

NOTICE

Notice is hereby given that the First **Extraordinary General Meeting** of the Members of **Future Generali India Insurance Company Limited for FY 2016 -17** will be held on **Monday, April 18, 2016**, at **11:30 A.M.** at the Registered Office of the Company at Indiabulls Finance Centre, Tower 3, 6th Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and pass, if thought fit, with or without modification(s), the following resolution as a Special Resolution:**

To consider and approve the proposed amendment in the Articles of Association of the Company.

“**RESOLVED THAT** pursuant to provisions of Section 14 and Section 371(3)(a) and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for adoption of Table F as applicable to Public Limited Company of Schedule I to the Companies Act, 2013 in substitution, and to the entire exclusion, of the regulation contained in the existing Articles of Association of the Company.

AND RESOLVED THAT for the purpose of giving effect to this resolution, the Board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board of Directors in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

- 2. To consider and pass, if thought fit, with or without modification(s), the following resolution as a Special Resolution:**

To consider and approve to incorporate entrenchment provisions in the Articles of Association of the Company.

“**RESOLVED THAT** pursuant to provisions of Section 5(4) and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for adoption of Table F as its Articles of Association except for inclusion of certain entrenchment provisions and that Table F shall apply to the Company except in so far as they are not inconsistent with any of the provisions contained in the Articles and except in so far as they are herein after expressly or impliedly excluded or modified.



AND RESOLVED THAT for the purpose of giving effect to this resolution, the Board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board of Directors in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By order of the Board of Directors of

Future Generali India Insurance Company Limited

Sd/-

Manish Pahwa

Company Secretary and Principal Compliance Officer

Mumbai, April 16, 2016.

Registered Office:

Indiabulls Finance Centre,

6th Floor, Tower 3, Senapati Bapat Marg,

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