

NOTICE

Notice is hereby given that the 19th (Nineteenth) 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 Wednesday, September 17, 2025 at 3.00 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") 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, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Valentina Sarrocco (DIN: 10048733), who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Ms. Lima Alexandrova (DIN: 10805288), as a Non-Executive Director of the Company and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") and other applicable rules made thereunder, the Insurance Act, 1938, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws issued by the IRDAI from time to time, and the Shareholders Agreement dated June 27, 2025, the Memorandum of Association and Articles of Association of the Company, Ms. Lima Alexandrova (DIN: 10805288), who was appointed as an Additional Director (Non-Executive) of the Company with effect from October 21, 2024, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting ("AGM") pursuant to Section 161 of the Act, 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 her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation;

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."

4. **To appoint Mr. Sharad Kumar Saxena (DIN: 08238872), as an Independent Director of the Company and fix his remuneration and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") and other applicable rules made thereunder, the Insurance Act, 1938, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws issued by the IRDAI from time to time, and the Shareholders Agreement dated June 27, 2025, the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions, as may be required and on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, Mr. Sharad Kumar Saxena (DIN: 08238872) who was appointed as an Additional Director (Independent) of the Company with effect from April 26, 2025, by the Board of Directors of the Company, and who holds office up to the date of this Annual General Meeting ("AGM") pursuant to Section 161 of the Act, 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 Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, and who shall hold office for the first term of five (5) consecutive years with effect from April 26, 2025 up to April 25, 2030;

RESOLVED FURTHER THAT pursuant to section 197 of the Companies Act, 2013, read with the rules framed thereunder, to the extent applicable to the Company, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and the Shareholders Agreement dated June 27, 2025, and the Memorandum of Association and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, the payment of remuneration of Rs. 10 Lakhs per annum (excluding sitting fees) to Mr. Sharad Kumar Saxena (DIN: 08238872), Independent Director of the Company, as per the terms & conditions mutually agreed between the Company and him, be and is hereby confirmed and approved;

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."

5. **To re-appoint Mr. Anup Rau (DIN: 06511806) as Managing Director and Chief Executive Officer of the Company 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 of the Companies Act, 2013 ("the Act") 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 approval of the Insurance Regulatory and Development Authority of India dated January 10, 2025, Mr. Anup Rau (DIN: 06511806), be and is hereby re-appointed as the Managing Director & Chief Executive Officer of the Company for a period of three years w.e.f June 06, 2025, 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."

6. **To appoint Mr. Vasti Venkatesh (DIN: 09782983), as a Non-Executive Director of the Company and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") and other applicable rules made thereunder, the Insurance Act, 1938, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws issued by the IRDAI from time to time, and the Shareholders Agreement dated June 27, 2025, the Memorandum of Association and Articles of Association of the Company, Mr. Vasti Venkatesh (DIN: 09782983), who was appointed as an Additional Director (Non-Executive) of the Company with effect from August 01, 2025, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting ("AGM") pursuant to Section 161 of the Act, 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 Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation;

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."

7. **To appoint Mr. Malladi Venkat Murali Krishna (DIN: 09021111), as a Non-Executive Director of the Company and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") and other applicable rules made thereunder, the Insurance Act, 1938, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws issued by the IRDAI from time to time, and the Shareholders Agreement dated June 27, 2025, the Memorandum of Association and Articles of Association of the Company, Mr. Malladi Venkat Murali Krishna (DIN: 09021111), who was appointed as an Additional Director (Non-Executive) of the Company with effect from August 21, 2025, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting ("AGM") pursuant to Section 161 of the Act, 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 Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation;

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)



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

Date: August 21, 2025
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 09/2024 dated September 19, 2024 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 19th 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 electronic form 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 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 '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)



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

Date: August 21, 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 item nos. 3-7 under Special Business of the accompanying Notice dated May 14, 2025.

Item No. 3:

Ms. Lima Alexandrova was appointed by the Board as an Additional Director (Non-Executive) with effect from October 21, 2024, on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office up to the date of the next Annual General Meeting (“AGM”) or the last date on which the AGM should have been held, whichever is earlier. Accordingly, Ms. Lima Alexandrova holds office as an Additional Director (Non-Executive) up to the date of this AGM.

Considering the rich experience and vast knowledge of Ms. Lima Alexandrova, her presence on the Board of the Company (“the Board”) will be valuable to the Company.

The Company has received consent in writing from Ms. Lima Alexandrova 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 she is not disqualified under Section 164(2) of the Companies Act, 2013, to be appointed 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 the candidature of Ms. Lima Alexandrova for the office as a Non-Executive Director of the Company.

The aforesaid notice received will be available for inspection, electronically, on the day of the Annual General Meeting.

A brief resume in relation to the experience, functional expertise and memberships on other Company's Board and Committee(s) in respect of appointment of Ms. Lima Alexandrova is provided at Annexure-I which forms part of this Notice.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Ms. Lima Alexandrova as a Non-Executive Director of the Company.

No one except Ms. Lima Alexandrova and her relative(s) are interested/concerned in the resolution under item no. 3.

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. 3.

The Directors recommend the said Ordinary Resolution set out at item no. 3 of this Notice for the approval of the Shareholders.

Item No. 4:

Mr. Sharad Kumar Saxena was appointed by the Board as an Additional Director (Non-Executive, Independent) with effect from April 26, 2025, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier. Accordingly, Mr. Sharad Kumar Saxena holds office as an Additional Director (Non-Executive, Independent) up to the date of this AGM.

Considering the rich experience and vast knowledge of Mr. Sharad Kumar Saxena, his presence on the Board of the Company ("the Board") will be valuable to the Company.

The Company has received consent in writing from Mr. Sharad Kumar Saxena 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 Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a shareholder proposing the candidature of Mr. Sharad Kumar Saxena for the office as an Independent Director of the Company.

The aforesaid notice received will be available for inspection, electronically, on the day of the Annual General Meeting.

The shareholders are further informed that on the recommendation of Nomination and Remuneration (NRC), the Board of Directors had approved a remuneration of Rs. 10 Lakhs per annum to be paid to Mr. Saxena, as per the terms & conditions mutually between the Company and him, pursuant to section 149, 152 and 197 of the Companies Act, 2013 read with the rules framed thereunder, to the extent applicable to the Company, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers dated May 22, 2024 issued by the Insurance Regulatory and Development Authority of India (IRDAI). The remuneration approved is excluding the sitting fees paid to Mr. Saxena for attending various Committee and Board meetings.

A brief resume in relation to the experience, functional expertise and memberships on other Company's Board and Committee(s) in respect of appointment of Mr. Sharad Kumar Saxena is provided at Annexure-II which forms part of this Notice.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Sharad Kumar Saxena as an Independent Director of the Company.

No one except Mr. Sharad Kumar Saxena and his relative(s) are 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 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 Ordinary Resolution set out at item no. 4 of this Notice for the approval of the Shareholders.

Item no. 5:

Pursuant to the provisions of Section 196 of the Companies Act, 2013, 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. Anup Rau (DIN: 06511806) was re-appointed as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company by the Board on November 13, 2024. The re-appointment of Mr. Rau was approved by the Insurance Regulatory and Development Authority of India ("IRDAI") vide its letter dated January 10, 2025, copy of which will be available for inspection in electronic form by the shareholders. The IRDAI approved the re-appointment of Mr. Anup Rau as the MD & CEO of the Company for a period of 3 years with effect from June 06, 2025.

The Company has received consent in writing from Mr. Anup Rau 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. Anup Rau is provided as Annexure III 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. Anup Rau (DIN: 06511806) as a MD & CEO of the Company.

No one except Mr. Anup Rau is interested/concerned in the resolutions under item no. 5.

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. 5.

The Directors recommend the said resolution set out at item no. 5 of this Notice for approval of the Shareholders.

Item No. 6:

Mr. Vasti Venkatesh was appointed by the Board, as an Additional Director (Non-Executive) with effect from August 01, 2025, on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier. Accordingly, Mr. Vasti Venkatesh holds office as an Additional Director (Non-Executive) up to the date of this AGM.

Considering the rich experience and vast knowledge of Mr. Vasti Venkatesh, his presence on the Board of the Company ("the Board") will be valuable to the Company.

The Company has received consent in writing from Mr. Vasti Venkatesh 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 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 the candidature of Mr. Vasti Venkatesh for the office as a Non-Executive Director of the Company.

The aforesaid notice received will be available for inspection, electronically, on the day of the Annual General Meeting.

A brief resume in relation to the experience, functional expertise and memberships on other Company's Board and Committee(s) in respect of appointment of Mr. Vasti Venkatesh is provided at Annexure-IV which forms part of this Notice.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Vasti Venkatesh as a Non-Executive Director of the Company.

No one except Mr. Vasti Venkatesh and her relative(s) are interested/concerned in the resolution under item no. 6.

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. 6.

The Directors recommend the said Ordinary Resolution set out at item no. 6 of this Notice for the approval of the Shareholders.

Item No. 7:

Mr. Malladi Venkat Murali Krishna was appointed by the Board, as an Additional Director (Non-Executive) with effect from August 21, 2025, on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier. Accordingly, Mr. Malladi Venkat Murali Krishna holds office as an Additional Director (Non-Executive) up to the date of this AGM.

Considering the rich experience and vast knowledge of Mr. Malladi Venkat Murali Krishna, his presence on the Board of the Company ("the Board") will be valuable to the Company.

The Company has received consent in writing from Mr. Malladi Venkat Murali Krishna 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 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 the candidature of Mr. Malladi Venkat Murali Krishna for the office as a Non-Executive Director of the Company.

The aforesaid notice received will be available for inspection, electronically, on the day of the Annual General Meeting.

A brief resume in relation to the experience, functional expertise and memberships on other Company's Board and Committee(s) in respect of appointment of Mr. Malladi Venkat Murali Krishna is provided at Annexure-V which forms part of this Notice.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Malladi Venkat Murali Krishna as a Non-Executive Director of the Company.

No one except Mr. Malladi Venkat Murali Krishna and her relative(s) are interested/concerned in the resolution under item no. 7.

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. 7.

The Directors recommend the said Ordinary Resolution set out at item no. 7 of this Notice for the 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	Ms. Lima Alexandrova
DIN	10805288
Age	40 years
Father's name	Mr. Mikhail Alexandrov
Qualification	<ul style="list-style-type: none"> • Bachelor's Degree, Finance & Economics • Master's Degree, Business Administration
Experience	<p>Ms. Lima Alexandrova is a finance professional with over 15 years of experience in the advisory, banking, and insurance industries with significant international exposure.</p> <p>Lima joined Assicurazioni Generali S.p.A. ("Generali") in 2020 as part of the Group Chief Investment function, serving as Head of Portfolio Implementation and Investment Mandates. In this capacity, she was responsible for more than EUR 400 billion of Assets under Management of the insurance portfolio. She ensured the effective deployment and implementation of the annual strategic allocation of Generali Group through internal and external Asset Managers and monitored their subsequent performance.</p> <p>In September 2024, Lima was promoted to Head of Insurance Business Performance Asia in the newly created Insurance Division. In this role, she is responsible for monitoring the business performance and initiatives within the Asia Region, working closely with country CEOs as well as the Asia Regional Office.</p> <p>Prior to joining Generali, Lima worked for BlackRock Financial Markets Advisory, focusing on advisory support and portfolio optimization, which enabled her to gain significant experience in Model Risk Management framework (for both set up and implementation) as well as in regulatory strategy and stress-testing.</p> <p>From 2011 to 2017, Lima covered different roles with growing responsibilities within the Risk and Finance functions of UniCredit S.p.A., the largest Italian bank and one of the largest banks within the European Union.</p>

	<p>Lima's career started in 2007 at the Beijing Branch of OJSC Promsvyazbank (PSB), where she supported the trade financing operations and provided risk assessment and advisory on Chinese counterparties to the Head Office.</p> <p>Lima holds a Degree in Finance and Economics from St. Petersburg State University (Russia, 2007) and a Master's in Business Administration from the Altis Business School of Catholic University in Milan (Italy, 2010). She is fully proficient in Russian, Italian, and English, and she can speak German and Mandarin at professional level.</p>		
Terms & Conditions of Appointment	Ms. Alexandrova is appointed as a Non-Executive Director of the Company and is liable to retire by rotation.		
Details of Remuneration sought to be paid	No remuneration is proposed to be paid		
Remuneration last drawn	NA		
Date of the first appointment on the Board	October 21, 2024		
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	Financial Year	Meetings held	Meetings attended
	2024-25	2	2
Directorship in other Companies*	1. Generali Central Life Insurance Company Limited		
Membership/Chairmanship of the committees of other Companies*	-		

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

Name of the Director	Mr. Sharad Kumar Saxena
DIN	08238872
Age	62 years
Father's name	Dr. Shil Kumar Saxena
Qualification	Bachelor of Engineering
Experience	<p>Mr. Sharad Kumar Saxena, aged 62 years, is a gold medalist engineering graduate in Electronics & Telecommunication from Government Engineering College, Jabalpur. He is also a Certified Information System Auditor (CISA) from ISACA, US, and a Certified ISO 27001 Implementer and Certified Senior Examiner for Quality Management for the Indian Merchant's Chamber.</p> <p>Mr. Sharad Kumar Saxena has more than 30 years of experience and had held almost various leadership positions in ICICI Bank technology group, such as heading the technology function for Corporate Banking, Commercial Banking, Asset products including Corporate & Retail Loans, International Banking, Credit Cards, Cash Management Services, Payment Systems, Core Banking, Switching, HR, CRM and Compliance & Fraud Management, Head of IT Infrastructure group including Networks and head of Technology Compliance for interfacing all audits and inspections.</p> <p>He retired as the Chief Technology Officer of Bank of Baroda in 2021. He successfully led the bank's merger of erstwhile Vijaya Bank and erstwhile Dena Bank with Bank of Baroda from an IT standpoint. He is a Technology Advisor to UCO Bank and Information Technology Consultant to Indian Bank.</p>
Terms & Conditions of Appointment	Mr. Sharad Kumar Saxena is appointed as an Independent Director of the Company for a period of 5 years and is not liable to retire by rotation.
Details of Remuneration sought to be paid	Rs. 10 Lacs per annum (excluding sitting fees)
Remuneration last drawn	NA
Date of the first appointment on the Board	April 26, 2025

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	Financial Year	Meetings held	Meetings attended
	2024-25	NA	NA
Directorship in other Companies*	1. CSB Bank Limited; 2. Thomas Cook (India) Limited;		
Membership/Chairmanship of the committees of other Companies*	1. CSB Bank Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee-Chairman Audit Committee - Member 		

Annexure III
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
DIN	06511806
Age	51
Father's name	Mr. Ramakrishna Rau Velamuri
Qualification	<ul style="list-style-type: none"> • MBA (Marketing), University of Mumbai • Bachelor of Economics, University of Delhi
Experience	<p>Anup Rau took over as Managing Director & Chief Executive Officer of Generali Central Insurance Company Limited, in 2019, putting his vast experience of over two decades in the insurance industry and unparalleled expertise in retail to the best possible use. It is no surprise that in just two years, under Anup's leadership, GCII was swift to move up from rank 13 to secure the 10th position and feature amongst the Top 10 Private General Insurers in India. A glowing testimony to his leadership abilities is the fact that the Company delivered higher-than- industry growth, improved profitability, and productivity, and became a player of serious scale and consequence in the retail health space - and achieved all of this while dealing with the repercussions of a global pandemic and an unprecedented lockdown. It is his employee-centric approach that has resulted in the Company being certified as a 'Great Place to Work' 6 years in a row and 'Best Workplaces for Women in BFSI' in 2021. Under his watch, GCII has also become an industry benchmark on Net Promoter Score and was awarded the ET 'Best Brand' accolade for three consecutive years from 2020 to 2022.</p> <p>Thanks to his foresight and his willingness to embrace the new normal, whether it is the early adaptation of digital infrastructure and technology or introducing customer-centric product innovations, Mr. Rau has unfailingly managed to tackle all challenges head-on.</p>

	<p>Armed with an MBA in Marketing from the University of Bombay, and an Honours Degree in Economics from the University of Delhi, Anup is an industry veteran with an illustrious career spanning over 23 years. This includes 20 years with some of India's leading insurance companies as well as stints in retail and sales in companies such as DCW Home products, Duncans Tea and Gilson Medical Electronics (where he started in 1995) selling everything from pipettes to salt and flour, moving from Delhi to Darjeeling and several other parts of the country, in the process.</p> <p>A ten-year journey that he embarked on with ICICI Prudential served as a great training ground, enabling Anup to garner rich experience as well as rise through the ranks. During the last 10 years, he has held unique positions to lead companies in both Life and Non-Life Insurance sectors with companies like HDFC Life Insurance as a Chief Distribution Officer, and Reliance Nippon Life Insurance and Edelweiss General Insurance, as CEO in both places, before moving to GCII in his current role.</p> <p>An impactful CEO who is the recipient of multiple accolades throughout his career. In 2024, the HR Association of India recognized him as one of their "Visionary CEOs." He was honored with the 'Most Promising Business Leader of Asia Award' at the ET Asian Business Leaders Conclave 2021-22 for the second consecutive year. Additionally, in 2021, Anup received the 'CEO of the Year' award in the BFSI category at the CMO Asia Awards and was named 'Business Leader of the Year' at the 29th World Leadership Congress Awards.</p> <p>Anup believes in the human touch, which explains the reason behind his passion and single-minded goal to make insurance a product accessible to one and all.</p>
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Terms & Conditions of Appointment	Mr. Anup Rau is re-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	Pls. refer draft form no. MGT-7 on website of company- https://www.generalicentralinsurance.com/about-us/financial-information#annualReport								
Remuneration last drawn	Pls. refer draft form no. MGT-7 on website of company- https://www.generalicentralinsurance.com/about-us/financial-information#annualReport								
Date of the first appointment on the Board	14 th May, 2019								
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><td>Financial Year</td><td>Meetings held</td><td>Meetings attended</td></tr><tr><td>2024-25</td><td>4</td><td>4</td></tr></table>			Financial Year	Meetings held	Meetings attended	2024-25	4	4
Financial Year	Meetings held	Meetings attended							
2024-25	4	4							
Directorship in other Companies*	-								
Membership/Chairmanship of the committees of other Companies*									

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

Name of the Director	Mr. Vasti Venkatesh
DIN	09782983
Age	59 years
Father's name	Late Mr. Allappa Vasti
Qualification	<ul style="list-style-type: none"> • Bachelor's Degree in Science • MBA in Banking & Finance • Certified Association of Indian Institute of Bankers (CAIIB)
Experience	<p>Mr. Vasti Venkatesh is a seasoned banking professional with over 36 years of rich and extensive experience across core banking domains. Throughout his distinguished career at the Central Bank of India, he has held key leadership positions in verticals such as Treasury, Resource Mobilization, Operations, and Marketing. He has effectively served in various roles including Branch Head and Regional Head, with a wide geographic exposure spanning Karnataka, Andhra Pradesh, Madhya Pradesh, Maharashtra, Gujarat, and Delhi.</p> <p>His vast expertise and leadership have significantly contributed to the strategic growth and operational excellence of the institutions he has been associated with. He has now been nominated as a Director to the board of Generali Central Insurance Company Limited (GCICL) & Generali Central Life Insurance Company Limited (GCLICL) bringing with him a wealth of experience and insights from banking and financial services sector.</p>
Terms & Conditions of Appointment	Mr. Venkatesh is appointed as a Non-Executive Director of the Company and is liable to retire by rotation.
Details of Remuneration sought to be paid	No remuneration is proposed to be paid
Remuneration last drawn	NA
Date of the first appointment on the Board	August 01, 2025
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	Financial Year	Meetings held	Meetings attended
	2024-25	-	-
Directorship in other Companies*	1. Generali Central Life Insurance Company Limited 2. CentBank Home Finance Limited. 3. CentBank Financial Services Limited.		
Membership/Chairmanship of the committees of other Companies*	1. CentBank Home Finance Limited. <ul style="list-style-type: none"> Stakeholder's Relationship Committee - Member. 2. CentBank Financial Services Limited. <ul style="list-style-type: none"> CSR Committee - Member Audit Committee - Member 		

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

Name of the Director	Mr. Malladi Venkat Murali Krishna
DIN	09021111
Age	58 years
Father's name	Mr. Malladi Venkat Rajeswar Sastry
Qualification	<ul style="list-style-type: none"> • MBA in Banking & Finance; • CAIIB.
Experience	<p>Mr. Malladi Venkat Murali Krishna is the Executive Director of the Bank w.e.f 01st December, 2022. Prior to this, he served as Chief General Manager at Bank of Baroda.</p> <p>Mr. Malladi Venkat Murali Krishna is an MBA in Banking and Finance. He began his career with Bank of Baroda a Probationary Officer and has over three decades of professional banking experience in leadership roles. His expertise extends to all major areas of banking including corporate credit, International Operations, Rural and Agricultural Banking, Financial Inclusions, NRI business etc. His last posting in Bank of Baroda was as Head of Corporate Institutional Credit – Large Corporate.</p> <p>During his long stint in the Banking Industry, he worked across various branches to Regional Offices and from Overseas territory to Corporate office. He successfully handled the responsibilities such as Head of Large Corporate, Head of International Operations, Head of Rural & Agriculture Department and Head of Financial Inclusion Department. Earlier, he also served as a Director on the Board of BOB Capital Finance Limited., Baroda, Gujarat Gramin Bank and AFC India Limited (Agriculture Finance Corporation).</p>
Terms & Conditions of Appointment	Mr. Malladi Venkat Murali Krishna is appointed as a Non-Executive Director of the Company and is liable to retire by rotation.
Details of Remuneration sought to be paid	No remuneration is proposed to be paid
Remuneration last drawn	NA
Date of the first appointment on the Board	August 21, 2025

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	Financial Year	Meetings held	Meetings attended
	2024-25	-	-
Directorship in other Companies*	1. Central Bank of India 2. CentBank Home Finance Limited. 3. Centbank Financial Services Limited		
Membership/Chairmanship of the committees of other Companies*	1. Central Bank of India • Stakeholders' Relationship Committee – Member • CSR Committee – Chairman		

*Note –

- Audit Committee, Nomination Remuneration Committee and Stakeholder Relationship Committee, Corporate Social Responsibility Committee Membership/Chairmanship are considered;
- Only Directorship in Public Limited Companies, under the Companies Act, 2013, are considered.