

Ref. No.: GIC-HO/BOARD/SE-3-AGM/128/2023-24

Date: August 31, 2023

To,
The Manager
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra Kurla Complex
Mumbai - 400051

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai - 400001

Scrp Code: (BSE - 540755/ NSE - GICRE)

**Sub: SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015
(SEBI Listing Regulations)**

Regulation 30: Notice of the 51st Annual General Meeting (AGM) of the Corporation

Dear Sir/Madam,

Pursuant to regulation 30 read with Schedule III Part A of the SEBI Listing Regulations, please find enclosed herewith **Notice of 51st Annual General Meeting of the Corporation** scheduled to be held on Tuesday, 26th September 2023 at 3 :00 p.m. (IST) through Video Conference/ Other Audio Visual Means. The Notice is being circulated as a part of the Annual Report for the Financial Year 2022-23, to the Members of the Corporation through electronic mode.

The Notice of the 51st AGM & Annual Report are hosted on the website of the Corporation at www.gicre.in and also on the website of the e-voting Agency, M/s. National Securities and Depository Limited at www.evoting.nsdl.com

You are requested to take note of the above and arrange to bring this to the notice of all concerned.

Yours sincerely

For General Insurance Corporation of India

**(Satheesh Kumar)
CS & Compliance Officer**

भारतीय साधारण बीमा निगम

(भारत सरकार की कंपनी)

**General Insurance Corporation of India
(Government of India Company)
CIN: L67200MH1972GOI016133 IRDA REG NO.: 112**

'सुरक्षा', १७०, जे. टाटारोड, चर्चगेट, मुंबई ४०००२०

"SURAKSHA", 170, J. Tata Road, Churchgate,

Mumbai 400020. INDIA Tel: 91-22-22867000

FAX Server: 91-22-229899600, www.gicofindia.com

E-mail: info@gicofindia.com

GENERAL INSURANCE CORPORATION OF INDIA

(A Government of India Company)

Regd. Office: 'Suraksha', 170, J. Tata Road, Churchgate, Mumbai

Tel: +91-22-2286 7000 **Fax:** +91-22-2288 4010

Website: www.gicre.in

CIN: L67200MH1972GOI016133 **IRDAI REG. NO.:** 112

NOTICE

NOTICE is hereby given that the **51st ANNUAL GENERAL MEETING (AGM)** of the members of **GENERAL INSURANCE CORPORATION OF INDIA** (the Corporation) will be held on Tuesday, the 26th September 2023 at 3:00 p.m., through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Corporation for the financial year ended 31st March 2023 and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of ₹ 7.20 per equity share for the financial year 2022-23, as recommended by the Board of Directors.
3. To authorize the Board of Directors to fix the remuneration of the Joint Statutory Auditors appointed by the Comptroller and Auditor General of India (C&AG) for the financial year 2023-24.

SPECIAL BUSINESS

4. Appointment of Ms. Vinita Kumari (DIN 10093690) as Director of the Corporation

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150 & 152, read with Schedule IV and relevant rules and other applicable provisions, if any, of the Companies Act, 2013, relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Corporate Governance Guidelines for Insurers in India, 2016 issued by IRDAI and provisions of Article 75 of Articles of Association, Ms. Vinita Kumari (DIN: 10093690) be and is hereby appointed as part-time non-official director (Independent Director) on the Board of the Corporation w.e.f. 24th March 2023 for a period of three years or until further orders, whichever is earlier."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place : Mumbai

Date : Wednesday, 30th August 2023

Registered Office:

"Suraksha", 170, J. Tata Road,
Churchgate, Mumbai – 400 020
CIN: L67200MH1972GOI016133
Tel: +91 22 2286 7000
Email: investors.gic@gicre.in
Website: www.gicre.in

**By the Order of the Board of Directors
For General Insurance Corporation of India**

**Sd/-
(Satheesh Kumar)
Company Secretary**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular numbers 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 and Securities and Exchange Board of India (“SEBI”) vide its Circular number SEBI/HO/CFD/PoD-2/P/CIR /2023/4 (collectively referred to as “Circulars”) permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 51st Annual General Meeting of the Corporation is being conducted through VC/OAVM (hereinafter referred to as “AGM”). In accordance with the Secretarial Standard -2 (“SS-2”) on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April 2020 issued by Institute of Company Secretaries of India (“ICSI”), the proceedings of the AGM shall be deemed to be conducted at the registered office of the Corporation which shall be the deemed venue of the AGM.
3. Pursuant to Section 143(5) of the Act, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of sub-section (1) of Section 142 of the Act, their remuneration has to be fixed by the Corporation in the Annual General Meeting or in such manner as the Corporation in General Meeting may determine. Accordingly, the members are requested to authorize the Board of Directors of the Corporation to fix the remuneration of the Joint Statutory Auditors appointed by the Comptroller and Auditor General of India for the financial year 2023-24.
4. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May 2020, the matter of Special Business as appearing at item no. 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence forming part of this Notice.
5. Additional Information as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Item No. 4 is furnished as annexure to the Notice.
6. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the meeting, in respect of item no. 4 is annexed hereto and forms part of the Notice.
7. A Member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself and such proxy/proxies need not be a Member of the Corporation. **Since this AGM is being held in accordance with the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further, in accordance with the circulars, the facility for appointment of proxy/proxies by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
8. The Corporation has engaged the services of National Securities Depository Limited (‘NSDL’) for facilitating participation by the Members at the AGM through VC/OAVM including e-voting during the AGM.
9. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize representatives to attend AGM on its behalf, are requested to send a duly certified scanned copy (PDF/JPG Format) of its Board/governing body resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) electronically through their registered email address to the Scrutinizer at mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
10. 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.
11. In compliance with the aforesaid circulars, Notice of the AGM along with the Annual Report for the financial year ended on 31st March 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Depositories. Physical copy of Notice and/or Annual Report will be provided on specific request of the Member(s) concerned. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Corporation at www.gicre.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

12. **Green Initiative:**

In support of the “Green Initiative”, Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with M/s. KFin Technologies Ltd. (“RTA”) in case the shares are held by them in physical form.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice and explanatory statements, will also be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs.gic@gicre.in stating their DP-ID & Client ID or Folio No.

14. The Board of Directors at its meeting held on 25th May 2023, has recommended payment of final dividend of ₹ 7.20 per share of Face Value of ₹ 5/- each for the financial year 2022-23.

15. Record date for Dividend:

The Corporation has announced **Record date of Friday, 8th September 2023** and accordingly Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2022-23, if approved at the AGM, will be paid within the stipulated period of 30 days of declaration, to those eligible members whose name appeared:

- i. As Beneficial Owners, as on Friday, 8th September 2023 as per the list furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
- ii. As Members in the Register of Members of the Corporation as on Friday, 8th September 2023 in respect of shares held in Physical Form.

16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April 2020 and the Corporation is required to deduct tax at source (“TDS”) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. A separate communication is being sent to shareholders with details of applicable tax rates to different categories of shareholders and documents/details required to be submitted. Members are requested to submit the relevant documents on or before Thursday, 12th September 2023. The detailed communication regarding TDS on dividend is provided on the link: [https://www.gicre.in/images/GICRE Communication to Shareholders - Intimation of Tax Deduction at Source on Dividend for FY 2022-23.pdf](https://www.gicre.in/images/GICRE%20Communication%20to%20Shareholders%20-%20Intimation%20of%20Tax%20Deduction%20at%20Source%20on%20Dividend%20for%20FY%202022-23.pdf)

Kindly note that no documents in respect of TDS would be accepted from members after Thursday, 12th September 2023.

17. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are hereby informed that Dividends which are not encashed or remain unclaimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account, are liable to be transferred to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013. The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority.

In view of this, Members/ Claimants are requested to kindly ensure updation of their bank details and also claim their dividends from the Corporation, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in

The details of Dividends paid by the Corporation and their respective due dates of transfer to the IEPF are as below:

Date of Declaration of Dividend	Dividend for the Financial Year	Proposed Month and Year of Transfer to the Fund
05.09.2018	2017-18	October 2025
27.08.2019	2018-19	October 2026
27.05.2022	2021-22 (Interim)	June 2029

18. **Payment of Dividend through electronic means:**

Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of dividend directly to the bank account of the members. Hence, members are requested to opt for **Electronic Credit** of dividend payment and ensure registration/ updation of their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR code & 11 digit IFSC code), in respect of shares held in dematerialized form with their respective DP and in respect of shares held in physical form with the RTA at the address given in Sr. No. **22 (ii)** below.

19. **Dematerialization of Shares:**

As per Regulation 39 and 40 of the SEBI (LODR) Regulations, as amended, listed companies can effect shareholders' requests such as issuance of duplicate securities certificate, renewal / exchange, endorsement, sub-division/split, consolidation of securities certificate, transfer, transmission and transposition only in Dematerialised form with effect from 24th January 2022.

In view of SEBI Circular dated March 16, 2023, physical shareholders are requested to submit their PAN, full KYC details (Postal address with PIN, mobile number, email address, bank details, signature), nomination by September 30, 2023 and other relevant details in Form ISR-1, ISR-2, ISR-3 or SH-13 to KFin Technologies Limited, Registrar and Transfer Agent of the Corporation ("RTA"). The said Forms are also available on the website of the Corporation <https://www.gicre.in/phocadownload/notice-communication-to-shareholders/Communication%20to%20Shareholders%20-%20Form%20ISR-1%20to%20ISR-3%20and%20SH-13%20and%2014.pdf> and also on the website of RTA.

In case a holder of physical securities fails to furnish these details before the due date, the RTA/Corporation is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/ Corporation shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002. Frozen folios shall be reverted to normal status upon receipt of all KYC details/documents.

20. **Nomination:**

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Shareholders holding shares in single name and physical form are advised to make nomination in respect of their holding in the Corporation by submitting duly completed Form No SH-13 with the RTA and to their respective Depository Participant in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them. The said Form is also available on the website of the Corporation.

21. **Members' holding shares in Multiple Folios:**

Members holding shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to RTA for consolidation into a single folio.

22. **Updation of Details:**

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details etc.:

- i. For shares held in dematerialised form - to their respective DP.
- ii. For shares held in physical form - to the RTA, M/s. KFin Technologies Limited, Karvy Selenium, Tower-B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032.Tel. Nos.: (040) 6716 1562; Fax No.: (040) 2300 1153; E-mail Address: einward.ris@kfintech.com or at the registered office of the Corporation.

Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

23. **Non-Resident Members:**

Non-Resident Indian Members are requested to inform RTA/their respective Depository Participants immediately of:

- a. Change in their local address in India for correspondence and e-mail ID for sending all e-communications.
- b. Change in their residential status on return to India for permanent settlement.

- c. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

24. **Remote E-voting:**

Process and Manner of e-voting is as under:

- a. In terms of Section 108 of the Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations and the aforesaid circulars, the Corporation is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, Members are provided with the facility to cast their votes electronically through the remote e-voting platform provided by NSDL on all resolutions set-forth in this notice.
- b. Members of the Corporation holding shares either in physical form or in electronic form as on the cut-off date of **Tuesday, 19th September 2023** may cast their vote by remote e-voting. The voting rights of the members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to the shares held by them in the paid-up equity share capital of the Corporation, as on the cut-off date.
- c. The remote e-voting facility would commence on **Thursday, 21st September 2023 at 09:00 a.m. (IST)** and end on **Monday, 25th September 2023 at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution stated in this notice is cast by member through remote e-voting, the member shall not be allowed to change it subsequently and such e-vote shall be treated as final.
- d. Members will be provided with the facility for voting through the electronic voting system during the video conferencing proceedings at the AGM. The Members who have cast their vote by remote e-voting before the AGM may also attend the AGM, however such Member shall not be allowed to vote again.
- e. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Tuesday, 19th September 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Corporation/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

25. **Instructions for attending the AGM through VC/OAVM and remote e-voting (before and during the AGM) are given below:**

A. **Instructions for Members attending the AGM through VC/OAVM:**

- i. The Members can join the AGM 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on NSDL's e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM will be made available to at least 1,000 Members on a first come first served basis as per the aforesaid Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- ii. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will be required to allow

Camera and use Internet with a good speed to avoid any disturbance during the meeting Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- iv. Process to express views/seek clarifications:** Members are encouraged to submit in advance their questions on the items of business to be transacted at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / Folio number, PAN and mobile number, to reach the Corporation's e-mail address at gicagm.speakers@gicre.in before **05:00 p.m.** on **Thursday, 21st September 2023**. Queries that remain unanswered at the AGM will be appropriately responded by the Corporation at the earliest, post the conclusion of the AGM.
- v. Registration as Speakers:** Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number at gicagm.speakers@gicre.in between **Tuesday, 19th September 2023 (09:00 a.m. IST) and Thursday, 21st September 2023 (05:00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Corporation reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

B. **Instructions for Remote E-Voting before the AGM:**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Upon successful registration, kindly follow the steps given in Point (1) above. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.

Type of members	Login Method
Individual <u>Members</u> holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual <u>Members</u> (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual <u>Members</u> holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual <u>Members</u> holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Corporation For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below :

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Corporation, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in "process for those Members whose email ids are not registered."
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. **Instructions for e-Voting during the AGM:**

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting before the AGM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting before the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

26. **Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors.gic@gicre.in.
- b. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors.gic@gicre.in. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

27. **Guidelines for e-voting**

1. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details /Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the download section of www.evoting.nsdl.com or call on the toll-free number: 022 - 4886 7000 and 022 - 2499 7000, or contact Mr. Amit Vishal, Assistant Vice President, or Ms. Pallavi Mhatre, Manager, NSDL, at the designated email IDs: evoting@nsdl.co.in

28. The Corporation has appointed **Ms. Ragini Chokshi (FCS: 2390)**, and in her absence **Mr. Umashankar Hegde (ACS 22133)**, from M/s Ragini Chokshi & Co., Company Secretaries as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
29. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting, **15 minutes** after the conclusion of the Meeting.
30. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting and make a consolidated scrutiniser's report and submit the same to the Chairman of the Corporation or such other officer authorized by the Chairman.
31. The results on resolutions shall be declared within the prescribed period and the resolutions will be deemed to be passed at the Registered Office of the Corporation on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
32. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Corporation www.gicre.in and on NSDL's website www.evoting.nsdl.com immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited within the prescribed period.

ADDITIONAL INFORMATION OF DIRECTOR APPOINTED IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013 & REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR ITEM NO. 4

Ms. Vinita Kumari (DIN: 10093690)

Date of Birth: 01-03-1981

Age: 42 years

Date of Appointment: 24-03-2023

Nationality: Indian

Brief Profile: Ms. Vinita Kumari holds degree of Master of Arts (Hindi) from Nalanda Open University and Master of Education from Lalit Narayan Mithila University, Darbhanga. She is having 11 years of experience in teaching and knowledge in Education. Presently, she is working as an Assistant Professor at Giridih College, Giridih.

Nature of her expertise in specific functional areas: Academics and Administration

Disclosure of relationships between Directors and Key Managerial Personnel inter-se: None

Names of other listed entities in which the person holds directorship and also membership in Committees of the board: NIL

Shareholding in the Corporation: NIL

Note: No meetings were held after appointment of Ms. Vinita Kumari w.e.f. 24th March 2023 and before 31st March 2023.

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

Item No. 4: Appointment of Ms. Vinita Kumari (DIN: 10093690) as Director of the Corporation

The Board of Directors of the Corporation, based on recommendation of Nomination and Remuneration Committee have taken on record the appointment of Ms. Vinita Kumari (DIN: 10093690) as part-time non-official director (Independent Director) on the Board of the Corporation w.e.f. 24th March 2023 for a period of three years, or until further orders, whichever is earlier.

In terms of the Regulation 17(1C) of SEBI (LODR) Regulations, 2015, a listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. However, the proviso inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023, w.e.f. 17.1.2023 provided that a public sector company can seek the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager at the next general meeting.

Accordingly, Shareholders' approval is sought for appointment of Ms. Vinita Kumari as part-time non-official director (Independent Director) Director on the Board of the Corporation u/s 149 read with Schedule IV and 152 of the Companies Act, 2013.

The Corporation has received from her all statutory disclosures /declarations including (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) Declaration of Independence confirming that she meets all the criteria of independence as prescribed both under Section 149(6) of the Act, read with rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015.

Save and except Ms. Vinita Kumari, none of the other Directors, Key Managerial Personnel of the Corporation or their relatives are, in any way, concerned or interested in the resolution set out at item no. 4 of the Notice. The Board recommends the passing of the proposed Special Resolution as set out at item no. 4 for noting of the Members.

Place: Mumbai

Date : Wednesday, 30th August 2023

Registered Office:

"Suraksha", 170, J. Tata Road,
Churchgate, Mumbai – 400 020
CIN: L67200MH1972GOI016133
Tel: +91 22 2286 7000
Email: investors.gic@gicre.in
Website: www.gicre.in

**By the Order of the Board of Directors
For General Insurance Corporation of India
Sd/-
(Satheesh Kumar)
Company Secretary**