

**The New India Assurance Company Limited****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

July 02, 2018

Dear Member,

You are cordially invited to attend the 99th Annual General Meeting of the members of The New India Assurance Company Limited ('the Company') to be held on Monday, July 30, 2018 at 3:00 p.m. IST at the Walchand Hirachand Hall, Indian Merchant Chambers Bldg., IMC Marg, Churchgate, Mumbai, Maharashtra 400020, India.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Yours faithfully,

G Srinivasan

Chairman cum Managing Director

DIN 01876234

Enclosures:

1. Notice to the 99th Annual General Meeting (AGM)
2. Proxy form
3. Attendance slip
4. Instructions for e-voting

Note: Attendees who are differently-abled and require assistance at the AGM are requested to contact Mr. Rajesh, Deputy General Manager, Estate & Establishment Department, Head Office, 87 M G Road, Mumbai – 400 001 at the below contact details, at least five days in advance:

Tel: 91 22 22708 502/510/511, Mobile: 91 9819123334



Route map to the venue of the AGM





Notice to the 99th Annual General Meeting

NOTICE is hereby given that the 99th Annual General Meeting of the members of The New India Assurance Company Limited will be convened on Monday, July 30, 2018 at 3.00 p.m. at the Walchand Hirachand Hall, Indian Merchant Chambers Bldg., IMC Marg, Churchgate, Mumbai, Maharashtra 400020, India to transact the following: -

Ordinary business

Item No 1. To consider and adopt

- (a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018;
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018; and
- (c) the Reports of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.

Item No 2. To declare dividend on equity shares for the the Financial Year ended 31st March, 2018

Item No 3. To appoint a Director in place of Shri G Srinivasan, Chairman-cum-Managing Director (DIN: 01876234), who retires by rotation and being eligible, offers himself for re-appointment.

Item No.4. To consider and if thought fit, to pass the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration of the Joint Statutory Auditors of the Company appointed / to be appointed by the Comptroller & Auditor General of India for the Financial Year 2018-19.

Special business

Item No 5. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company, the appointment of Shri P. Ramana Murthy (DIN 07815852) as an Ex-Officio Director w.e.f., 14th August 2017 for a period of three years or until 31.05.2024 (the date of his superannuation) or until further orders, whichever is earlier, by Government of India vide Notification F.No. 11011/1/2015-Ins.II dated 14th August 2017, be and is hereby noted.”

Item No 6. To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company the appointment of Shri Neelam Damodharan (DIN 07759291) as an Ex-Officio Director w.e.f., 14th August 2017 for a period of three years or until 30.11.2019 (the date of his superannuation) or until further orders, whichever is earlier, by Government of India vide Notification F.No. 11011/1/2015-Ins.II dated 14th August 2017, be and is hereby noted.”

Item No 7. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company the appointment of Smt. Papia Sengupta (DIN 0701564) a Non Executive Director w.e.f., 27th September 2017 for a period of three years or until 31.09.2019 (the date of her superannuation) or until further orders, whichever is earlier, by Government of India vide Notification F.No. 11011/1/2015-Ins.II dated 27th September 2017, be and is hereby noted.”

Item No 8. To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company the appointment of Shri S.K. Chanana (DIN 00112424), a Non Executive Independent Director w.e.f., 28th September 2017 for a period of three years or until further orders, whichever is earlier, by Government of India vide Notification F.No. 15011/03/2015-Ins. I dated 20th September 2017, be and is hereby noted.”

Item No 9. To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company the appointment of Shri Samir Kumar Banerjee (DIN 01987541), a Non Executive Independent Director w.e.f., 28th September 2017 for a period of three years or until further orders, whichever is earlier, by Government of India vide Notification F.No. 15011/03/2015-Ins. I dated 20th September 2017, be and is hereby noted.”

Item No 10. To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company the appointment of Shri Kuldeep Singh (DIN 02905840), a Non Executive Independent Director w.e.f., 28th September 2017 for a period of three years or



until further orders, whichever is earlier, by Government of India vide Notification F.No. 15011/03/2015-Ins. I dated 20th September 2017, be and is hereby noted.”

Item No 11. To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and Rules made thereunder and Article 121 of the Articles of Association of the Company the appointment of Mr. C. Narambunathan (DIN 08101846), as a Whole Time Director of the Company w.e.f., 28th September 2017 for a

period of three years or until further orders, whichever is earlier, by Government of India vide Notification F.No. A.11011/10/2009-Ins. by order of the Board of Directors IV, 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

July 02, 2018

Notes

1. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed during the period July 23, 2018 to July 29, 2018 for the purpose of the AGM.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the Company. The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
4. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. As already intimated vide Notice dated 31st May, 2018, the Record Date for payment of Dividend to be declared at the Annual General Meeting is Friday 28th June 2018. Dividend will be paid to
 - a. To all Beneficial Owners in respect of shares held in electronic form as per the data to be made available by NSDL/CDSL as of the close of business hours on 28th June 2018;
 - b. To all Members in respect of shares held in physical form after giving effect to transfer in respect of valid share transfer requests lodged with the Company/Registrar & Share Transfer Agent (RTA).
7. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration.
8. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
9. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400 083.
10. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
11. In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). The facility for voting at the Meeting will also be made available at the AGM. Members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The Board has appointed Mr. S. N. Ananthasubramanian and failing him, Ms. Malati Kumar, partner of S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting / voting at the Meeting in a fair and transparent manner.
12. The e-voting period commences 9.00 a.m. on July 25, 2018 and ends at 5.00 p.m. on July 29, 2018 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. July 22, 2018, may cast their vote electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.



13. The Annual Report 2017-18, the Notice of the 99th AGM and instructions for e-voting, along with the attendance slip and proxy form, have been sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents.
14. For members who have not registered their email addresses, physical copies have been sent by the permitted mode.
15. Members may also note that the Notice of the 99th AGM and the Company's Annual Report 2017-18 is available on the Company's website www.newindia.co.in.
16. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at this AGM, forms part of the Notice.
17. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s), if not already submitted. Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
18. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
19. The attendance registration procedure for the AGM is as follows: Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM Hall.

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

July 02, 2018

Additional information on Directors proposed to be appointed / reappointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item Nos from 5 to 11. Information on Directors appointed during the year by the Government of India is also provided

P Ramana Murthy

Resume: Mr. Pikkili Ramana Murthy, aged 54 years (dob 16.05.1964), is an Independent Director. He holds a bachelor's degree in science (agriculture) from Allahabad University. He is also a Certified Associate of Indian Institute of Bankers. He has 27 years of experience in the banking industry. He was previously associated with Allahabad Bank. He was appointed as an Independent Director on August 14, 2017.

Nature of expertise in specific functional areas: Banking and Finance.

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which P Ramana Murthy holds directorship and committee membership:

Directorship

Central Bank of India

Chairperson / Membership of Board committees

He is Member of the following Committees of Central Bank:

1. Management Committee
2. Risk Management Committee
3. Large Value Frauds Committee
4. Customer Service Committee
5. IT Strategy
6. Stakeholders Relationship Committee
7. Recovery Committee

8. HR Committee
9. Credit Approval Committee
10. Head Office Level Credit Committee-2

Shareholding in the Company (as on 30.06.2018): Nil

Note: Details of P Ramana Murthy's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.

Neelam Damodharan

Resume: Mr. Neelam Damodharan, aged 58 years (dob 24.11.1959), is an Independent Director. He holds a bachelor's degree in science from Acharya N.G. Ranga Agriculture University (earlier known as Andhra Pradesh Agriculture University), and holds a Diploma in Financial Management from University of Mumbai. He is also a Certified Associate of Indian Institute of Bankers. He has over 34 years of experience in the banking industry. He was previously associated with Bank of Baroda. He was appointed as an Independent Director on August 14, 2017.

Nature of expertise in specific functional areas: Banking and Finance

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which Neelam Damodharan holds directorship and committee membership:

Directorship

Bank of India



Chairperson / Membership of Board committees

1. Bank of India:

Management Committee of the Board- Member
 Stakeholders Relationship Committee- Member
 Share Transfer Committee- Member
 Monitoring of Large Value Frauds- Member
 Committee of Directors for Risk Management- Member
 Committee of Directors for Customer Service- Member
 IT Strategy Committee- Member
 Credit Approval Committee- Member
 Business Review Committee- Member
 Invest Approval Committee- Member
 Steering Committee of the Board on HR- Member
 Committee for Monitoring High Value NPAs and Loss Assets- Member
 Corporate Social Responsibility Committee- Member
 Board level Digital Payment Promotion Committee- Member

Shareholding in the Company (as on 30.06.2018): Nil

Note: Details of Neelam Damodharan's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.

Papia Sen Gupta

Resume : Ms. Papia Sengupta, aged 58 years (dob 27.09.1959), is an Independent Director. She holds a bachelor's degree in science from University of Calcutta and a Post Graduate Diploma in Financial Analysis from the Institute of Chartered Financial Analysts of India. She has 34 years of experience in the banking industry. She was previously associated with State Bank of Bikaner & Jaipur, State Bank of Patiala and State Bank of India.. She was appointed as an Independent Director on September 27, 2017.

Nature of expertise in specific functional areas: Banking and Finance.

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which Papia Sen Gupta holds directorship and committee membership:

Directorship

Bank of Baroda
 Bank of Baroda (Botswana) Ltd

Chairperson / Membership of Board committees: Nil

Shareholding in the Company (as on 30.06.2018): Nil

Note: Details of Papia Sen Gupta's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.

S K Chanana

Resume: Mr. Sanjeev Kumar Chanana, aged 64 years (dob 10.08.1953), is an Independent Director. He holds a Master's degree in Economics from Delhi School of Economics, Delhi University and a Bachelor's degree in Law from Delhi University. He also holds a Post graduate Diploma in International Trade from Indian Institute of Foreign Trade, New Delhi. He is also an Associate Member of the Institute of Company Secretaries of India and an Associate Member of the Insurance Institute of India. He has 35 years of experience in the insurance industry. He was previously associated with Life Insurance Corporation of India, The Oriental Insurance Company Limited and the Agriculture Insurance Company of India Limited. He was appointed as an Independent Director on September 29, 2017.

Nature of expertise in specific functional areas: Insurance and Finance.

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which S K Chanana holds directorship and committee membership:

Directorship: Nil

Chairperson / Membership of Board committees: Nil

Shareholding in the Company (as on 30.06.2018): Nil

Note : Details of S K Chanana's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.

S K Banerjee

Resume: Mr. Samir Kumar Banerjee, aged 76 years (dob 13.07.1941), is an Independent Director. He holds a bachelor's degree in commerce. He is also a fellow member of the Institute of Chartered Accountant of India. He has 37 years of experience in the audit in public sector undertaking such as public limited companies bank etc. He is a Partner of Das Gupta & Associates, Chartered Accountants.. He was appointed as an Independent Director on September 29, 2017.

Nature of expertise in specific functional areas: Audit and Finance.

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which S K Chanana holds directorship and committee membership:

Directorship : Nil

Chairperson / Membership of Board committees: Nil

Shareholding in the Company (as on 30.06.2018): 36

Note: Details of S K Banerjee's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.

**Kuldip Singh**

Resume: Mr. Kuldip Singh, aged 62 years (dob 15.09.1955), is an Independent Director. He holds a bachelor's degree in science in agriculture from Himachal Pradesh University and a post graduate diploma in shipping and export management from National Institute of Shipping and International Trade. He has 37 years of experience in the general insurance industry. He was previously associated with the National Insurance Company Limited, United India Assurance Company Limited and The Oriental Insurance Company Limited.. He was appointed as an Independent Director on September 29, 2017.

Nature of expertise in specific functional areas: Insurance, Agriculture and Finance.

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which Kuldip Singh holds directorship and committee membership:

Directorship: Nil

Chairperson / Membership of Board committees: Nil

Shareholding in the Company (as on 30.06.2018): Nil

Note: Details of Kuldip Singh's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.

C Narambunathan

Resume: Mr. C. Narambunathan, aged 59 years (dob 03.05.1959), is a Whole Time Director of our Company. He holds a bachelor's degree in commerce and a master's degree in commerce from the Madurai Kamaraj University. He is also an Associate Member of the Institute of Company Secretaries of India and a Fellow of the Federation of Insurance Institutes. He has over 36 years of experience in the insurance industry. He has been associated with our Company since August 30, 2010. Prior to joining our Company, he has been associated with United India Insurance Company Limited.

Nature of expertise in specific functional areas: Insurance and Finance

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

Listed companies (other than The New India Assurance Co Ltd and It's Group Companies) in which C Narambunathan holds directorship and committee membership:

Directorship: Nil

Chairperson / Membership of Board committees: Nil

Shareholding in the Company (as on 30.06.2018): Nil

Note : Details of C Narambunathan's remuneration and number of Board meetings attended during fiscal 2018 are provided in the Corporate governance report of the Annual Report 2017-18.