

NOTICE

Notice is hereby given that the 15th (Fifteenth) Annual General Meeting of the Shareholders of **Future Generali India Insurance Company Limited** will be held on Thursday, 23rd day of September, 2021 at 11.00 A.M. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Krishan Kant Rathi (DIN: 00040094), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Jennifer Sparks (DIN: 07111138), who retires from office by rotation and being eligible, offers herself for re-appointment.
4. To re-appoint M/s. Khandelwal Jain & Co., Chartered Accountants (FRN: 105049W) as Joint Statutory Auditors of the Company and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and Guidelines for Corporate Governance for Insurers in India issued by the Insurance Regulatory and Development Authority of India (IRDAI) and other applicable provisions, if any, M/s. Khandelwal Jain & Co., Chartered Accountants (FRN: 105049W), who have confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 read with the applicable rules, are re-appointed as Joint Statutory Auditors of the Company for the 2nd term of 5 (Five) consecutive years (FY 2021-22 to FY 2025-26) commencing from the conclusion of this Annual General Meeting till the conclusion of the Twentieth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them, if any, in connection with the joint audit of the accounts of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

5. To appoint Mr. Vivek Biyani (DIN: 01977838), as a Non-Executive Director of the Company and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and applicable rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines for Corporate Governance for Insurers in India issued by the Insurance Regulatory and Development Authority of India (IRDAI) and any other applicable law issued by IRDAI from time to time, Mr. Vivek Biyani (DIN: 01977838), who was appointed as an Additional Director of the Company with effect from May 12, 2021, and who holds office up to the date of this Annual General Meeting (“AGM”) in terms of Section 161 of the Act, Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a Shareholder, pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**Date: August 06, 2021
Place: Mumbai**

**Sd/-
Ashish Lakhtakia
Chief Legal & Compliance Officer and Company Secretary**

NOTES:

1. Pursuant to the Ministry of Corporate Affairs (MCA) circular dated May 05, 2020, read with the circulars dated April 08, 2020 and April 13, 2020, and General Circular No. 02/2021 dated January 13, 2021, the MCA has permitted the holding of the Annual General Meeting (“AGM”) through Video conferencing (“VC”) facility/other audio visual means (“OAVM”) without the physical presence of the Shareholders at the common venue. In compliance with the Circulars, the AGM of the Company is being held through VC.
2. Pursuant to the provisions of the Companies Act, 2013, a Shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. The Company shall conduct the AGM through VC by using Microsoft Teams and the Shareholders are requested to follow instructions as stated in this notice for participating in this AGM through Microsoft Teams.
4. The attendance of the Shareholders attending the AGM through VC 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 Annual General Meeting has been uploaded on the website of the Company at <https://general.futuregenerali.in/investor-information/agm-notices>.
8. 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 Annual General Meeting.
9. All documents referred to in the accompanying Notice will be available in electronic form for inspection on the day of the Annual General Meeting.

**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**

**Date: August 06, 2021
Place: Mumbai**

**Sd/-
Ashish Lakhtakia
Chief Legal & Compliance Officer and Company Secretary**

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. 5 of the accompanying Notice dated August 06, 2021.

Item no. 5:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Vivek Biyani (DIN: 01977838) was appointed as an Additional Director of the Company w.e.f. May 12, 2021.

The term of office of Mr. Vivek Biyani as an Additional Director is up to the date of this Annual General Meeting. Considering the rich experience and vast knowledge of Mr. Vivek Biyani, his presence on the Board of the Company ("the Board") will be valuable to the Company and accordingly, the Nomination and Remuneration Committee of the Board has recommended his appointment as the Non-Executive 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 Director of the Company. Mr. Vivek Biyani represents Future Enterprises Limited through Shendra Advisory Services Private Limited, Indian Shareholders of the Company.

The Company has received consent in writing from Mr. Vivek Biyani to act as a Director pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 to be appointed as Director of the Company.

The aforesaid notice received is available for inspection at the Registered Office of the Company till the date of the Annual General Meeting and the same shall also be placed at the Meeting.

A brief resume(s) in relation to the experience, functional expertise and memberships on other Company's Board and Committee(s) in respect of appointment of Mr. Vivek Biyani is provided at Annexure I which forms part of the Notice.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Shareholders for the appointment of Mr. Vivek Biyani as Non-Executive Director of the Company.

No one except Mr. Vivek Biyani himself and Mr. Vijay Biyani as his relative are interested/concerned in the resolution under item no. 5. None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution.

The Directors recommend the said resolution set out at item no. 5 of this Notice for approval of the Shareholders.

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

**Date: August 06, 2021
Place: Mumbai**

**Sd/-
Ashish Lakhtakia
Chief Legal & Compliance Officer and Company Secretary**

Annexure I

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

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|---|--|
| Name of the Director | Mr. Vivek Biyani |
| DIN | 01977838 |
| Age | 36 years |
| Father's name | Mr. Vijay Biyani |
| Qualification | Graduation in Business Administration |
| Experience | Mr. Vivek is leading the group's initiatives in Digital Businesses. He is responsible for strategy and new business development for all digital businesses. He is tasked with the group's vision of generating a significant proportion of the group revenues on the digital platform. Prior to that Mr. Vivek was part of the leadership team at Home Solutions which ran retail formats such as Home Town eZone etc. At Home Solutions, he led operations, category management and logistics and was involved with the business since its inception. He held various leadership positions such as Analyst at Michigan Interactive Investments, Associate Chairperson of Business Student Council and Secretary of the Professional Development Committee. Beyond his work environment, he is an avid sports player and follows Tennis, Squash and Formula 1 racing. He also is keenly interested in geo political relationships. |
| Terms & Conditions of Appointment | His office shall be liable to retire by rotation. |
| Details of Remuneration sought to be paid | - |
| Remuneration last drawn | - |
| Date of the first appointment on the Board | May 12, 2021 |
| Shareholding in the Company | - |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Mr. Vijay Biyani, Non-Executive Director of the Company is the father of Mr. Vivek Biyani. |
| Number of Meetings of the Board of Directors attended during the year | - |

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|---|--|
| <p>Directorship in other Companies</p> | <ol style="list-style-type: none"> 1. Vayuputra Realty Private Limited 2. Future E-Commerce Infrastructure Limited 3. Retail Light Techniques India Limited 4. Future Hospitality Private Limited 5. Futurefone Limited 6. Future Money Financial Services Limited 7. Future Generali India Life Insurance Company Limited 8. Kesari Realty Private Limited 9. Mahabal Realty Private Limited 10. Kuber Mall Management Private Limited 11. Nufuture Digital (India) Limited 12. FDRT Consultancy Services Limited 13. Future Corporate Resources Private Limited 14. Future Coupons Private Limited 15. Work Store Limited 16. Future Entertainment Private Limited |
| <p>Membership/Chairmanship of the committees of other Companies (consists membership/chairmanship of Audit Committee, Nomination and Remuneration Committee and, Stakeholders' Relationship Committee)</p> | <p style="text-align: center;">-</p> |