

## **NOTICE**

Notice is hereby given that an Extra-ordinary General Meeting ("EGM") of the Members of Future Generali India Insurance Company Limited will be held on 04<sup>th</sup>, February, 2020, at 03.30 P.M. IST at a shorter notice at the Registered Office of the Company situated at Indiabulls Finance Centre, Tower 3, 6<sup>th</sup> Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item No. 1**

**Re-appointment of Mrs. Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company.**

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To consider and if thought fit, to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and subject to such other approvals, permissions and sanctions, as may be required and pursuant to recommendation of the Nomination and Remuneration Committee and as consented to by the Board of Directors of the Company in their meeting held on February 04, 2020, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company for a second term of five (5) consecutive years, whose current tenure is expiring on March 23, 2020 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act and whose term shall not be subject to retirement by rotation and who shall hold office with effect from March 24, 2020 upto March 23, 2025;

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

#### **Item No. 2**

**Re-appointment of Dr. Devi Singh (DIN: 00015681) as an Independent Director of the Company.**

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To consider and if thought fit, to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s)



thereof for the time being in force), and subject to such other approvals, permissions and sanctions, as may be required and pursuant to recommendation of the Nomination and Remuneration Committee and as consented to by the Board of Directors of the Company in their meeting held on February 04, 2020, the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Devi Singh (DIN: 00015681) as an Independent Director of the Company for a second term of five (5) consecutive years, whose current tenure is expiring on March 23, 2020 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act and whose term shall not be subject to retirement by rotation and who shall hold office with effect from March 24, 2020 upto March 23, 2025;

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

**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 EGM under item nos. 1 & 2 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 EGM.
6. The Register of Members and the Register of Share Transfer will be available for inspection by the members at the EGM.
7. The Register of Contracts or Arrangements, in which Directors are interested, will be available for inspection by the members at the EGM.
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 EGM.
9. The route map showing directions to reach the venue of the EGM 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: February 04, 2020  
Place: Mumbai

Registered Office:  
Future Generali India Insurance Company Limited  
(CIN: U66030MH2006PLC165287)  
Indiabulls Finance Centre, Tower 3, 6<sup>th</sup> Floor,  
Senapati Bapat Marg, Elphinstone Road (W),  
Mumbai - 400013, Maharashtra, India.  
E-mail: [Rajiv.Joshi@futuregenerali.in](mailto:Rajiv.Joshi@futuregenerali.in) Website: [www.futuregenerali.in](http://www.futuregenerali.in)  
Tel No.: 022- 40976666 Fax: 022- 40976900

**Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts relating to the special business:**

**Item No. 1:**

The Members are informed that pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act"), the Members of the Company at its EGM held on March 24, 2015, had appointed Mrs. Bhavna Doshi (DIN: 00400508) as the Independent Director of the Company for a period of five (5) years i.e. the first term of her appointment. The said term of 5 years will expire on March 23, 2020.

Mrs. Bhavna Doshi is a fellow member of the Institute of Chartered Accountants of India. She has vast experience in her profession and specializes in the field of indirect taxes. She has had significant experience in the fields of taxation, corporate laws, accounting, corporate governance, restructuring and valuations. A former partner of member firm of KPMG in India, she is currently providing advisory services. Mrs. Doshi is the Chairperson of the Audit Committee and Nomination and Remuneration Committee of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on February 04, 2020, and subject to the approval of Members at ensuing EGM and based on the rich experience, knowledge, and continued valuable guidance of Mrs. Doshi to the management during her tenure and on the outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby sought for re-appointment of Mrs. Bhavna Doshi as an Independent Director on the Board of Company for the second term of 5 consecutive years with effect from March 24, 2020 upto March 23, 2025.

The Company has also received necessary declaration from Mrs. Bhavna Doshi confirming the criteria of Independence as prescribed under Section 149(6) of the Act. The Company has also received a declaration from Mrs. Bhavna Doshi under Section 164 of the Act that she is not disqualified from being appointed as Director. In the opinion of the Board, she fulfils the conditions specified in the Act for her re-appointment as the Independent 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 her candidature for the office of Independent Director of the Company.

Brief Profile of Mrs. Bhavna Doshi pursuant to the Secretarial Standard on General Meetings ("SS-2") is attached as Annexure - I to this Notice.

The provisions of the Act, require the Company to seek the approval of the Shareholders by way of special resolution for re-appointment of Mrs. Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company.

No one except Mrs. Bhavna Doshi is interested/concerned in the resolution under item no. 1.

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. 1.

**Item No. 2:**

The Members are informed that pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act"), the Members of the Company at its EGM held on March 24, 2015, had appointed Dr. Devi Singh (DIN: 00015681) as the Independent Director of the Company for a period of five (5) years i.e. the first term of his appointment. The said term of 5 years will expire on March 23, 2020.

Dr. Devi Singh holds Ph.D. in International Finance from Indian Institute of Management, Ahmedabad. Dr. Singh has served as a Director of the Indian Institute of Management- Lucknow for more than ten years and of Management Development Institute (MDI) Gurgaon for four and half years. He is a well-known Professor of International Finance and Management. Dr. Singh has published and presented research papers at various national/international journals/conferences. Dr. Singh has been on the Board of the Company since 2010. Dr. Singh is the Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on February 04, 2020, and subject to the approval of Members at ensuing EGM and based on the rich experience, knowledge, and continued valuable guidance of Dr. Devi Singh to the management during his tenure and on the outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby sought for re-appointment of Dr. Devi Singh as an Independent Director on the Board of Company for the second term of 5 consecutive years with effect from March 24, 2020, upto March 23, 2025.

The Company has also received necessary declaration from Dr. Devi Singh confirming the criteria of Independence as prescribed under Section 149(6) of the Act. The Company has also received a declaration from Dr. Devi Singh under Section 164 of the Act that he is not disqualified from being appointed as Director. In the opinion of the Board, he fulfils the conditions specified in the Act for his re-appointment as the Independent 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 Independent Director of the Company.

Brief Profile of Dr. Devi Singh pursuant to the Secretarial Standard on General Meetings ("SS-2") is attached as Annexure – I to this Notice.

The provisions of the Act, require the Company to seek the approval of the Shareholders by way of special resolution for re-appointment of Dr. Devi Singh (DIN: 00015681) as an Independent Director of the Company.

No one except Dr. Devi Singh is interested/concerned in the resolution under item no. 2.

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. 2.

**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**



**Annexure - I**

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

Name of the Director	Mrs. Bhavna Doshi	Dr. Devi Singh
DIN	00400508	00015681
Age	66 years	67 years
Qualifications	<ul style="list-style-type: none"> <li>• Masters in Commerce from University of Mumbai</li> <li>• Fellow member of the Institute of Chartered Accountants of India</li> </ul>	Ph.D. in International Finance from Indian Institute of Management, Ahmedabad.
Experience	<ul style="list-style-type: none"> <li>• Rich experience in accounting, taxation and regulatory matters;</li> <li>• Served as Chairperson of Accounting Standards Board and as a member of Board for many years;</li> <li>• Served as Chairperson and member of the Research Committee of the Institute of Chartered Accountants of India;</li> <li>• Serves as an Independent Director on Board of various Listed Companies;</li> <li>• Currently providing advisory services.</li> </ul>	<ul style="list-style-type: none"> <li>• Served as the Vice Chancellor of FLAME University, Pune;</li> <li>• Served as a Director of the Indian Institute of Management, Lucknow for more than 10 years and MDI, Gurgaon for 4.5 years;</li> <li>• Served as the President of Association of Indian Management Schools in 2006-07, and member of the All India Board of Management Studies of AICTE for six years (2000-2006)</li> <li>• Well-known Professor of International Finance and Management;</li> <li>• Has published and presented research papers at various national/ international journals/ conferences.</li> </ul>
Terms & Conditions of Re-appointment	Independent Director and as stated in resolution no. 1	Independent Director and as stated in resolution no. 2
Details of Remuneration sought to be paid	N.A.	N.A.
Remuneration last drawn	Mrs. Bhavna Doshi was paid sitting fees of INR 2.10 Lakhs for attending Committees and Board Meeting. (upto the date of this Notice)	Dr. Devi Singh was paid sitting fees of INR 2.20 Lakhs for attending Committees and Board Meeting. (upto the date of this Notice)
Date of first appointment on the Board	March 24, 2015	November 15, 2010
Shareholding in the Company	Nil	Nil
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	3 out of 3 (upto the date of this Notice)	3 out of 3 (upto the date of this Notice)
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Everest Industries Limited</li> <li>• Torrent Power Limited</li> <li>• Sun Pharma Advanced Research Company Limited</li> <li>• Future Generali India Life Insurance Company Limited</li> <li>• Nuvoco Vistas Corporation Limited</li> <li>• LIC Pension Fund Limited</li> <li>• Gruh Finance Limited</li> <li>• Connect Capital Private Limited</li> <li>• IndusInd Bank Limited</li> <li>• ICAI Accounting Research Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Future Generali India Life Insurance Company Limited</li> <li>• Munjal Showa Limited</li> <li>• Mahindra Aerospace Private Limited</li> <li>• Intuit Consulting Private Limited</li> <li>• Energy Infratech Private Limited</li> </ul>
Membership/Chairmanship of the committees of other Companies (consists of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee)	<ul style="list-style-type: none"> <li>• Future Generali India Life Insurance Company Limited</li> <li>○ Audit Committee- Chairperson</li> <li>○ Nomination and Remuneration Committee- Chairperson</li> </ul>	<ul style="list-style-type: none"> <li>• Future Generali India Life Insurance Company Limited</li> <li>○ Audit Committee- Member</li> <li>○ Nomination and Remuneration Committee- Member</li> </ul>

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: February 04, 2020

Place: Mumbai

Registered Office:

Future Generali India Insurance Company Limited

(CIN: U66030MH2006PLC165287)

Indiabulls Finance Centre, Tower 3, 6<sup>th</sup> Floor,

Senapati Bapat Marg, Elphinstone Road (W),

Mumbai - 400013, Maharashtra, India.

E-mail: [Rajiv.Joshi@futuregenerali.in](mailto:Rajiv.Joshi@futuregenerali.in) Website: [www.futuregenerali.in](http://www.futuregenerali.in)

Tel No.: 022- 40976666 Fax: 022- 40976900

**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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, 4<sup>th</sup> day of February, 2020 at 3.30 P.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
SPECIAL BUSINESS:			
1.	Re-appointment of Mrs. Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company.		
2.	Re-appointment of Dr. Devi Singh (DIN: 00015681) as an Independent Director of the Company.		

Signed this..... day of.....2020

Affix  
Revenue  
Stamp

Signature of shareholder.....

Signature of Proxy holder(s).....

**Attendance Slip**

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 Extra-Ordinary General Meeting of the Company, held on Tuesday, 4<sup>th</sup> day of February, 2020 at 3.30 P.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 notice of the Extra-Ordinary General Meeting to the meeting for reference.

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**Route Map of the Venue:**

Indiabulls Finance Centre, Tower 3, 6<sup>th</sup> Floor, Senapati Bapat Marg, Elphinstone Road (W),  
Mumbai – 400013, Maharashtra, India.

