AGEAS FEDERAL LIFE INSURANCE COMPANY LIMITED
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 19th ANNUAL GENERAL MEETING

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting ("AGM"/"Meeting") of Ageas Federal Life Insurance Company Limited (hereinafter referred to as the "Company") will be held on September 24, 2026, Thursday at 03:30 PM (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(ES):

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended on March 31, 2026, 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 re-appoint Mr. Venkatraman Venkateswaran (DIN: 09227554), who retires by rotation as per the provisions of Section 152 of the Companies Act 2013, and, being eligible, has offered himself for re-appointment.

3. To appoint M/s CNK & Associates LLP, Chartered Accountants (Firm Registration Number: 101961W/W-10036) as Joint Statutory Auditors of the Company and to authorize the Board of Directors or the Audit Committee thereof, to decide the terms of Appointment and Remuneration payable to them along with allocation of work in consultation with the auditors and in this regard to consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and the Insurance Regulatory and Development Authority of India

(Corporate Governance for Insurers) Regulations, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024, as applicable, including any amendments, modifications, variations, or re-enactments thereof and such other provisions, if any, and further on the recommendation of the Audit Committee and approval of the Board of Directors ("Board"), M/s. CNK and Associates LLP, Chartered Accountants, ICAI Registration No. 101961W/W-10036 be and is hereby appointed as Joint Statutory Auditors of the Company from the conclusion of the Nineteenth Annual General Meeting until the conclusion of the Twenty Third Annual General Meeting of the Company.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized and delegated with the powers to decide and finalize the terms and conditions of the appointment, including remuneration payable to the Joint Statutory Auditors of the Company during their tenure along with allocation of work as recommended by Audit Committee in consultation with the Joint Statutory Auditors."

SPECIAL BUSINESS:

4. **Approval for appointment of Mr. Johannes Albertus Marinus Loozekoot as a Non-Executive Director of the Company.**

To consider appointment of Mr. Johannes Albertus Marinus Loozekoot 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 and the Board of Directors of the Company, Mr. Johannes Albertus Marinus Loozekoot (Director Identification Number: 11075787), who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company w.e.f. January 29, 2026 and who holds office up to the date of the ensuing Annual General Meeting of the Company to be held in the year 2026, 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. Johannes Albertus Marinus Loozekoot 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), Managing Director & CEO 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. Glenn John Williams as a Non-Executive Director of the Company.**

To consider appointment of Mr. Glenn John Williams 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 and the Board of Directors of the Company, Mr. Glenn John Williams (Director Identification Number: 03081690), who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company w.e.f. July 05, 2026 and who holds office up to the date of the ensuing Annual General Meeting of the Company to be held in the year 2026, 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. Glenn John Williams 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. Phani Shankar as an Independent Director of the Company.**

To consider appointment of Mr. Phani Shankar 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 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, Mr. Phani Shankar (Director Identification Number: 09663183) who was recommended by Nomination and Remuneration Committee and Board of Directors of the Company in their meeting(s) held on July 31, 2026 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 Mr. Phani Shankar as Director of the Company, who has submitted a consent and 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 from the conclusion of this Annual General Meeting until the conclusion of 24th Annual General Meeting of the Company to be held in the year 2031 or the last date on which the Annual General Meeting should have been held in the year 2031 or September 23, 2031, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee), Managing Director & CEO 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 Mr. Suvobroto Sarkar as an Independent Director of the Company.**

To consider appointment of Mr. Suvobroto Sarkar 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 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, Mr. Suvobroto Sarkar (Director Identification Number: 11915967) who was recommended by Nomination and Remuneration Committee by its circular resolution dated August 31, 2026 and Board of Directors of the Company by its circular resolution dated September 1, 2026 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 Mr. Suvobroto Sarkar as Director of the Company, who has submitted a consent and 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 from the conclusion of this Annual General Meeting until the conclusion of 23rd Annual General Meeting of the Company to be held in the year 2030 or the last date on which the Annual General Meeting should have been held in the year 2030, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee), Managing Director & CEO 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."

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 22, 2025 (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 2025-26 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. Item No. 2 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. Venkatraman Venkateswaran is enclosed to the Notice.

7. 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.

8. 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.

9. 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.

10. **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 .

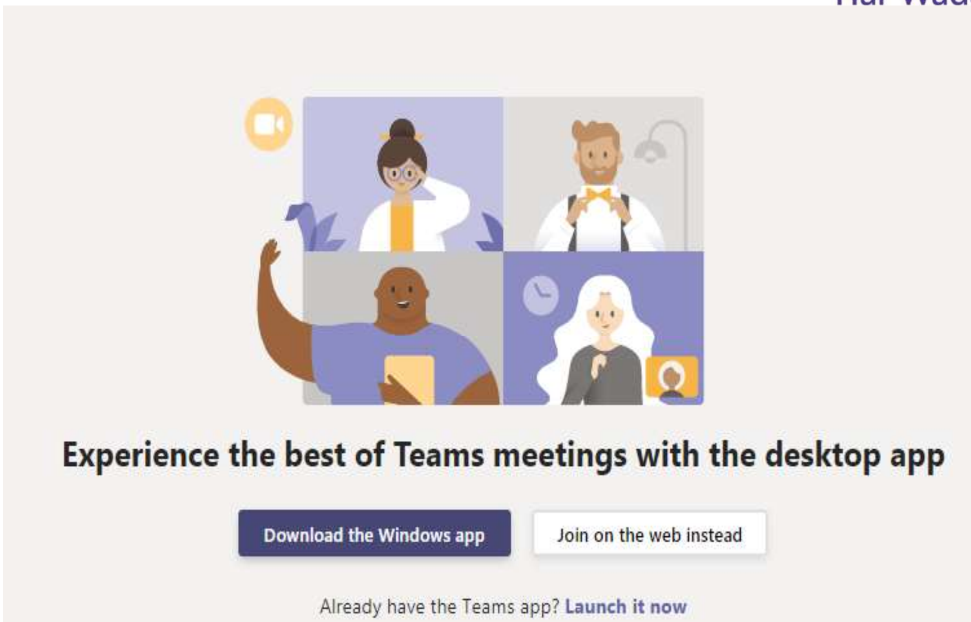
    Members will be provided with Microsoft Teams meeting invite on their registered email addresses, such meeting invite will be containing steps to join meeting along with login details. Login details are not included in this notice for security reasons.

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.

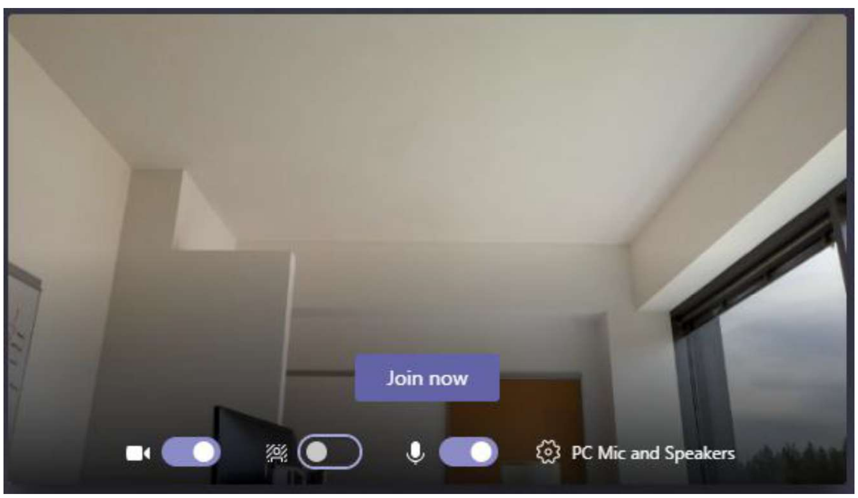
Join Microsoft Teams Meeting

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



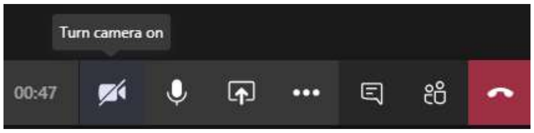
<u>Note:</u> **For better Audio/Video performance, it is recommended to use the application instead of web browser for video meeting. You can download the application in advance before meeting starts.**

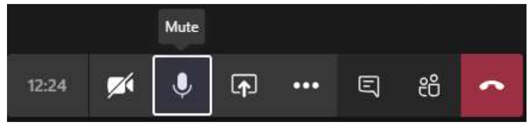
At the time of joining the meeting, it will ask you to enable the video and audio at your end. You need to enable both setting. Will also find option for changing background option.



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. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 19th 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.

e. Members, who would like to ask questions during the 19th AGM with regard to the financial statements or any other matter to be placed at the 19th 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 19th AGM. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 19th AGM, depending upon the availability of time.

f. Members who need technical assistance before or during the AGM, can contact on Corporate.Relations@ageasfederal.com and/or vijay.gangrade@ageasfederal.com.

g. 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.

h. 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.

i. 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.

11. Any Query relating to Accounts must be sent to the Company's Registered Office at least seven days before the date of Meeting.

12. The Annual Report for the 2025-26 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.

13. 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 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.

14. 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.

15. **THE COMPANY'S REGISTRAR & TRANSFER AGENT FOR ITS SHARE REGISTRY (ELECTRONIC) IS** MUFG INTIME INDIA PRIVATE LIMITED (FORMERLY 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**.**

16. 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.

17. 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.

18. 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.

19. 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.

20. 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

Vijay Gangrade
Company Secretary
F4666

Registered Office:
Ageas Federal Life Insurance Company Limited,
22nd Floor, "A" Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel – East,
Mumbai – 400013 India
September 02, 2026
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 as mentioned under item nos. 4 to 7 of this Notice. Explanation to ordinary business set out under Item No.3 is provided on a voluntary basis.

Item No. 3

One of the Joint Statutory Auditors of the Company M/s. KKC & Associate LLP, Chartered Accountants, ICAI Registration No. 105146W were appointed by Shareholders from the conclusion of the Fifteenth Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting (AGM) of the Company. Accordingly, M/s. KKC & Associate LLP, Chartered Accountants, will complete their tenure at the conclusion of this Annual General Meeting.

As per the IRDAI Master Circular on Corporate Governance for Insurers, 2024, each insurer shall have a minimum of two auditors as joint auditors.

Accordingly, pursuant to Section 139, 142 of the Act, the Companies (Audit and Auditors) Rules, 2014, Master Circular on Corporate Governance for Insurers, 2024 and based on a review of the profile, also shared hereinbelow, including size, experience and area of specialization, the proposal for appointment of new Auditors in place of retiring Auditors was placed before the Audit Committee and Board in their meeting held on April 23, 2026 and April 24, 2026, respectively. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment of M/s CNK & Associates LLP, Chartered Accountants, and recommended the members for their approval. The proposed terms of appointment are as under:

i. Appointment of M/s CNK & Associates LLP, Chartered Accountants bearing (Firm Registration Number: 101961W/W-10036) as one of the Joint Statutory Auditors for a period of four (4) consecutive years to hold office from the conclusion of 19th AGM until the conclusion of 23rd AGM of the Company.
ii. Remuneration payable to M/s CNK & Associates LLP, shall be determined by the Board of Directors of the Company on the recommendation of the Audit Committee in consultation with the Auditors.

The new Auditors shall work with the existing joint Auditors M/s. Kirtane Pandit LLP, Chartered Accountants.

The Company has received the consent letter, eligibility certificates and other declarations, as required under Section 139 and Section 141 of the Act and other applicable regulations.

The Companies (Amendment), 2017 has omitted first proviso to section 139(1) that requires the matter relating to appointment of auditor be placed for ratification by the members in each AGM. The requirement related to annual ratification of appointment of auditors by members is omitted.

Members are requested to consider and approve the appointment of M/s CNK & Associates LLP, Chartered Accountants as a Joint Statutory Auditor, for a period of four (4) consecutive years to hold office from the conclusion of 19th AGM until the conclusion of 23rd AGM of the Company at the terms and conditions as set out in the resolution and explanatory statements.

The Directors recommend the Resolution set out in Item No. 3 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

None of the Directors of the Company, Key Managerial Personnel, or their relatives, are concerned or interested in the passing of this Resolution.

Item No. 4

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Johannes Albertus Marinus Loozekoot as an Additional (Non-Executive) Director of the Company w.e.f. January 29, 2026.

Mr. Johannes Albertus Marinus Loozekoot is a graduate of the University of Applied Sciences Utrecht, The Netherlands and completed various courses in Economics & Econometrics and Financial Management from the University of Amsterdam, The Netherlands. Mr. Loozekoot has been active in the Insurance industry for more than 30 years, across retail banking, Life and General Insurance companies in multiple functions and roles. Mr. Loozekoot has wide experience in various domains of Insurance Management within the Ageas Group. In 2007, Mr. Loozekoot moved to Asia and since then, he has held various senior management positions in the Hong Kong Regional Office as well as in joint ventures in the region including in Hong Kong, Philippines and in India.

In 2015, Mr. Loozekoot was appointed Chief Executive Officer and successfully set up East West Ageas Life Insurance which is a greenfield life insurance company in the Philippines. In 2019, Mr. Loozekoot was also elected by his peers as President of the Philippine Life Insurance Association. In 2024, Mr. Loozekoot took up the position of Regional Executive Director India and, in this role, he is responsible for managing the Indian businesses of Ageas Federal Life Insurance and Royal Sundaram General Insurance. Mr. Loozekoot is also a member of the Ageas Asia Management Committee.

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. Johannes Albertus Marinus Loozekoot as a Director of the Company has been received by the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Johannes Albertus Marinus Loozekoot 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. Johannes Albertus Marinus Loozekoot are appended in Annexure I.

In the opinion of the Board of Directors, Mr. Johannes Albertus Marinus Loozekoot fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder. The Directors recommend the Resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Glenn John Williams as an Additional (Non-executive) Director of the Company w.e.f. July 05, 2026.

Mr. Glenn John Williams is the Chief Executive Officer- Asia at Ageas and brings over 30 years of experience in the global life insurance and reinsurance industry, including more than 25 years in leadership roles across Asia.

Mr. Williams has held a range of senior leadership positions across strategy, finance, risk management, operations, and business transformation. Prior to his current role, Mr. Williams served as Chief Operating Officer – Asia and Chief Financial Officer – Asia at Ageas. Mr. Williams also led EastWest Ageas Insurance in the Philippines as President and Chief Executive Officer, where he drove strategic transformation and business growth.

Before joining Ageas, Mr. Williams held several leadership positions with AXA, including Chief Executive Officer of AXA Life Singapore, Interim Chief Executive Officer of Bharti AXA Life Insurance in India, Chief Operations Officer of AXA Hong Kong, and Chief Financial Officer of Philippine AXA Life. Mr. Williams' extensive international experience provides valuable insights into governance, strategic planning, financial oversight, and sustainable business growth.

A Fellow of the Institute and Faculty of Actuaries (UK), Mr. Williams holds a Bachelor of Science (Honours) degree in Mathematics and Economics from Loughborough University, United Kingdom. Mr. Williams serves on the Boards of several Ageas joint ventures across Asia and contributes significant expertise in strategy, financial stewardship, and long-term value creation.

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. Glenn John Williams as a Director of the Company has been received by the Company.

No director, Key Managerial Personnel or their relatives, except Mr. Glenn John Williams 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. Glenn John Williams are appended in Annexure I.

In the opinion of the Board of Directors, Mr. Glenn John Williams 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.

Item No. 6

The Nomination & Remuneration Committee and Board of Directors, in its meeting held on July 31, 2026, had recommended the members for appointment of Mr. Phani Shankar as an Independent Director of the Company.

Mr. Phani Shankar is a Financial Services expert with 3 decades of experience across Credit, Commercial Banking and Markets.

Mr. Shankar was the Chief Credit Officer of Kotak Mahindra Bank till July 2025, Chairman of the Credit Committee, member of ALCO, member of the Bank Operating Committee, Senior Management Personnel and part of Kotak Leadership Team. Mr. Shankar was also on the Boards of Kotak Mahindra Investments Ltd. and Kotak Infrastructure Development Fund Ltd.

Mr. Shankar took over as Head of Credit and Chairman of the Credit Committee in 2022, carrying forward Kotak's strong underwriting legacy through a period of significant transition. Mr. Shankar played an active role in shaping firm-level strategy, aligning credit, business, and the broader organization to ensure effective delivery.

Mr. Shankar oversaw underwriting across businesses, including large corporates (with portfolios comprising stressed assets, structured finance, infrastructure, and real estate), SMEs, commercial vehicles, mortgages, and individual lending. Mr. Shankar also strengthened monitoring and initiated remedial actions wherever required, much of it enabled through some of the industry's best technology and data platforms.

Mr. Shankar led a team of over 2,500 people and built a credit organization anchored in strong domain expertise, robust processes, and the highest underwriting standards in the industry.

Prior to this, Mr. Shankar was Co-Head of Treasury for Kotak. Mr. Shankar joined the markets team of Kotak after the merger of ING Vysya Bank with Kotak, where he was Head of Financial Markets. Mr. Shankar worked with Standard Chartered Bank and IDBI Bank in Financial Markets before joining ING Vysya Bank.

As part of Mr. Shankar's Financial Markets career spanning over 26 years, he handled various areas of markets including ALM, Trading and Sales. Mr. Shankar built and scaled businesses across diverse businesses across FX, Fixed Income, Derivatives and Equities. Mr. Shankar built large client franchises, redefining industry standards on client offerings and engagements. He was also at the forefront of product and market developments and built consistently profitable books across asset classes.

Mr. Shankar currently serves as an independent director on the Boards of AU Small Finance Bank and APAC Financial Services Ltd., is an independent member of the Investment Committee of Godrej Capital's Private Credit Funds, and is a Director in Vishya Learning Solutions Private Ltd.

Mr. Shankar is an engineer from NIT Allahabad and did his PG Diploma in Business Management from IIM Ahmedabad.

Mr. Phani Shankar 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 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. Phani Shankar as a Director of the Company has been received by the Company.

No director, Key Managerial Personnel, or their relatives, except Mr. Phani Shankar 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 the details of Mr. Phani Shankar are appended in Annexure I.

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.

Item No. 7

The Nomination & Remuneration Committee and Board of Directors, via circular resolution dated August 31, 2026 & September 01, 2026, respectively, had recommended the members for appointment of Mr. Suvobroto Sarkar as an Independent Director of the Company.

Mr. Suvobroto Sarkar is the Founder and Chief Executive Officer of 3D Advisory and brings nearly four decades of banking experience across Asia and the Middle East, with deep expertise in retail banking, wealth management, digital transformation and business strategy.

Prior to establishing 3D Advisory, Mr. Sarkar served as Senior Executive Vice President and Group Head – Retail Banking and Wealth Management at Emirates NBD until 2023. During Mr. Sarkar's tenure, he led the growth and digital transformation of the bank's retail banking and wealth management businesses across multiple markets. Mr. Sarkar also played an important role in launching Liv., a digital lifestyle banking platform in the Middle East.

Earlier in his career, Mr. Sarkar worked with three multinational banks - Standard Chartered Bank, ANZ Grindlays and Citibank - and two regional banks - the National Bank of Dubai and the National Bank of Abu Dhabi. Mr. Sarkar has launched and managed businesses across the UAE, Bahrain, Saudi Arabia, Egypt, the UK, Singapore, India and Indonesia. His extensive international experience provides valuable insights into customer strategy, digital innovation, governance and sustainable business growth.

Mr. Sarkar has served as a Non-Executive Director on the Boards of Emirates NBD Egypt, Network International and Tanfeeth. Mr. Sarkar has also served as Chairman of Emirates NBD Asset Management, Emirates Money and ENBD Securities. Mr. Sarkar currently serves as a Senior Advisor to McKinsey & Company, Executive Advisor to Mastercard, Vice Chairman of Wealthbrix Capital Partners and an Independent Non-Executive Board Member of e& money.

Mr. Sarkar holds a B.Tech. degree from the Indian Institute of Technology (Indian School of Mines), Dhanbad, and a Postgraduate Diploma in Management from the Indian Institute of Management Calcutta. Mr. Sarkar has also completed leadership programmes at Stanford Graduate School of Business, INSEAD and Saïd Business School, University of Oxford.

Mr. Sarkar hosts a popular fortnightly podcast called "Money Majlis", which is among the top 3 business podcasts from UAE.

Mr. Sarkar 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”). Inthe opinion of the Board, he 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 Mr. Suvobroto Sarkar as a Director of the Company has been received by the Company.

No director, Key Managerial Personnel, or their relatives, except Mr. Suvobroto Sarkar 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 the details of Mr. Suvobroto Sarkar are appended in Annexure I.

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.

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.
September 02, 2026

Email Id: vijay.gangrade@ageasfederal.com
T: (+91) 022 – 23029200

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Details of Directors seeking appointment/re-appointment at the
19th Annual General Meeting

Particulars	**Re-appointment due to rotation**
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 Additional Director with effect from November 28, 2024. • Appointment approved by shareholders in 18th AGM held on August 28, 2025.
Shareholding in the Company	Nil

Number of Board Meeting attended during the year	7/7
Terms & condition of appointment/ re-appointment	Liable to Retire by rotation
Details of remuneration sought to be paid	There is no remuneration paid to Mr. Venkatraman Venkateswaran except sitting fees for attending Board and Committee meetings 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. Johannes Albertus Marinus Loozekoot
DIN	11075787
Date of Birth (Age)	26/11/1968
Qualifications	Graduated from the University of Applied Sciences Utrecht, The Netherlands. Pursued studies in Financial Management at the Faculty of Economics & Econometrics, University of Amsterdam, The Netherlands, with a specialization in External Reporting and Management Information. He also completed the Professional Director's Program conducted by the Institute of Corporate Directors, Philippines.
Experience	Mr. Johannes Albertus Marinus Loozekoot has been active in the Insurance industry for more than 30 years, across retail banking, Life and General Insurance companies in multiple functions and roles. Mr. Loozekoot has wide experience in various domains of Insurance Management within the Ageas Group. In 2007, Mr. Loozekoot moved to Asia and since then, he has held various senior management positions in the Hong Kong Regional Office as well as in joint ventures in the region including in Hong Kong, Philippines and in India. In 2015, Mr. Loozekoot was

	appointed Chief Executive Officer and successfully set up East West Ageas Life Insurance which is a greenfield life insurance company in the Philippines. In 2019, Mr. Loozekoot was also elected by his peers as President of the Philippine Life Insurance Association. In 2024, Mr. Loozekoot took up the position of Regional Executive Director India and, in this role, he is responsible for managing the Indian businesses of Ageas Federal Life Insurance and Royal Sundaram General Insurance. Mr. Loozekoot is also a member of the Ageas Asia Management Committee. As non-executive director, Mr. Loozekoot serves today on the boards of Ageas Federal Life Insurance Co Ltd and Royal Sundaram General Insurance Co Ltd (India).
Date of Appointment on Board	Appointed as Additional Director with effect from January 29, 2026.
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	1/1
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

	Regularization
Name of Director	Mr. Glenn John Williams
DIN	03081690
Date of Birth (Age)	05/09/1969
Qualifications	Fellow of Institute and Faculty of Actuaries from Institute of Actuaries and also holds a degree in BSc (Hons) in Math and Economics from Loughborough Uni, UK.
Experience	Mr. Glenn John Williams has been working in the life insurance and reinsurance industry for 30 years, with the last 25 years based in Asia leading many business transformations. His experience is well balanced with a range of CXO roles over the last 20 years, including ten years in CEO roles in the Philippines, Singapore, Hong Kong and India. Mr. Williams has also worked in local offices, regional centres and global head offices across countries and regions. There was a two-year 'detour' to the property industry starting in 2016 when he took the role of Group CEO of IP Global.
Date of Appointment on Board	Appointed as an Additional Director (Non-Executive) with effect from July 05, 2026.
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	NA
Remuneration last drawn	NA

Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL

	Appointment
Name of Director	Mr. Phani Shankar
DIN	09663183
Date of Birth (Age)	17/01/1971
Qualifications	Engineer from NIT Allahabad and did his PG Diploma in Business Management from IIM Ahmedabad.
Experience	Mr. Phani Shankar was the Chief Credit Officer of Kotak Mahindra Bank till July 2025, Chairman of the Credit Committee, member of ALCO, member of the Bank Operating Committee, Senior Management Personnel and part of Kotak Leadership Team. Mr. Shankar was also on the Boards of Kotak Mahindra Investments Ltd. and Kotak Infrastructure Development Fund Ltd. Mr. Shankar took over as Head of Credit and Chairman of the Credit Committee in 2022, carrying forward Kotak's strong underwriting legacy through a period of significant transition. Mr. Shankar played an active role in shaping firm-level strategy, aligning credit, business, and the broader organization to ensure effective delivery. Prior to this, Mr. Shankar was Co-Head of Treasury for Kotak. Mr. Shankar joined the markets team of Kotak after the merger of ING Vysya Bank with Kotak, where he was Head of Financial Markets. Mr. Shankar worked with Standard Chartered Bank and IDBI Bank in Financial Markets before joining ING Vysya Bank.
Date of Appointment on Board	Appointment is subject to approval of shareholders in 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 to be held in the year 2031 or the last date on which Annual General Meeting should have been held in the year 2031 or September 23rd, 2031, whichever is earlier.
Details of remuneration sought to be paid	There is no remuneration payable to him 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

	Appointment
Name of Director	Mr. Suvobroto Sarkar
DIN	11915967
Date of Birth (Age)	30/08/1961
Qualifications	B.Tech. degree from the Indian Institute of Technology (Indian School of Mines), Dhanbad, and a Postgraduate Diploma in Management from the Indian Institute of Management Calcutta. He has also completed leadership programmes at Stanford Graduate School of Business, INSEAD and Saïd Business School, University of Oxford.
Experience	Prior to establishing 3D Advisory, Mr. Suvobroto Sarkar served as Senior Executive Vice President and Group Head – Retail Banking and Wealth Management at Emirates NBD until 2023. During his tenure, Mr. Sarkar led the growth and digital transformation of the bank's retail banking and wealth management businesses across multiple markets. Mr. Sarkar also played an important role in launching Liv., a digital lifestyle banking platform in the Middle East. Earlier in his career, Mr. Sarkar worked with three multinational banks - Standard Chartered Bank, ANZ Grindlays and Citibank - and two regional banks - the National Bank of Dubai and the National Bank of Abu Dhabi. Mr. Sarkar has launched and managed businesses across the UAE, Bahrain, Saudi Arabia, Egypt, the UK, Singapore, India and

	Indonesia. Mr. Sarkar's extensive international experience provides valuable insights into customer strategy, digital innovation, governance and sustainable business growth. Mr. Sarkar has served as a Non-Executive Director on the Boards of Emirates NBD Egypt, Network International and Tanfeeth. Mr. Sarkar has also served as Chairman of Emirates NBD Asset Management, Emirates Money and ENBD Securities. Mr. Sarkar currently serves as a Senior Advisor to McKinsey & Company, Executive Advisor to Mastercard, Vice Chairman of Wealthbrix Capital Partners and an Independent Non-Executive Board Member of e& money.
Date of Appointment on Board	Appointment is subject to approval of shareholders in 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 to be held in the year 2030 or the last date on which Annual General Meeting should have been held in the year 2030, whichever is earlier.
Details of remuneration sought to be paid	There is no remuneration payable to him 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

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 19th Annual General Meeting are as follows:-

Name of the Director	Name of the Company	Director/ Chairman/Member	Membership/Chairmanship of Committees
Mr. Venkatraman Venkateswaran	Federal Operations and Services Limited The Federal Bank Limited	Director Director	-
Mr. Johannes Albertus Marinus Loozekoot	Royal Sundaram General Insurance Co Ltd	Director	Audit Committee Nomination & Remuneration Committee Investment Committee
Mr. Glenn John Williams	Maybank Ageas Holdings Berhad Muang Thai Life Assurance Public Company Limited Ageas Asia Services Limited	Vice Chairman Director Director	Audit Committee Nomination & Remuneration Committee Audit Committee Nomination & Remuneration Committee Risk Management Committee -
Mr. Phani Shankar	AU Small Finance Bank Limited APAC Financial Services Private Limited	Independent Director Independent Director	Audit Committee Risk Management Committee Stakeholder Relationship Committee Management Committee IT Strategy & Information System Security Committee Review of Classification of Wilful Defaulters Committee Audit Committee Nomination & Remuneration Committee Risk Management Committee

	Vishya Learning Solutions Private Limited	Director	Wilful Defaulter Committee
Mr. Suvobroto Sarkar	NIL	NA	NA

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