

## NOTICE

Notice is hereby given that the FOURTH (4<sup>th</sup>) Extra-ordinary General Meeting (“EGM”) of the Shareholders of Generali Central Insurance Company Limited (Formerly known as Future Generali India Insurance Company Limited), at a shorter notice, will be held on Friday, October 17, 2025 at 5.30 P.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

### SPECIAL BUSINESS:

1. **To approve issuance of Bonus Shares and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 or applicable laws, including rules thereunder, the IRDAI (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024 read with Master Circular on Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers, 2024, (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of the Insurance Regulatory and Development Authority of India, if applicable and such permissions, sanctions and approvals as may be required in this regard and on the recommendation of the Board of Directors, the consent of the Shareholders of the Company, be and is hereby accorded to capitalize sum of Rs. 35,18,68,090/- (Thirty-Five Crore Eighteen Lakh Sixty-Eight Thousand Ninety Rupees Only) out of free reserves of the Company for the purpose of issuance of Bonus Shares to the Shareholders of the Company, whose names appear in the Register of Members maintained by the Company as on the Record Date in proportion of 1:40 i.e. 1 (One) Equity Share of nominal value of Rs. 10/- (Rupees Ten only) each for every 40 (Forty) Equity Shares held of nominal value of Rs. 10/- each held by the Shareholders;

### **RESOLVED FURTHER THAT:**

- a. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing Equity Shares and be treated for all other purposes pari-pasu with the existing Equity Shares of the Company.
- b. Such Bonus Shares shall be credited to the respective demat account of the holders.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof), be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

**RESOLVED FURTHER THAT** any of the Director 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."

**By order of the Board of Directors**  
**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: October 17, 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, 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 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.

**By order of the Board of Directors**  
**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: October 17, 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 no. 1 under Special Business of the accompanying Notice dated October 17, 2025.

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

Over the years, the Company has performed significantly well both in terms of profit and business. As on June 30, 2025, total free reserves and surplus of the Company stood at Rs. 191.01 crores. With a view to capitalize the free reserves and to rationalize the capital structure, the Board of Directors at its meeting held on October 17, 2025, have proposed to issue bonus shares in the ratio of 1:40 [i.e., 1 (One) fully paid up Equity Share for every 40 (Forty) fully paid up Equity Shares held.] This bonus allotment will also rationalize the paid-up capital of the company with the funds employed in the company.

Pursuant to the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the Shareholders of the Company by way of passing a Special Resolution.

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. 1.

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