

**NOTICE**

Notice is hereby given that the **First Extraordinary General Meeting** for the financial year 2018-19 of the Members of **Future Generali India Insurance Company Limited** will be held at shorter notice on **Monday, December 24, 2018 at 12 Noon IST** at the Registered and Corporate office of the Company at Indiabulls Finance Centre, Tower 3, 6<sup>th</sup> 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 resolution as a Special Resolution:**

**Item No. 1**

**To adopt the Amended and Restated Articles of Association of the Company.**

**“RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013, the relevant provisions Companies (Management and Administration) Rules, 2014 and other applicable provisions, the amended and restated Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of all previous Articles of Association of the Company.

**RESOLVED FURTHER THAT** directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute such documents or writing as may be necessary, proper or expedient, including but not limited to signing and filing necessary forms and documents including Form MGT-14 with the registrar of companies, for the purpose of alteration of Articles of Association of the Company and for giving effect to this resolution and for matters connected therewith or ancillary or incidental thereto.”

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

Sd/-  
**Ajinkya Bannore**  
**Company Secretary**  
**Membership No.: A33261**

**Place:** Mumbai  
**Date:** 22<sup>nd</sup> December, 2018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed signed and stamped. A proxy form is annexed herewith. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of prior notice in writing is given to the Company.

2. Members/Proxies are requested to bring duly filled Attendance Slip annexed herewith and produce the same at the entrance for admission to the meeting hall.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
5. The Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, in respect of item No. 1 is annexed hereto.
6. The Register of Members and the Register of Share Transfer will be available for inspection by the members at the Extraordinary General Meeting.
7. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Extraordinary General Meeting.
8. The route map showing directions to reach the venue of the Extraordinary General Meeting is annexed and forms part of the Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

The Members are informed that pursuant to the increase in the aggregate direct and indirect shareholding of Participatie Maatschappij Graafschap Holland N.V to 49% in Future Generali India Insurance Company Limited, the shareholders of the Company had signed the amended Joint Venture Agreement dated 25<sup>th</sup> June, 2018, the Company proposes to amend its Articles of Association (“AOA”) in order to align it with the amended Joint Venture Agreement.

Pursuant to Section 14 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, any amendment to the Articles of Association of the Company needs to be approved by the members of the Company at a General Meeting by passing a special resolution.

A copy of the amended and restated AOA will be available for inspection at the Extra-Ordinary General Meeting and such copy will be so made available for inspection in physical or in electronic form during the business hours i.e. from 9:00 a.m. to 6:00 p.m. at the Registered Office of the Company.

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

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

Sd/-  
Ajinkya Bannore  
Company Secretary  
Membership No.: A33261

Place: Mumbai  
Date: 22<sup>nd</sup> December, 2018

**PROXY FORM**

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	
Name of the Company	:	
Registered office	:	

Name of the member	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID*	:	

\* Applicable for members holding shares in electronic form

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

Name	:		Signature
address	:		
E-mail Id	:		

or failing him/her

Name	:		Signature
address	:		
E-mail Id	:		

or failing him/her

Name	:		Signature
address	:		
E-mail Id	:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Extraordinary General Meeting of the Company, to be held on the **Monday, December 24, 2018 at 12 Noon IST** and at any adjournment thereof in respect of such resolutions proposed to be passed therein as under:

Item No.	Resolution(s)	Vote	
		For	Against
1.	To adopt the Amended and Restated Articles of Association of the Company.		

Signed this..... day of..... 2018  
 Signature of shareholder.....  
 Signature of Proxy holder(s).....

<b>Affix Revenue Stamp</b>
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**Attendance Slip**

Future Generali India Insurance Company Limited  
CIN: U66030MH2006PLC165287

Regd. Office: Indiabulls Finance Centre, Tower 3, 6th Floor, Senapati Bapat Marg, Elphinstone Road (W), Mumbai - 400 013

**PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint shareholders may obtain additional slips on request.

<b>Name of Shareholder</b>	
<b>Address of the Shareholder</b>	
<b>No. of Shares Held</b>	
<b>Folio No.</b>	
<b>DP ID No*</b>	

\* Applicable for members holding shares in electronic form

I hereby record my presence at the **First Extraordinary General Meeting** of the Company, held on **Monday, December 24, 2018 at 12 Noon IST** at the registered office of the Company.

\_\_\_\_\_  
**Signature of the Shareholder/ Proxy**

**Note:**

1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
  2. He/She is advised to bring along a notice of Extraordinary General Meeting to the meeting for reference.
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**Route Map of “Extraordinary General Meeting” Venue.**

