

TRANSCRIPT OF THE FIRST EXTRA-ORDINARY GENERAL MEETING OF FUTURE GENERALI INDIA INSURANCE COMPANY LIMITED FOR THE FINANCIAL YEAR 2022-23 HELD ON THURSDAY, MAY 05, 2022 AT 05.00 P.M. IST AT A SHORTER NOTICE THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”).

The First Extra-Ordinary General Meeting of the Company for the FY 2022-23 was held through Video Conferencing on ‘Microsoft Teams Application’. The Directors and Shareholders attended the Meeting through Video Conferencing (“VC”).

Total 5 (Five) Members participated in the Extra-Ordinary General Meeting [including 3 (Three) Authorised Representatives] holding 100% of the Equity paid-up share capital of the Company.

In terms of Article 42 of the Articles of Association of the Company, the Chairman of the Board occupied the Chair.

Dr. Devi Singh, Chairman of the Board occupied the Chair.

Good Evening Gentlemen, It is now 05.00 p.m. and I have the pleasure of welcoming you to this First Extra-Ordinary General Meeting (“EGM”) of Future Generali India Insurance Company Limited for the FY 2022-23 conducted through VC.

I hope you and your family are safe and healthy.

I request Mr. Ashish Lakhtakia, Chief Legal & Compliance Officer and Company Secretary to confirm the quorum required for the Meeting is present.

The Company Secretary confirmed that the valid quorum i.e. 5 (Five) shareholders for the Meeting are present.

Chairman: Since the quorum for the meeting is present, the formal proceeding of the meeting can commence.

I call the meeting to order.

I now request the Company Secretary to announce the names of the shareholders, Directors, Auditors and other representatives attending the Meeting.

Company Secretary:

I record the presence of Mr. Deepak Tanna – Authorised Representative of Future Enterprises Limited and Future Enterprises Limited jointly with Mr. Deepak Tanna, Mr. Michiel Elbers - Authorised Representative of Generali Participation Netherlands N.V., Mr. Kondisetty Kumar Dushyantha - Liquidator of Shendra Advisory Services Private Limited and Mr. Sanjay Rathi representing Future Enterprises Limited jointly with Mr. Sanjay Rathi, Shareholders of the Company.

Further, Dr. Devi Singh – Independent Director & Chairman of the Board, Prof. Abhinandan K. Jain- Independent Director, Mr. Anup Rau - Managing Director & Chief Executive Officer and Mr. Roberto Leonardi – Non-Executive Director (Additional) are attending the Meeting. Ms. Bhavna Doshi (Independent Director and Chairperson of the Audit Committee and Nomination and Remuneration Committee), Ms. Gurpreet Kaur Grewal- Non-executive Director (Additional), Mr. Luis Roset Sucar - Non-executive Director (Additional), Mr. Vijay Biyani- Non-executive Director and Mr. Pankaj Jaju- Non-Executive Director (Additional) could not attend the Meeting due to exigencies.

M/s. Khandelwal Jain & Co., Chartered Accountants and M/s. M.M. Nissim & Co., Chartered Accountants -Joint Statutory Auditors expressed their inability to attend the Meeting due to exigencies.

Further, Mr. Jan Colle- General Counsel, Asia is present at the Meeting.

The Register of Directors & Key Managerial Personnel and their Shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Companies Act, 2013, are available electronically for inspection by the Shareholders.

Chairman:

Notice of the Meeting

The Notice dated May 05, 2022, convening this First Extra-Ordinary General Meeting had been sent by the Company to the Shareholders.

With the consent of the Shareholders, the notice of this First Extra-Ordinary General Meeting is taken as read.

I now request the Company Secretary to take up the Agenda items.

Company Secretary:

Item No. 1 relates:-

- To adopt the amended and restated Articles of Association of the Company.

Chairman:

- Mr. Deepak Tanna, Shareholder proposed the resolution.
- Mr. Sanjay Rathi, Shareholder seconded the resolution.

I shall now put the resolution to vote by show of hands.

As all the Shareholders present voted in favour of the resolution, hence the resolution is passed unanimously.

Company Secretary:

Item No. 2 relates:-

- To appoint Mr. Pankaj Jaju (DIN: 02219575), as a Non-Executive Director of the Company.

Chairman:

- Mr. Sanjay Rathi, Shareholder proposed the resolution.
- Mr. Deepak Tanna, Shareholder seconded the resolution.

I shall now put the resolution to vote by show of hands.

As all the Shareholders present voted in favour of the resolution, hence the resolution is passed unanimously.

Company Secretary:

Item No. 3 relates to:-

- To appoint Mr. Roberto Leonardi (DIN: 01804888), as a Non-Executive Director of the Company.

Chairman:

- Mr. Sanjay Rathi, Shareholder proposed the resolution.
- Mr. Deepak Tanna, Shareholder seconded the resolution.

I shall now put the resolution to vote by show of hands.

As all the Shareholders present voted in favour of the resolution, hence the resolution is passed unanimously.

Item No. 4 relates to:-

- To appoint Ms. Gurpreet Kaur Grewal (DIN: 09532417), as a Non-Executive Director of the Company.

Chairman:

- Mr. Deepak Tanna, Shareholder proposed the resolution.
- Mr. Sanjay Rathi, Shareholder seconded the resolution.

I shall now put the resolution to vote by show of hands.

As all the Shareholders present voted in favour of the resolution, hence the resolution is passed unanimously.

Item No. 5 relates to:-

- To appoint Mr. Luis Roset Sucar (DIN: 09540988), as a Non-Executive Director of the Company.

Chairman:

- Mr. Sanjay Rathi, Shareholder proposed the resolution.
- Mr. Michiel Elbers, Shareholder seconded the resolution.

I shall now put the resolution to vote by show of hands.

As all the Shareholders present voted in favour of the resolution, hence the resolution is passed unanimously.

Vote of Thanks

The business of the Meeting is now complete and since there is no other business to be transacted, I declare the Meeting as concluded. I thank all of you for your participation and co-operation extended in smooth conduct of the Meeting.
