

**TRANSCRIPT OF THE SECOND EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2025-26 OF FUTURE GENERALI INDIA INSURANCE COMPANY LIMITED HELD ON MONDAY, JUNE 30, 2025 AT 01.30 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”).**

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The 2<sup>nd</sup> Extra-Ordinary General Meeting of the Company for FY 2025-26 was held through Video Conferencing (“VC”) on ‘Microsoft Teams Application’. The Directors Shareholders and the Auditors attended the Meeting through 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.

Good afternoon Ladies and Gentlemen, it is now 01.30 p.m. and I have the pleasure of welcoming you to this Second Extra-Ordinary General Meeting (“EGM”) for FY 2025-26 of Future Generali India Insurance Company Limited conducted through VC.

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

The Company Secretary informed that a total of 5 (Five) Shareholders are attending the EGM [including 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 proceeding of the meeting can commence.

I call the meeting to order.

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

**Company Secretary:**

I record the presence of Ms. A.E. Antonis - Van der Linden Lydia - Authorised Representative of Generali Participations Netherlands N.V, Mr. Vasti Venkatesh - Authorised Representative of Central Bank of India, Mr. Avil Menezes - Representative of Aegis Resolution Services Private Limited, Resolution Professional of Future Corporate Resources Private 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, Shareholders of the Company.

Further, Mr. Parveen Kumar Gupta - Chairman of the Board, Mr. Roberto Leonardi, Ms. Lima Alexandrova- Non-Executive Directors and Mr. Anup Rau - Managing Director & Chief Executive Officer are attending the Meeting.

Mr. Mahendra Chhajed and Mr. Nitesh Jain, Partner- M/s. Chhajed & Doshi, Chartered Accountants -Joint Statutory Auditors is attending the Meeting. Mr. Shailesh Shah, Partner- M/s. Khandelwal Jain & Co., Chartered Accountants, Joint Statutory Auditors of the Company, Mrs. Bhavika A. Bhatt representing M/s. Bhavika A. Bhatt, Practicing Company Secretaries - Secretarial Auditors of the Company are also attending the meeting.

Further, Mr. Devi Dayal Garg- Chief Financial Officer, Mr. Shashank Shekhar Rai- Assistant Vice President - Legal, Corporate Secretarial and Regulatory Affairs and 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 EGM 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 EGM 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 EGM and hence the proxy form, attendance slip, and route map of EGM 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 June 27, 2025, convening this Second Extra-Ordinary General Meeting for FY 2025-26 had been sent by the Company to the Shareholders.

With the consent of the Shareholders, the notice of this 2<sup>nd</sup> EGM for FY 2025-26 is taken as read.

I now request the Company Secretary to take up the agenda items.

**Company Secretary:**

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

- Amend the Articles of Association

**Mr. Vasti Venkatesh:** I request the Company Secretary of the Company to confirm that the amended Articles of Association of the Company are in alignment with the provisions of the Shareholders Agreement executed on June 27, 2025.

**Company Secretary:**

I confirm that the Articles of Association of the Company are aligned with the said Shareholders Agreement:

- Ms. A.E. Antonis - Van der Linden Lydia, Shareholder proposed the resolution.
- Mr. Vasti Venkatesh, 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.

As all the Shareholders present voted in favour of the resolution, hence the resolution is passed unanimously.

*Company Secretary:*

Item No. 2 relates to:-

- Approve the change in name of the Company
  - Mr. Vasti Venkatesh, Shareholder proposed the resolution.
  - Mr. Ms. A.E. Antonis - Van der Linden Lydia, 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.

As all the Shareholders present voted in favour of the resolution, hence 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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