NOTICE

Notice is hereby given that the **20th (Twentieth) Annual General Meeting** of the Shareholders of Generali Central Insurance Company Limited *(Formerly known as Future Generali India Insurance Company Limited)* will be held on Thursday, 17th day of September, 2026 at 3.00 PM IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item no. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Shareholders and laid before the meeting, be and are hereby considered and adopted;

RESOLVED FURTHER THAT the Board of Directors including the Audit Committee thereof, be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item no. 2

To appoint a Director in place of Mr. Roberto Leonardi (DIN: 01804888), who retires from office by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Roberto Leonardi (DIN: 01804888), Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors including the Nomination & Remuneration Committee thereof, be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item no. 3

To appoint Maheshwari & Associates, Chartered Accountants (FRN: 311008E) as Joint Statutory Auditors of the Company and in this regard, 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 139, 141, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024, and other applicable provisions, if any, Maheshwari & Associates, Chartered Accountants (FRN: 311008E), who have confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 read with the applicable rules, are appointed as one of the Joint Statutory Auditors of the Company for a term of 4 (Four) consecutive years (FY 2026-27 to FY 2029-30) commencing from the conclusion of this Annual General Meeting till the conclusion of the Twenty-Fourth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them, if any, in connection with the joint audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board of Directors including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

Item no. 4

To appoint Mr. K G Krishnamoorthy Rao (DIN: 02795933) as Managing Director & Chief Executive Officer of the Company and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 34A of the Insurance Act, 1938, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, Section 196 , 197 and 203 of the Companies Act, 2013 ('the Act'), as may be applicable and other applicable provisions and the rules framed thereunder from time to time and other applicable laws, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to the approval of the Insurance Regulatory and Development Authority of India, Mr. K G Krishnamoorthy Rao (DIN: 02795933), be and is hereby appointed as the Managing Director & Chief Executive Officer of the Company for a period of three years w.e.f April 1, 2026, upon the terms and conditions as approved by the IRDAI;

RESOLVED FURTHER THAT any of the Directors and 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."

For Generali Central Insurance Company Limited
(Formerly known as Future Generali India Insurance Company Limited)

GENERALI CENTRAL INSURANCE CO. LTD * MUMBAI

Ashish Lakhtakia
General Counsel, Chief- Regulatory Affairs and Company Secretary
F5884

Date: May 13, 2026
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 03/2025 dated September 22, 2025 on "clarification on holding of Annual General Meeting (AGM) and Extra Ordinary General Meeting (EGM) through Video conference (VC) or other Audio Visual Means (OAVM) and passing of Ordinary and Special resolutions by the Companies under the Companies Act, 2013 read with the rules made thereunder-Extension of timeline-reg." read with all the previous General Circulars on the same, permitted convening of the AGM 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 AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM 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 AGM 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 AGM 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 AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. The Company shall conduct the AGM through VC/ OAVM by using Microsoft Teams and the Shareholders are requested to follow instructions as stated in this notice for participating in this AGM through Microsoft Teams.

4. The attendance of the Shareholders attending the AGM through VC 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, the Shareholders can cast their vote during the Meeting by sending an email to 'secretarialgci@generalicentral.com' 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 secretarialgci@generalicentral.com prior to the meeting.

7. Pursuant to the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the 20th Annual General Meeting has been uploaded on the website of the Company at https://www.generalicentralinsurance.com/about-us/financial-information#agm

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 Annual General Meeting.

9. All documents referred to in the accompanying Notice will be available in electronicform for inspection on the day of the Annual General Meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE MEETING THROUGH VIDEO CONFERENCING

1. The Company Secretary shall send a meeting invite to the registered email address 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 Teamsapp, 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 havethe 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 takea 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 'secretarialgci@generalicentral.com'.

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.

For Generali Central Insurance Company Limited
(Formerly known as Future Generali India Insurance Company Limited)

GENERALI CENTRAL INSURANCE CO. LTD. MUMBAI

Ashish Lakhtakia
General Counsel, Chief- Regulatory Affairs and Company Secretary
F5884

Date: May 13, 2026
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 item no. 4 under Special Business of the accompanying Notice dated May 13, 2026.

Item no. 4:

Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013, as may be applicable, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, other applicable laws, and based on the recommendation of the Nomination & Remuneration Committee of the Board, Mr. K G Krishnamoorthy Rao (DIN: 02795933) was appointed as the Managing Director & Chief Executive Officer ("MD & CEO") (Designate) of the Company by the Board w.e.f April 01, 2026 for a term of 3 years on the terms and conditions and at a total fixed remuneration of Rs. 3,30,00,000/- and other benefits and Variable pay as specified in Form C, approved by the Board based on the recommendation of Nomination and Remuneration Committee, subject to the confirmation of the shareholders at the general meeting, such appointment and assumption of office as MD & CEO being expressly subject to and effective only upon receipt of the approval of the Insurance Regulatory and Development Authority of India ("IRDAI").

The Company has received consent in writing from Mr. K G Krishnamoorthy Rao to act as a MD & CEO, pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, to be appointed as Director of the Company.

The aforesaid notice received is available for inspection at the Registered Office of the Company till the date of the Annual General Meeting and the same shall also be placed at the Meeting.

A brief resume in relation to the experience, functional expertise and membership on other Company's Board and Committee(s) in respect of appointment of Mr. K G Krishnamoorthy Rao is provided as Annexure I which forms part of this Notice.

The provisions of the Companies Act, 2013, requires the Company to seek the approval of the Shareholders for the appointment of Mr. K G Krishnamoorthy Rao (DIN: 02795933) as the MD & CEO of the Company.

No one except Mr. K G Krishnamoorthy Rao is interested/concerned in the resolutions under item no. 4.

None of the other persons specified in Section 102 of the Companies Act, 2013, Directors,Key Management Persons, Relatives of Promoters, Directors and Key Management Persons or the entities comprising the interest of Promoters, Directors or Key Management Persons, are concerned or interested in the resolution set out in item no. 4.

The Directors recommend the said special resolution set out at item no. 4 of this Notice for approval of the Shareholders.

Annexure I
Details of Director seeking appointment at the Annual General Meeting
[Pursuant to Secretarial Standards - 2 on General Meetings]

Name of the Director	Mr. K G Krishnamoorthy Rao
DIN	02795933
Age	62
Father's name	Mr. Gururajan Potty
Qualification	• Bachelors in Technology, University of Calicut, Kerala • Fellow of the Insurance Institute of India
Experience	K G Krishnamoorthy Rao, the Managing Director & CEO of Generali Central Insurance, is a seasoned insurance and risk management leader with over 35 years of experience across India and global markets. He has built, scaled, and transformed insurance businesses across their lifecycle, from early-stage setup to growth and turnaround. From 2018 to 2022, he served as CEO of Generali's joint venture in Malaysia, leading a business turnaround and delivering over 30% growth, outperforming the market through the pandemic period. He was also a founding leader at Future Generali India Insurance (FGII), which he joined at inception in 2007. He played a pivotal role in setting up core functions including underwriting, claims, and operations, and established the company's branch and distribution network. He became Chief Operating Officer in 2008 and Managing Director & CEO in 2009, leading the organisation for nearly a decade and building a strong reputation for customer focus, underwriting discipline, and profitable growth. Mr. Rao holds a B.Tech in Production Engineering from the University of Calicut and is a Fellow of the Insurance Institute of India. He began his career in 1986 at the Indian Space Research Organisation (ISRO), working on ignition systems for the ASLV and PSLV missions. Transitioning to the insurance sector in 1988, Mr. Rao joined the National Insurance Company as a Risk Engineer, gaining hands-on exposure to risk

	inspections, engineering underwriting, and claims across industries. He subsequently advised clients on risk and insurance strategy at Tata AIG Risk Management Services, before serving as Risk and Insurance Manager at Enron India. From 2001 to 2007, he was Head of Underwriting at Bajaj Allianz General Insurance, where he helped establish underwriting practices and steered the business to early profitability. Armed with decades of leadership experience and a proven track record of building resilient, performance-driven insurance businesses, Rao is well-positioned to lead Generali Central Insurance into its next phase of growth.
Terms & Conditions of Appointment	Mr. K G Krishnamoorthy Rao is appointed as the MD & CEO of the Company for a period of 3 years and is not liable to retire by rotation.
Details of Remuneration sought to be paid	Refer draft form no. MGT-7 on website of company at Financial Information | Generali Central
Remuneration last drawn	N.A.
Date of the first appointment on the Board	April 01, 2026 (subject to approval of IRDAI)
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board of Directors attended during the year	<table><tr><th>Previous Financial Year</th><th>Meetings held</th><th>Meetings attended</th></tr><tr><td>2025-26</td><td>N.A.</td><td>N.A.</td></tr></table>
Directorship in other Companies	-
Membership/Chairmanship of the committees of other Companies	-