

## NOTICE

Notice is hereby given that the FIRST (1<sup>st</sup>) Extra-ordinary General Meeting ("EGM") for the financial year 2025-26 of the Shareholders of Future Generali India Life Insurance Company Limited will be held on Monday, June 30, 2025 at 02.00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

### SPECIAL BUSINESS:

1. **To amend the Articles of Association and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force read with the rules made thereunder including the Companies (Management and Administration) Rules, 2014 and other applicable provisions, in furtherance of the board resolution passed at the board meeting held on June 27, 2025, the amended and restated Articles of Association of the Company as annexed to the Notice of the meeting, be and are hereby approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of all previous Articles of Association of the Company;

**RESOLVED FURTHER THAT** any two of the Directors or the Company Secretary of the Company, be and are hereby, jointly authorized to do all such acts, deeds and things to give effect to the above resolution and furnish a copy of the resolution to be certified as true."

2. **To approve the change in name of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, and Shareholders Agreement dated June 27, 2025, subject to the approval of the Insurance Regulatory and Development Authority of India, Central Government and such other statutory / regulatory authorities, and other approvals as may be required, the name of the Company be changed from "Future Generali India Life Insurance Company Limited" to "Generali Central Life Insurance Company Limited" or such other name as may be made available or approved by the Ministry of Corporate Affairs;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any one of the Directors or the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms including e-forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, and furnish a copy of the resolution to be certified as true."

**By order of the Board of Directors  
For Future Generali India Life Insurance Company Limited**



**Sweta Bharucha  
Company Secretary and Head - Legal  
A22946**



**Date: June 27, 2025  
Place: Mumbai**

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 09/2024 dated 19<sup>th</sup> September, 2024 on "clarification on passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19 Extension of timeline-reg." read with all the previous General Circulars on the same, permitted convening of the EGM through VC/OAVM, without the physical presence of the shareholders at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company. Since the MCA Circular permits the holding of the EGM through video conference, the requirement of physical attendance of Shareholders has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for the appointment of proxies by the Shareholders will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
3. The Company shall conduct the EGM through VC/OAVM by using Microsoft Teams and the Shareholders are requested to follow instructions as stated in this notice for participating in this EGM through Microsoft Teams.
4. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. If a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, Shareholders can cast their vote during the Meeting by sending an email to '[cs@futuregenerali.in](mailto:cs@futuregenerali.in)' from their email addresses registered with the Company.
6. Body corporates can be represented at the meeting by such person(s) as authorised by the Body Corporates. The certified true copy of the Board Resolution/ Authority letter, etc., as required under section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be sent to the Company Secretary at '[cs@futuregenerali.in](mailto:cs@futuregenerali.in)' prior to the meeting.
7. Pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at <https://life.futuregenerali.in/about-us/extra-ordinary-general-meeting-notice/>
8. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Members, Register of Share Transfer and Register of Contracts or Arrangements, shall be available in electronic form for inspection on the day of the Extra-Ordinary General Meeting.

9. All documents referred to in the accompanying Notice will be available in electronic form for inspection on the day of the EGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE MEETING THROUGH VIDEO CONFERENCING**

1. The Company Secretary shall send a meeting invite to the registered email addresses of the persons entitled to attend the Meeting for joining the Meeting through Microsoft Teams.
2. For joining through laptop/desktops, the instructions are as follows:
  - a. Select 'Join Teams Meeting' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed wherein you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
  - b. If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
3. For joining through mobile phone/iPads, the instructions are as follows:
  - a. For easy and efficient access to the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
  - b. If you have the app, select 'Join Microsoft Teams Meeting' in the meeting invite sent to your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the same.
  - c. If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
4. It would be advisable to download and install the app before the meeting starts. It might take a few minutes, depending on your internet connection
5. Shareholders who need any assistance or clarification while using the video conferencing facility can send an email at '[cs@futuregenerali.in](mailto:cs@futuregenerali.in)'.
6. Please note that participants connecting from Mobile Devices or Tablets or through laptops 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 technical issue.

**By order of the Board of Directors  
For Future Generali India Life Insurance Company Limited**



**Sweta Bharucha  
Company Secretary and Head - Legal  
A22946**



**Date: June 27, 2025  
Place: Mumbai**

## EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item No. 1 of the accompanying Notice dated June 27, 2025.

### **Item no. 1:**

The Shareholders are informed that pursuant to the Shareholders' Agreement dated June 27, 2025 entered into between Generali Participations Netherlands N.V., Central Bank of India and the Company, the Company proposes to amend its Articles of Association ("AOA").

Pursuant to Section 14 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, any amendment to the AOA of the Company needs to be approved by the Shareholders of the Company at a General Meeting by passing a special resolution.

A copy of the amended and restated AOA will be available for inspection, electronically, on the day of the Extra-Ordinary General Meeting.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives in any way, is concerned or interested, financially or otherwise, in the said resolution.

The Directors recommend the said resolution set out at item no. 1 of this Notice for approval of the Shareholders.

### **Item no. 2:**

The Shareholders are informed that pursuant to the Shareholders' Agreement dated June 27, 2025 entered into between Generali Participations Netherlands N.V., Central Bank of India and the Company, the Company proposes to change its name to "Generali Central Life Insurance Company Limited" or such other name as may be made available or approved by the Ministry of Corporate Affairs.

Pursuant to Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, a change in name of the Company needs to be approved by the Shareholders of the Company at a General Meeting by passing a special resolution.

The Shareholders are informed that, once the Shareholders approve the aforementioned name, an application will be made to the Central Government (for using the term 'Central') and IRDAI for its approval/ no objection on the proposed name. Upon receipt of approval/ no objection from the Central Government and IRDAI, an application will be made to the Ministry of Corporate Affairs for reservation of the name for the Company. Once, the Company receives the name reservation confirmation, it will initiate the other statutory approvals required for approval of the Shareholders for consequent amendment to the Memorandum of Association and Articles of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives in any way, is concerned or interested, financially or otherwise, in the said resolution.

The Directors recommend the said resolution set out at item no. 2 of this Notice for approval of the Shareholders.