



**INDIAN INSTITUTE OF INSURANCE SURVEYORS
AND LOSS ASSESSORS**

CIN: U80902TG2005NPL047675

**Registered Office: 6-1-73, Office No. 104 & 106, First Floor,
Saeed Plaza, Lakdikapul Hyderabad 500004, Telangana, India.**

E-mail: admin@iiisla.co.in; Website: <http://www.iiisla.co.in/>

Tel: 040- 23261072/73

NOTICE

Notice is hereby given that the **13th Annual General Meeting (AGM)** of the Members of **M/s. INDIAN INSTITUTE OF INSURANCE SURVEYORS AND LOSS ASSESSORS** will be held on **Monday, 27th December, 2021 at 11: 00 A.M** at Hotel Best Western Ashoka Near Metro Station 6-1, 70, Lakdikapul Road, near to Lakdikapul, Hyderabad, Telangana 500004 and also through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the notes attached thereto, along with Reports of the Board of Directors and Auditors thereon.**
- 2. *To appoint a Director in place of Mr. Rahul Narayanrao Jadhav (DIN: 07102203), who retires by rotation through Election process.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act 2013 ("The Act"), read with Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactments thereof) and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby expressly accorded not to fill the vacancy of the retiring Director i.e., Mr. Rahul Narayanrao Jadhav (DIN: 07102203) in this 13th Annual General Meeting.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Regulation and Procedure for Conduct of Election to the Council (RPCEC Regulations) and the 13th Election Notification issued by the Election Officer appointed by IRDAI, such vacant position of the retiring Director i.e., Mr. Rahul Narayanrao Jadhav shall be filled through 13th Central Council Election process."

RESOLVED FURTHER THAT the Council of the Company be and is hereby authorized to file the relevant documents with the Registrar of Companies, Telangana and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

3. ***To appoint a Director in place of Mr. Alandur Ramachandran Ramesh (DIN: 07108267), who retires by rotation through Election Process.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act 2013 (“The Act”), read with Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactments thereof) and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby expressly accorded not to fill the vacancy of the retiring Director i.e, **Mr. Alandur Ramachandran Ramesh (DIN: 07108267)**, in this 13th Annual General Meeting.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Regulation and Procedure for Conduct of Election to the Council (RPCEC Regulations) and the 13th Election Notification issued by the Election Officer appointed by IRDAI, such vacant position of the retiring Director Mr. Alandur Ramachandran shall be filled through 13th Central Council Election process.

FURTHER RESOLVED THAT the Council of the Company be and is hereby authorized to file the relevant documents with the Registrar of Companies, Telangana and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

4. ***To appoint Director in place of Mr. Rajnish Gunvantrai Desai (DIN: 08517722), who retires by rotation through Election Process.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act 2013 (“The Act”), read with Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactments thereof) and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby expressly accorded not to fill the vacancy of the retiring Director i.e, **Mr. Rajnish Gunvantrai Desai (DIN: 08517722)** in the 13th Annual General Meeting.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Regulation and Procedure for Conduct of Election to the Council (RPCEC Regulations) and the 13th Election Notification issued by the Election Officer appointed by IRDAI, such vacant position of the retiring Director i.e, Mr. Rajnish Gunvantrai Desai shall be filled through 13th Central Council Election process.

FURTHER RESOLVED THAT the Council of the Company be and is hereby authorized to file the relevant documents with the Registrar of Companies, Telangana and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

5. ***To appoint Director in place of Late Shri D. C. S. Raju (DIN: 02629173), who retires by rotation through Election Process.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act 2013 (“The Act”), read with Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactments thereof) and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby expressly accorded not to fill the vacant position of the Director whose office retired through rotation i.e, **Late Shri D. C. S. Raju (DIN: 02629173)** in the 13th Annual General Meeting.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Regulation and Procedure for Conduct of Election to the Council (RPCEC Regulations) and the 13th Election Notification issued by the Election Officer appointed by IRDAI, such vacant position shall be filled through 13th Central Council Election process.

FURTHER RESOLVED THAT the Council of the Company be and is hereby authorized to file the relevant documents with the Registrar of Companies, Telangana and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

**For INDIAN INSTITUTE OF
INSURANCE SURVEYORS AND LOSS ASSESSORS**

S/d-
AJAY GIRDHAR

Director

DIN: 08517361

A2/25 JeevanJyoti Apartments, Pitampura,
North West Delhi, New Delhi- 110034, India.

Place: Hyderabad

Date: 04th December, 2021

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars'), the MCA has permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, it has been decided to convene the 13th Annual General Meeting ('AGM') of the Company through both the modes i.e., through physical mode and through VC/OAVM facility on Monday, 27th December, 2021 at 11: 00 A.M (IST).

2. *Notes to Item No. 2 to 5:

Pursuant to the Article 49(a) of Articles of Association (AOA) of the Company and in pursuance of the "Regulations & Procedure for the Conduct of Elections to the Council" (RPCEC/IIISLA) of the IIISLA, the Insurance Regulatory and Development Authority of India ('IRDAI') has appointed Ms. Nimisha Srivastava as the Election Officer for conducting the election of Council Members to the IIISLA Central Council.

As per the RPCEC Regulations, the Election Officer shall determine by lot the 2/3rd of the Council Members excluding the Nominee Directors whose offices are subject to retire by rotation. The Members so elected by the Election Officer, within a period of 3 days from the date of lot, shall decide 50% i.e. 4 Members who shall retire this year.

In this regard, Mr. Devanathan through draw of lots has identified the names of the 2/3rd of the Council Members i.e 8 Council Members whose offices are subject to retire by rotation. Further, those 8 identified Members have identified the names of 4 Council Members whose offices are liable to retire by rotation this year.

The name of the 4 Council Members whose offices are liable to retire by rotation this year as follows:

- a) Mr. Rahul Narayanrao Jadhav
- b) Mr. Alandur Ramachandran Ramesh
- c) Mr. Rajnish Gunvantraai Desai
- d) Late Shri D. C. S. Raju (Deceased Member).

In this regard, the Election Officer has issued an Election Notification for the 13th Council Election of IISLA on 27th October, 2021 to conduct the election to fill the offices of the 4 retiring Directors.

As per the provisions of the Companies Act, 2013 and the rules made thereunder, 1/3rd of the Directors shall retire in this AGM, But the voting of the 13th CC Election is scheduled to be held after the 13th Annual General Meeting, therefore the persons who shall be appointed in place of the retiring Directors cannot be ascertained.

Therefore, in this regard, it is necessary that the Members in the AGM shall expressly resolved not to re-appoint the retiring Directors and to pass the resolution to appoint a person in order to fill the such vacant position through 13th Central Council Election undertaken by the election officer.

The winning candidates of the 13th CC Elections shall be appointed on the Council in accordance with the provisions of the Articles of Association of the Company and the Companies Act, 2013.

3. Since, the AGM is being held through both the modes i.e. Physical mode and VC/OAVM, the Attendance Slip and the Route map of the AGM venue is annexed with this Notice.
4. Every member shall have one vote on each resolution subject to Articles of Association of the Company.
5. The statutory registers as stipulated under the Act will be available for inspection during the AGM.
6. All Documents referred to in the accompanying notice are open for inspection at the registered office of the company up to the date of the Annual General Meeting.
7. Member who intends to attend the AGM physically are required to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2020-21 is sent through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website viz. <https://www.iiisla.co.in/> and the E-Voting Agency.
9. Members who have not yet registered their email addresses are requested to register the same by providing their name, Membership Number, e-mail id to receive the notice calling AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail to admin@iiisla.co.in (Mr. Unni Anand, Admin).

10. Members may send their queries, if any, on the financial statements/operations of the Company at admin@iiiisla.co.in, at least 7 days before the meeting, so that the information can be compiled in advance. The same will be replied by the company suitably.
11. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Members are provided with the facility to cast their vote on all items/ resolutions set forth in this Notice, through e-voting on NSDL's e-voting platform.
12. Members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. Those Members, who will be attending the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
14. Those Members, who will be attending the AGM physically at the Venue and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system or ballot/ polling papers during the AGM.
15. Persons whose name appears in the Register of Member (List of Good Standing Members) as on Saturday, 04th December, 2021 (cut-off date) shall be entitled to vote by way of e-voting on the date of AGM and remote e-voting on the Resolution(s) set forth in this Notice. Any person who is not a member as on the above cut-off date should treat this Notice for information purpose only.
16. The remote e-voting facility will be available during the following period:

Date and Time of Commencement of Remote E-Voting	From 09:00 am (Server Time) on Friday, 24th December, 2021
Date and Time of Conclusion of Remote E-Voting	Up to 05:00 pm (Server Time) on Sunday, 26th December, 2021

Note: Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

17. The Board of Directors (Council Members) has appointed **Shri R. Ramakrishna Gupta, a Company Secretary in practice (C.P. No. 5523)** as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, after conclusion of voting at the AGM, count the votes cast at the meeting. Thereafter, he will unblock the votes cast through remote e-voting and e-voting during the AGM in the presence of at least two witnesses not in the

employment of the Company and make, not later than 3 days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or any other person authorised by Chairperson in writing, who shall countersign the same and declare the result of the voting.

19. The result of voting along with the scrutinizers' report shall be placed on the website of the Company viz. <https://www.iisla.co.in/> and on NSDL's website www.evoting.nsdl.com.
20. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolution(s).
21. Members are requested to carefully read the "**Procedure and Instructions for remote e-voting**" given below.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
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Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
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Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

- a) Visit the e-Voting website of NSDL. Open web browser by typing the URL <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile;
- b) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders/ Members' section.
- c) After clicking on the 'Login' which is available under 'Shareholders/Members' section, a new screen will open. You are required to enter the login credentials (i.e. User ID and password) as received on the mail-id registered with the Company from NSDL. After entering these details appropriately, click on 'LOGIN.'
- d) On successful login, the system will prompt you to change password on first login. Further, User shall select the "Security Question" from the drop down list and enter the answer in "Answer" field. This security question shall be used in case user forgets the password. An email shall be sent to the email id registered with the E-voting platform, click on "Confirm" button as shown below.

Note: You are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).

Example: Notice@1234

- e) Up on the successful change of Password, the system will prompt you to the new screen for remote e-voting.
- f) Now you are ready for remote e-voting.

Details on Step 2 is given below:

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

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) User may select the e-voting cycle for voting by clicking on the hyperlink of "EVEN" (Electronic Voting Event Number) as shown below. Kindly, select the "EVEN" i.e., 'Indian Institute of Insurance Surveyors and Loss Assessors'
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent and click on "Submit" and also "Confirm" when prompted.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) Once you confirm your vote, you will not be allowed to modify your vote.
- g) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) In case of any queries, you may call on toll free no: 1800-222-990 or send a request to evoting@nsdl.co.in.

INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM FOR THE MEMBERS WHO ARE ATTENDING THE MEETING THROUGH VC/OAVM FACILITY ARE AS UNDER:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- b) Only those Members/ shareholders, who will be attending the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR VOTING ON THE DAY OF THE AGM FOR THE MEMBERS WHO ARE ATTENDING THE MEETING PHYSICALLY AT THE VENUE ARE AS UNDER:

- a) Only those Members/ shareholders, who will be attending the AGM physically at the Venue and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system or Ballot/Polling papers as provided in the AGM.
- b) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- c) Members who will be attending the AGM physically at the Venue are compulsory required to adhere to COVID-19 guidelines issued by the relevant authorities.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com/> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b) The facility for joining the Meeting will be kept open at least 15 minutes before the time scheduled for the Meeting and shall not be closed till the expiry of 15 minutes after the Scheduled time of Meeting.
- c) This facility shall be available to the 1000 Members to participate on a first-come-first served basis.
- d) Members are encouraged to join the Meeting through Laptops for better

experience.

- e) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
- g) Shareholders who would like to express their views/have questions on the financial statements/operations of the Company may send their queries at admin@iisla.co.in at least 7 days before the meeting, so that the information can be compiled in advance. The same will be replied by the company suitably.
- h) In case of any queries, you may call on toll free no: 1800-222-990 or send a request to evoting@nsdl.co.in.

IN CASE YOU HAVE NOT RECEIVED USER-ID OR PASSWORD FROM NSDL:

In case you have not received user-id or password from NSDL, you can alternatively use OTP based log-in on <https://www.evoting.nsdl.com> (Under Shareholder/Member Login)

User-Id will be as follows:

User ID: EVEN No + Membership No (Without using slash '/')

For Example: If your Membership is A/S/12345 and EVEN for the AGM is 101010

Then the user-id will be: 101010AS12345

Note: EVEN No of the 13th Annual General Meeting will be available on the website of the IISLA.

Select log in type as OTP and follow the instructions and proceed. The OTP will be sent to your registered Mobile Number and E-Mail, using the OTP received you can log-in and cast your vote.

For any queries or issues relating to e-voting, the Members may write the same to the following from the e-mail id registered with the Company (IISLA) only:

NSDL Helpdesk at Tel No. (Toll Free) 1800-222-990

E-Mail Us at: evoting@nsdl.co.in

Note:

Any query or issues written from the mail-id other than registered mail-id shall not be entertained and addressed. Company or E-voting Agency shall not be held responsible

ATTENDANCE SLIP

13th Annual General Meeting held on Monday, 27th December, 2021 at 11:00 A.M.

DATE	Monday, 27 th December, 2021	TIME	11:00 A.M
VENUE : Hotel Best Western Ashoka Near Metro Station 6-1, 70, Lakdikapul Road, near to Lakdikapul, Hyderabad, Telangana 500004			

Regd. Folio/Membership No	
(If not dematerialized)	
Name of the Shareholder/Member	
Number of Shares	NA

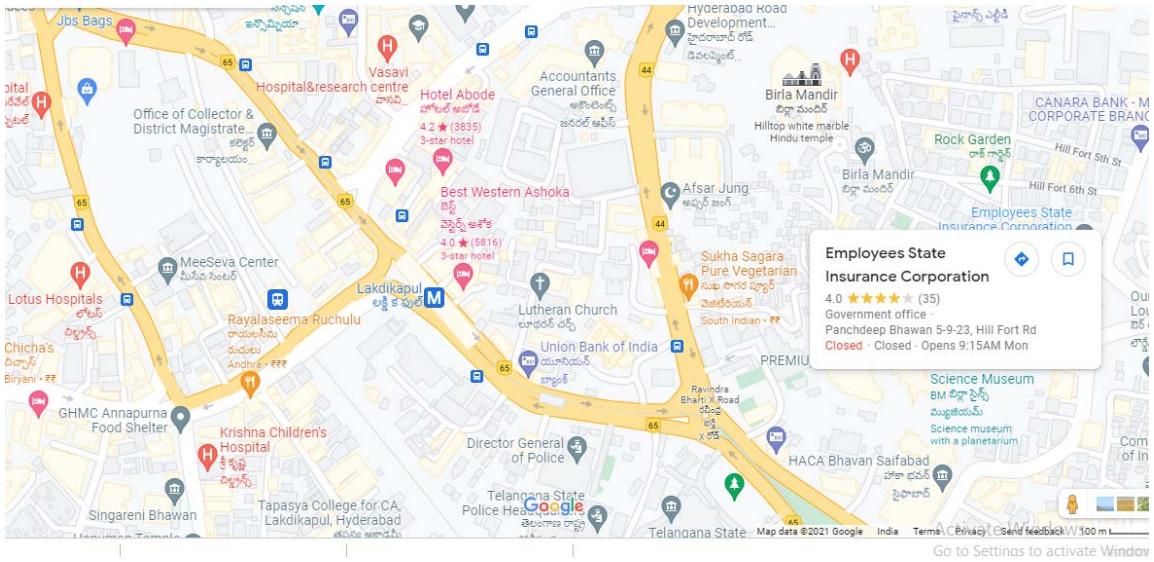
I hereby record my presence at the 13th Annual General Meeting of the Company on **Monday, 27th December, 2021 at 11:00 A.M** at Hotel Best Western Ashoka Near Metro Station 6-1, 70, Lakdikapul Road, near to Lakdikapul, Hyderabad, Telangana 500004.

Name of the Member

Signature of the Member

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

ROUTE MAP:



Venue: Hotel Best Western Ashoka Near Metro Station 6-1, 70, Lakdikapul Road, near to Lakdikapul, Hyderabad, Telangana 500004.