

**TRANSCRIPT OF THE 18<sup>TH</sup> (EIGHTEENTH) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FUTURE GENERALI INDIA INSURANCE COMPANY LIMITED HELD ON THURSDAY, SEPTEMBER 19, 2024 AT 3.00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (OAVM) ON ‘MICROSOFT TEAMS APPLICATION’.**

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The 18<sup>th</sup> Annual General Meeting was held through Video Conferencing on ‘Microsoft Teams Application’. The Directors, Shareholders and the Auditors attended the Meeting through Video Conferencing (“VC”).

In terms of Article 42 of the Articles of Association of the Company, Mr. Parveen Kumar Gupta, Chairman of the Board occupied the Chair.

*Mr. Parveen Kumar Gupta, Chairman of the Board occupied the Chair.*

Good afternoon Ladies and Gentlemen, it is now 3.00 p.m. and I have the pleasure of welcoming you to this 18<sup>th</sup> Annual General Meeting (“AGM”) of Future Generali India Insurance Company Limited conducted through VC.

I request Mr. Ashish Lakhtakia – General Counsel, Chief-Regulatory Affairs and Company Secretary (“Company Secretary”) to confirm that the quorum required for the Meeting is present.

The Company Secretary informed that Total 5 (Five) Members are attending the AGM [including 3 (Three) Authorised Representatives] holding 100% of the Equity paid-up share capital of the Company and confirmed that a valid quorum is present.

*Chairman:* Since the quorum for the Meeting is present, the formal proceedings of the Meeting can commence.

I call the Meeting to order.

I now request the Company Secretary to announce the names of the Members, Directors, Auditors and other representatives attending the Meeting.

*Company Secretary:*

I record the presence of Ms. M.G. van de Bunt- Authorised Representative of Generali Participations Netherlands N.V, Mr. Avil Menezes –Resolution Professional of Future Enterprises Limited, Mr. Deepak Tanna representing Future Enterprises Limited jointly with Mr. Deepak Tanna, Mr. Sanjay Rathi representing Future Enterprises Limited jointly with Mr. Sanjay Rathi and Mr. Kondisetty Kumar Dushyantha -

Liquidator of Shendra Advisory Services Private Limited (*under voluntary liquidation*), Shareholders of the Company.

Further, Mr. Parveen Kumar Gupta- Chairman of the Board & Independent Director, Mr. Shailesh Haribhakti - Independent Director, Mr. Roberto Leonardi, Mr. Luis Roset Sucar, Ms. Valentina Sarrocco, Mr. Ajai Kumar and Mr. K B Vijay Srinivas- Non-Executive Directors and Mr. Anup Rau - Managing Director & Chief Executive Officer are attending the Meeting.

Dr. Devi Singh, Independent Director was unable to attend the Meeting due to exigencies.

We have Mr. Shailesh Shah- representative of M/s. Khandelwal Jain & Co. Chartered Accountants (Joint Statutory Auditors), Mr. Nitesh Jain- representative of M/s. Chhajed & Doshi, Chartered Accountants (Joint Statutory Auditors), Mr. Aashish K. Bhatt- Proprietor, representing M/s. Aashish K. Bhatt & Associates, Practicing Company Secretaries- Secretarial Auditor and Mr. Devi Dayal Garg- Chief Financial Officer of the Company attending the Meeting.

Further, Mr. Shashank Shekhar Rai, Senior Manager - Legal, Corporate Secretarial and Regulatory Affairs, Ms. Khushboo Dhanuka, Deputy Manager - Legal, Corporate Secretarial and Regulatory Affairs are present at the Meeting.

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 conferencing, 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 were not annexed to the notice.

The Register of Directors & Key Managerial Personnel and their Shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Companies Act, 2013, are available electronically for inspection by the Shareholders.

### Notice of the Meeting

The Notice dated May 08, 2024 convening this Annual General Meeting had been sent by the Company to the Shareholders.

With the consent of the Shareholders, the notice of the 18<sup>th</sup> AGM is taken as read.

**Auditors' Report**

Pursuant to the provisions of Section 145 of the Companies Act, 2013, the Auditors' Report is available electronically and is open and accessible to the Shareholders for inspection during the continuance of the Meeting. Kindly inform your intention to inspect the Auditors' Report.

The Auditors Report on the Annual Accounts of the Company for the financial year ended March 31, 2024, does not contain any qualifications, observations or comments on financial transactions or matters, which have an adverse effect on the functioning of the Company. As such, in terms of Section 145 of the Companies Act, 2013, as there are no qualifications, observations or comments, the Auditors Report is taken as read at the Meeting. The Secretarial Audit Report of Aashish K. Bhatt & Associates, Company Secretaries is also placed before the Meeting and is available electronically for inspection by the Shareholders.

There are no qualifications in the Secretarial Audit Report.

Thereafter, the Chairman briefly shared the performance of the Company during the financial year 2023-24.

Before we take the agenda of the Meeting, the Shareholders are welcome to ask any queries or clarification, if any.

Since there are no queries, I shall request the Company Secretary to take up the Agenda items.

**Company Secretary:**

**Item No. 1 relates to:-**

- Adoption of Audited Financial Statements for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Auditors' thereon.
  - Mr. Kondisetty Kumar Dushyantha, Shareholder proposed the resolution.
  - Ms. M.G. van de Bunt, Shareholder seconded the resolution.

I shall now put the resolution to vote and request the Shareholders to say "YES" those in favor and "NO" those who are not in favour.

Since all the Shareholders voted in favour of the resolution, the resolution is passed unanimously.

Company Secretary:

Item No. 2 relates to:-

- Appointment of a Director in place of Mr. Luis Roset Sucar (DIN: 09540988), who retires from office by rotation and being eligible, offers himself for re-appointment.
  - Mr. Kondisetty Kumar Dushyantha, Shareholder proposed the resolution.
  - Ms. M.G. van de Bunt, Shareholder seconded the resolution.

I shall now put the resolution to vote and request the Shareholders to say “YES” those in favor and “NO” those who are not in favour.

Since all the Shareholders voted in favour of the resolution, the resolution is passed unanimously.

Company Secretary:

Items covered under resolution no. 3 and 4 forms part of the Special Business and as such necessary explanations thereto have been provided in the Explanatory Statement forming part of the Notice of the AGM.

Item No. 3 relates to:-

- Appointment of Mr. K B Vijay Srinivas (DIN: 08171566), as a Non-Executive Director of the Company.
  - Mr. Kondisetty Kumar Dushyantha, Shareholder proposed the resolution.
  - Ms. M.G. van de Bunt, Shareholder seconded the resolution.

I shall now put the resolution to vote and request the Shareholders to say “YES” those in favor and “NO” those who are not in favour.

Since all the Shareholders voted in favour of the resolution, the resolution is passed unanimously.

*Company Secretary:*

Item No. 4 relates to:-

- Appointment of Mr. Ajai Kumar (DIN: 02446976), as a Non-Executive Director of the Company.
  - Mr. Kondisetty Kumar Dushyantha, Shareholder proposed the resolution.
  - Ms. M.G. van de Bunt, Shareholder seconded the resolution.

I shall now put the resolution to vote and request the Shareholders to say “YES” those in favor and “NO” those who are not in favour.

Since all the Shareholders voted in favour of the resolution, the resolution is passed unanimously.

*Chairman:*

*Vote of Thanks*

The business of the Meeting is now complete and since there is no other business to be transacted, I declare the Meeting as concluded. I thank all of you for your participation and co- operation extended in smooth conduct of the Meeting.

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