

NOTICE

Notice is hereby given that the THIRD (3rd) Extra-ordinary General Meeting (“EGM”) for the financial year 2025-26 of the Shareholders of Future Generali India Insurance Company Limited will be held on Tuesday, July 29, 2025 at 03:15 P.M. IST through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”), at the registered office situated at Unit No. 801 and 802, 8th floor, Tower C Embassy 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai City, Mumbai- 400083, Maharashtra, India at shorter notice to transact the following businesses:

SPECIAL BUSINESS:

1. **To approve change of name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 4, 5, 13, 14, 15 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of jurisdictional Registrar of Companies, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, the consent of the Shareholders of the Company, be and is hereby accorded, to change the name of the Company “Future Generali India Insurance Company Limited” to “Generali Central Insurance Company Limited”;

RESOLVED FURTHER THAT pursuant to provisions of Section 4, 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder and subject to the approval or permission of jurisdictional Registrar of Companies,, the consent of the Shareholders of the Company, be and is hereby accorded, for substituting Clause I of the Memorandum of Association of the Company with the following clause:

I. The name of the Company is Generali Central Insurance Company Limited.

RESOLVED FURTHER THAT pursuant to the change in the Name of the Company, the Articles of Association of the Company be and is hereby altered by substituting the existing Clause 1(h) of Part I by the following:

1(h) “Company” means Generali Central Insurance Company Limited (“GCII”)

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Future Generali India Insurance Company Limited" wherever as appearing in the Memorandum of Association and Articles of Association and other relevant documents, papers including agreements, deeds, documents, contracts wherein the Company is a party or interested and places of the Company, as applicable, be substituted by the new name "Generali Central Insurance Company Limited";

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company, be and are hereby jointly/severally 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."

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



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

Date: July 29, 2025
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 09/2024 dated 19th September, 2024 on "clarification on passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19 Extension of timeline-reg." read with all the previous General Circulars on the same, permitted convening of the EGM through VC/OAVM, without the physical presence of the shareholders at a common venue. In accordance with the MCA Circulars No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, MCA Circular No. 33/2020 dated September 28, 2020, MCA Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, MCA Circular No. 09/2023 dated September 25, 2023, Circular no. 09/2024 dated 19th September, 2024 ("MCA Circulars") and provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 and MCA Circulars issued by the Ministry of Corporate Affairs, 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 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 EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
3. The Company shall conduct the EGM through VC/OAVM by using Microsoft Teams and the Shareholders are requested to follow instructions as stated in this notice for participating in this EGM through Microsoft Teams.
4. The attendance of the Shareholders attending the EGM through VC/OAVM 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, Shareholders can cast their vote during the Meeting by sending an email to 'secretarialfgii@futuregenerali.in' 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 'secretarialfgii@futuregenerali.in' prior to the meeting.

7. Pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at <https://general.futuregenerali.in/about-us/financial-information#egm>
8. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business stated above is annexed.
9. The proposed EGM is convened at shorter notice, and therefore, you are requested to provide your consent to the shorter notice.
10. 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 Extra-Ordinary General Meeting.
11. All documents referred to in the accompanying Notice and explanatory statement will be available in electronic form for inspection on the day of the EGM.
12. Since the EGM will be held through VC/OAVM Facility, the Route Map and attendance slip is not annexed in this Notice.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE MEETING THROUGH VIDEO CONFERENCING

1. The Company Secretary shall send a meeting invite to the registered email addresses 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 'secretarialfgii@futuregenerali.in'.

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.

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



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

Date: July 29, 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 the businesses under Item No. 1 Notice dated July 29, 2025.

Item no. 1:

The Shareholders are informed that subject to the approval of the Shareholders of the Company by way of special resolution and approval of the Registrar of Companies, Mumbai and pursuant to the Shareholders' Agreement dated June 27, 2025 entered into between Generali Participations Netherlands N.V., Central Bank of India and the Company, and subsequent to confirmation for reservation of the new name from Central Registration Center (CRC), Ministry of Corporate Affairs vide its letter dated July 29, 2025 for availability of name, the Company proposes to change the Name of the Company from "**Future Generali India Insurance Company Limited**" to "**Generali Central Insurance Company Limited.**"

The proposed change in name requires amendment to Memorandum of Association and Articles of Association of the Company in terms of Section 13, 14 and other applicable provisions of the Companies Act, 2013 is required to be approved by the Shareholders of the Company at a General Meeting by passing a special resolution.

All the documents referred to in the accompanying Notice and explanatory statement including but not limited to altered Memorandum of Association and Articles of Association will be available for inspection during the course of general meeting.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives in any way, is concerned or interested, financially or otherwise, in the said resolution.

The Directors recommend the said resolution set out at item no. 1 of this Notice for approval of the Shareholders.