

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

पंजीकत एवं प्रधान कार्यालय: न्य 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

Ref. No.: NIACL/CMD_BoardSectt/2023-24

March 14, 2024

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)

Sub: Notice of Postal Ballot and completion of dispatch intimation

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, 2014as amended from time to time, 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), the Company has sent notice via email through NSDL containing Notice of the Postal Ballot as proposed by the Company for seeking approval of Members for the following resolution

- 1. Amendment to Memorandum of Association of Company so as to reflect the state in which the Registered Office of the Company is situated.
- 2. Amendment to AOA To include position of Executive Director

The copy of the said notice is attached herewith. The notice had been circulated to the members and the dispatch was completed on 14th March, 2024.

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

For The New India Assurance Company Limited

Jyoti Rawat Company Secretary & Chief Compliance Officer

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

Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, notice 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. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India 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 e-voting only (Voting through Electronic means)

SPECIAL BUSINESS -

Item No. 1-Amendment to Memorandum of Association of Company so as to reflect the state in which the Registered Office of the Company is situated

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of Members of the Company be and is hereby accorded to indicate the State where the Registered Office of the Company is situated.

"RESOLVED THAT the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

II. "The Registered Office of the Company will be situated in the state of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai"

Item No. 2-Amendment to AOA - To include position of Executive Director

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of Members of the Company be and is hereby accorded to alter Article 119 and Article 121 of Articles of Association of the Company by substituting the following Articles in place thereof:

119. The Board of Directors shall consist of not less than four and not more than eleven Directors, including Executive Director(s) and a whole-time Chairman-cum-Managing Director.	Constitution of the Board of Directors
 The Directors, Executive Director(s) and the Whole time Chairman-cum-Managing Director shall be appointed by the Central Government. The term of office of every Director shall be three years from the date of this appointment. 	Appointment & terms of officeof Director etc.
Provided that the Central Government may extend the term of office of a Director by a further period not exceeding three years at a time.	
The term of appointment of an Executive Director(s)will be for a period of five years and he/she shall be eligible for extension of office, after a review of his/her performance subject to the normal age of retirement of 60 years or until further orders, whichever is earlier.	
Provided further that where a person being employee of the Company has been appointed as a Director of the Company during the term of his office as Director ceases to be employee of the Company by reason of resignation, retirement or otherwise, or is transferred to a post outside the Company, he shall cease to be such Director from the date on which he ceases to be an employee of the Company, or as the case may be, from the date of his transfer.	
3. The period of appointment of Chairman cum Managing director shall be five years or the date of superannuation, whichever is earlier. The executive will be eligible for fresh tenure beyond the period of five year upto superannuation.	
4. The Central Government may fill up any vacancy caused by death, resignation, retirement or otherwise of a Director.	

5. A Director appointed under Clause (4) shall hold office only for the remainder of the term of office of the Director in whose place he is appointed:

Provided that Central Government may extend the term of office of the Director appointed under Clause (4) by a further period not exceeding three years a time."

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 Jyoti Rawat Company Secretary

09th February, 2024

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

Item No. 1

The existing Memorandum of Association (MOA) of the Company does not contain the state in which the Registered Office of the Company is situated as it was not a legal requirement at that point in time. The Companies Registered Office is situated at Mumbai in the State of Maharashtra. With a view to be in full compliance with the provisions of Section 4 (1) (b) of the Companies Act, 2013 which entails indicating the state where the Registered Office of the Company will be situated in the MOA, the Company proposes to substitute the existing Clause II of MOA with the following

Clause II - "The Registered Office of the Company will be situated in the state of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.

Item No. 2

The Government of India, Ministry of Finance (Insurance Division), vide their Letter No. F. No. A-11011/06/2023-Ins. I dated 15th January 2024, have given fresh guidelines approved by Appointments Committee of Cabinet (ACC) vide its communication no. 18/16/2021-EO(ACC) dated 21.12.2023, regarding "Inclusion of position of Executive Directors (ED)' in Public Sector Insurance Companies at Level 14A in pay matrix as per Central Civil Service (Revised) Rules 2016 and directed the Company to appropriately modify its Articles of Association to include the Executive Director (ED) position in the Board composition. To give effect to the said letter it is proposed to substitute existing Article 119 and 121.

The Board recommends the passing of the resolutions as set out at Item No. 1 and 2 as Special Resolutions for the approval of the Members of the Company.

None of the Directors, Managers or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in either of the resolutions

NOTES

- 1. The Explanatory Statements and reasons for the proposed Special 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. Viswanathan (COP 24335) failing him Ms. Malati Kumar (COP 10980) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
- 3. In compliance with the Ministry of Corporate Affairs ("MCA") circulars this Postal Ballot Notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/ Depository Participant/ Depository. Physical copy of notice along with Postal Ballot Form and pre-paid 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 e-voting system only.
- 4. 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 08th March, 2024. 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 08th March, 2024, 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 14th March, 2024 (9:00 a.m IST) and ends on 19th April, 2024 (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 08th March, 2024, being the cut-off date fixed for the purpose.
- 11. The voting period begins at 21st March,2024 (9:00 a.m IST) and ends on 19th April, 2024 (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 19th April, 2024 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 19th April, 2024, 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 the Company is providing facility of e-voting to its Members in respect of the business to be transacted throughpostal 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 ballothas 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 ballotNotice is also available on the website of NSDL (agency for providing the 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 21st March, 2024 (9:00 a.m IST) and ends on 19th April, 2024 (5:00 pm IST). The 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 (cut-off date) 08th March, 2024 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 08th March, 2024.

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:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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:

Type of shareholders	Login Method
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 typing the following 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.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with CDSL

- 1. 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.
- 2. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website	
	www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option.	
	4. 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 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.	

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.com or call at022 - 4886 7000 and 022 - 2499 7000
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.comor contact at toll free no. 1800 22 55 33

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) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.com. 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.
- 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 www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 4886 7000 and 022 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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 e-voting 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.
- 2. 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. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.