

NOTICE

Notice is hereby given that the **Eleventh Annual General Meeting** of the Members of **Future Generali India Insurance Company Limited** will be held on Friday, the 11th day of August, 2017 at 05.00 P.M. at Registered & Corporate office of the Company at Indiabulls Finance Centre, Tower 3, 6th Floor, Senapati Bapat Marg, Elphinstone Road (w), Mumbai - 400013, 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, 2017, the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. G. N. Bajpai (Director Identification Number: 00946138), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Kishore Laxminarayan Biyani (Director Identification Number: 00005740), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W) as Joint Auditors to conduct the Statutory Audit of the Company for Financial Year 2017-2018, who shall hold office from the conclusion of 11th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company and if thought fit, to pass with or without modification, as an ordinary resolution, the following:

“RESOLVED THAT, pursuant to Section 139 and 142 of the Companies Act, 2013 and Rules made there under and as per Corporate Governance Guidelines, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI) dated May 18, 2016 and any other applicable provisions if any, the re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) as the Joint Statutory Auditors to conduct the Statutory Audit of the Company for the Financial Year 2017-2018 and to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, which will be their 2nd consecutive year within the period of five years (5) terms, be and is hereby ratified with audit fees as fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director and / or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary to give effect to this resolution.”

5. To appoint M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) as Joint Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of 16th Annual General Meeting of the Company subject to ratification by the members at each Annual General Meeting and if thought fit, to pass with or without modification, as an ordinary resolution, the following:

"RESOLVED THAT, pursuant to Section 139 and 142 of the Companies Act, 2013 and rules made there under and as per Corporate Governance Guidelines, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI) dated May 18, 2016 and any other applicable provisions if any, the appointment of M/s. M.M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) as the Joint Statutory Auditors for the period of five years (5), subject to ratification of their appointment by the members each year, to conduct the Statutory Audit of the Company for the Financial Year 2017-2018 and to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, which will be their 1st year within the period of five year terms, be and is hereby approved with audit fees as fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director and / or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

SPECIAL BUSINESS:

6. To approve the appointment of Mr. Abhinandan K. Jain (DIN: 00351580) who was appointed as an Additional Independent Director on the Board of the Company, under Section 149, read with rules made thereunder and Schedule IV of the Companies Act, 2013 and Guidelines for Corporate Governance, 2016 for insurers dated May 18, 2016 and in that behalf, to consider and if thought fit to pass the following Resolution, which will be proposed as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 149(4) and Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Guidelines for Corporate Governance for insurance Companies, the appointment of Mr Abhinandan K. Jain (DIN: 00351580), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from June 7, 2017 to June 6, 2022 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

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

Sd/-

Krishnan Gopalakrishnan
Principal Compliance Officer & Company Secretary
Membership No.: 48977
Place: Mumbai
Date: July 17, 2017

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 HIMSELF/HERSELF. THE 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 not less than forty eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate solution / 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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses set out in the notice, is annexed hereto.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting and produce the same at the entrance.
4. 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.
5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the Annual General Meeting.
6. The Register of Members and the Register of Share Transfer will be available for inspection by the members at the Annual General Meeting.
7. All documents referred to in the accompanying Notice and 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 Annual General Meeting.
8. The route map showing directions to reach the venue of the Annual General Meeting is annexed and forms part of the Notice.

STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE

Item No. 6

Members are hereby informed that the Board had considered and approved the appointment of Mr. Abhinandan K. Jain as an Additional Director (Non-Executive and Independent) of the Company pursuant to Section 149, 161 of Companies Act, 2013 and rules prescribed thereunder with effect from June 07, 2017 who is eligible to hold office only up to the date of this Annual General Meeting.

Members are informed the Company had received notice in writing from one of the shareholder of the Company along with the deposit of Rs. 1,00,000 only (Rupees One lakh Only) under Section 160(1) of the Companies Act, 2013 proposing the candidature of Mr. Abhinandan K. Jain for the office of Director of the Company.

Members are further informed that, Mr. Abhinandan K. Jain does not hold any shares in the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

Brief profile of Mr.. Jain is attached as an annexure for your kind reference.

Considering his vast experience, the Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company.

Mr. Jain has given a separate declaration to the Board confirming that he:

- (i) Meets the criteria of Independence as provided under Section 149(6) of the Act; and
- (ii) Is not disqualified from becoming a director under the Companies Act, 2013.

He has also consented to his appointment as an Independent Director of the Company. The Board has perused the declaration and, in the opinion of the Board, Mr. Abhinandan K. Jain fulfills the conditions for his appointment as specified in the Act, Rules framed thereunder and also the Corporate Governance Guidelines, 2016 for Insurance Companies, dated May 18, 2016.

Pursuant to provision of Section 149(4) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule VI of the Companies Act, 2013 and Corporate Governance Guidelines, 2016 for Insurance Companies dated May 18, 2016, it is proposed to appoint Mr. Abhinandan K Jain, as an Independent Director of the Company for a term of five years (5) from June 6, 2017, to June 5, 2022.

Mr. Abhinandan K. Jain is interested in the resolution set out respectively in Item No. 6 of the Notice with regard to his respective appointment. The relatives of Mr. Abhinandan K Jain may be deemed to be interested in the resolutions set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors, Key Managerial Personnel and their relatives thereof are concerned or interested in this Resolution.

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

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

Sd/-

Krishnan Gopalakrishnan
Principal Compliance Officer & Company Secretary
Membership No.: 48977
Place: Mumbai
Date: July 17, 2017

Registered Office:

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

Website: www.futuregenerali.in

Email ID: care@futuregenerali.in

CIN: U66030MH2006PLC165287

Tel: +91- 022 - 4097 6666

Fax: +91- 022 - 4097 6900

ANNEXURE TO THE NOTICE

Mr. Abhinandan K. Jain has done Mechanical Engineering from Jodhpur University), a Post Graduate Programme in Management (IIMA), and Fellow Programme in Management (IIMA).

Mr. Abhinandan K. Jain is an Adjunct Professor since 2011 after retiring as Professor in 2010 completing 40 years of service at Indian Institute of Management, Ahmedabad (IIMA). He has also taught as a Visiting Faculty, at IIM Udaipur; IIM Shillong, IPMI Jakarta, Indonesia; Multi-Media University, Malaysia; and Pokhara and Tribhuvan; Nepal.

Further, he has taught a variety of courses to students of doctoral and master's level programmes. Taught Marketing Management to Indian and international origin Middle, Senior, And Top Level Executives from Indian and international organisations in a large number of open enrolment executive education programmes. Also designed and taught in customised programmes for organisations in India as well as several Asian and African countries in different sectors of economy: FMCG, engineering, auto, chemicals, fertilisers, IT, services, etc. Co-designed and offered workshops on case method for faculty at leading management institutions like IIMs at Ahmedabad, Lucknow, Shillong and Rohtak; SP Jain, Mumbai; SMVD University, Katra; IIFM, Bhopal; GIMPA, Ghana; and many others in India and abroad.

Mr. Abhinandan K. Jain has served as member on Board of Governors (IIMA) and on Board of Directors of two public limited Companies. He has also, served as member on several high level committees set up by professional and government institutions. Served as chair and member of all key committees of IIMA.

Mr. Abhinandan K. Jain has been felicitated for life time contribution in the area of management education and research by the International Conference on Research in Marketing (2013) (Organised by IIT Delhi, XLRI Jamshedpur, and Curtin University, Australia) and to their learning by participants at IIMA. Judged best teacher by participants of several bates of IIM Ahmedabad. School awarded a Gold medal for being first at Higher Secondary Examination.

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 **Eleventh Annual General Meeting** of the Company, held on **Friday, August 11 2017**, at **05:00 P.M. 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
ORDINARY BUSINESS:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, the Report of the Board of Directors and the Auditors thereon		
2.	To appoint a director in place of Mr. G. N. Bajpai (Director Identification Number: 00946138), who retires by rotation and		

	being eligible, offers himself for re-appointment.		
3.	To appoint a director in place of Mr. Kishore Laxminarayan Biyani (Director Identification Number: 00005740), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To ratify the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W) as Joint Auditors to conduct the Statutory Audit of the Company Financial Year 2017-2018, who shall hold office from the conclusion of 11th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company.		
5.	To appoint M/s. M.M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) as Joint Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of 16th Annual General Meeting of the Company subject to ratification by the members at each Annual General Meeting.		
SPECIAL BUSINESS:			
6.	To approve the appointment of Mr. Abhinandan K. Jain who was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company, under Section 149, read with rules made thereunder and Schedule IV of the Companies Act, 2013 and Guidelines for Corporate Governance for insurers dated May 18, 2016.		

Signed this..... day of..... 2017
 Signature of shareholder.....
 Signature of Proxy holder(s).....

Affix Revenue Stamp

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.

Name of Shareholder	
Address of the Shareholder	
No. of Shares Held	
Folio No.	
DP ID No*	

* Applicable for members holding shares in electronic form

I hereby record my presence at the **Eleventh Annual General Meeting** of the Company, held on **Friday, August 11 2017**, at **05:00 P.M. 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 Eleventh Annual General Meeting to the meeting for reference.

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Route Map of "Eleventh Annual General Meeting" Venue.

