

NOTICE

Notice is hereby given that the 13th (Thirteenth) Annual General Meeting of the Members of Future Generali India Insurance Company Limited will be held on Wednesday, 14th day of August 2019 at 09.30 A.M. IST at Registered and Corporate Office of the Company situated at Indiabulls Finance Centre, Tower 3, 6th Floor, Senapati Bapat Marg, Elphinstone Road (W), Mumbai – 400013, Maharashtra, India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Laxminarayan Biyani (DIN: 00005827), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Krishan Kant Rathi (DIN: 00040094), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and applicable rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, Mr. Sanjay Jain (DIN: 02055254), who was appointed as an Additional Director of the Company with effect from 04th October, 2018, and who holds office upto the date of this Annual General Meeting (“AGM”) in terms of Section 161 of the Act, Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a shareholder, pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.”

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts deeds, matters and things as required to give effect to the above resolution.”

5. To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and applicable rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, Mr. Anup Rau Velamuri (DIN: 06511806), who was appointed as an Additional Director of the



Company with effect from 14th May, 2019, and who holds office upto the date of this Annual General Meeting ("AGM") in terms of Section 161 of the Act, Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a shareholder, pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts deeds, matters and things as required to give effect to the above resolution."

6. To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 34A of the Insurance Act, 1938, Section 196 and other applicable provisions, if any of the Companies Act, 2013 and subject to the approval of Insurance Regulatory and Development Authority of India ("IRDAI"), Mr. Anup Rau Velamuri (DIN: 06511806) be and is hereby appointed as Managing Director & Chief Executive Officer of the Company for a period of three years on the terms and conditions as may be specified by the IRDAI while granting its approval to the appointment, including remuneration as set out in the Letter of Engagement issued by the Company and accepted by Mr. Anup Rau Velamuri, a copy of which will be placed before the meeting;

RESOLVED FURTHER THAT the appointment of Mr. Anup Rau Velamuri will be effective from the date as may be approved by the IRDAI;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the fixed remuneration and perquisites including the monetary value thereof as specified in the said Letter of Engagement to the extent the Board of Directors may consider appropriate and, as may be permitted or authorized in accordance with any provision under the Insurance Act, for the time being in force or any statutory modification or re-enactment thereof and/or any Rules or Regulations framed thereunder and the terms of the aforesaid Agreement between the Company and Mr. Anup Rau Velamuri shall be suitably modified to give effect to such variation or increase as the case may be;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts deeds, matters and things as required to give effect to the above resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed signed and stamped not less than forty eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of prior notice in writing is given to the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the AGM under item nos. 4 to 6 as set out in the notice, is annexed hereto.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting and produce the same at the entrance.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the Annual General Meeting.
6. The Register of Members and the Register of Share Transfer will be available for inspection by the members at the Annual General Meeting.
7. The Register of Contracts or Arrangements, in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.

8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting.
9. The route map showing directions to reach the venue of the Annual General Meeting is annexed and forms part of the Notice.

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


Rajiv V Joshi
Sr. Vice President & Head - Legal, Compliance and Secretarial

**Date: May 14, 2019
Place: Mumbai**

Registered Office:
Indiabulls Finance Centre, Tower 3, 6th Floor,
Senapati Bapat Marg, Elphinstone Road (W),
Mumbai - 400013, Maharashtra, India

Explanatory statement to notice of 13th Annual General Meeting pursuant to section 102 of the Companies Act, 2013.

Item no.4:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination & Remuneration Committee of the Board, Mr. Sanjay Jain was appointed as an Additional Director of the Company w.e.f. 04th October, 2018.

The term of office of Mr. Sanjay Jain as an Additional Director is up to the date of this Annual General Meeting of the Company. It is now being proposed to appoint Mr. Sanjay Jain (DIN: 02055254) as a Director of the Company. The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a shareholder proposing his candidature for the office of Director of the Company. Mr. Sanjay Jain (DIN: 02055254) represents Shendra Advisory Services Private Limited, one of the shareholders of the Company.

The Company has received consent in writing from Mr. Sanjay Jain to act as a Director 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.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Sanjay Jain (DIN: 02055254) as Director of the Company.

No one except Mr. Sanjay Jain is interested / concerned in the resolution under item no. 4.

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

The Directors recommend the said resolution for approval of the Shareholders.

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

Name of the Director	Mr. Sanjay Jain
DIN	02055254
Age	48 years
Qualification	MBA in Finance



Experience	<ul style="list-style-type: none"> • Senior Industry Professional with around 25 years of experience mainly in leading Indian Business Houses. • Has served as Group CFO of Zee Group. • Has served as CFO of International Operation of Avantha Group.
Terms & Conditions of Appointment	Non-Executive, Non-Independent
Details of Remuneration sought to be paid	-
Remuneration last drawn	-
Date of first appointment on the Board	04 th October, 2018
Shareholding in the Company	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-
Number of Meetings of the Board of Directors attended during the year	1
Directorship in other Companies	1. Future Foods and Products Limited 2. Future Generali India Life Insurance Co. Ltd.
Membership/Chairmanship of the committees of other Companies (consists membership/chairmanship of Audit Committee, Nomination and Remuneration Committee and, Stakeholders' Relationship Committee)	-

Item nos.5 & 6:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination & Remuneration Committee of the Board, Mr. Anup Rau Velamuri (DIN: 06511806) was appointed as Additional Director of the Company w.e.f. 14th May, 2019 and also as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company subject to the approval of Insurance Regulatory and Development Authority of India ("IRDAI") and shareholders.

The term of office of Mr. Anup Rau Velamuri as an Additional Director is up to the date of this Annual General Meeting of the Company. It is now being proposed to appoint Mr. Anup Rau Velamuri (DIN: 06511806) as a Director of the Company. The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a shareholder proposing his candidature for the office of Director of the Company.

The Company has received consent in writing from Mr. Anup Rau Velamuri to act as a Director and 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 and the Letter of Engagement entered by Mr. Anup Rau Velamuri with the Company are 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.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Anup Rau Velamuri (DIN: 06511806) as a Director and MD & CEO of the Company.

No one except Mr. Anup Rau Velamuri is interested / concerned in the resolutions under item nos. 5 & 6.

None of the other persons specified in Section 102 of the Companies Act, 2013, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the resolutions set out in items no. 5 & 6.

The Directors recommend the said resolution for approval of the Shareholders.

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

Name of the Director	Mr. Anup Rau Velamuri
DIN	06511806
Age	45 years
Qualification	MMS (Marketing), University of Mumbai, 1998
Experience	<ul style="list-style-type: none"> Associated with the industry since December 2000. Has worked for 3.5 years as Executive Director (ED) & CEO in Life Insurance Industry and 2.5 years in General Insurance. He was the ED & CEO of Edelweiss General Insurance Co. Ltd. from December 2016 to May 2019. He has worked as General Manager-Asia, Nippon Life from June 2016 to December 2016. Worked as ED & CEO of Reliance Nippon Life Insurance for a period of 3.5 years. Associated with HDFC Life as Chief Distribution Officer. Had joined ICICI Prudential Life as a founder member and subsequently rose through the ranks as Head- Sales & Distribution.
Terms & Conditions of Appointment	Managing Director & Chief Executive Officer
Details of Remuneration sought to be paid	INR 12,22,13,533/- Apart from the above remuneration, Mr. Anup Rau Velamuri will be entitled for a performance-based/ variable payout as per the Company policy.
Remuneration last drawn	-
Date of first appointment on the Board	14 th May, 2019
Shareholding in the Company	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-
Number of Meetings of the Board of Directors attended during the year	None

Directorship in other Companies	-
Membership/Chairmanship of the committees of other Companies (consists membership/chairmanship of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee)	-

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


Rajiv V Joshi
Sr. Vice President & Head – Legal, Compliance and Secretarial

Date: May 14, 2019
Place: Mumbai

Registered Office:
Indiabulls Finance Centre, Tower 3, 6th Floor,
Senapati Bapat Marg, Elphinstone Road (W),
Mumbai – 400013, Maharashtra, India

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	
Name of the Company	:	
Registered office	:	

Name of the member	:	
Registered address	:	
E-mail Id	:	
Folio No	:	
Client Id/DP ID*	:	

* Applicable for members holding shares in electronic form

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

Name	:		Signature
address	:		
E-mail Id	:		

or failing him/her

Name	:		Signature
address	:		
E-mail Id	:		

or failing him/her

Name	:		Signature
address	:		
E-mail Id	:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th (Thirteenth) Annual General Meeting of the Company to be held on Wednesday, 14th day of August, 2019 at 09.30A.M. IST and at any adjournment thereof in respect of such resolutions proposed to be passed therein as under:

Item No.	Resolution(s)	Vote	
		For	Against
ORDINARY BUSINESS:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Vijay Laxminarayan Biyani (DIN: 00005827), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. Krishan Kant Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS:			
4.	Appointment of Mr. Sanjay Jain (DIN: 02055254) as a Director of the Company.		
5.	Appointment of Mr. Anup Rau Velamuri (DIN: 06511806) as a Director of the Company.		
6.	Appointment of Mr. Anup Rau Velamuri (DIN: 06511806) as the Managing Director & CEO of the Company.		

Signed this..... day of.....2019
Signature of shareholder.....
Signature of Proxy holder(s).....

Attendance Slip

Affix
Revenue
Stamp



Future Generali India Insurance Company Limited
CIN: U66030MH2006PLC165287
Regd. Office: Indiabulls Finance Centre, Tower 3, 6th Floor, Senapati Bapat Marg,
Elphinstone Road (W), Mumbai - 400 013

**PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL**

Joint shareholders may obtain additional slips on request.

Name of Shareholder	
Address of the Shareholder	
No. of Shares Held	
Folio No.	
DP ID No*	

* Applicable for members holding shares in electronic form

I hereby record my presence at the **Thirteenth Annual General Meeting** of the Company,
held on **Wednesday, 14th day of August, 2019** at **09.30A.M. IST** at the registered office of the
Company.

Signature of the Shareholder/ Proxy

Note:

1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
 2. He/She is advised to bring along a notice of Thirteenth Annual General Meeting to the meeting for reference.
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Route Map of the Venue: Indiabulls Finance Centre, Tower 3, 6th Floor, Senapati Bapat Marg, Elphinstone Road (W), Mumbai – 400013, Maharashtra, India.

