

**Registered Office: 22nd Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg,
Lower Parel – East, Mumbai – 400013, Maharashtra, India.**
Corporate Identity Number - U66010MH2007PLC167164: IRDAI Regn. No. 135
Website: www.ageasfederal.com

NOTICE OF THE 18th ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of Ageas Federal Life Insurance Company Limited will be held on August 28, 2025, Thursday at 11.00 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") as per applicable provisions of the Companies Act, 2013. The meeting shall be organized and hosted from Mumbai head office located at 22nd Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel – East, Mumbai – 400013 to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended on March 31, 2025 including Revenue Account, the Profit and Loss Account, Receipts and Payment Accounts (Cash flow statement) and the Balance Sheet together with the reports of the Board of Directors' and of the Joint Statutory Auditors thereon.
2. To declare dividend on equity shares.
To approve and declare final dividend @5.35% on equity shares for the financial year ended March 31, 2025 as recommended by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. Filip A.L. Coremans (Director Identification Number: 03178684), Director of the Company who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval for appointment of Mr. Pennathur Subramaniam Prabhakar as an Independent Director of the Company.**

To consider appointment of Mr. Pennathur Subramaniam Prabhakar as an Independent Director and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

Ageas Federal Life Insurance Co. Ltd.

22nd Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
www.ageasfederal.com | Toll Free No.: 1800 209 0502 | IRDAI Regn.:No.135 | CIN.U66010MH2007PLC167164

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), IRDAI Corporate Governance Regulations 2024 & Master Circular of 2024, Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee, Mr. Pennathur Subramaniam Prabhakar (Director Identification Number: 05194999), who was appointed as an Additional Director (Non-Executive - Independent) by the Board of Directors of the Company w.e.f. June 29, 2024 pursuant to provisions of Section 161(1) of the Act and who holds office upto the date of the ensuing Annual General Meeting, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Pennathur Subramaniam Prabhakar, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company till the Annual General Meeting (“AGM”) of the Company to be held in the calendar year 2027 or the last date on which AGM should have been held in the year 2027 whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

5. Approval for appointment of Mr. Venkatraman Venkateswaran as a Non-Executive Director of the Company.

To consider appointment of Mr. Venkatraman Venkateswaran as a Non-Executive Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), IRDAI Corporate Governance Regulations 2024 & Master Circular of 2024, Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee Mr. Venkatraman Venkateswaran (Director Identification Number: 09227554), who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company w.e.f. November 28, 2024 and who holds office up to

the date of the ensuing Annual General Meeting of the Company to be held in the year 2025, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying intention to propose Mr. Venkatraman Venkateswaran a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation in accordance with the provisions of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

6. Approval for appointment of Mr. Virat Diwanji as a Non-Executive Director of the Company.

To consider appointment of Mr. Virat Diwanji as a Non-Executive Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), IRDAI Corporate Governance Regulations 2024 & Master Circular of 2024, Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Virat Diwanji (Director Identification Number: 07021146), who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company w.e.f. May 24, 2025 and who holds office up to the date of the ensuing Annual General Meeting of the Company to be held in the year 2025, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying intention to propose Mr. Virat Diwanji a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

7. Approval for appointment of Ms. Priya Krishnamoorthy as an Independent Director of the Company.

To consider appointment of Ms. **Priya Krishnamoorthy** as an Independent Director and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), IRDAI Corporate Governance Regulations 2024 & Master Circular of 2024, Articles of Association of the Company and Ms. Priya Krishnamoorthy (Director Identification Number: 05113102) who was recommended by Nomination and Remuneration Committee and Board of Directors of the Company in their meeting(s) held on May 15, 2025 and July 29, 2025 respectively and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying its intention to propose Ms. Priya Krishnamoorthy as Director of the Company, who has submitted a consent and declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company till the conclusion of Annual General Meeting of the Company to be held in the year 2028 or the last date on which the Annual General Meeting should have been held in the year 2028, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

8. Approval for re-appointment of Mr. Sridar Swamy as an Independent Director of the Company for second term.

To consider re-appointment of Mr. Sridar Swamy as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), IRDAI Corporate Governance Regulations 2024 & Master Circular of 2024, Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sridar Swamy (Director Identification Number: 01122961), an Independent Director of the Company whose period of office is liable to expire at the conclusion of the Annual General Meeting and who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, Rules made thereunder and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying intention to propose Mr. Sridar Swamy, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term till the conclusion of the Annual General meeting to be held in the calendar year 2028 or the last date on which the Annual General Meeting should have been held in the calendar year 2028, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee thereof) and/or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

9. Approval for appointment of Mr. Jude Pijush Gomes as Director of the Company.

To consider appointment of Mr. Jude Pijush Gomes as Director of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Jude Pijush Gomes (Director Identification Number: 10733324), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from October 01, 2024 and who holds office up to the date of this Annual General Meeting of the Company, in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and re-enactment thereof), and Article of Association of the Company and any other rules or regulations applicable in this regards, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) and/or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

10. Approval for appointment of Mr. Jude Pijush Gomes as a Managing Director & Chief Executive Officer of the Company.

To consider appointment of Mr. Jude Pijush Gomes as Managing Director & Chief Executive Officer of the Company and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 34A of Insurance Act 1938 and Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulation, 2024 and master circular thereon, provisions of Article of Association, Remuneration Policy of the Company and as per the recommendation of the Nomination and Remuneration Committee, Board of Directors and approval of Insurance Regulatory and Development Authority of India (“IRDAI”), the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Jude Pijush Gomes (Director Identification Number: 10733324), as the Managing Director and Chief Executive Officer of the Company with effect from October 01, 2024 for a period of three consecutive years upto September 30, 2027, upon terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and IRDAI on the remuneration as detailed below, effective from October 01, 2024:

Fixed Remuneration to MD & CEO for the performance year 2024-25	Amounts
	(In INR)
Remuneration:	
1. Basic Salary	1,48,00,000/-
2. House rent allowance	74,00,000/-
3. Special Allowance	1,22,62,462/-
4. Provident Fund/Gratuity	24,87,538-
5. Travelling and Halting Allowance	50,000/-
Total Guaranteed Compensation	3,70,00,000/-
Perquisites	
6. Club Membership	3,50,000/-

7. Corporate credit card	5,00,000/-
8. Group Mediclaim Premium (Group Mediclaim Floater Policy: INR 24 Lakhs)	45,000/-
Total Fixed Pay	3,78,95,000/-
The following items shall also form part of Fixed Pay:	
1	Company Owned Car with chauffer (Ex-Showroom Cost up to 62 Lacs along with Driver's salary and Petrol)
2	Group Term Life Insurance Premium (Insurance Policy of Rs. 7,40,00,000/-)

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer shall not, while he continues to hold that office, be subject to retirement by rotation.

RESOLVED FURTHER THAT subject to Remuneration Policy of the Company and approval of IRDAI, the maximum annual performance bonus (variable pay) payable to Mr. Jude Pijush Gomes as Managing Director & Chief Executive Officer of the Company for the financial year 2024-25 shall not exceed 130% of the fixed CTC i.e. Rs. 4,81,00,000/- (Rupees Four Crore and Eighty-One Lakh only) which shall be subject to annual performance appraisal and recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulation, 2024 and master circular issued thereon and Remuneration Policy of the Company and subject to approval of IRDAI, the deferment of the annual performance bonus (variable pay) and issuance of Cash Linked Stock Appreciation Rights (CSAR) as part of the variable pay which is payable to Mr. Jude Pijush Gomes, Managing Director & Chief Executive Officer of the Company shall be determined and granted by the Nomination and Remuneration Committee and terms of such grants, vesting and others terms and conditions shall be governed in accordance with the CSAR scheme document and Remuneration Policy of the Company.

RESOLVED FURTHER THAT subject to approval of IRDAI, the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the said appointment (including remuneration) from time to time during the tenure of the appointment, to determine the amount of salary, performance bonus (variable pay), perquisites, allowances (including Cash Linked Stock Appreciation Rights) and other benefits as per Remuneration Policy of the Company payable to Mr. Jude Pijush Gomes in such manner as may be determined and recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Nomination & Remuneration Committee be and is/ are hereby severally authorised from time to time to determine, or to alter and vary the terms and conditions of appointment, and settle

any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution, on account of any conditions as may be stipulated by IRDAI and / or any other authority including the amount of remuneration, perquisites, CSAR and/or other benefits, as may be agreed with Mr. Jude Pijush Gomes, MD & CEO of the Company and as approved by IRDAI.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee thereof) and/or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

11. Approval for revision in Remuneration of Mr. Jude Pijush Gomes, Managing Director & Chief Executive Officer.

To consider and approve revision in remuneration of Mr. Jude Pijush Gomes, Managing Director and Chief Executive Officer and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, provisions under the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Insurance Regulatory and Development Authority of India (“IRDAI”) (Corporate Governance for Insurers) Regulations, 2024 and Master Circular issued by IRDAI including any amendments, modifications or re-enactments thereof, Articles of Association, Remuneration Policy of the Company and subject to approval of IRDAI, basis the recommendation of the Nomination & Remuneration Committee (“NRC”) and approval of the Board of Directors (“Board”); the consent of the Members of the Company be and are hereby accorded for revision in remuneration of Mr. Jude Pijush Gomes (Director Identification Number: 10733324), Managing Director & Chief Executive Officer of the Company payable with effect from April 1, 2025 as follows:

Sr. No.	Fixed Remuneration to MD&CEO for the performance year 2025-26	Amounts (In INR.)
1	<i>Basic Salary</i>	1,70,20,000
2	<i>House Rent Allowance</i>	85,10,000
3	<i>Special Allowance</i>	1,41,09,331
4	<i>Provident Fund & Gratuity</i>	28,60,669
5	<i>Traveling and Halting Allowance</i>	50,000
Total Guaranteed Compensation		4,25,50,000

Perquisites		
6	Club Membership	3,50,000
7	Corporate credit card	5,00,000
8	Group Mediclaim premium (Group Mediclaim floater Policy: INR 24 Lakhs)	45,000
Total Fixed Pay		4,34,45,000
The following items shall also form part of Fixed Pay: 1. Company Owned Car with chauffeur (Ex-Showroom Cost of INR 90 Lakhs), along with Driver Salary and Petrol 2. Group Term Life Insurance Premium (Insurance policy of INR 8,51,00,000)		

RESOLVED FURTHER THAT subject to Remuneration Policy of the Company and approval of IRDAI, the maximum annual performance bonus (variable pay) payable to Mr. Jude Pijush Gomes as Managing Director & Chief Executive Officer of the Company for the financial year 2025-26 shall be Rs. 5,95,70,000/- (Rupees Five Crore, Ninety-Five Lacs and Seventy Thousand only) (137.11% of Fixed Pay [which is 140% of Total Guaranteed Compensation]), the said bonus shall be subject to performance appraisal at the end of the financial year 2025-26 and actual payout will be as determined by the Board of Directors on the recommendation of the Nomination & Remuneration Committee basis the actual performance.

RESOLVED FURTHER THAT pursuant to Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulation, 2024 and master circular issued thereon and Remuneration Policy of the Company and subject to approval of IRDAI, the deferment of the annual performance bonus (variable pay) and issuance of Cash Linked Stock Appreciation Rights (CSAR) as part of the variable pay which is payable to Mr. Jude Pijush Gomes, Managing Director & Chief Executive Officer of the Company shall be determined and granted by the Nomination and Remuneration Committee and terms of such grants, vesting and others terms and conditions shall be governed in accordance with the CSAR scheme document and Remuneration Policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Nomination & Remuneration Committee be and are hereby severally authorised from time to time to determine, or revise, or to alter and vary the terms and conditions of appointment, and settle any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution, on account of any conditions as may be stipulated by IRDAI and / or any other authority including the amount of remuneration, perquisites, and/or other benefits payable to Mr. Jude Pijush Gomes, MD & CEO of the Company.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) and/or the Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

NOTES:

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed herewith.
2. The Ministry of Corporate Affairs (“MCA”) has vide it’s circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and September 25, 2023, September 19, 2024, September 19, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Corporate Shareholders (i.e. other than individuals) are required to send a scanned certified true copy (PDF/ JPG format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf, by e-mail through its registered e-mail address to Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or NSDL (“Depositories”). Members may note that the Notice and Annual Report will also be available on the Company’s website www.ageasfederal.com. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note.
5. Members attending the AGM through VC / OAVM shall be counted for reckoning the quorum under Section 103 of the Act.
6. The record date will be August 28, 2025 (i.e., date of the Annual General Meeting of the Company) for the purpose of payment of the final dividend for the financial year ended on March 31, 2025.

The final dividend for the financial year ended on March 31, 2025 at the rate of Rupee 0.535/- per equity share of face value of Rs. 10 each paid up, as recommended by the Board of Directors, if approved at this General Meeting, will be paid to those Members who hold equity shares of the Company as on record date.

7. Payment of Dividend shall be made through ECS/ Banking Channel:
8. Members may note that the dividend is subject to applicable provisions of the Income Tax Act, 1961 and Rules framed thereunder.
9. Item No. 3 of the Notice: Pursuant to the provisions of Section 152 of The Companies Act, 2013 which prescribes that Non-Independent Directors only will be reckoned for determining Directors liable to retire by rotation. Accordingly, the Company has determined retiring Director (being Non-Independent Director only) and eligibility for re-appointment of Director under the said provisions. Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Mr. Filip A.L. Coremans is enclosed to the Notice.
10. The register of Members, Directors and Key Managerial Personnel and their shareholding in the Company along with all other applicable & mandatory registers are maintained as provided under the Companies Act, 2013. All such registers and records will be available for inspection to the Members on request. Members who wish to inspect required documents can write us via registered email address on Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com following which link to access such documents will be provided with 48 hrs from request mail.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Kindly register/update your email address and contact details with us, by writing to us addressed to the Secretarial Department at our email ID: Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com. This shall help us in sending of notices, annual reports, and other shareholder communications in electronic form.

13. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- a. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing us on Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com .

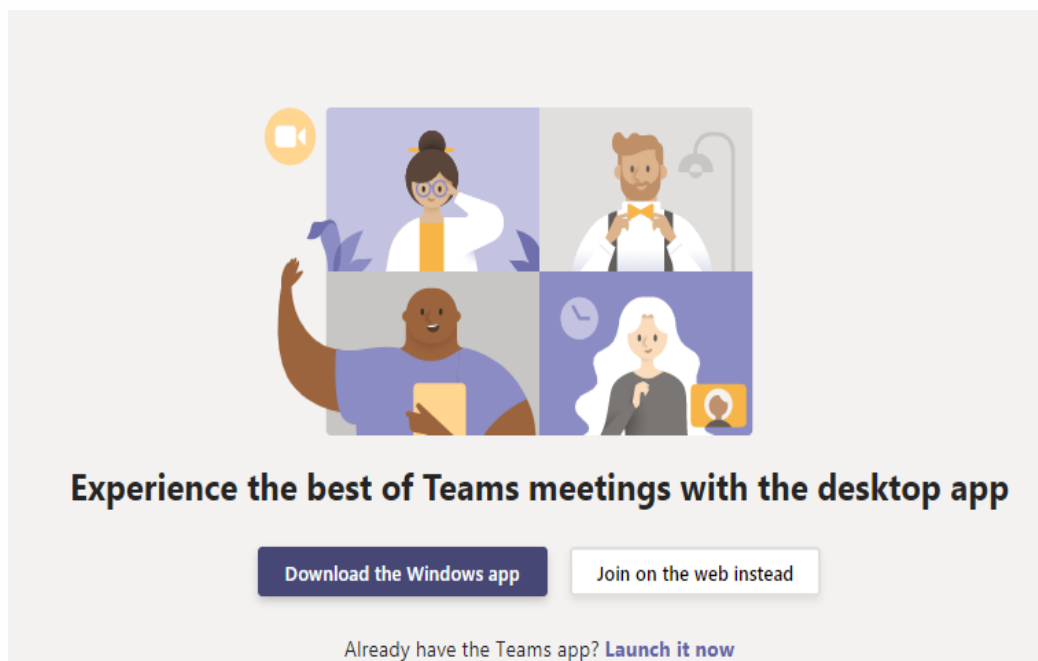
Members will be provided with Microsoft Teams meeting invite on their registered email addresses, such meeting invite will be containing steps to join meeting along with login details. Login details are not included in this notice for security reasons.

How to join Microsoft Team Meeting

Once you receive invitation from the host to join meeting. There will be a joining link given in the meeting schedule. You need to click on the given link to proceed further.

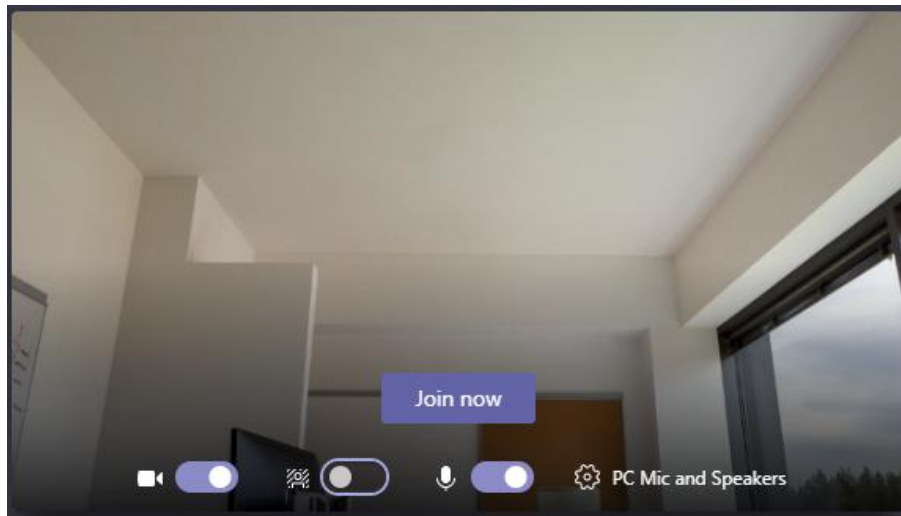
Join Microsoft Teams Meeting

After clicking the link it will further ask you join the meeting through web browser or Application



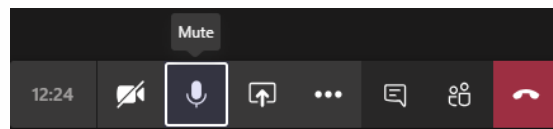
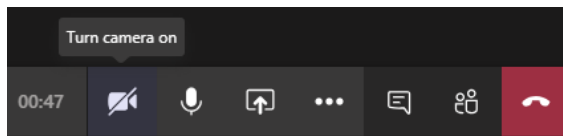
Note: For better Audio/Video performance, it is recommended to use the application instead of web browser for video meeting. You can download the application in advance before meeting starts.

At the time of joining the meeting, it will ask you to enable the video and audio at your end. You need to enable both setting. Will also find option for changing background option.



After joining the meeting, you will get the display screen. Once you placed the cursor over the display screen, Option bar will appear.

You can also enable/Disable your video and audio from the option bar menus.



- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Further, the facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- e. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 18th AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address Corporate.Relations@ageasfederal.com and/ or vijay.gangrade@ageasfederal.com at least 48 hours in advance before the start of the

- meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f. Members, who would like to ask questions during the 18th AGM with regard to the financial statements or any other matter to be placed at the 18th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number and mobile number, to reach the Company's email address Corporate.Relations@ageasfederal.com and/ or vijay.gangrade@ageasfederal.com at least 48 hours in advance before the start of the 18th AGM. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 18th AGM, depending upon the availability of time.
 - g. Members who need technical assistance before or during the AGM, can contact on Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com and also may call at contact number +91 8356834340.
 - h. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
 - i. In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through "Show of hands" as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.
 - j. During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the members shall cast their vote on the resolutions only by e-mail through its registered e-mail address on which they have received the AGM notice to Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com Poll papers along with the AGM Notice will be sent to the members and the members are requested to cast their vote on the proposed agenda matters as stated in the notice convening the AGM during the meeting and send it to Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com through your registered email address.
14. Any Query relating to Accounts must be sent to the Company's Registered Office at least seven days before the date of Meeting.
15. The Annual Report for the 2024-25 along with the notice of the annual general meeting, attendance slip is being sent by permitted mode to members. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours between 10.30 AM to 5.30 PM.

16. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI CIRCULARS WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
17. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
18. In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through “Show of hands” as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.
19. **THE COMPANY’S REGISTRAR & TRANSFER AGENT FOR ITS SHARE REGISTRY (ELECTRONIC) IS MUFG INTIME INDIA PRIVATE LIMITED (FORMALLY KNOWN AS LINK INTIME INDIA PVT LTD.) (“REGISTRAR/ RTA”) HAVING ITS OFFICE AT C 101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI - 400083.**
20. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP). Any such changes effected by the DPs will automatically reflect in the Company’s subsequent records.
21. It is mandatory to submit the Permanent Account Number (PAN) by every participant. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
22. On a poll taken at the meeting of the Company, a member entitled to more than one vote, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his/her votes OR cast in the same way all the votes s/he uses.
23. Corporate members intending to nominate their authorized representatives to attend the meeting pursuant to Section 113 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf

at the Annual General Meeting of the Company, such submissions can be also be submitted on Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

By order of the Board of Directors
For Ageas Federal Life Insurance Company Ltd.



Vijay Gangrade
Company Secretary
F4666

Date: July 29, 2025

Registered Office:

Ageas Federal Life Insurance Company Limited,
22nd Floor, "A" Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel – East,
Mumbai – 400013 India
Email ID: vijay.gangrade@ageasfederal.com
T: (+91) 022 – 23029200

**EXPLANATORY STATEMENT
(UNDER SECTION 102 OF THE COMPANIES ACT, 2013)**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Pennathur Subramaniam Prabhakar ("Mr. P S Prabhakar") as an Additional Director (Non-Executive & Independent) of the Company w.e.f. June 29, 2024.

Mr. P S Prabhakar is a B.Com graduate from Madras University and qualified as a Chartered Accountant. He is also an Associate member of Insurance Institute of India. He is a commerce graduate from Madras University (1976) and qualified as a Chartered Accountant in 1980. He is also an Associate of Insurance Institute of India.

Mr. P S Prabhakar commenced his career in Insurance with United India Insurance Co. Ltd, where he worked in various capacities/ positions/ locations till 1991 when he switched over to an Oman based insurance company as its CFO. He returned to India in 1999 and started his practice as the Chennai partner of M/s. Rajagopal & Badri Narayanan, a Bangalore based CA firm and was specializing in insurance related assignments both in audit and consultancy domains. He was actively involved as a Co-opted member of ICAI's committees on Insurance for several years and significantly contributed to designing course curriculum of the post qualification diploma course on Insurance & Risk Management of ICAI as well as in the preparation of Technical Guides for IRMS Audit and Investments Concurrent Audit of insurance companies – which were the joint initiatives of ICAI and IRDAI.

Mr. P S Prabhakar served as a member of the Standing Committee of Accounting Issues and in the IFRS Implementation Committee of IRDAI. He specializes in statutory, concurrent, risk management and cyber security audits of insurance companies.

Mr. P S Prabhakar was also the President of Society of Auditors, the oldest body of accounting professionals in the nation based out of Chennai for a term of three years and was facilitated by Hon'ble Union Minister of Finance for his contributions to the body.

Under section 161 of the Companies Act, 2013, he holds office as Director of the Company up to the date of this Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member signifying the intention to propose the appointment of Mr. P S Prabhakar as a Director of the Company has been received by the Company. On the approval of Members, Mr. P S Prabhakar will hold office till ensuing Annual

General Meeting of the Company scheduled to be held in the calendar year 2027 or the last date on which AGM should have been held in the year 2027 whichever is earlier.

Considering qualification of Mr. Prabhakar, domain knowledge, rich experience and ability to devote sufficient time, his appointment as an Independent Director is justified. Further, in the opinion of the Board of Directors, Mr. P S Prabhakar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and, in their judgment, he is independent of the management of the Company. Accordingly, the Board recommends the Resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel or their relatives, except Mr. P S Prabhakar and his relatives, to whom the resolution relates, is interested or concerned in the resolution.

Pursuant to the Secretarial Standard 2, issued by the Institute of Company Secretaries of India, details of Mr. P S Prabhakar appended in Annexure I.

Item No. 5

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Venkatraman Venkateswaran as an Additional (Non-Executive) Director of the Company w.e.f. November 28, 2024.

Mr. Venkatraman Venkateswaran is a Chartered Accountant with graduate degrees in Economics and Law and an alumnus of the Indian Institute of Management, Ahmedabad. Over the course of his career, has gained vast experience working with global banks like HSBC and SCB in Business Finance, Financial Reporting & Operations, Financial Crime Compliance, Technology & Operations Finance, and support functions in various capacities across multiple geographies. Mr. Venkateswaran has also held senior positions responsible for financial management, reporting and financial control in large corporations like Indian Rayon & Industries (Aditya Birla Group), the Singapore based Kewalram Chanrai Group and worked as CFO with Invensys India Pvt Ltd.

Mr. Venkateswaran was appointed as Group President & Chief Financial Officer of Federal Bank with effect from April 2021. A thought leader in Finance, Operations and Risk with 35 years of professional expertise in manufacturing and of which last 23 years has been in Banking. Mr. Venkateswaran currently leads the Financial Reporting & Taxation, Operations, IT, Investor Relations, Corporate Planning, Loan Collection & Recovery, CSR and Credit administration departments of Federal Bank.

Under section 161 of the Companies Act, 2013, he holds office up to the date of the ensuing Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member signifying intention to propose the appointment of Mr. Venkatraman Venkateswaran as a Director of the Company has been received by the Company.

In the opinion of the Board of Directors, Mr. Venkatraman Venkateswaran fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder. The Directors recommend the Resolution set out in Item No. 5 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No Director, Key Managerial Personnel or their relatives, except Mr. Venkatraman Venkateswaran and his relatives, to whom the resolution relates, is interested or concerned in the resolution.

Pursuant to the Secretarial Standard 2, issued by the Institute of Company Secretaries of India, details of Mr. Venkataraman are appended in Annexure I.

Item No. 6

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Virat Diwanji as an Additional (Non-executive) Director of the Company w.e.f. May 24, 2025.

Mr. Virat Diwanji brings with him over three decades of extensive experience in retail banking. With a proven track record in building and scaling both liability and asset businesses, He has played a key role in driving digital transformation and creating long-term value for stakeholders. He currently serves as the National Head of Consumer Banking and is a member of the Senior Management team at Federal Bank.

Mr. Diwanji holds an MBA and a bachelor's degree in mechanical engineering from M.S. University, Baroda. He has further honed his leadership capabilities through executive programs at Harvard Business School, IIM Ahmedabad, ISB, and Columbia Business School, with an emphasis on global enterprise management, customer-centric strategies, and digital transformation.

Mr. Diwanji served at Kotak Mahindra Bank for two decades (2004–2024), holding key positions across retail assets and liabilities business, including Group President and Head of Consumer Bank.

Mr. Diwanji has also played a significant governance role at Kotak Group. He was a member of the Group Management Council, guiding group-wide strategic direction, and served as a Non-Executive Director at Kotak General Insurance. Additionally, He contributed to managing operational risk (retail) and cost structures through ALCO and risk management committee at Kotak Bank.

Prior to moving to Kotak bank, Mr. Diwanji served as Managing Director at Ford Credit Kotak Mahindra, leading vehicle and dealer financing operations. He began his career as a Management Consultant with A.F. Ferguson & Co.

A forward-thinking, tech-savvy leader, Mr. Diwanji has led several analytics-driven projects to enhance customer engagement and cross-sell strategies. He is also widely respected for mentoring high-performing teams, many of whom have gone on to lead in the financial services sector.

Under section 161 of the Companies Act, 2013, he holds office up to the date of the ensuing Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member signifying intention to propose the appointment of Mr. Virat Diwanji as a Director of the Company has been received by the Company.

In the opinion of the Board of Directors, Mr. Virat Diwanji fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder. The Directors recommend the Resolution set out in Item No. 6 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel or their relatives, except Mr. Virat Diwanji and his relatives, to whom the resolution relates, is interested or concerned in the resolution.

Pursuant to the Secretarial Standard 2, issued by the Institute of Company Secretaries of India details of Mr. Virat Diwanji are appended in Annexure I.

Item No. 7

The Nomination & Remuneration Committee and Board of Directors, in its meeting held on April 24, 2025 and July 29, 2025 respectively, had recommended the members for appointment of Ms. Priya Krishnamoorthy as an Independent Director of the Company.

Ms. Priya Krishnamoorthy holds an MBA in Marketing and HR, a BSc in Physics from Delhi University, and a Diploma in Data Analytics from the prestigious IIM Kozhikode. She is also CELTA-certified, reflecting her strong passion for education, training, and curriculum design.

Ms. Priya is a seasoned insurance professional with over 20 years of diverse experience across Southeast Asia, India, and the Middle East and Africa. Her expertise spans the full spectrum of life insurance operations, including product strategy, operations management, risk management, systems assessment, cybersecurity fundamentals, and life insurance system implementation.

Throughout her career, she has held leadership positions at reputed organizations such as Guy Carpenter, Lloyd's of London, DXC Technology, and HDFC Life. In these roles, she led operations, implemented large-scale systems, and drove strategic initiatives focused on growth and efficiency.

Currently, she serves as the Founder and Senior Consultant at LA-AEONIA Project Management Services – FZCO, where she advises organizations on business transformation, operations, and capacity building. Her approach emphasizes alignment with organizational vision, knowledge sharing, and sustainable development.

With her commitment to operational excellence and a deep interest in mentoring and knowledge sharing, Priya continues to collaborate with progressive organizations to drive strategic growth, build resilient teams, and deliver sustainable value in global markets.

Considering qualification of Ms. Priya, expertise in Project Management, Business Transformation, IT & Cyber Security domain and ability to devote sufficient time, her appointment as an Independent Director is justified. Further, in the opinion of the Board of Directors, Ms. Priya fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and, in their judgment, she is independent of the management of the Company. Accordingly, the Board recommends the Resolution set out in Item No. 7 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

Ms. Priya Krishnamoorthy has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director.

The notice under section 160 of the Companies Act, 2013 as required from the member/Director signifying intention to propose the appointment of Ms. Priya Krishnamoorthy as a Director of the Company has been received by the Company.

The Directors recommend the Resolution set out in Item No. 7 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel, or their relatives, except Ms. Priya Krishnamoorthy and her relatives, to whom the resolution relates, is interested, or concerned in the resolution.

Pursuant to the Secretarial Standard 2, issued by the Institute of Company Secretaries of India the details of Ms. Priya are appended in Annexure I.

Item No. 8

Mr. Sridar Swamy, Independent Director of the Company was appointed pursuant to approval of the Members through resolutions passed at the Annual General Meeting of the Company held on May 17, 2023, and the term of his current appointment is expiring in this Annual General Meeting.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 24, 2025, approved and recommended to shareholders for approval re-appointment of Mr. Sridar Swamy as an Independent Director of the Company for a second term starting from conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2028 or the last date on which the Annual General Meeting should have been held in the year 2028, whichever is earlier.

The Board has considered rich experience, knowledge, skills, valuable contribution made to the Company and overall performance evaluation of Mr. Sridar Swamy and basis that they have recommended his re-appointment to Members of the Company for their approval.

Annually, the Board of Directors evaluated performance of Mr. Sridhar to its satisfaction, based on various criteria, *inter-alia*, including parameters like Understanding the Company's strategic direction and critical issues contribution to the board discussion on strategic issues, Understanding on Company's values, beliefs and Management of conflicts of interest in the best interest of the Company etc.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. Sridar Swamy has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In

the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The notice under section 160 of the Companies Act, 2013 as required from the member/Director signifying intention to propose the appointment of Mr. Sridar Swamy as a Director of the Company has been received by the Company.

Brief Profile, qualifications, experience, date of appointment on Board, Number of Board Meetings attended during the financial year 2024-25, shareholding in the Company along with Directorship, Membership/Chairmanship of Committees held in other Companies by Mr. Sridar Swamy are attached along with explanatory statement as Annexure I.

No director, Key Managerial Personnel, or their relatives, except Mr. Sridar Swamy and his relatives, to whom the resolution relates, is interested, or concerned in the resolution.

Item No. 9 & 10

The Board of Directors, at its meeting held on August 08, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Jude Pijush Gomes as an Additional Director of the Company and at the same meeting, the Board also approved his appointment as the Managing Director and Chief Executive Officer of the Company for a term of three years subject to approval of IRDAI. The IRDAI vide its mail dated October 08, 2024 has approved the appointment of Mr. Jude Pijush Gomes as Managing Director & Chief Executive Officer of the Company for a period of three years effective from October 01, 2024. The terms and conditions of his appointment, including remuneration, as approved by the Board, also requires approval of the Members of the Company in accordance with the provision of the Companies Act, 2013.

Mr. Jude Gomes is a distinguished luminary in the financial services landscape, with a stellar career spanning over 30 years across the insurance and banking sectors in India and beyond. A seasoned leader of rare insight and foresight, he has held several transformative roles that have left a lasting impact on the organizations he has led and the industry at large.

With a rich tapestry of global experience, Mr. Gomes has helmed strategic leadership positions including CEO of Manulife China Bank in the Philippines and CEO of Union Assurance PLC in Sri Lanka. His international journey also includes instrumental tenures as Chief Partnership Distribution Officer at Manulife Vietnam and as a driving force in the Asia-Pacific business development team at HSBC's headquarters in Hong Kong.

Mr. Gomes was part of the pioneering founding teams that reshaped the Indian insurance narrative—helping launch HDFC Standard Life, India’s first privatized life insurer, and HSBC Canara OBC Life Insurance. More recently, he served with distinction as Regional Director, Business Development – India at Ageas Asia, before assuming the mantle of MD & CEO at Ageas Federal Life Insurance.

A visionary with an unshakable belief in purpose-driven growth, Mr. Gomes champions customer-centricity, sustainable practices, and risk-intelligent strategies. Under his stewardship, organizations have not only achieved financial success but have evolved into agile, digitally empowered entities ready to lead the future.

Known across the industry as a “leader of the people,” Mr. Gomes has an innate ability to connect with individuals at every level of the organization. His leadership style is marked by empathy, authenticity, and an unwavering dedication to nurturing talent. He is often seen walking the floor, listening intently, and gathering invaluable ground-level insights that inform his strategic direction.

His legacy is one of bold transformation—leading disruptive innovation in distribution models, digital ecosystems, data-driven decision-making, and marketing excellence. Equally adept at entering new markets and scaling existing operations, Mr. Gomes is a master strategist with a heart firmly rooted in values.

Passionate about mentoring the next generation of leaders, he is committed to fostering high-performance cultures built on collaboration, purpose, and trust. As he guides Ageas Federal Life Insurance into its next chapter, his enduring mission remains clear: to build an organization that not only leads the market but uplifts every life it touches.

The approval of Members is requested for the remuneration payable to Mr. Jude Pijush Gomes as approved by IRDAI and authority in favour of Board of Directors including Nomination & Remuneration Committee to take appropriate action as stated in the resolution.

The Directors recommend the Resolution set out in Item No. 9 & 10 of the accompanying Notice for the approval of the Members as a Special Resolution.

No director, Key Managerial Personnel or their relatives, except Mr. Jude Pijush Gomes and his relatives, to whom the resolution relates, is interested or concerned in the resolutions.

Pursuant to the Secretarial Standard 2, issued by the Institute of Company Secretaries of India, details of Mr. Jude Pijush Gomes are appended as Annexure I.

Item No. 11

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on April 24, 2025 and June 27, 2025 approved the revision in the remuneration payable to Mr. Jude Pijush Gomes, with effect from April 1, 2025, including an increase in remuneration including Annual Performance Bonus for FY 2025-26, perquisites and other benefits payable to him subject to approval of IRDAI.

The approval of Members is requested for the remuneration payable to Mr. Jude Pijush Gomes and authority in favour of Board of Directors including Nomination & Remuneration Committee to take appropriate action as stated in the resolution.

The Directors recommend the Resolution set out in Item No. 11 of the accompanying Notice for the approval of the Members as a Special Resolution.

No director, Key Managerial Personnel or their relatives, except Mr. Jude Pijush Gomes and his relatives, to whom the resolution relates, is interested or concerned in the resolutions.

By order of the Board of Directors



Vijay Gangrade
Company Secretary
F4666

Registered Office:

Ageas Federal Life Insurance Co. Ltd.
22nd Floor, A Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel – East,
Mumbai – 400013.
July 29, 2025

Email Id: vijay.gangrade@ageasfederal.com

T: (+91) 022 – 23029200

**Details of Directors seeking appointment/re-appointment at the
18th Annual General Meeting**

Particulars	Re-appointment due to rotation	Re-appointment for next tenure
Name of Director	Mr. Filip A.L. Coremans	Mr. Sridar Swamy
DIN	03178684	01122961
Date of Birth (Age)	07/07/1964	28/04/1967
Qualifications	Master of Business Administration Degree in International Business Finance, a master's degree in actuarial sciences and a bachelor's degree in applied economics, all from Catholic University of Leuven, Belgium.	Bachelor of Commerce and Associate Chartered Accountant.
Experience	Mr. Filip Coremans has been active in the Insurance industry for more than 35 years. He joined ING Insurance Belgium in 1990 where he became Deputy Director overseeing the Save and Investment product lines both in Insurance and Banking. In 1998, Mr. Coremans was appointed as Corporate Controller in KBC Insurance Belgium and joined Ageas by the end of 2002. At Ageas, Mr. Coremans held various senior management positions in the Asian entities. Mr. Coremans has been Executive Director and CFO of Ageas operations in Malaysia till 2007 and he was the CFO of Ageas Federal Life Insurance in India till 2009 and was then appointed as Regional CFO/CRO of Ageas Asia overseeing the finance, investment, risk and actuarial domains for Asia region. Mr. Coremans served as Non-Executive Director on the various boards of operations in Belgium, Portugal, Turkey, China, India, Hong Kong, Malaysia, Singapore and Thailand.	Mr. Swamy worked as an Investment Banker in Lazard and KPMG. Mr. Swamy also did a stint in Lazard London. In KPMG, other than M&A, Mr. Swamy also headed the Valuations Practice. Subsequently, Mr. Swamy joined the Taj Hotels as Head of M&A where he scouted for global acquisitions for the Taj. Mr. Swamy completed the takeover of The Pierre, a historic hotel in New York, from The Four Seasons chain. Mr. Swamy then ran India Advisory Partners, a cross-border advisory company where again he advised clients on cross-border transactions both in India for international clients and outside India for Indian clients. In 2011, Mr. Swamy decided to look for entrepreneurial opportunities and initially started angel investing in different businesses. Mr. Swamy has been mentoring these companies since their inception. In 2015, Mr. Swamy started a digital company, Madorwat Digital, and in 2017, he started a technology company focussed on IoT, Atsuya Technologies.

	With effect from July 1, 2014, Mr. Coremans joined the Group Executive Committee as Chief Risk Officer and Executive Director of Ageas SA NV, with responsibility for Compliance, Legal, Risk, Human Resources, IT and Office Support. As of June 2019, Mr. Coremans took up the role of Chief Development Officer with responsibility for Human Resources, Business Development and Technology Development. As of November 2020, Mr. Coremans was appointed as Managing Director of Ageas Asia. Currently, Mr. Coremans serves as Non-Executive Director on the boards of Taiping Life Insurance Company Limited (China), Muang Thai Life Assurances PCL (Thailand), Muang Thai Holdings Co Ltd (Thailand) and Etiqa Insurance PL (Singapore).	
Date of Appointment on Board	- Appointed as Additional Director with effect from September 30, 2011. - Appointment approved by shareholders in 5th AGM held on September 20, 2012.	- Appointed as Additional Director with effect from November 02, 2022 - Appointment approved by shareholders in 16th AGM on May 17, 2023.
Shareholding in the Company	Nil	Nil
Number of Board Meeting attended during the year	8/8	8/8

Terms & condition of appointment / re-appointment	Liabie to Retire by rotation	Till the Annual General Meeting of the Company to be held in the year 2028 or the last date on which the Annual General Meeting should have been held in the year 2028, whichever is earlier.
Details of remuneration sought to be paid	There is no remuneration paid to Mr. Coremans except sitting fees for attending Board and Committee meetings as approved by the Board. Details are part of the Annual report.	There is no remuneration paid to Mr. Sridhar except sitting fees for attending Board and Committee meetings as approved by the Board of Directors. Details are part of the Annual report.
Remuneration last drawn	Sitting fees as approved by the Board. Details are part of the Annual report.	Sitting fees as approved by the Board. Details are part of the Annual report.
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL	NIL

	Regularization
Name of Director	Mr. P S Prabhakar
DIN	05194999
Date of Birth (Age)	08/06/1956
Qualifications	Chartered Accountant with B.Com graduate from Madras University. He is also an Associate of Insurance Institute of India.
Experience	Mr. P.S. Prabhakar commenced his career in Insurance with United India Insurance Co. Ltd, where he worked in various capacities/ positions/ locations till 1991 when he switched over to an Oman based insurance company as its CFO.

	Mr. Prabhakar returned to India in 1999 and started his practice as the Chennai partner of M/s. Rajagopal & Badri Narayanan, a Bangalore based CA firm and was specializing in insurance related assignments both in audit and consultancy domains. Mr. Prabhakar was actively involved as a Co-opted member of ICAI's committees on Insurance for several years and significantly contributed to designing course curriculum of the post qualification diploma course on Insurance & Risk Management of ICAI as well as in the preparation of Technical Guides for IRMS Audit and Investments Concurrent Audit of insurance companies – which were the joint initiatives of ICAI and IRDAI. Mr. Prabhakar served as a member of the Standing Committee of Accounting Issues and in the IFRS Implementation Committee of IRDAI. Mr. Prabhakar specializes in statutory, concurrent, risk management and cyber security audits of insurance companies. Mr. Prabhakar was also the President of Society of Auditors, the oldest body of accounting professionals in the nation based out of Chennai for a term of three years and was facilitated by Hon'ble Union Minister of Finance for his contributions to the body.
Date of Appointment on Board	Appointed as Additional Director with effect from June 29, 2024.
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	6/6
Terms & condition of appointment/ re-appointment	Till the Annual General Meeting of the Company to be held in the calendar year 2027 or the last date on which AGM should have been held in the year 2027 whichever is earlier.
Details of remuneration sought to be paid	There is no remuneration paid to him except sitting fees for attending Board and Committee meeting as approved by the Board. Details are part of the Annual report.
Remuneration last drawn	Sitting fees as approved by the Board. Details are part of the Annual report.
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL

	Regularization
Name of Director	Mr. Venkatraman Venkateswaran
DIN	09227554
Date of Birth (Age)	17/04/1966
Qualifications	Chartered Accountant with graduate degrees in Economics and Law and an alumnus of the Indian Institute of Management, Ahmedabad.
Experience	Mr. Venkateswaran was appointed as Group President & Chief Financial Officer of Federal Bank with effect from April 2021. A thought leader in Finance, Operations and Risk with 35 years of professional expertise in manufacturing and of which last 23 years has been in Banking. Mr. Venkateswaran currently leads the Financial Reporting & Taxation, Operations, IT, Investor Relations, Corporate Planning, Loan Collection & Recovery, CSR and Credit administration departments of Federal Bank. Mr. Venkateswaran has over the course of his career, gained vast experience working with global banks like HSBC and SCB in Business Finance, Financial Reporting & Operations, Financial Crime Compliance, Technology & Operations Finance, and support functions in various capacities across multiple geographies. Mr. Venkateswaran has also held senior positions responsible for financial management, reporting and financial control in large corporations like Indian Rayon & Industries (Aditya Birla Group), the Singapore based Kewalram Chanrai Group and worked as CFO with Invensys India Pvt Ltd.
Date of Appointment on Board	Appointed as an Additional Director (Non-Executive) with effect from February 06, 2025.
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	3/3
Terms & condition of appointment/ re-appointment	Liable to retire by rotation.
Details of remuneration sought to be paid	There is no remuneration paid to him except sitting fees for attending Board and Committee meeting as approved by the Board. Details are part of the Annual report.
Remuneration last drawn	Sitting fees as approved by the Board. Details are part of the Annual report.

Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL
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	Regularization
Name of Director	Virat Sunil Diwanji
DIN	07021146
Date of Birth (Age)	17/07/1963
Qualifications	Master's in business administration & bachelor's in mechanical engineering. Mr. Diwanji has further honed his leadership capabilities through executive programs at Harvard Business School, IIM Ahmedabad, ISB, and Columbia Business School, with an emphasis on global enterprise management, customer-centric strategies, and digital transformation.
Experience	Mr. Virat Diwanji brings with him over three decades of extensive experience in retail banking. With a proven track record in building and scaling both liability and asset businesses, Mr. Diwanji has played a key role in driving digital transformation and creating long-term value for stakeholders. Mr. Diwanji currently serves as the National Head of Consumer Banking and is a member of the Senior Management team at Federal Bank. Mr. Diwanji served at Kotak Mahindra Bank for two decades (2004–2024), holding key positions across retail assets and liabilities business, including Group President and Head of Consumer Bank. Mr. Diwanji has also played a significant governance role at Kotak Group. He was a member of the Group Management Council, guiding group-wide strategic direction, and served as a Non-Executive Director at Kotak General Insurance. Additionally, Mr. Diwanji contributed to managing operational risk (retail) and cost structures through ALCO and risk management committee at Kotak Bank. Prior to moving to Kotak bank, Mr. Diwanji served as Managing Director at Ford Credit Kotak Mahindra, leading vehicle and dealer financing operations. Mr. Diwanji began his career as a Management Consultant with A.F. Ferguson & Co.

	A forward-thinking, tech-savvy leader, Mr. Diwanji has led several analytics-driven projects to enhance customer engagement and cross-sell strategies. Mr. Diwanji is also widely respected for mentoring high-performing teams, many of whom have gone on to lead in the financial services sector.
Date of Appointment on Board	Appointed as an Additional Director (Non-Executive Director) with effect from May 24, 2025
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	NA
Terms & condition of appointment/ re-appointment	Liable to retire by rotation.
Details of remuneration sought to be paid	There is no remuneration paid to him except sitting fees for attending Board and Committee meetings as approved by the Board.
Remuneration last drawn	Sitting fees as approved by the Board.
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL

	Appointment
Name of Director	Priya Krishnamoorthy
DIN	05113102
Date of Birth (Age)	27/01/1977
Qualifications	Ms. Priya Krishnamoorthy holds an MBA in Marketing and HR, a BSc in Physics from Delhi University, and a Diploma in Data Analytics from the prestigious IIM Kozhikode. She is also CELTA-certified, reflecting her strong passion for education, training, and curriculum design.

Experience	Ms. Priya Krishnamoorthy is a seasoned insurance professional with over 20 years of diverse experience across Southeast Asia, India, and the Middle East and Africa. Her expertise spans the full spectrum of life insurance operations, including product strategy, operations management, risk management, systems assessment, cybersecurity fundamentals, and life insurance system implementation. Throughout her career, she has held leadership positions at reputed organizations such as Guy Carpenter, Lloyd's of London, DXC Technology, and HDFC Life. In these roles, she led operations, implemented large-scale systems, and drove strategic initiatives focused on growth and efficiency. Currently, she serves as the Founder and Senior Consultant at LA-AEONIA Project Management Services – FZCO, where she advises organizations on business transformation, operations, and capacity building. Her approach emphasizes alignment with organizational vision, knowledge sharing, and sustainable development. With her commitment to operational excellence and a deep interest in mentoring and knowledge sharing, Priya continues to collaborate with progressive organizations to drive strategic growth, build resilient teams, and deliver sustainable value in global markets.
Date of Appointment on Board	Appointment is subject to approval of shareholders in the Annual General Meeting and it will be effective from the date of the AGM.
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	Not applicable
Terms & condition of appointment/re-appointment	Till the Annual General Meeting of the Company be held in the year 2028 or the last date on which the Annual General Meeting should have been held in the year 2028, whichever is earlier.
Details of remuneration sought to be paid	There is no remuneration payable to her except sitting fees for attending Board and Committee meeting as approved by the Board.
Remuneration last drawn	Sitting fees as approved by the Board.

Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL
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	Regularization
Name of Director	Mr. Jude Pijush Gomes
DIN	10733324
Date of Birth (Age)	23/09/1966
Qualifications	Mr. Jude holds an MDBA degree in Marketing from Symbiosis Institute of Management Studies, Pune, and is a Certified Associate of the Indian Institute of Bankers (CAIIB-I)-IIB, Mumbai. He has also completed the Management Development Programme on Leadership Excellence from IIM Calcutta.
Experience	Mr. Jude Gomes is a distinguished luminary in the financial services landscape, with a stellar career spanning over 30 years across the insurance and banking sectors in India and beyond. A seasoned leader of rare insight and foresight, he has held several transformative roles that have left a lasting impact on the organizations he has led and the industry at large. With a rich tapestry of global experience, Mr. Gomes has helmed strategic leadership positions including CEO of Manulife China Bank in the Philippines and CEO of Union Assurance PLC in Sri Lanka. His international journey also includes instrumental tenures as Chief Partnership Distribution Officer at Manulife Vietnam and as a driving force in the Asia-Pacific business development team at HSBC's headquarters in Hong Kong. Mr. Gomes was part of the pioneering founding teams that reshaped the Indian insurance narrative—helping launch HDFC Standard Life, India's first privatized life insurer, and HSBC Canara OBC Life Insurance. More recently, he served with distinction as Regional Director, Business Development – India at Ageas Asia, before assuming the mantle of MD & CEO at Ageas Federal Life Insurance. A visionary with an unshakable belief in purpose-driven growth, Mr. Gomes champions customer-centricity, sustainable practices, and risk-intelligent strategies. Under his stewardship, organizations have not only achieved financial success but have evolved into agile, digitally empowered entities ready to lead the future.

	Known across the industry as a “leader of the people,” Mr. Gomes has an innate ability to connect with individuals at every level of the organization. His leadership style is marked by empathy, authenticity, and an unwavering dedication to nurturing talent. He is often seen walking the floor, listening intently, and gathering invaluable ground-level insights that inform his strategic direction. His legacy is one of bold transformation—leading disruptive innovation in distribution models, digital ecosystems, data-driven decision-making, and marketing excellence. Equally adept at entering new markets and scaling existing operations, Mr. Gomes is a master strategist with a heart firmly rooted in values. Passionate about mentoring the next generation of leaders, he is committed to fostering high-performance cultures built on collaboration, purpose, and trust. As he guides Ageas Federal Life Insurance into its next chapter, his enduring mission remains clear: to build an organization that not only leads the market but uplifts every life it touches.
Date of Appointment on Board	Appointed as Managing Director & Chief Executive Officer with effect from October 01, 2024.
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	4/4
Terms & condition of appointment/ re-appointment	for a period of three consecutive years upto September 30, 2027
Details of remuneration sought to be paid	Remuneration as approved by the Board & IRDAI from time to time. Details are disclosed in the Annual Report.
Remuneration last drawn	Remuneration as approved by the Board & IRDAI from time to time. Details are disclosed in the Annual Report.
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL

Annexure A

The details of the directorship and membership in other entities including Membership/Chairman ship of Committees held in other Companies of the Directors seeking appointment/re-appointment/Regularisation at the 18th Annual General Meeting are as follows:-

Name of the Director	Name of the Company	Director/ Chairman/Member	Membership/Chairmanship of Committees
Mr. Filip A.L. Coremans	Etiga Insurance Pte Ltd (Singapore)	Director	• Investment Committee – Chairman • Risk Management Committee – Member
	Muang Thai Life Assurances PCL	Director	Corporate Governance Committee – Member
	Muang Thai Holdings Co Ltd	Director	N.A.
	Taiping Life Insurance Company Limited	Supervisor	Supervisory committee of the board – Supervisor
Mr. Sridar Swamy	Aasan Software Private Limited	Director	N.A.
	Cybernoid Healthcare Private Limited	Director & Shareholder	N.A.
	Atsuya Technologies Pvt Limited	Director & Shareholder	N.A.
	Nuthouse Productions LLP	Partner & Shareholder	N.A.
	AKP Foundries Pvt Limited	Shareholder	N.A.
	Duraent Biologicals Pvt Ltd	Shareholder	N.A.
Mr. Venkatraman Venkateswaran	Federal Operations and Services Limited	Director	N.A.
Mr. P S Prabhakar	Rajagopal & Badri Narayanan, Chartered Accountants	Partner	N.A.
Mr. Virat Sunil Diwanji	Zaggle Prepaid Ocean Services Limited	Independent Director	Nomination & Remuneration Committee – Member



	Tyger Capital Private Limited	Independent Director	• Risk Management Committee – Chairman • Nomination & Remuneration Committee – Member • CSR Committee – Member • Strategy and Jey Initiatives Committee - Member
Ms. Priya Krishnamoorthy	LA-AEONIA Project Management Services	Founder & CEO	N.A.
Mr. Jude Pijush Gomes	N.A.	N.A.	N.A.
