



# Indian Institute of Insurance Surveyors & Loss Assessors

Promoted by IRDAI, Govt. of India

Dated 5<sup>th</sup> June, 2024

To  
Mr. Nirmal Tripathi

Director

INDIAN INSTITUTE OF INSURANCE SURVEYORS AND LOSS ASSESSORS

Hyderabad

Sub: Caution Letter: Unauthorized and Illegal convening of meeting

Ref: Your e mail dated 3<sup>rd</sup> June 2024

This caution & warning letter is directed to you to refrain from convening any **COUNCIL MEETING** scheduled to be held on 6<sup>th</sup> June 2024 at IRDAI premises as per your e mail dated 3<sup>rd</sup> June 2024. You are being warned that this is unauthorized and illegal, you have never been authorized to issue notice directly to any Director or member.

Your attention is drawn to below mentioned Clause of the Articles of Association of our company

As per Clause 34(2) of the Articles of Association of the Company

***Any Member of the Council submit a requisition and the Secretary on receiving such requisition shall summon a meeting of the Council.***

The above clearly indicates that no Director or member is authorized to issue notice to convene any meeting, it has to be first sent to the Secretary and secretary (**that is me**) on receiving such requisition shall **summon a meeting of the Council**

You have not followed the above process, hence any issue of such notice or convening of any meeting on your own is NULL AND VOID and will not be binding on this company and any actions taken either pre or post meeting will be seriously viewed and strict action will be taken on all the stakeholders

- **As per Article 15** of the Articles of Association of the Company it is clearly mentioned that the members shall be ELECTED to become Directors which means any appointment shall be made as per the Article 49 of the Articles of Association of the Company process of election shall begin by the appointment of an ELECTION OFFICER BY IRDAI.

**WHICH MEANS THAT ANY DIRECTOR TO BE APPOINTED SHALL BE THROUGH ELECTIONS ONLY, hence your unauthorized and illegal notice of meeting for appointment of Directors is NULL AND VOID.**

Now Your attention is also drawn to various provisions of Companies Act, 2013 and also secretarial standards of ICSI (though these are not applicable to Section 8 Companies, however as per notification this exemption will not be applicable for those companies which could not file its annual filings within due dates and our company also has missed annual filings within the due dates, hence this exemption will not be available for us) where in it is clearly mentioned.



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**Our Company board never authorized any Director to issue notice for convening any council meeting or board meeting, however throughout the history of the Company it was me (that is only Secretary) who have been issuing notice to convene board or council meetings.**

As you have not been authorized hence this issue of notice for convening of meeting is **ILLEGAL, NULL AND VOID**

You are also drawn attention to the following communication from IRDAI

“In compliance of Hon’ble Court’s Order, your representation has been examined. After such examination, it is found that the representation involves a conflict between few directors of IIISLA. IIISLA being a Section 8 company, this conflict may be addressed / resolved as per the provisions of the Companies Act, 2013 as amended from time to time. The request for IRDAI’s intervention in internal affairs of IIISLA is not sustainable as it is out of the scope of AOA of the IIISLA, Further, the communication dated 29.12.2023 from IRDAI that has been quoted in the representation is only in the nature of clarification, not a direction, provided in response to the request letter dated 13.06.2023 received from the then President, IIISLA.”

***Based on the above it is very clear that IRDAI will not give any directions on any matter of appointment of Directors of this company***

It is also informed to you that in the e mail which you have sent there was agenda to appoint those directors who have been retired as per the provisions of the Companies act and the never represented back to the institute regarding their retirement which shows their disinterest on the said topic and their reappointment through this unauthorized and illegal convening of meeting is NULL AND VOID.

***If You don’t refrain from your such illegal acts then a stern legal action will be taken on you. We also would like to inform that any professional helping you in this unauthorized and illegal matter will also be legally liable and this institute will take strict action as per the applicable rules and regulations.***

**On analysis of the above it is clear that any action by you as director and member and convening of any council meeting is ILLEGAL, NULL AND VOID, hence now or in future you are reprimanded and warned not to involve in such acts which will bring disrepute to the institute.**

**SANTOSH RAJANNA  
SECRETARY**

