the Board of Directors effective from 27th July, 2020 and who holds office till the date of Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of (Nominee) Director of the Company, be and is hereby appointed as Non - Executive (Nominee) Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution**:

Appointment of Mr. Mahesh Kumar Bajaj as a Director (Nominee Non- Executive Director) (DIN: 08080244) of the Company

“**RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Article 11.2.2 of the Article of Association of the Company and Corporate Governance Guidelines for Insurance Companies dated 18th May, 2016 issued by



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IRDAI, as amended from time to time and such other applicable acts, rules and regulations, **Mr. Mahesh Kumar Bajaj (DIN:08080244)** who was appointed as an Additional Director (Nominee) (under the category of Non-Executive) of the Company (Nominated by M/s. Indian Bank) by the Board of Directors effective from 14th May, 2020 and who holds office till the date of Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of (Nominee) Director of the Company, be and is hereby appointed as Non- Executive (Nominee) Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution**:

Appointment of Mr. N. Ravichandran as a Director (Nominee Non- Executive Director) (DIN: 08776311) of the Company

“**RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Article 11.2.2 of the Article of Association of the Company and Corporate Governance Guidelines for Insurance Companies dated 18th May, 2016 issued by IRDAI, as amended from time to time and such other applicable acts, rules and regulations, **Mr. N. Ravichandran (DIN: 08776311)** who was appointed as an Additional Director (Nominee) (under the category of Non- Executive) of the Company (Nominated by M/s. Indian Overseas Bank) by the Board of Directors effective from 21st July, 2020 and who holds office till the date of Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of (Nominee) Director of the Company, be and is hereby appointed as Non-Executive (Nominee) Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.



7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution**:

Appointment of Mr. Bhaskar Jyoti Sarma as a Director (Independent, Non-Executive) (DIN: 05282550) of the Company

“RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rule 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Corporate Governance Guidelines for Insurance Companies dated 18th May, 2016 issued by IRDAI and as amended from time to time and such other applicable acts, rules and regulations, **Mr. Bhaskar Jyoti Sarma, (DIN: 05282550)** who was appointed by the Board of Director as an Additional Director (Independent, Non- Executive Director) with effect from 28th August, 2020 to hold office till the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director (Independent, Non- Executive), consent of the Members be and is hereby accorded to appoint Mr. Bhaskar Jyoti Sarma as Director (Independent, Non-Executive) for a period of 3 consecutive years upto 27th August, 2023 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution**:

Appointment of Ms. Chhaya Palrecha as a Director (Independent, Non- Executive) (DIN: 06914875) of the Company

“RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rule 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Corporate Governance



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Guidelines for Insurance Companies dated 18th May, 2016 issued by IRDAI and as amended from time to time and such other applicable acts, rules and regulations, Ms. **Chhaya Palrecha**, (DIN: **06914875**) who was appointed by the Board of Director as an Additional Director (Independent, Non- Executive Director) with effect from 28th August, 2020 to hold office till the ensuing Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director (Independent, Non- Executive), consent of the Members be and is hereby accorded to appoint Ms. **Chhaya Palrecha** as Director (Independent, Non-Executive) for a period of 3 consecutive years upto 27th August, 2023, and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

**By Order of the Board of Directors
For Universal Sompo General Insurance Company Limited**

**O N Singh
(Chairman)
(DIN: 00182616)**

**Address: 703, A Lakshchandi Apts. Krishna Vatika Marg,
Gokuldharm Goregaon (East), Mumbai- 400063**

Registered Office:

Unit No 401, 4th Floor,
Sangam Complex,
127, Andheri Kurla Road,
Andheri(E), Mumbai – 400 059.

Date:01.09.2020

Place: Mumbai



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Notes:

To attend the Meeting, members are requested to access via Microsoft Teams id:

https://teams.microsoft.com/l/meetupjoin/19%3ameeting_Nz11YTQxN2MtZGRiMC00Yzg1LWFmMDktYTJkMDgwNDU5N2Zl%40thread.v2/0?context=%7b%22Tid%22%3a%221c0ae466-43ca-4ba7-978b-c7a0a0ef73fc%22%2c%22Oid%22%3a%229ef0c94d-bfad-4aa9-9813-2d0df44b962f%22%7d

1. In view of the outbreak of the COVID-19 and continuing restrictions on the movement of people at several places in the country and in accordance with General Circular no. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (MCA), companies are permitted to hold their AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) for the calendar year 2020.
2. In compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars, the 13th Annual General Meeting of the Company is being conducted through VC/ OAVM, without the physical presence of the Members at a common venue. The deemed venue for this AGM shall be the registered office of the Company.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and to cast their votes through show of hands.
4. The members are requested to note that the facility for attending the Meeting through Video Conference shall be kept open at least 15 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conference portal during this time shall be considered for the purpose of quorum at the Meeting.
5. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
6. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.



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5. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to chetna.vasani@universalsampo.com .
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice of calling the AGM will be uploaded on the website of the Company at www.universalsampo.com .
7. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent to chetna.vasani@universalsampo.com.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Annual Report for the Financial Year ended 2019-20 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report for the Financial Year ended 2019-20 being sent by the permitted mode.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company/Depositories.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Appointment of Mr. Sharad Mathur as a Managing Director & Chief Executive Officer (DIN: 08754740) of the Company and fixing term and Remuneration:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Director's at their meeting held on 17th October, 2019 approved the appointment of Mr. Sharad Mathur as Managing Director & Chief Executive Officer, subject to approval of the IRDAI and members.

Further, IRDAI vide their letter dated 2nd June, 2020 approved the appointment of Mr. Sharad Mathur as Managing Director & Chief Executive Officer.

The approval of the Members is being sought for the terms and conditions for the appointment of Mr. Sharad Mathur as a Managing Director and Chief Executive Officer and the remuneration



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payable to him. The terms and conditions fixed by the Board of Directors at their Meeting held on 17th October, 2019, are given below:

A. Period of Appointment: 2nd June, 2020 to 1st June, 2023

B. Remuneration including Commission:

INR. 1,00,00,000/- (INR One Crore Only) per annum as fixed salary and variable pay as may be decided by Nomination and Remuneration Committee depending upon his performance subject to maximum INR. 25,00,000/- only and other entitlements as per the HR Policy of the Company.

C. Other Entitlements: As per the Board resolution passed on 17th October, 2019.

As per the provisions of section 203 of the Companies Act, 2013, Mr. Sharad Mathur shall be one of the Key Managerial Person of the Company.

A statement containing his profile is given as per **Annexure 1**.

Except Mr. Sharad Mathur and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Your Directors recommend the ordinary resolution at Item No. 3 for your approval.

Item No. 4

Appointment of Mr. Vishwanath Vittal Shenoy as Director (Nominee Non-Executive Director) (DIN: 07561455) of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Director's at their meeting held on 14th May, 2020 appointed Mr. Vishwanath Vittal Shenoy as an Additional Director of the Company, subject to approval of Ministry of Finance. The Ministry of Finance approved the appointment with effect from 27th July, 2020.

The aforementioned Director is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from members proposing the candidature of Mr. Vishwanath Vittal Shenoy to be appointed as **Non-Executive (Nominee) Director** of the Company as per the relevant provisions of the Companies Act, 2013

A statement containing his profile is given as per **Annexure 1**.



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Except Mr. Vishwanath Vittal Shenoy being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Your Directors recommend the Ordinary resolution at Item No. 4 for your approval.

Item No. 5

Appointment of Mr. Mahesh Kumar Bajaj as a Director (Nominee Non- Executive Director) (DIN: 08080244) of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Director's, at their Meeting held on 14th May, 2020, appointed Mr. Mahesh Kumar Bajaj as an Additional Director of the Company with effect from 14th May, 2020.

The aforementioned Director is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from members proposing the candidature of Mr. Mahesh Kumar Bajaj to be appointed as **Non-Executive (Nominee) Director** of the Company as per the relevant provisions the Companies Act, 2013.

A statement containing his profile is given as per **Annexure 1**.

Except Mr. Mahesh Kumar Bajaj, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Your Directors recommend the Ordinary resolution at Item No. 5 for your approval.

Item No. 6

Appointment of Mr. N. Ravichandran as a Director (Nominee Non-Executive Director) (DIN: 08776311) of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Director's at their meeting held on 21st July, 2020 appointed Mr. N. Ravichandran as an Additional Director of the Company with effect from 21st July, 2020.



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The aforementioned Director is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from members proposing the candidature of Mr. N. Ravichandran to be appointed as **Non-Executive (Nominee) Director** of the Company as per the relevant provisions the Companies Act, 2013.

A statement containing his profile is given as per **Annexure 1**.

Except Mr. N. Ravichandran, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Your Directors recommend the Ordinary resolution at Item No. 6 for your approval.

Item No.7

Appointment of Mr. Bhaskar Jyoti Sarma as a Director (Independent, Non-Executive) (DIN: 05282550) of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Director's at their meeting held on 28th August, 2020 appointed Mr. Bhaskar Jyoti Sarma as an Additional Director (Independent, Non-Executive) of the Company with effect from 28th August, 2020.

The aforementioned Director is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from members proposing the candidature of Mr. Bhaskar Jyoti Sarma be appointed as **Director (Independent, Non-Executive)** of the Company as per the relevant provisions the Companies Act, 2013 .

In the opinion of the Board, Mr. Bhaskar Jyoti Sarma fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company.

He shall be appointed for a period of 3 consecutive years and shall not be liable to retire by rotation.

A statement containing his profile is given as per **Annexure 1**.



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Except Mr. Bhaskar Jyoti Sarma, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

Your Directors recommend the Ordinary resolution at Item No.7 for your approval.

Item No. 8

Appointment of Ms. Chhaya Palrecha as a Director (Independent, Non-Executive) (DIN: 06914875) of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Director's, at their meeting held on 28th August, 2020 , appointed Ms. Chhaya Palrecha as an Additional Director (Independent, Non-Executive) of the Company with effect from 28th August, 2020.

The aforementioned Director is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from members proposing the candidature of Ms. Chhaya Palrecha to be appointed as Director (Independent, Non-Executive) of the Company as per the relevant provisions the Companies Act, 2013.

In the opinion of the Board, Ms. Chhaya Palrecha fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company.

She shall be appointed for a period of 3 consecutive years and shall not be liable to retire by rotation.

A statement containing her profile is given as per **Annexure 1**.

Except Ms. Chhaya Palrecha, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

Your Directors recommend the Ordinary resolution at Item No. 8 for your approval.



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**By Order of the Board of Directors
For Universal Sampo General Insurance Company Limited**

O N Singh

(Chairman)

(DIN: 00182616)

**Address: 703, A Lakshchandi Apts. Krishna VatikaMarg,
GokuldhamGoregaon (East), Mumbai- 400063**

Registered Office:

Unit No 401, 4th Floor,
Sangam Complex,
127, Andheri Kurla Road,
Andheri(E), Mumbai – 400 059.

Date: 01.09.2020

Place: Mumbai



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Annexure 1

Details of Directors seeking appointment at the Thirteenth(13th) Annual General Meeting to be held on 29th September,2020		
Name Of Director	Mr. Sharad Mathur	Mr. Vishwanath Vittal Shenoy
Director Identification Number (DIN)	08754740	07561455
Date of Birth	07.02.1974	19.03.1962
Age	46 years	58years
Permanent Account Number (PAN)	ABAPM7215N	ADHPS2011F
Date of Appointment	02.06.2020	27.07.2020
Address	A-1701,Brookhil Tower,3 rd cross road, Lokhandwala, Andheri (west) Mumbai – 400 053	Flat no 4. Second Floor, Image executive Quarters no 3,MRC Nagar, R.A.Puram,Chennai-600028.
Relevant Background, Knowledge and Experience	<p>Employed with SBI General Insurance Company Limited in different roles since its inception, in the year 2009 and finally as Head - Distribution till July 2019, appointed as a KMP by the Board of Directors of the Company.</p> <p>Had a specific stint in a new General Insurance project, developing business structure and long-term strategy for a proposed venture. Earlier, he has been employed with ICICI Lombard General Insurance Company Limited, since its inception, in the year 2001, in various regional and national leadership roles. In the past, he has worked with large diversified manufacturing organizations, including, MRF, Bharat Shell and Reliance Retail.</p> <p>Served as Chairman of Insurance Awareness Committee &</p>	<p>He started the banking career in 1985 as Probationary officer with Union Bank of India. During the service with Union Bank of India he worked in branches in rural , semi urban, urban & metro centres as well as administrative office in different geographies as Branch, Saral, Regional & vertical head. He has worked in different verticals like credit, vigilance, transaction banking, credit policy and MSME, large corporate as well as Chairman secretariat. Was a core member in verticalisation and centralization of credit functions right from devising the roadmap & strategy. Has served as nominee director on the Board of Central Registry of Securitization Asset Reconstruction and Security Interest of India, Ind Bank Merchant Banking Services Ltd and Ind Bank Housing Ltd. Was appointed as Executive Director of Indian Bank w.e.f 1st December,2018</p>



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	<p>Associated with multiple organizational committees including product development, customer grievances, motor insurance profitability, bancassurance steering and disciplinary & premises Committee.</p> <p>A key-note speaker and panellist in international insurance summits, being held in parts of Asia, South Africa and Europe.</p> <p>Conferred with 2 prestigious awards such as '50 Most Talented Retail Professionals of India' by CMO Asia and '50 Most Influential Digital Media Professionals' by World Marketing Congress</p>	
No. of equity shares held in the Company	NIL	NIL
Qualifications	Holds a Bachelor's degree from Delhi College of Arts and Commerce, University of Delhi; Completed Post-Graduation Program in Management with a specialization in Marketing IIPM; 'Certification Programs in Leadership and Management from Indian School of Business and Harvard.	B.com, CAIIB, Management Education Programme from IIM
Terms and conditions of appointment along with details of remuneration to be paid	Director not liable to retire by rotation	Director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any for FY 2019-20)	NA	NA
Number of Meetings of the Board attended during the year (FY2019-20)	NA	NA



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List of Other Directorships	NA	1
Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a Director	NA	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company.	N.A.	N.A.
Details of Directors seeking appointment at the Thirteenth(13th) Annual General Meeting to be held on 29th September,2020		
Name Of Director	Mr. Mahesh Kumar Bajaj	Mr. N. Ravichandran
Director Identification Number (DIN)	08080244	08776311
Date of Birth	13.06.1965	20.12.1962
Age	55 years	57 years
Permanent Account Number (PAN)	AAVPB5596K	AACPR7892R
Date of Appointment	14.05.2020	21.07.2020
Address	No. 5 F, Indian Bank Officers Quarters , No 1 Saint Colony, Chennai- 600 008	32/11C, Ganapathi Homes, Flat No. 6, Bajanai Koil 1st Street, Choolaimedu, Chennai-600094
Relevant Background, Knowledge and Experience	Joined Indian Bank in the year 1993 as Probationary Officer. Postgraduate in Science and Bachelor of Education and Certified Associate of IIBF Having 27 years of experience in the key areas of banking viz., Corporate Banking, Retail Banking, Rural Banking, Integrated Treasury Management, NPA recovery management, Foreign Trade, Trade Finance, Personnel Management, Audit & Inspection. Served Overseas Branch	An experienced Banker of over 36 years - Joined IOB on 06.06.1984. Has rich exposure in Treasury, Corporate Credit and International Banking. Headed several Branches of IOB. Was chosen as a best performing manager of Kancheepuram Region in 2004 and was sent to Singapore on special recognition. Has rich experience in administration at Regional Officer and Central Office of IOB Served as Chief Manager of IOB, Bangkok Branch from Sept. 2011 to Dec. 2014



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	<p>Singapore of Indian Bank as Chief Executive Officer.</p> <p>Possess Board level experience having served on the Boards of M/s Experian Credit Information Company of India Pvt. Ltd. and M/s. Reliance Asset Reconstruction Company Limited as a shareholder nominee Director.</p> <p>Presently, posted as General Manager (Integration Management Office)-with key responsibility of Amalgamation of Allahabad Bank with Indian Bank</p>	<p>Served as Chairman of Pandyan Grama Bank (sponsored by IOB) from July 2016 to March 2019. It was one of the best performing RRB with continuous profitability record- reached greater heights during his tenure.</p> <p>Served as Chief Regional Manager (CRM) of Hyderabad Region of IOB from May 2019 to May 2020</p>
No. of equity shares held in the Company	NIL	NIL
Qualifications	Msc.(MATHEMATICS) , CAIIB	Bsc, MA,CAIIB
Terms and conditions of appointment along with details of remuneration to be paid	Director liable to retire by rotation	Director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any for FY 2019-20)	NA	NA
Number of Meetings of the Board attended during the year (FY2019-20)	NA	NA
List of Other Directorships	NIL	NIL
Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a Director	NIL	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company.	N.A.	N.A.



Universal Sampo General Insurance Co. Ltd.

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Details of Directors seeking appointment at the Thirteenth (13th) Annual General Meeting to be held on 29th September,2020

Name Of Director	Mr. Bhaskar Jyoti Sarma	Ms. Chhaya Palrecha
Director Identification Number (DIN)	05282550	06914875
Date of Birth	16.12.1955	14.10.1974
Age	64 years	45 years
Permanent Account Number (PAN)	ANEPS9810K	AFWPP5012L
Date of Appointment	28.08.2020	28.08.2020
Address	House No. 5, 3rd Sub Lane, B. P. Barua Road, Narikalbari, Guwahati – 781024	Flat no 503,Thackers House East street , General Thimmayya Road, Pune – 411001
Relevant Background, Knowledge and Experience	<p>Joined the State Bank of India (SBI) as Probationary Officer in Oct 1979. Completed 37 years in SBI and retired from service on the 31st Dec, 2015 on attaining superannuation.</p> <p>Retired in the rank of Chief General Manager with the last assignment as the Managing Director & CEO of SBI General Insurance Co Ltd (SBIG), a Joint venture company of SBI with IAG, Australia, largest General Insurance company in Australia with international operations in Asia/SE Asia.</p> <p>General Manager (Nw II), SBI, North Eastern Circle (Oct 2009 – Jun 2012)</p> <p>DGM & Executive Secretary To The Chairman (Jul 2006 – Oct 2009)</p>	<p>She is a Chartered Accountant with 23 years' experience, Strong Leadership Skills and Team Work Approach Independent Director roles since 2015 Highly dedicated, Result Oriented, Business Driven apart from being hard core finance &accounts person (experience of books finalization with BIG4 auditors)</p> <p>Strong in the areas of fund raising (working capital, term loan – project finance), liaison with banks.</p> <p>Worked with private equity investors and IBs of repute for bringing in funds in the form of equity</p> <p>Handled forex exposures based on strict management policies on positions Excellent at budgeting, planning, performance monitoring vis-à-vis budget and analytical-meaningful MIS Versatile experience with multi-tasking abilities, tactful prioritizing skill.</p>
No. of equity shares held in the Company	NIL	NIL
Qualifications	MA in Economics from JNU, Delhi, Dip	Chartered Accountant, CISA (IL-USA),



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	in Management (IGNOU), CAIIB	Dip IFRS (ACCA - UK)
Terms and conditions of appointment along with details of remuneration to be paid	Director not liable to retire by rotation	Director not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any for FY 2019-20)	NA	NA
Number of Meetings of the Board attended during the year (FY 2019-20)	NA	NA
List of Other Directorships	3	4
Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a Director	NIL	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company.	N.A.	N.A.