

NOTICE

Notice is hereby given that the **Second Extraordinary General Meeting** for the financial year 2016-17 of the Members of **Future Generali India Insurance Company Limited** will be held on **Friday, March 17, 2017, at 11:30 A.M. IST** 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:

To consider and pass, if thought fit, with or without modification(s), the following resolutions as a Special Resolution:

Item No. 1

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

“RESOLVED THAT pursuant to provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, and subject to such approvals, consents, permissions and sanctions of the concerned/appropriate authorities and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association in substitution, and to the entire exclusion, of the regulation contained in the existing Articles of Association of the Company to incorporate the changes as per the Joint Venture Agreement executed on 5th December, 2016.

RESOLVED FURTHER 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.”

Item No. 2

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.

RESOLVED FURTHER 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/-

Mr. Krishnan Gopalkrishnan
Principal Compliance Officer & Company Secretary
Membership No.: 48977

Place: Mumbai

Date: March 8, 2017

Registered Office:

Indiabulls Finance Centre, Tower 3,
6th Floor, Senapati Bapat Marg,
Elphinstone Road (w), Mumbai - 400013

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