



ADDENDUM TO THE NOTICE OF 11TH ANNUAL GENERAL MEETING

HDFC ERGO General Insurance Company Limited ("The Company") had issued a Notice (Original Notice), dated April 16, 2018 of the 11th Annual General Meeting (AGM) to be held on Monday, July 23, 2018 at 5.00 P.M at the registered office of the Company at 'Board Room', 'HDFC House', 1st Floor, 165 – 166, Backbay Reclamation, H.T. Parekh Marg, Churchgate, Mumbai-400020, to transact eight business items (6 Ordinary Business and 2 Special Business) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No.9:

SPECIAL BUSINESS:

9. To approve the appointment of Mr. Ameet P. Hariani (DIN: 00087866), as an Independent Director 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 149, 152, 160, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendments, modifications, re-enactment thereof for the time being in force) and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India dated May 18, 2016 (IRDAI), Mr. Ameet P. Hariani (DIN: 00087866), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. July 16, 2018 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years upto July 15, 2023 **AND THAT** he shall not be liable to retire by rotation.”

By Order of the Board of Directors

Sd/-

Date: July 16, 2018
Place: Mumbai

Dayananda V. Shetty
Executive Vice President- Legal & Compliance
and Company Secretary
FCS: 4638

NOTES:

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of Item No. 9 as set out in the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Ameet P. Hariani, being appointed as an Independent Director are also 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 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 2017-18 of the Company circulated to the Members, is also 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 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.



ANNEXURE TO THE NOTICE

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

Item No. 9

In terms of the provisions of Section 149(4) of the Companies Act, 2013 ('the Act'), every listed public company shall have at least 1/3rd of the Directors as Independent Directors. Pursuant to resignation of Dr Jagdish Khattar (DIN 00013496) as a Director w.e.f April 17, 2018, the Company needs to appoint one more Independent Director.

As per proviso to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014, any intermittent vacancy of an Independent Director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later.

In terms of the provisions of Section 161 (1) Act, the Board of Directors may appoint any person as an additional director, who shall hold office till the conclusion of the next Annual General Meeting (AGM).

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company, subject to your approval under Section 152 of the Act, appointed Mr. Ameet P. Hariani (DIN: 00087866) as an Additional Director (Designated as Independent Director) w.e.f. July 16, 2018.

The Company is in receipt of the notice from a member proposing the candidature of Mr. Ameet P. Hariani as a Director of the Company.

As per rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the company shall, at least seven days before the general meeting, inform its members of the candidature of a person for the office of a director or the intention of a member to propose such person as a candidate for that office.

In terms of the provisions of Section 161(1) of the Act, Mr. Hariani would hold office upto the date of this Annual General Meeting.

As per the declarations submitted, Mr Hariani is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Hariani 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. Hariani is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company.

The details as specified in Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India is provided and appended as Annexure I.



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

The Board of Directors recommend the resolution as set out at Item No. 9 of the Notice for approval of the Members.

Mr. Hariani and his relatives are deemed to be interested in the resolution set out at Item No. 9 of the 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.

ANNEXURE 1 TO ITEM NO. 9 OF THE NOTICE

Brief profile of Mr. Ameet P Hariani being appointed as an Independent Director at the 11th Annual General Meeting:

Age	57 Years
Qualification	<ul style="list-style-type: none"> • Bachelor in Commerce from the Sydenham College • Graduate in law from the Government Law College, University of Mumbai. • Masters in law from the University of Mumbai. • Solicitor from Bombay Incorporated Law Society and Law Society of England & Wales • Member of Singapore Law Society
Experience	Mr. Hariani has been associated with various reputed law firms viz Ambubhai & Diwanji, Anderson Legal India and presently holds position of Managing Partner at Hariani & Co Advocates & Solicitors.
No. of shares held	NIL
Terms and conditions of appointment/re-appointment	Mr Ameet P. Hariani is an Independent Director and not liable to retire by rotation.
Remuneration last drawn	NIL
Remuneration sought to be paid	Sitting fees for attending meetings of the Board and its Committees within the prescribed limit and Commission as decided by the Board of Directors.
No. of Board Meetings attended during the year	Not Applicable
Original date of appointment	July 16, 2018
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Capricon Realty Limited 2. Mahindra Homes Private Limited 3. Mahindra World City (Jaipur) Limited 4. Mahindra Lifespace Developers Limited 5. Ras Resorts And Apart Hotels Ltd 6. Batliboi Limited
Membership/Chairmanship of committees in other companies in India	<p>Audit Committee- Member</p> <ol style="list-style-type: none"> 1. Ras Resorts and Apart Hotels Limited 2. Batliboi Limited <p>Nomination & Remuneration Committee - Member</p> <ol style="list-style-type: none"> 1. Ras Resorts and Apart Hotels Limited 2. Capricon Realty Limited <p>Stakeholders Responsibility Committee- Member</p> <ol style="list-style-type: none"> 1. Mahindra Lifespace Developers Limited <p>Stakeholders Responsibility Committee- Chairman</p> <ol style="list-style-type: none"> 1. Batliboi Limited



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.

Note 2: For the purpose of considering the Memberships and Chairmanships of Committees in other companies in India, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee and the Stakeholder's 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) holds 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 11th Annual General Meeting of the Company, to be held on the Monday, July 23, 2018 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:

Ordinary Business:	
1.	Adoption of Financial Statements for the year ended March 31, 2018 and Directors and Auditors Report thereon
2.	To confirm the payment of interim dividend for the financial year 2017-18
3.	Re-appointment of Ms. Renu S. Karnad (DIN: 00008064) who retires by rotation
4.	Re-appointment of Mr. Alexander Ankel (DIN: 07798908) who retires by rotation
5.	To ratify the appointment of Messrs B. K. Khare & Co., Chartered Accountants as one of the Joint Statutory Auditors
6.	To ratify the appointment of Messrs G. M. Kapadia & Co., Chartered Accountants as one of the Joint Statutory Auditors
7.	To approve appointment of Mr. Theodoros Kokkalas (DIN: 08093899) as a Non-Executive Director of the Company
8.	To appoint Mr. Samir H. Shah as a Whole-time Director (designated as 'Executive Director & CFO') of the Company
9.	To appoint Mr. Ameet P. Hariani (DIN: 00087866), as an Independent Director of the Company

Signed this day of 2018

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)

11th Annual General Meeting - Monday, July 23, 2018

I / We hereby record my / our presence at the 11th ANNUAL GENERAL MEETING of the Members of the Company being held on Monday, July 23, 2018 at 5.00 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)

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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

