

TRANSCRIPT OF THE FIRST EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24 OF FUTURE GENERALI INDIA INSURANCE COMPANY LIMITED HELD ON FRIDAY, DECEMBER 15, 2023 AT 03.00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”)

The 1st Extra-Ordinary General Meeting of the Company for the FY 2023-24 was held through Video Conferencing (“VC”) on ‘Microsoft Teams Application’. The Directors, Shareholders and the auditors attended the Meeting through VC.

In terms of Article 42 of the Articles of Association of the Company, Mr. Parveen Kumar Gupta Chairman of the Board occupied the Chair.

Mr. Parveen Kumar Gupta, Chairman of the Board occupied the Chair.

Good Afternoon Ladies and Gentlemen, it is now 03.00 p.m. and I have the pleasure of welcoming you to this First Extra-Ordinary General Meeting (“EGM”) for FY 2023-24 of Future Generali India Insurance Company Limited conducted through VC.

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

With the permission of the Chair, Mr. Ashish Lakhtakia- Chief Legal & Compliance Officer and Company Secretary asked Mr. Shashank Shekhar Rai, Senior Manager – Corporate Secretarial & Compliance who is a qualified Company Secretary to convene the proceedings of this Meeting as a designated Secretary to this Meeting.

Mr. Shashank Shekhar Rai thanked the Chair and convened the proceedings of the Meeting.

The Company Secretary for the Meeting informed that Total 6 (Six) Members are attending the EGM [including Authorised Representatives] holding 100% of the Equity paid-up share capital of the Company and confirmed that a valid quorum is 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 for the Meeting to announce the names of the Members, Directors, Auditors and other representatives attending the Meeting.

Company Secretary for the Meeting:

I record the presence of Mr. M. Elbers - Authorised Representative of Generali Participations Netherlands N.V, Mr. Avil Menezes – Resolution Professional of Future Enterprises Limited, Mr. Deepak Tanna representing Future Enterprises Limited jointly with Mr. Deepak Tanna, Mr. Sanjay Rathi representing Future Enterprises Limited jointly with Mr. Sanjay Rathi, Mr. Krishan Kant Rathi representing Future Enterprises Limited jointly with Mr. Krishan Kant Rathi, and Mr. Kondisetty Kumar Dushyantha - Liquidator of Shendra

Advisory Services Private Limited, Shareholders of the Company.

Further, Mr. Parveen Kumar Gupta - Chairman of the Board, Mr. Shailesh Haribhakti - Independent Director, Ms. Valentina Sarrocco, Mr. Luis Roset Sucar, Mr. K B Vijay Srinivas and Mr. Ajai Kumar - Non-Executive Directors and Mr. Anup Rau - Managing Director & Chief Executive Officer are attending the Meeting.

Mr. Nitesh Jain, Partner- M/s. Chhajer & Doshi, Chartered Accountants -Joint Statutory Auditors is attending the Meeting. M/s. Khandelwal Jain & Co., Chartered Accountants - Joint Statutory Auditors and M/s. Aashish K. Bhatt & Associates, Practicing Company Secretaries-Secretarial Auditor expressed their inability to attend the Meeting due to exigencies.

Ms. Ritu Sethi- Chief Internal Audit Officer of the Company is present at the Meeting.

Further, Ms. Khushboo Dhanuka, Assistant Manager - Corporate Secretarial & Compliance is present at the Meeting.

Pursuant to the provisions of the Companies Act, 2013, a Shareholder entitled to attend and vote at the EGM 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 EGM through video conferencing, 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 EGM and hence the proxy form, attendance slip and route map of EGM were not annexed to the notice.

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.

Notice of the Meeting

The Notice dated November 07, 2023, 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 1st EGM is taken as read.

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

Company Secretary:

Item No. 1 relates to:-

- Increase in the Authorised Share Capital of the Company and amend the Capital Clause in the Memorandum of Association.
 - Mr. Sanjay Rathi, Shareholder proposed the resolution.
 - Mr. Kondisetty Kumar Dushyantha , Shareholder seconded the resolution.

I shall now put the resolution to vote, and request the Shareholders to say “YES” those in favor and “NO” those who are not in favour.

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

Company Secretary:

Item No. 2 relates to:-

- Approval for issuance of Bonus Shares.
 - Mr. Sanjay Rathi, Shareholder proposed the resolution.
 - Mr. Michiel Elbers, Shareholder seconded the resolution.

I shall now put the resolution to vote, and request the Shareholders to say “YES” those in favor and “NO” those who are not in favour.

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

Chairman:

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.
