THE NEW INDIA ASSURANCE COMPANY LTD.

(Govt. of India Undertaking)

पंजीकृत एवं प्रधान कार्यालय: न्यु इन्डिया एश्योरन्स बिल्डिंग, 87, महात्मा गांधी मार्ग, फोर्ट, मुंबई - 400 001. Regd. & Head Office: New India Assurance Bldg., 87, M.G. Road, Fort, Mumbai - 400 001. CIN No. L66000MH1919GOI000526

: 022 2270 8100 022 2270 8400 Website: www.newindia.co.in

02nd June, 2022 Ref. No.: NIACL/CMD_BoardSectt/2022-23

To,

The Manager Listing Department **BSE** Limited PhirozeJeejeebhoy Tower Dalal Street Mumbai 400 001

The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th floor, Plot C/1, G Block, Bandra-Kurla Complex Mumbai 400 051

Scrip Code: (BSE - 540769/NSE - NIACL)

Dear Sir/Madam,

Sub: Notice of Postal Ballot and completion of dispatch intimation

We wish to inform that pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Acts, Rules, Regulations, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company has sent an email through NSDL containing Notice of the Postal Ballot as proposed by the Company for seeking approval of Members for the following resolution

1. Appointment of Ms. Mandakini Balodhi (DIN: 09571410), as Government Nominee Director on the Board.

The copy of the said notice is attached herewith.

The notice had been circulated to the members and the dispatch was completed on 02nd June, 2022.

The above information is being made available on the Company's website www.newindia.co.in

Yours Sincerely,

For The New India Assurance Company Limited

Jayashree Nair Company Secretary & Chief Compliance Officer

MUMBA!

The New India Assurance Company Limited, Mumbai.

Regd. & Head Office: 87, M.G. Road, Fort, Mumbai- 400 001

CIN No: L66000MH1919GOI000526, IRDA Reg No: 190

Tel: +91 22 22708263; Fax: +91 22 22652811

Email: investors@newindia.co.in; Website: www.newindia.co.in

Notice of Postal Ballot

Notice of Postal Ballot is hereby given to the Members of The New India Assurance Company Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 as amended from time to time, read with the General Circular No. 20/2021 dated December 8, 2021 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Business as set out in this Notice is proposed for consideration by the Members of the Company through Postal Ballot by remote e-voting only (Voting through Electronic means)

SPECIAL BUSINESS -

Appointment of Ms. Mandakini Balodhi as Government Nominee Director.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the appointment of Ms. Mandakini Balodhi (DIN: 09571410) as Government Nominee Director by Government of India Notification F.No. A-11011/04/2022-Ins I dated 04th April, 2022 and pursuant to Article 121 of the Articles of Association of the Company, w.e.f. 13th April, 2022 until further orders, be and is hereby noted."

by order of the Board of Directors for The New India Assurance Company Limited

Registered office: 87 M G Road, Fort, Mumbai – 400 001 India **Jayashree Nair** Company Secretary

23rd May, 2022

Explanatory Statement pursuant to Section 102(1) of The Companies Act 2013

The Board of Directors has taken on record and appointed Ms. Mandakini Balodhi as a Government Nominee Director with effect from 13th April, 2022 of the Company, as per Government of India, Ministry of Finance Order No. F.No. A-11011/04/2022-Ins I dated 04th April, 2022.

Pursuant) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of the shareholders to the appointment of a person as a director of the company is to be taken at the next general meeting or within a period of three months from the date of appointment whichever is later. The approval of shareholders is proposed to be taken through Postal Ballot through remote e-voting only.

The Company has received from Ms. Mandakini Balodhi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 and (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 Act.

The profile and specific areas of expertise of Ms. Balodhi are provided as annexure to this Notice. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Mandakini Balodhi, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice. The Board recommends the Ordinary Resolution set forth for noting of the Members.

Additional information on Directors proposed to be appointed / reappointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Ordinary Resolution

Ms. Mandakini Balodhi (DIN 09571410)

Date of Birth - 30.03.1977

Age - 45

Date of Appointment - 13.04.2022

Nationality - Indian

Resume:

Ms Mandakini Balodhi has more than 25 year's experience in the Insurance Sector. She holds a post graduate degree in English and is a Fellow of Insurance Institute of India She is serving as Director- Insurance, Ministry of Finance, Department of Financial Services since December 2021. Her current responsibilities include handling all Policy, Legislation, Litigation and Subordinate Legislation matters of Insurance sector (Life, General and Health), administration of Insurance Act, 1938, IRDAI Act, 1999, LIC Act, 1956 and GIBNA, 1972, administrative matters of Public Sector Insurers (LIC, GIC, NIACL, NICL, OICL and UIICL), all related parliamentary and Right To Information matters, matters of foreign investment and international collaborations in insurance sector, program implementation and inter-ministerial coordination. Prior to joining the Ministry, she was with Oriental Insurance Company Limited for 25 years handling all aspects of applications transversing channels, products and segments of General Insurance designing customized turn-key solutions across sectors & industries. She has been recognized consistently for performance excellence and contribution to organizational success

Nature of expertise in specific functional areas

Insurance

Disclosure of inter-se relationships between directors and Key Managerial Personnel

Nil

Directorship

Ni1

Listed entities from which the Director has resigned in the past three years

Nil

Chairman/ Member in the Committees of the Boards of companies in which she is Director

Ni1

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel:

There is no inter-se relationship between Ms. Balodhi and, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Nil

NOTES

- 1. The Explanatory Statements and reasons for the proposed Ordinary Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
- 2. The Company has appointed Mr. S. N. Ananthasubramanian (FCS 4206: COP 1774) failing him Mr. Viswanathan N. S. (ACS 61955: COP 24335) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
- 3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05 2022 (collectively referred to as "MCA Circulars") permitted the holding of the General Meeting through Video Conferencing / Other Audio Visual Means (VC / OAVM), without the physical presence of the Members at a common venue and the voting for items to be transacted in the Notice to this Postal Ballot only through remote electronic voting process ("e-Voting"). Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the said circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the framework provided in the MCA Circulars will be applicable mutatis mutandis for Companies that are required to provide e-voting facility under the Act by way of Postal Ballot. Physical copy of notice along with Postal Ballot Form and prepaid business reply envelope will not be sent to the members for this postal ballot and members are required to communicate their assent or dissent through the remote e-voting system only.
- 4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime (India) Pvt Ltd in case the shares are held by them in physical form.
- 5. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 27th May, 2022. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s).
- 6. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 27th May, 2022, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 7. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
- 8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.newindia.co.in, 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 NSDL at https://www.evoting.nsdl.com

- 9. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Monday, 06th June, 2022 (9:00 a.m IST) and ends on Tuesday, 05th July, 2022 (5:00 pm IST) basis the request being sent on investors@newindia.co.in
- 10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 27th May, 2022, being the cut-off date fixed for the purpose.
- 11. The voting period begins at Monday, 06th June, 2022 (9:00 a.m IST) and ends on Tuesday, 05th July, 2022 (5:00 pm IST). The e-voting module shall be disabled by NSDL for voting thereafter.
- 12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Wednesday, 06th July, 2022 at the Registered Office of the Company at 87, M. G. Road, Fort, Mumbai 400001.

The Resolution, if passed by requisite majority shall be deemed to have been passed on Tuesday, 05th July, 2022, being the last date specified by the Company for receipt of e-voting.

- 13. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.newindia.co.in, website of NSDL at https://www.evoting.nsdl.com.
- 14. The instructions for Shareholders for e-voting are as under
 - 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through postal ballot. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
 - 2 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice for the postal ballot has been uploaded on the website of the Company at www.newindia.co.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 the postal ballot Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Monday, 06th June, 2022 (9:00 a.m IST) and ends on Tuesday, 05th July, 2022 (5:00 pm IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) Friday, 27th May, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 27th May, 2022 The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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

<u>Step 1: Access to NSDL e-Voting system</u> <u>A) Login method for e-Voting for Individual shareholders holding securities in demat mode</u>

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders 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 shareholders holding securities in demat mode is given below:

<u>Login method for Individual shareholders holding securities in demat mode is given below:</u>		
Type of	Login Method	
shareholders		
Individual Shareholders holding securities in demat mode with NSDL.	 Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 	

- 3. 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.







Individual
Shareholders
holding securities
in demat mode
with CDSL

- 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
- 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective

	ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (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. upon logging in, you will be able to see e-Voting option. 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 i.e. 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 & 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders 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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 1. 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.
- 2. 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices 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 company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, 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'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders 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:
 - a) 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.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c) 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.
 - d) 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 1. 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.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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.

General Guidelines for shareholders

- 1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab or send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in
- 2 It is strongly recommended not to 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 https://www.evoting.nsdl.com to reset the password.
- In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
 - In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for evoting for the resolutions set out in this notice:

- 1. 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@newindia.co.in
 - 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@newindia.co.in
- Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.