

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD AT 11 A.M. ON MONDAY, JULY 21, 2014 AT THE REGISTERED OFFICE OF THE COMPANY, 'BOARD ROOM', 1ST FLOOR, 165 – 166, BACKBAY RECLAMATION, H.T. PAREKH MARG, CHURCHGATE, MUMBAI 400 020 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Profit & Loss Account, Receipts and Payments Account and Revenue Account for the year ended on that date together with the report of the Board of Directors and the Auditors thereon.
2. To confirm the payment of interim dividend for financial year 2013 – 14.
3. To appoint a Director in place of Mr. Mark Lammerskitten who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Messrs. A. F. Ferguson Associates, Chartered Accountants as one of the joint Statutory Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Sections 139 and 141, other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 and the guidelines issued by the Insurance Regulatory and Development Authority (IRDA) in respect of the appointment of auditors by insurance companies, Messrs. A. F. Ferguson Associates, Chartered Accountants (Registration No. of the firm with the ICAI: 102849W), be and are hereby appointed as one of the Joint Statutory Auditors of the Company, to audit the books of accounts of the Company for a period of 2 years commencing from FY 2014 -15 to FY 2015 - 16 and to hold office as such from the conclusion of twelfth Annual General Meeting (AGM) up to the conclusion of the fourteenth AGM of the Company, subject to ratification at the AGM to be held for FY 2014 - 15.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, Messrs. A. F. Ferguson Associates, Chartered Accountants, be paid remuneration of ₹ 20,00,000 (Rupees Twenty Lacs only) plus applicable service tax and reimbursement of out of pocket expenses incurred by them during the course of the audit as aforesaid, for the financial year 2014-15 **AND THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to the said auditors for the subsequent financial years, subject to its disclosure in the notes forming part of the accounts. ”

5. To appoint Messrs. B. K. Khare & Co., Chartered Accountants as one of the joint Statutory Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Sections 139 and 141, other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 and the guidelines issued by the Insurance Regulatory and Development Authority in respect of the appointment of Auditors by insurance companies, Messrs. B. K. Khare & Co., Chartered Accountants (Registration No. of the firm with the ICAI: FRN 105102W), in respect of whom the Company has received a Special Notice in writing from a Member proposing their candidature for the office of the Auditor, be and are hereby appointed as one of the Joint Statutory Auditors of the Company for a period of 5 years, to audit the books of accounts of the Company for the financial years commencing from 2014 -15 to 2018 – 19 and to hold office as such from the conclusion of twelfth Annual General Meeting (AGM) up to the conclusion of the seventeenth AGM of the Company, subject to ratification at every AGM.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, Messrs. B. K. Khare & Co., Chartered Accountants, be paid remuneration of ₹ 20,00,000 (Rupees Twenty Lacs only) plus applicable service tax and reimbursement of out of pocket expenses incurred by them during the course of the audit as aforesaid, for the financial year 2014-15 **AND THAT** the Board of Directors of the Company be

and is hereby authorized to fix the remuneration payable to the said auditors for the subsequent financial years, subject to its disclosure in the notes forming part of the accounts.”

SPECIAL BUSINESS

6. To appoint Mr. Bernhard Steinruecke, as an Independent Director of the Company and in this regard to consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013, and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority in respect of the appointment of Independent Directors, Mr. Bernhard Steinruecke (holding DIN 01122939), be and is hereby appointed as an Independent Director of the Company for a period of 5 years from the conclusion of twelfth Annual General Meeting (AGM) until the conclusion of the seventeenth AGM, upon such terms and conditions including remuneration as set out in the draft letter of appointment placed before the meeting **AND THAT** he shall not be liable to retire by rotation.”

7. To appoint Dr. Jagdish Khattar, as an Independent Director of the Company and in this regard to consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority in respect of the appointment of Independent Directors, Dr. Jagdish Khattar (holding DIN 00013496), be and is hereby appointed as the Independent Director of the Company for a period of 5 years from the conclusion of twelfth Annual General Meeting (AGM) until the conclusion of the seventeenth AGM, upon such terms and conditions including remuneration as set out in the draft letter of appointment placed before the meeting **AND THAT** he shall not be liable to retire by rotation.”

8. To amend the Articles of Association (AOA) of the Company and in this regard to consider, and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of Companies Act, 2013 and other applicable laws including any amendment, modification, variation or re-enactment thereof, if any, the approval of the Company be and is hereby accorded to alter the Articles of Association of the Company as follows:

- (i) Insertion of the following proviso after Article X(b)(iv):

“Notwithstanding the above, the shareholders may appoint further Directors or reduce the number of Directors subject to the maximum number of Directors not exceeding fifteen and minimum number of Directors not less than three.”

- (ii) Deletion of the existing Article X(c) and in its place insertion of the following as Article X(c):

“In the event the shareholding of ERGO constitutes 49% or more of the Relevant Share Capital of the Company, both HDFC and ERGO shall have the right to nominate equal number of Directors on the Board. For the purposes of this Article the Relevant Share Capital shall mean the issued share capital of the Company after deducting from it shares under any stock options scheme(s) implemented by the Company for its employees”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) and/or Officer(s) of the Company, to give effect to this Resolution.”

9. To appoint Mr. Mukesh Kumar as a whole-time director of the Company (designated as ‘Executive Director’) of the Company and in this regard to consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder and Section 34A of the Insurance Act, 1938 (the said Act), provisions of Regulations issued by the Insurance Regulatory and Development Authority (IRDA) and other applicable provisions of the said Act, Regulations or any other Acts, including any amendment, modification, variation or re-enactment thereof and subject to the approval of the Insurance Regulatory and Development Authority, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Mukesh Kumar (holding DIN 06864359) as a whole-time director (designated as ‘Executive Director’) of the Company for a period of 3 years with effect from June 1, 2014, 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. Mukesh Kumar), in such manner as may be agreed to between the Board and Mr. Mukesh Kumar; Provided however that the remuneration payable to Mr. Mukesh Kumar shall not exceed the limits specified in the said agreement and the limits prescribed under Section 197 and Schedule V to the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and any excess thereof shall be subject to such approvals as may be required from the appropriate authorities.”

“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.”

By Order of the Board of Directors

Date: April 24, 2014
Place: Mumbai

Sd/-
Samir H. Shah
Member of Executive Management, CFO
and Company Secretary

NOTES:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY HAS TO BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED **NOT LESS THAN 48 (FORTY EIGHT) HOURS** BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- (ii) 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.
- (iii) 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 authorising their representative to attend and vote on their behalf at the Meeting.
- (iv) Proxy shall not vote except on a poll.
- (v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (vi) 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 between 10.00 a.m. and 12.00 noon on all days except Saturdays, Sundays and public holidays; from the date

hereof up to the date of the Meeting.

- (vii) The Annual Report 2013-14 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.hdfcergo.com
- (viii) Members desiring any information relating to the annual accounts of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready.

ANNEXURE TO THE NOTICE

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

Item No. 4

As per the provisions of Section 139 Companies Act, 2013, an audit firm can carry out audit of a company for maximum of 2 terms of 5 years each. Further, in terms of the Guidelines issued by the Insurance Regulatory and Development Authority (IRDA) vide Circular No. 36/7/F&A/EMPL/74/July-05 dated July 25, 2005 (Guidelines) for appointment of Statutory Auditors of insurance companies, an audit firm can carry out the statutory audit of an insurance company continuously for a maximum term of five years.

Messrs. A. F. Ferguson Associates, Chartered Accountants (Registration No. of the firm with the ICAI: 102849W) have been one of the joint Statutory Auditors of the Company since FY 2011-12 and their term as auditors will expire at the conclusion of the twelfth Annual General Meeting (AGM).

The Board of Directors of the Company propose to appoint Messrs. A. F. Ferguson Associates, Chartered Accountants as the statutory auditors of the Company for a period of 2 years for audit of books of accounts of the Company for FY 2014-15 and 2015-16, subject to ratification at the AGM to be held for FY 2014-15.

Messrs. A. F. Ferguson Associates, Chartered Accountants, have expressed their willingness to act as one of the statutory auditor of the Company and have confirmed that they fulfil the conditions of eligibility to be appointed as the Auditors of the Company

as required under the provisions of Sections 139 and 141 of the Companies Act, 2013 and Guidelines issued by IRDA.

The Board of Directors recommend the resolution for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested in the said resolution.

Item No. 5

One of the joint Statutory Auditors of the Company, Messrs. G. M. Kapadia & Co., Chartered Accountants, would be retiring upon the conclusion of twelfth Annual General Meeting (AGM) in compliance of the provisions of the Guidelines for appointment of Statutory Auditors for insurance companies.

The Board wishes to place on record its appreciation for the services rendered by Messrs. G. M. Kapadia & Co., Chartered Accountants during their tenure as one of the statutory auditors of the Company since FY 2009 – 10.

Pursuant to the provisions of Sections 115, 139, 140 and 141 of the Companies Act, 2013, read with Rules 3 and 6 of the Companies (Audit & Auditors), Rules 2014, the Company has received a Special Notice from a member of the Company signifying his intention to propose the name of Messrs. B. K. Khare & Co., Chartered Accountants as one of the statutory auditors of the Company to hold office from the conclusion of the twelfth AGM until the conclusion of the seventeenth AGM for the purpose of audit of the Company's accounts along with a deposit of ₹ 1 lac.

Accordingly, the Board after considering the qualifications and experience of Messrs. B. K. Khare & Co., Chartered Accountants and being satisfied that qualifications and experience of the firm is commensurate with the size and requirements of the Company proposes to appoint them as one of the joint statutory auditors of the Company for a period of 5 years commencing from FY 2014 – 15 to FY 2018 – 19.

Messrs. B. K. Khare & Co., Chartered Accountants have expressed their willingness to act as one of the statutory auditors of the Company and have confirmed that they fulfil the conditions of eligibility to be appointed as the Auditors as required under the provisions of Section 139 and 141 of the Companies Act, 2013 and Guidelines issued by IRDA.

The Board of Directors recommends the resolution for approval of the members.

None of the directors or Key Managerial Personnel or their relatives are in any way, concerned or interested in the said resolution.

Item No. 6 & 7

Mr. Bernhard Steinruecke and Dr. Jagdish Khattar are Independent Directors of the Company appointed in accordance with the provisions of the Companies Act, 1956 and are liable to retire by rotation.

As per the provisions of Section 149 of the Companies Act, 2013, independent directors are not liable to retire by rotation and can hold office for a term of upto 5 consecutive years and thereafter eligible for re-appointment subject to passing of a special resolution.

Accordingly, it is proposed to appoint Mr. Bernhard Steinruecke and Dr. Jagdish Khattar as Independent Directors of the Company for a period of 5 years with effect from the conclusion of twelfth Annual General Meeting (AGM) until the conclusion of the seventeenth AGM. Brief Profiles of Mr. Bernhard Steinruecke and Dr. Jagdish Khattar are provided elsewhere in the notice.

Both Mr. Bernhard Steinruecke and Dr. Jagdish Khattar have consented to the said appointment and have confirmed that they meet the criteria of independence as stipulated under Section 149(6) of the Act and Clause 49 (I) (iii) of the Listing Agreement as prescribed and they are not liable to any disqualification under any of the provisions of the Companies Act, 2013. They have also confirmed that they comply with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines notified by IRDA and have submitted all the requisite declarations in the format prescribed under the said Corporate Governance Guidelines and the Companies Act, 2013.

The Board of Directors is of the view that Mr. Bernhard Steinruecke and Dr. Jagdish Khattar are persons of integrity and possesses relevant expertise and experience to be appointed as independent directors of the Company and fulfil the conditions specified in the Act and the rules made there under and they are independent of the management.

The Board of Directors recommend the resolution for approval of the members.

Mr. Bernhard Steinruecke and Dr. Jagdish Khattar and their relatives are interested in the resolution set out at Item No. 6 and Item No. 7 respectively of the Notice.

None of the other directors, or Key Managerial Personnel or their relatives is in any way, concerned or interested in the said resolutions.

Item No. 8

As per the provisions of Article X of the Articles of Association of the Company, the number of directors on the Board of the Company shall initially be eight and the same could be increased to nine in case ERGO exercises its deviating rights as provided under Article X(c).

As per the provisions of Section 149 of Companies Act, 2013, a public company shall have a minimum of three directors and a maximum of fifteen directors.

The Company is proposing the appointment of a whole-time director as provided under Item No. 9.

Considering the above it is proposed to amend the Articles of Association of the Company as stated in the resolution at Item No. 8.

The Board of Directors recommend the resolution for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested in the said resolution.

Item No. 9

The Board of Directors of the Company, subject to your approval and approval of the Insurance Regulatory and Development Authority (IRDA), appointed Mr. Mukesh Kumar as a whole-time director (designated as 'Executive Director') of the Company for a period of 3 (three) years w.e.f. June 1, 2014 and also approved the terms and conditions of appointment including remuneration.

The main terms and conditions of appointment of Mr. Mukesh Kumar as a whole-time director (designated as 'Executive Director') of the Company as set out in the draft agreement placed before the Meeting are as follows:

- i. The appointment of Mr. Mukesh Kumar as a whole-time director (designated as 'Executive Director') shall be for a period of 3 years with effect from June 1, 2014.
- ii. In accordance with the provisions of Section 203 of the Companies Act, 2013, Mr. Mukesh Kumar shall be one of the key managerial personnel of the Company.
- iii. The remuneration payable to Mr. Mukesh Kumar shall not exceed the overall limit as specified in the said agreement and Section 197 of the Companies Act, 2013 read with Schedule V thereof, subject to the approval of the IRDA.
- iv. Within the said overall limit, the various elements of remuneration like base salary, perquisites, commission and other benefits etc. will be decided by the Board of Directors or the Nomination and Remuneration Committee of the Board from time to time.
- v. Mr. Mukesh Kumar shall also be entitled to stock options under Employees Stock Option Scheme(s) 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. Mukesh Kumar as minimum remuneration.

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

Brief profile of Mr. Mukesh Kumar is provided at the end of this Notice.

The Board of Directors recommends the resolution for approval of the members.

Mr. Mukesh Kumar and his relatives are interested in the said resolution at Item No. 9 of this Notice. None of the other directors, or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution.

Brief profile of the Directors being appointed / re-appointed at the twelfth Annual General Meeting are as follows:

Mr. Mark Lammerskitten is Managing Director India and Turkey and Greece for ERGO International AG. He holds a Business Administration degree of Otto Beisheim Graduate School of Management, Germany. Mr. Lammerskitten has over 19 years experience in the Financial Services sector. After 3 years with Deutsche Bank AG, Frankfurt in Corporate and Retail Banking he consulted for Booz Allen & Hamilton Inc. banks, insurance companies and other MNCs worldwide. He has handled various strategic roles in ERGO Insurance Group in Germany for more than 7 years before he moved to HDFC ERGO in 2008 as Head of Corporate Development. He has taken over his current assignment at ERGO International, AG w.e.f. July 01, 2010.

Mr. Bernhard Steinruecke is an independent director of the Company. Mr. Steinruecke is the Director General of Indo German Chamber of Commerce. He studied Law and Economics in Vienna, Bonn, Geneva and Heidelberg and has a Law Degree from the University of Heidelberg in 1980 (Honours Degree) and has done Special exam in Tax Law in 1982 and Bar exam at the High Court of Hamburg in 1983. Mr. Steinruecke was the former General Manager of Deutsche Bank, Managing Partner and Speaker of the Board of ABC Privatkunden-Bank, Berlin, Member of the Supervisory Board of ABC Lebensversicherungs and a Member of the Advisory Board of SCHUFA GmbH.

Dr. Jagdish Khattar, former officer of Indian Administrative Service (IAS) is an independent director of the company. While in the administrative service he held various positions in the State and Centre. Most of the assignments were as Head of Public Sector Undertakings in Cement, Transport, Tea Board etc. He took voluntary retirement from the service to join Maruti Udyog Ltd. in 1993. He was Managing Director of Maruti Suzuki India Ltd. from 1999 to 2007. Dr. Khattar was recognized by various channels for his contribution to the automobile industry. He was awarded prestigious Founders' Award 2008 by JD Powers & Associates, fourth CEO of an auto company to be recognized in the last 50 years. An Honours graduate in Arts from St. Stephens college, Delhi University, Dr. Khattar also holds a degree in Law. He has been conferred an Honorary Doctorate of Business Administration by the London Metropolitan University, UK. In 2008, he founded Carnation Auto, India's largest automotive sales and service network. In 2013, his book "Driven – Memories of a Civil Servant Turned Entrepreneur" was released nationwide.

Mr. Mukesh Kumar is an arts graduate from Allahabad University. Mr. Mukesh Kumar has about 33 years of work experience in the Insurance Industry, covering functions such as Business Development, Underwriting, Claims, Human Resources, Quality Management and Marketing, including 21 years of experience at the National Insurance Company Limited. Subject to the approval of IRDA and Shareholders, the Board of Directors appointed Mr. Mukesh Kumar as a Whole-time Director (designated as the ‘Executive Director’) of the Company for a period of 3 years with effect from June 1, 2014. He is responsible for Strategy, Human Resources, Marketing, Underwriting (including actuarial), Claims, Risk & Loss Mitigation Unit, Information Technology, Customer Experience Management and Operations and Administration functions of the Company.

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]

CIN: U66010MH2002PLC134869

Name of the company: HDFC ERGO GENERAL INSURANCE COMPANY LIMITED

Registered office: 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) of shares of the above named company, hereby appoint:

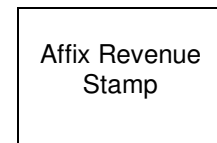
- (1) Name: Address:
Email Id: Signature: or failing him
(2) Name: Address:
Email Id: Signature: or failing him
(3) Name: Address:
Email Id: Signature:

as my/ proxy to attend and vote (on a poll) for me/us and on our behalf at the 12th Annual General Meeting of the Company, to be held on July 21, 2014 at 11.00 a.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 columns: Ordinary Business, Special Business. Items include: 1. Adoption of Financial statements for the year ended March 31, 2014... 6. Appointment of Mr. Bernhard Steinruecke, as an Independent Director.

Signed this day of..... 2014

Signature of Member(s):



Signature of Proxy holder(s):

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 the entrance of the Venue)

Annual General Meeting – July 21, 2014

I / We hereby record my / our presence at the 12th ANNUAL GENERAL MEETING of the Company to be held at the Registered Office of the Company, 'Board Room', 1st Floor, 165 – 166, Backbay Reclamation, H T Parekh Marg, Churchgate, Mumbai 400020' on Monday, July 21, 2014 at 11:00 A.M.

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 the entrance of the venue.