



NOTICE IS HEREBY GIVEN THAT THE 13th (THIRTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON MONDAY, DECEMBER 28, 2020 AT 1.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY, 'BOARD ROOM', 'HDFC HOUSE', 1ST FLOOR, 165-166, BACKBAY RECLAMATION, H.T. PAREKH MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, the Profit & Loss Account, Receipts and Payments Account and Revenue Accounts for the year ended on that date together with the report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Renu Sud Karnad (DIN: 00008064) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Deepak Parekh (DIN: 00009078) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To approve re-appointment of Mr. Ritesh Kumar (DIN: 02213019) as the Managing Director and Chief Executive Officer (CEO) of the Company and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 34A of the Insurance Act, 1938, Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) dated May 18, 2016, Guidelines on Remuneration of Non-Executive Directors and Managing Director/Chief Executive Officer/Whole-Time Directors of Insurers dated August 5, 2016 issued by IRDAI and other applicable provisions of the said Acts and Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Policy on Appointment of Directors and Members of Senior Management and other employees, Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management and other employees and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ritesh Kumar (DIN: 02213019) as the Managing Director and CEO of the Company for a period of five years with effect from June 10, 2020, upon the terms and conditions including remuneration as set out in the draft Agreement placed before this Meeting and duly initialed by the Chairman for the purpose of identification, which is hereby specifically approved and sanctioned with authority to

HDFC ERGO General Insurance Company Limited

CIN: U66030MH2007PLC177117. Registered & Corporate Office: HDFC House, 1st Floor, 165 - 166 Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai – 400 020.

Customer Service Address: D-301, 3rd floor, Eastern Business District (Magnet Mall), LBS Marg, Bhandup (West), Mumbai 400078

Tel.: +91 22- 66383600| Customer Service No.+9122-6234 6234/ 0120 6234 6234| care@hdfcergo.com | www.hdfcergo.com. IRDAI Reg No. 146.



the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits payable to Mr. Ritesh Kumar during his tenure), in such manner as may be agreed to between the Board and Mr. Ritesh Kumar; Provided that the remuneration payable to Mr. Ritesh Kumar shall be in accordance with and as specified in the said Agreement and shall be subject to the approval of the IRDAI pursuant to the provisions of Section 34A of the Insurance Act, 1938."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute such Agreement, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment and to delegate all or any of its powers herein conferred to any director(s) and/ or officer(s) of the Company, to give effect to this resolution."

5. To approve appointment of Mr. Anuj Tyagi (DIN: 07505313), as an Executive Director of the Company and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 34A of the Insurance Act, 1938, Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) dated May 18, 2016, Guidelines on Remuneration of Non-Executive Directors and Managing Director/Chief Executive Officer/Whole-Time Directors of Insurers dated August 5, 2016 issued by IRDAI, and other applicable provisions of the said Acts and Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Policy on Appointment of Directors and Members of Senior Management and other employees, Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management and other employees and Articles of Association of the Company and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Anuj Tyagi (DIN: 07505313) as a Whole-time Director (designated as 'Executive Director') of the Company for a period of 5 (five) years with effect from November 13, 2020, upon the terms and conditions including remuneration as set out in the draft agreement placed before this Meeting and duly initialed by the Chairman for the purpose of identification, which agreement is hereby specifically approved and sanctioned with authority to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits



payable to Mr. Anuj Tyagi during his tenure), in such manner as may be agreed to between the Board and Mr. Anuj Tyagi; Provided that the remuneration payable to Mr. Anuj Tyagi shall be in accordance with and as specified in the said Agreement and shall be subject to the approval of the IRDAI pursuant to the provisions of Section 34A of the Insurance Act, 1938.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Director(s) and/ or Officer(s) of the Company, to give effect to the aforesaid resolution.”

6. To approve appointment of Dr. Oliver Martin Willmes (DIN: 08876420) as a Non-Executive Director of the Company and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 178 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) in respect of the appointment of Directors and other applicable provisions of the said Act and other rules/ regulations as applicable, and in accordance with the Policy of the Company on Appointment of Directors and Members of Senior Management and Articles of Association of the Company, Dr. Oliver Martin Willmes (DIN: 08876420), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company w.e.f. October 12, 2020 and who holds office as such upto the date of this Annual General Meeting be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

7. To approve appointment of Dr. Clemens Matthias Muth (DIN: 07824451) as a Non-Executive Director of the Company and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 178 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) in respect of the appointment of Directors and other applicable provisions of the said Act and other rules/ regulations as applicable, and in



accordance with the Policy of the Company on Appointment of Directors and Members of Senior Management and Articles of Association of the Company, Dr. Clemens Matthias Muth (DIN: 07824451), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company w.e.f. October 12, 2020 and who holds office as such upto the date of this Annual General Meeting be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

Sd /-

**Dayananda V. Shetty
Company Secretary & Chief
Compliance Officer
FCS: 4638**

**Date: November 13, 2020
Place: Mumbai**



NOTES:

- (i) The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment /re-appointment at this Annual General Meeting (“AGM”) are annexed.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY STAMPED, COMPLETED AND SIGNED **NOT LESS THAN 48 (FORTY-EIGHT) HOURS** BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- (iii) A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (iv) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution under Section 113 of the Act, authorising their representative to attend and vote on their behalf at the Meeting.
- (v) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- (vi) In case of joint holders attending the Meeting, only the first named holder will be entitled to vote.
- (vii) All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during business hours from the date hereof up to the date of the Meeting.
- (viii) The Annual Report 2019-20 of the Company is available on the Company’s website at www.hdfcergo.com.
- (ix) Members desiring any information relating to the financial statements are requested to write to the Company at investor@hdfcergo.com at the earliest, so as to enable the Board of Directors to keep the information ready.
- (x) Members/Proxies are requested to bring their Attendance Slip, which is annexed to this Notice, complete in all respects and signed at the place provided thereat to attend the Meeting. The route map of the AGM venue is also annexed to this Notice.



ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 4

The tenure of Mr. Ritesh Kumar, as Managing Director and CEO of the Company was expiring on June 9, 2020.

The Board of Directors of the Company at its meeting held on May 8, 2020 pursuant to the recommendation of the Nomination and Remuneration Committee of Directors and subject to the approval of the Insurance Regulatory and Development Authority of India (IRDAI) and the Members, re-appointed Mr. Ritesh Kumar as the Managing Director and CEO of the Company for a period of five years w.e.f. June 10, 2020 and also approved the terms and conditions of his re-appointment including remuneration.

The main terms and conditions of re-appointment of Mr. Ritesh Kumar as the Managing Director and CEO of the Company as set out in the draft Agreement placed before the Meeting are as follows:

- i. The re-appointment of Mr. Ritesh Kumar as the Managing Director and CEO of the Company shall be for a period of five years w.e.f. June 10, 2020.
- ii. In terms of Section 203 of the Act, Mr. Ritesh Kumar shall be one of the Key Managerial Personnel of the Company.
- iii. The remuneration payable to Mr. Ritesh Kumar shall be in accordance with and as specified in the Agreement placed before the meeting and shall not exceed the overall limit as specified in Section 197 of the Act read with Schedule V thereof and shall be subject to the approval of the IRDAI pursuant to the provisions of Section 34A of the Insurance Act, 1938. Mr. Ritesh Kumar shall be entitled to annual increments, as may be approved by the Nomination and Remuneration Committee of Directors, subject to approval of IRDAI under Section 34A of the Insurance Act, 1938.
- iv. Within the said overall limit, the various components of remuneration viz. base salary, perquisites, commission and other benefits, etc., will be decided by the Board of Directors or the Nomination and Remuneration Committee of Directors from time to time.
- v. Mr. Ritesh Kumar shall also be entitled to stock options under Employees Stock Option Plan of the Company as may be approved by the Nomination and Remuneration Committee of Directors, from time to time.
- vi. In the absence or inadequacy of profits in any financial year, the remuneration specified in the said Agreement shall be paid to Mr. Ritesh Kumar as minimum remuneration.



The valuation of perquisites will be as per the Income Tax Rules, 1962, as amended, in cases where the same is otherwise not possible to be valued.

As per the declarations submitted, Mr. Kumar is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Kumar is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

The Board of Directors is of the view that Mr. Kumar is a person of integrity and possesses relevant expertise and experience for continuing as Managing Director & CEO of the Company.

The Board of Directors recommend the resolution as set out at Item No. 4 of the Notice for approval of the Members.

Mr. Ritesh Kumar and his relatives are deemed to be interested in the resolution set out at Item No. 4 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

Item No. 5

Mr. Anuj Tyagi was appointed as a Whole-Time Director (Designated as Executive Director) of the Company w.e.f. May 1, 2016 for a period of 5 years.

Pursuant to the Scheme of Amalgamation for merger of HDFC ERGO Health Insurance Limited (HEHI) with the Company, as an interim arrangement for a short tenure and effective from January 9, 2020, Mr. Anuj Tyagi was appointed as the Managing Director & CEO of HEHI and Non-Executive Director of the Company until merger of HEHI with the Company becomes effective.

The National Company Law Tribunal, Mumbai Bench at its final hearing held on September 29, 2020 approved the Scheme of Amalgamation for merger of HEHI with the Company and thereafter vide letter dated November 11, 2020, IRDAI gave its final approval for the said merger.

The Board of Directors of the Company at its meeting held on November 13, 2020 pursuant to the recommendation of the Nomination and Remuneration Committee of Directors and subject to the approval of the Insurance Regulatory and Development Authority of India (IRDAI) and the Members, appointed Mr. Anuj Tyagi as a Whole-time Director (Designated as 'Executive Director and Chief Business Officer') for a period of 5 (five) years w.e.f. November 13, 2020 and also approved the terms and conditions of his appointment including remuneration.



The main terms and conditions of appointment of Mr. Anuj Tyagi as a Whole-time Director (Designated as an 'Executive Director and Chief Business Officer') of the Company as set out in the draft Agreement placed before the Meeting are as follows:

- i. The appointment of Mr. Anuj Tyagi a Whole-time Director (Designated as an 'Executive Director and Chief Business Officer') of the Company shall be for a period of 5 (five) years w.e.f. November 13, 2020.
- ii. In terms of Section 203 of the Act, Mr. Anuj Tyagi shall be one of the Key Managerial Personnel of the Company.
- iii. The remuneration payable to Mr. Anuj Tyagi shall be in accordance with and as specified in the Agreement placed before the meeting and shall not exceed the overall limit as specified in Section 197 of the Act read with Schedule V thereof and shall be subject to the approval of the IRDAI pursuant to the provisions of Section 34A of the Insurance Act, 1938. Mr. Anuj Tyagi shall be entitled to annual increments, as may be approved by the Nomination and Remuneration Committee of Directors, subject to approval of IRDAI under Section 34A of the Insurance Act, 1938.
- iv. Within the said overall limit, the various components of remuneration viz. base salary, perquisites, commission and other benefits, etc., will be decided by the Board of Directors or the Nomination and Remuneration Committee of Directors from time to time.
- v. Mr. Anuj Tyagi shall also be entitled to stock options under Employees Stock Option Plan of the Company as may be approved by the Nomination and Remuneration Committee of Directors, from time to time.
- vi. In the absence or inadequacy of profits in any financial year, the remuneration specified in the said Agreement shall be paid to Mr. Anuj Tyagi as minimum remuneration

The valuation of perquisites will be as per the Income Tax Rules, 1962, as amended, in cases where the same is otherwise not possible to be valued.

As per the declarations submitted, Mr. Tyagi is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Tyagi is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

The Board of Directors is of the view that Mr. Tyagi is a person of integrity and possesses relevant expertise and experience for continuing as an Executive Director of the Company.

Mr. Tyagi has provided his consent for the said appointment.

The Board of Directors recommend the resolution as set out at Item No. 5 of the Notice for approval of the Members.



Mr. Tyagi and his relatives are deemed to be interested in the resolution set out at Item No. 5 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of this Notice.

Item No. 6 & 7

ERGO International AG has nominated Dr. Oliver Martin Willmes (DIN: 08876420) and Dr. Clemens Matthias Muth (DIN: 07824451) as their representative Directors on the Board of the Company in place of Mr. Alexander Ankel (DIN: 07798908) and Mr. Theodoros Kokkalas (DIN: 08093899), with effect from October 12, 2020.

The Board of Directors, pursuant to recommendation of the Nomination and Remuneration Committee and in terms of provisions of Section 161(1) of the Companies Act, 2013, ('the Act') and Articles of Association of the Company, approved the appointment of Dr. Oliver Martin Willmes and Dr. Clemens Matthias Muth, new nominees of ERGO International AG, as Additional Directors (designated as Non-Executive Directors) of the Company with effect from October 12, 2020.

In terms of the provisions of Section 161(1) of the Act, Dr. Willmes and Dr. Muth would hold office upto the date of this Annual General Meeting.

As per the declarations submitted, Dr. Willmes and Dr. Muth are not liable to any disqualification under the provisions of Section 164 of the Act. Further, Dr. Willmes and Dr. Muth are in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

The Board of Directors is of the view that Dr. Willmes and Dr. Muth are persons of integrity and possesses relevant expertise and experience to be appointed as Non-Executive Directors of the Company.

Dr. Willmes and Dr. Muth have provided their consent for the said appointments.

The Board of Directors recommend the resolutions as set out at Item No. 6 & 7 of the Notice for approval of the Members.

Dr. Willmes and Dr. Muth and their relatives are deemed to be interested in the resolutions set out at Item No. 6 & 7 of the Notice respectively.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 or 7 of this Notice.

ANNEXURE 1 TO ITEM NO. 2, 3, 4, 5, 6 & 7 OF THE NOTICE
A. Brief profile of Directors seeking re-appointment due to retirement by rotation at the 13th Annual General Meeting:
Item No. 2 & 3
1. Ms. RENU SUD KARNAD

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| Director Identification Number | 00008064 |
| Age | 68 |
| Qualification | <ul style="list-style-type: none"> • Master of Economics from the University of Delhi • Graduate in law from the University of Mumbai. • Parvin Fellow – Woodrow Wilson School of International Affairs, Princeton University, U.S.A. |
| Brief Profile/ / Experience | Ms. Karnad is the Managing Director of HDFC. She has been employed with HDFC since 1978 and was appointed as its Executive Director in 2000 and was re-designated as its Joint Managing Director in October 2007. She has been appointed as its Managing Director w.e.f. January 1, 2010. |
| No. of shares held | NIL |
| Terms and conditions of appointment/re-appointment | Ms. Karnad is a Non- Executive Director of the Company representing HDFC Limited and is liable to retire by rotation. |
| Remuneration last drawn | Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com |
| Remuneration sought to be paid | No remuneration other than sitting fees for attending meetings of the Board and its Committees within the prescribed limit. |
| No. of Board Meetings attended during FY 2019-20 | 5 |
| Original date of appointment | February 8, 2002 |
| Relationship with other Directors, Manager and Key Managerial Personnel | None |
| Directorships held in other companies in India | <ol style="list-style-type: none"> 1. ABB India Limited 2. HDFC Bank Limited 3. Glaxosmithkline Pharmaceuticals Limited 4. HDFC Asset Management Company Limited 5. Housing Development Finance Corporation Limited 6. HDFC Life Insurance Company Limited 7. H T Parekh Foundation |



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| | <p>9. Bangalore International Airport Limited 10. Unitech Limited</p> |
| <p>Membership/Chairmanship of committees in other companies in India</p> | <p>Audit Committee - Chairperson 1. Bangalore International Airport Limited</p> <p>Audit Committee - Member 1. ABB India Limited 2. HDFC Life Insurance Company Limited 3. H T Parekh Foundation 4. Glaxosmithkline Pharmaceuticals Limited</p> <p>Stakeholders Relationship Committee - Chairperson 1. HDFC Asset Management Company Limited 2. Glaxosmithkline Pharmaceuticals Limited</p> <p>Stakeholders Relationship Committee - Member 1. ABB India Limited 2. Unitech Ltd.</p> <p>Nomination and Remuneration Committee - Chairperson 1. Bangalore International Airport Limited</p> <p>Nomination and Remuneration Committee – Member 1. ABB India Limited 2. Unitech Ltd. 3. HDFC Life Insurance Company Limited 4. Glaxosmithkline Pharmaceuticals Limited</p> <p>Corporate Social Responsibility Committee – Chairperson 1. ABB India Limited</p> <p>Corporate Social Responsibility Committee – Member 1. Bangalore International Airport Limited 2. Housing Development Finance Corporation Limited</p> |



2. MR. DEEPAK S. PAREKH

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| Director Number | Identification | 00009078 |
| Age | | 76 |
| Qualification | | Fellow member of the Institute of Chartered Accountants (England & Wales) |
| Brief Profile/ Experience | | Mr. Parekh joined HDFC Limited in a senior management position in 1978. He was inducted as a Whole-time Director of HDFC Limited in 1985 and subsequently appointed as the Managing Director of HDFC Limited (designated as 'Chairman') in 1993. He retired as Managing Director on December 31, 2009. Mr. Parekh was appointed as a Non-Executive Director of HDFC Limited with effect from January 1, 2010. He is the Chairman of the Board of Directors of HDFC Limited and its certain group companies. He is also a director on the boards of prominent companies in India. |
| No. of shares held | | NIL |
| Terms and conditions of appointment/re-appointment | | Mr. Parekh is a Non-Executive Director of the Company representing HDFC Limited and is liable to retire by rotation. |
| Remuneration last drawn | | Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com |
| Remuneration sought to be paid | | No remuneration other than sitting fees for attending meetings of the Board and its Committees within the prescribed limit. |
| No. of Board Meetings attended during FY 2019-20 | | 5 |
| Original date of appointment | | February 14, 2002 |
| Relationship with other Directors, Manager and Key Managerial Personnel | | None |
| Directorships held in other companies in India | | <ol style="list-style-type: none"> 1. Housing Development Finance Corporation Limited. 2. Siemens Ltd. 3. HDFC Asset Management Company Ltd. 4. HDFC Life Insurance Company Ltd. 5. National Investment and Infrastructure Fund Ltd. 6. H T Parekh Foundation. 7. Breach Candy Hospital Trust. 8. Indian Institute for Human Settlements |
| Membership/Chairmanship | | Audit Committee- Chairman |



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| of committees in other companies in India | <p>1. The Indian Hotels Company Ltd.</p> <p>Audit Committee- Member 1. Siemens Ltd</p> <p>Nomination and Remuneration Committee – Member 1. HDFC AMC Ltd</p> <p>Stakeholders Relationships Committee- Member 1. HDFC Asset Management Company Ltd.</p> |
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B. Brief profile of Directors seeking appointment at the 13th Annual General Meeting:

Item Nos. 4, 5, 6 & 7

1. MR. RITESH KUMAR

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| Director Identification Number | 02213019 |
| Age | 51 years |
| Qualification | <ul style="list-style-type: none"> - Commerce graduate from Shriram College of Commerce, Delhi; - MBA degree from Faculty of Management Studies (FMS) |
| Brief Profile/ Experience | Mr. Ritesh Kumar has about 28 years of experience in the Financial Services Industry, of which the first 10 years were in Banking and the last about 18 years in Insurance. |
| No. of shares held | 10,02,000 |
| Terms and conditions of appointment/reappointment | Mr. Kumar is re-appointed as the Managing Director & CEO of the Company for a period of five years and is not liable to retire by rotation. |
| Remuneration last drawn | Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com |
| Remuneration sought to be paid | Please refer Form No. MGT-9 on website of the Company at ww.hdfcergo.com |
| No. of Board Meetings attended during FY 2019-20 | 6 |
| Original date of appointment | June 10, 2008 |
| Relationship with other Directors, Manager and | None |



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| Key Managerial Personnel | |
| Directorships held in other companies in India | None |
| Membership/Chairmanship of committees in other companies in India | None |

2. MR. ANUJ TYAGI

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| Director Identification Number | 07505313 |
| Age | 46 |
| Qualification | B.Sc (Chemistry) and Post Graduate Diploma in Business Management. |
| Brief Profile/ Experience | Mr. Anuj Tyagi has about 20 years of experience, of which 17 years is in Insurance sector. |
| No. of shares held | 5,06,000 |
| Terms and conditions of appointment/reappointment | Mr. Tyagi is proposed to be appointed as a Whole-time Director (Designated as 'Executive Director') for a period of 5 (five) years, with effect from November 13, 2020 and is not liable to retire by rotation. |
| Remuneration last drawn | Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com . |
| Remuneration sought to be paid | Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com . |
| No. of Board Meetings attended during 2019-20 | 5 |
| Original date of appointment | May 1, 2016 |
| Relationship with other Directors, Manager and Key Managerial Personnel | None |
| Directorships held in other companies in India | 1. CSC E-Governance Services India Limited. |
| Membership/Chairmanship of committees in other companies in India | None |



3. DR. OLIVER MARTIN WILLMES

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| DIN | 08876420 |
| Age | 47 years |
| Qualification | Doctorate in operational economics |
| Brief Profile/ Experience | Dr. Willmes has studied Business Administration at the University of Cologne. Dr. Willmes has done MBA from Eastern Illinois University, USA. Dr. Willmes is currently the Chairman of the Board of Management and Chief Operating Officer at ERGO International AG. |
| No. of shares held | NIL |
| Terms and conditions of appointment/re-appointment | Dr. Willmes is proposed to be appointed as a Non-Executive Director of the Company representing ERGO International AG and is liable to retire by rotation. |
| Remuneration last drawn | NIL |
| Remuneration sought to be paid | NIL |
| No. of Board Meetings attended during the financial year 2019-20 | None |
| Original date of appointment | October 12, 2020 |
| Relationship with other Directors, Manager and Key Managerial Personnel | None |
| Directorships held in other companies in India | None |
| Membership/Chairmanship of committees in other companies in India | None |

4. DR. CLEMENS MATTHIAS MUTH

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| DIN | 07824451 |
| Age | 50 years |
| Qualification | Economist/ Doctorate |
| Brief Profile/ Experience | Dr. Muth has studied Economics at the Universities of Mainz and Munich. Dr. Muth also has a Doctorate in Economics from Munich University. Dr. Muth is currently the Chairman of the Board of Management of DKV Deutsche Krankenversicherung AG. He is also a Member of the Board of Management of ERGO Group AG responsible for all lines of insurance. |
| No. of shares held | NIL |



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| Terms and conditions of appointment/re-appointment | Dr. Muth is proposed to be appointed as a Non- Executive Director of the Company representing ERGO International AG and is liable to retire by rotation. |
| Remuneration last drawn | NIL |
| Remuneration sought to be paid | NIL |
| No. of Board Meetings attended during the financial year 2019-20 | None |
| Original date of appointment | October 12, 2020 |
| Relationship with other Directors, Manager and Key Managerial Personnel | None |
| Directorships held in other companies in India | None |
| Membership/Chairmanship of committees in other companies in India | None |

Note 1: For the purpose of directorships held in other companies in India, only companies incorporated under the erstwhile Companies Act, 1956 and under the Companies Act, 2013 are considered as on March 31, 2020.

Note 2: For the purpose of considering the Memberships and Chairmanships of Committees in other companies in India only the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee and the Stakeholders Relationship Committee of public limited Companies have been considered.



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company: HDFC ERGO GENERAL INSURANCE COMPANY LIMITED

CIN: U66030MH2007PLC177117

Registered office: HDFC House, 1st Floor, 165 – 166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai – 400020

Name of the member(s):

Registered address:

Email id:

Folio No/ Client Id:

DP ID:

I/ We, being the member(s) holding shares of the above named company, hereby appoint:

(1)Name: Address: Email Id: Signature:or failing him/her

(2)Name: Address: Email Id: Signature:or failing him/her

(3)Name: Address: Email Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on the Monday, December 28, 2020 at 5.00 P.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 2 rows and 1 column. Row 1: Ordinary Business: 1. Adoption of Financial Statements for the year ended March 31, 2020 and Directors and Auditors Report thereon. Row 2: 2. To appoint a Director in place of Ms. Renu Sud Karnad (DIN: 00008064) who retires by rotation and being eligible, offers herself for re-appointment.



| |
|---|
| 3. To appoint a Director in place of Mr. Deepak Parekh (DIN: 00009078) who retires by rotation and being eligible, offers himself for re-appointment. |
| Special Business: |
| 4. To approve re-appointment of Mr. Ritesh Kumar (DIN: 02213019) as the Managing Director & CEO of the Company |
| 5. To approve appointment of Mr. Anuj Tyagi (DIN: 07505313) as a Whole-time Director (Designated as 'Executive Director') of the Company |
| 6. To approve appointment of Dr. Oliver Martin Willmes (DIN: 08876420) as a Non-Executive Director of the Company |
| 7. To approve appointment of Dr. Clemens Matthias Muth (DIN: 07824451) as a Non-Executive Director of the Company |

Signed this day of..... 2020

Signature of Member(s):

Signature of Proxy holder(s):

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

(Please hand over at entrance of the Venue)

13th Annual General Meeting – December 28, 2020

I / We hereby record my / our presence at the 13th ANNUAL GENERAL MEETING of the Members of the Company being held on Monday, December 28, 2020 at 1.00 P.M., at the Registered Office, 'Board Room', HDFC House, 1st Floor, 165–166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400020.

Full name of the Member (IN BLOCK LETTERS)

.....

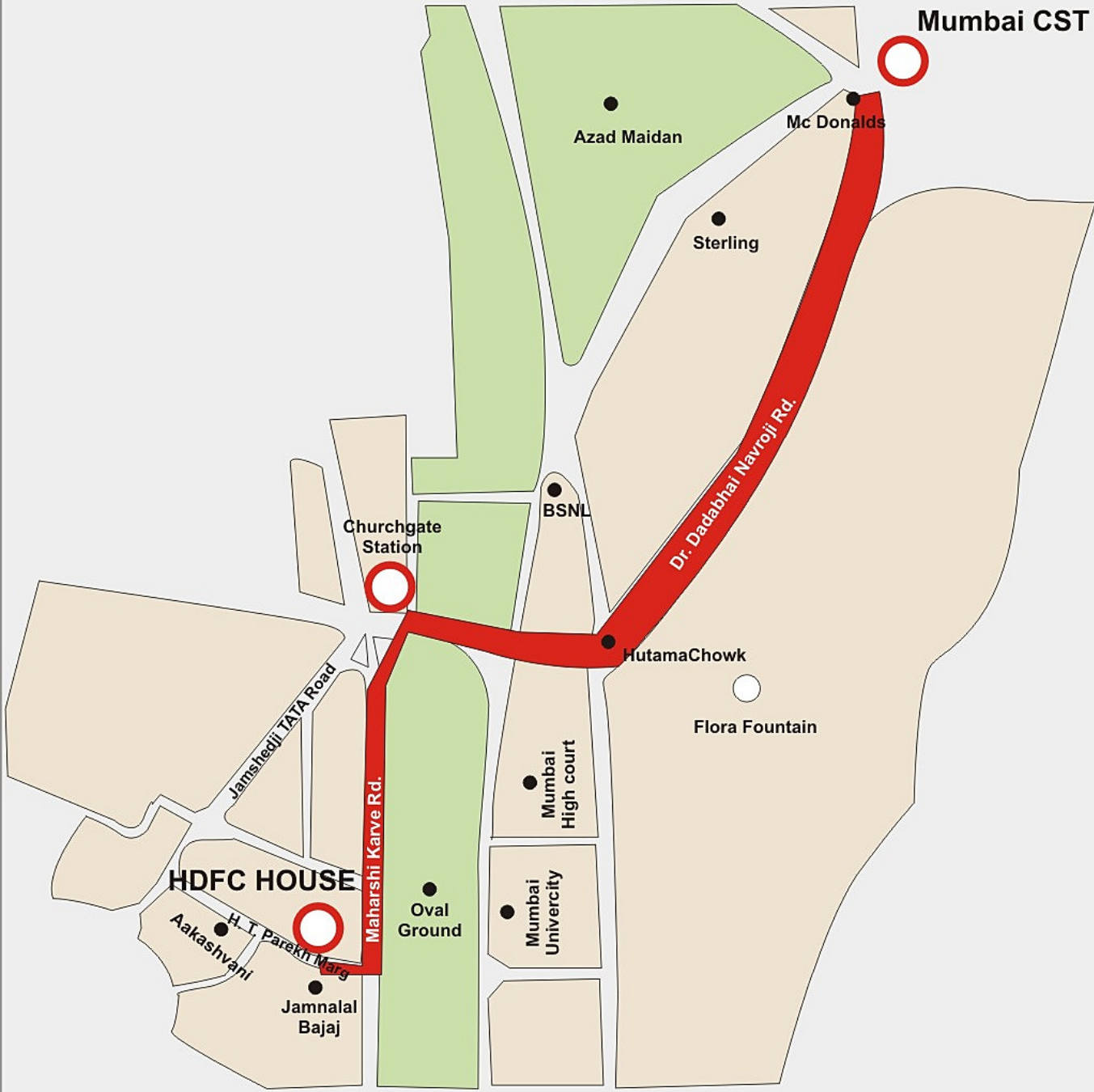
Folio No.: DP ID No.: Client ID No.:

No. of Shares held:

Full name of Proxy (IN BLOCK LETTERS):

Member's / Proxy's Signature:

Note: The Member/Proxy must bring this Attendance Slip to the Meeting duly completed and signed and hand over the same at entrance of the venue



Mumbai CST

Azad Maidan

Mc Donalds

Sterling

Churchgate Station

BSNL

Hutama Chowk

Flora Fountain

Mumbai High court

Mumbai University

Oval Ground

HDFC HOUSE

Jamnalal Bajaj

Aakashvani

H.T. Parekh Marg

Jamshedji TATA Road

Maharshi Karve Rd.

Dr. Dadabhai Navroji Rd.