



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10th (TENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD AT 4.00 P.M. ON FRIDAY, SEPTEMBER 29, 2017, 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 BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, 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 Mr. Deepak S. Parekh (DIN: 00009078) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Keki M. Mistry (DIN: 00008886) who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 the provisions of Sections 139 and 141, other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Messrs B. K. Khare & Co., Chartered Accountants (Registration No. of the firm with the ICAI: FRN 105102W), 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 5 years commencing from FY 2017-18 to FY 2021-22 and to hold office as such from the conclusion of the 10th Annual General Meeting (AGM) up to the conclusion of the 15th 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 ₹ 26,00,000 (Rupees Twenty Six Lakhs only) (inclusive of ICFR Audit) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of the audit as aforesaid, for the financial year 2017-18 **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 based on the recommendations of the Audit and Compliance Committee, subject to its disclosure in the notes forming part of the accounts.”



5. To appoint Messrs G. M. Kapadia & 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 the provisions of Sections 139 and 141, other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Messrs G. M. Kapadia & Co., Chartered Accountants, (Registration No. of the firm with the ICAI: 104767W), 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 5 years commencing from FY 2017-18 to FY 2021-22 and to hold office as such from the conclusion of 10th Annual General Meeting (AGM) up to the conclusion of the 15th AGM of the Company, subject to ratification at every AGM.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, Messrs G. M. Kapadia & Co., Chartered Accountants, be paid remuneration of ₹ 26,00,000 (Rupees Twenty Six Lakhs only) (inclusive of ICFR Audit) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of the audit as aforesaid, for the financial year 2017-18 **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 based on the recommendations of the Audit and Compliance Committee, subject to its disclosure in the notes forming part of the accounts.”

SPECIAL BUSINESS

6. To approve the appointment of Mr. Bernhard Steinruecke (DIN: 01122939), 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 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 amendment, modification, variation or re-enactment thereof and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Articles of Association of the Company and in accordance with the terms of the Scheme of Arrangement sanctioned by the National Company Law Tribunal, Mumbai Bench vide Order dated June 23, 2017 and approved by IRDAI vide letter dated August 14, 2017, Mr. Bernhard Steinruecke (DIN: 01122939), 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. September 9, 2016 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, along with deposit as required under the said Section, be and is hereby appointed as an Independent Director of

the Company to hold office for a period of five consecutive years upto September 8, 2021 **AND THAT** he shall not be liable to retire by rotation.”

7. To approve the appointment of Mr. Mehernosh B. Kapadia (DIN: 00046612), 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 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 amendment, modification, variation or re-enactment thereof and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Articles of Association of the Company and in accordance with the terms of the Scheme of Arrangement sanctioned by the National Company Law Tribunal, Mumbai Bench vide Order dated June 23, 2017 and approved by IRDAI vide letter dated August 14, 2017, Mr. Mehernosh B. Kapadia (DIN: 00046612), 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. September 9, 2016 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, along with deposit as required under the said Section, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years upto September 8, 2021 **AND THAT** he shall not be liable to retire by rotation.”

8. To approve the appointment of Mr. Arvind Mahajan (DIN: 07553144) as an Independent 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 149, 152, 160 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 amendment, modification, variation or re-enactment thereof the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Articles of Association of the Company and in accordance with the terms of the Scheme of Arrangement sanctioned by the National Company Law Tribunal, Mumbai Bench vide Order dated June 23, 2017 and approved by IRDAI vide letter dated August 14, 2017, Mr. Arvind Mahajan (DIN: 07553144), who was appointed as an Additional Director (designated as Independent Director) of HDFC ERGO General Insurance Company Limited, Transferor Company (CIN: U66010MH2002PLC134869), pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and its Articles of Association, for a period of 5 years w.e.f. November 14, 2016 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, along with deposit as required under the said Section, be and is hereby appointed as an Independent Director of the Company to hold office as such until November 13, 2021, **AND THAT** he shall not be liable to retire by rotation.”



9. To approve appointment of Mr. Alexander Ankel (DIN: 07798908) as a Non-Executive Director of the Company and in this connection, 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 Sections 152, 160 and other applicable provisions, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof, the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Articles of Association of the Company and in accordance with the terms of the Scheme of Arrangement sanctioned by the National Company Law Tribunal, Mumbai Bench vide Order dated June 23, 2017 and approved by IRDAI vide letter dated August 14, 2017, Mr. Alexander Ankel (DIN: 07798908), who was appointed as an Additional Director of HDFC ERGO General Insurance Company Limited, Transferor Company (CIN: U66010MH2002PLC134869), pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and its Articles of Association w.e.f. April 24, 2017 and who hold 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, along with deposit as required under the said Section, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

10. To approve appointment of Mr. Andree Moschner (DIN: 07570267), as a Non-Executive Director of the Company and in this connection, 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 Sections 152, 160 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof, the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI), Articles of Association of the Company and in accordance with the terms of the Scheme of Arrangement sanctioned by the National Company Law Tribunal, Mumbai Bench vide Order dated June 23, 2017 and approved by IRDAI vide letter dated August 14, 2017, Mr. Andree Moschner (DIN: 07570267), who was appointed as an Additional Director of HDFC ERGO General Insurance Company Limited, Transferor Company (CIN: U66010MH2002PLC134869), pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and its Articles of Association w.e.f. July 20, 2016 and who hold 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, along with deposit as required under the said Section, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.”



11. To appoint Mr. Mukesh Kumar (DIN: 06864359) as a Whole-time Director (designated as '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 read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder, Section 34A of the Insurance Act, 1938 (the said Act), the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) including any amendment, modification, variation or re-enactment thereof and in accordance with the approval given by the Insurance Regulatory and Development Authority of India (IRDAI) vide letter dated June 19, 2017, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Mukesh Kumar (DIN: 06864359) as a Whole-Time Director (designated as 'Executive Director') of the Company for a period of 2 years with effect from June 1, 2017, upon the terms and conditions including remuneration as set out in the draft agreement placed before this meeting and duly initialled 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 including from IRDAI."

"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 this resolution."

12. To approve payment of commission to Non-Executive Directors and in this connection consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, of the Companies Act, 2013, the non-whole time directors of the Company in addition to sitting fees being paid to them for attending the meetings of the Board of Directors of the Company (hereinafter referred to as the 'Board') and its Committees, be paid every year for a period of five years with effect from the financial year 2017-18, commission of an amount as may be determined by the Board from time to time, subject to an overall ceiling of 1% (one percent) of the net profits of the Company (computed in the manner referred to in Section 197(ii)(a) of the Companies Act, 2013), to be divided amongst them in such manner as the Board may, from time



to time, determine; Provided that the amount payable to each Director shall be within the limit as prescribed by the Insurance Regulatory and Development Authority of India, from time to time.”

By Order of the Board of Directors

Sd/-

Date: August 18, 2017

Place: Mumbai

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



NOTES:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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.
- (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 under Section 113 of the Act, 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 the first named holder 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 during business hours from the date hereof up to the date of the Meeting.
- (vii) The Annual Report 2016-17 of the Company circulated to the Members, is also available on the Company's website at www.hdfcergo.com.
- (viii) 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.



ANNEXURE TO THE NOTICE

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

In terms of Clause 7.6(b) of the Scheme of Arrangement (Scheme), on and from the Effective Date, such of the Directors of the Transferor Company who are also Directors of the Transferee Company will continue to act as Directors of the Transferee Company. Further, such of the other Directors of the Transferor Company, who were not Directors of the Transferee Company prior to the coming into effect of the Scheme, shall on and from the Effective date, become the Directors of the Transferee Company, without any further act or deed on part of the Transferee Company.

Item No. 6

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, ('the Act') the Board of Directors of the Company, subject to your approval under Section 152 of the Act, appointed Mr. Bernhard Steinruecke (DIN: 01122939) as an Additional Director (designated as an 'Independent Director') of the Company for a period of five years from September 9, 2016.

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

As required under Section 160 of the Act, the Company has received a notice in writing from a Member along with a deposit of ₹ 1,00,000, proposing the candidature of Mr. Bernhard Steinruecke for the office of Director of the Company.

As per the declarations submitted, Mr. Bernhard Steinruecke meets the criteria of independence as stipulated under Section 149(6) of the Act and is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Steinruecke is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

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 five consecutive years and thereafter eligible for re-appointment subject to passing of a special resolution.

The Board of Directors is of the view that Mr. Bernhard Steinruecke is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company and fulfill the conditions specified in the Act and the Rules made there under and is independent of the Management.

Brief profile of Mr. Bernhard Steinruecke is provided at the end of the Notice.



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

The Board of Directors recommend the resolution as set out in Item No. 6 of the Notice for approval of the Members.

Mr. Bernhard Steinruecke and his relatives are interested in the resolution set out in Item No. 6 of the Notice.

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

Item No. 7

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, ('the Act') the Board of Directors of the Company, subject to your approval under Section 152 of the Act, appointed Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Additional Director (designated as an 'Independent Director') of the Company for a period of five years from September 9, 2016.

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

As required under Section 160 of the Act, the Company has received a notice in writing from a Member along with a deposit of ₹ 1,00,000, proposing the candidature of Mr. Mehernosh B. Kapadia for the office of Director of the Company.

As per the declarations submitted, Mr. Mehernosh B. Kapadia meets the criteria of independence as stipulated under Section 149(6) of the Act and is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Kapadia is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

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 five consecutive years and thereafter eligible for re-appointment subject to passing of a special resolution.

The Board of Directors is of the view that Mr. Mehernosh B. Kapadia is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company and fulfill the conditions specified in the Act and the Rules made there under and is independent of the Management.

Brief profile of Mr. Mehernosh B. Kapadia is provided at the end of the Notice.



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

The Board of Directors recommend the resolution as set out in Item No. 7 of the Notice for approval of the Members.

Mr. Mehernosh B. Kapadia and his relatives are interested in the resolution set out in Item No. 7 of the Notice.

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

Item No. 8

The Board of Directors of the Transferor Company had appointed Mr. Arvind Mahajan (DIN: 07553144) as an Additional Director (designated as an Independent Director) w.e.f. November 14, 2016.

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

As required under Section 160 of the Act, the Company has received a notice in writing from a Member along with a deposit of ₹ 1,00,000, proposing the candidature of Mr. Mahajan for the office of Director of the Company.

As per the declarations submitted, Mr. Mahajan meets the criteria of independence as stipulated under Section 149(6) of the Act and is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Mahajan is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

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 five consecutive years and thereafter eligible for re-appointment subject to passing of a special resolution.

The Board of Directors is of the view that Mr. Mahajan is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company and fulfill the conditions specified in the Act and the Rules made there under and is independent of the Management.

Brief profile of Mr. Mahajan is provided at the end of the Notice.

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

The Board of Directors recommend the resolution as set out in Item No. 8 of the Notice for approval of the Members.



Mr. Mahajan and his relatives are interested in the resolution set out in Item No. 8 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, financially or otherwise, in the said resolution.

Item No. 9

The Board of Directors of the Transferor Company had appointed Mr. Alexander Ankel (DIN: 07798908) as an Additional Director w.e.f. April 24, 2017, representing foreign promoter, ERGO International AG.

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

As required under Section 160 of the Act, the Company has received a notice in writing from a Member along with a deposit of ₹ 1,00,000, proposing the candidature of Mr. Ankel for the office of Director of the Company.

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

Brief profile of Mr. Ankel is provided at the end of the Notice.

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

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

Mr. Ankel and his relatives are interested in the resolution set out in 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, financially or otherwise, in the said resolution.

Item No. 10

The Board of Directors of the Transferor Company had appointed Mr. Andree Moschner (DIN: 07570267) as an Additional Director w.e.f. July 20, 2016, representing foreign promoter, ERGO International AG.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Moschner would hold office upto the date of this Annual General Meeting.



As required under Section 160 of the Act, the Company has received a notice in writing from a Member along with a deposit of ₹ 1,00,000, proposing the candidature of Mr. Moschner for the office of Director of the Company.

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

Brief profile of Mr. Moschner is provided at the end of the Notice.

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

The Board of Directors recommend the resolution as set out in Item No. 10 of the Notice for approval of the Members.

Mr. Moschner and his relatives are interested in the resolution set out in Item No. 10 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, financially or otherwise, in the said resolution.

Item No. 11

The Board of Directors of the Transferor Company had appointed Mr. Mukesh Kumar (DIN: 06864359) as a Whole-Time Director for a period of 2 years w.e.f. June 1, 2017 subject to the approval of shareholders.

The Insurance Regulatory and Development Authority of India has approved the appointment of Mr. Mukesh Kumar as a Whole Time Director vide letter dated June 19, 2017

The main terms and conditions of appointment of Mr. Mukesh Kumar as a Whole Time Director (designated as 'Executive Director') 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 2 years with effect from June 1, 2017.

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 IRDAI.

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.11 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.

Item No. 12

As per the provisions of Section 197(1)(ii)(a) of the Act, a director of the company who is neither in the whole-time employment of the company nor a managing director, may be paid remuneration either by way of a monthly, quarterly or annual payment with the approval of the central government or by way of commission, subject to the approval by the shareholders by way of a special resolution. The Section further provides that if the company has a Managing Director, the aggregate amount of commission to non whole-time directors shall not exceed 1% of the net profits of the company for the concerned financial year.

IRDAI had issued Guidelines on Remuneration of Non-Executive Directors and Managing Director / CEO / Whole-time Directors of the Insurers, dated August 5, 2016. In terms of the said Guidelines the payment of remuneration in the form of commission to Non-Executive Directors shall not exceed ₹ 10 Lacs per annum.

Subject to approval of the Shareholders, it is proposed to pay to the Non-Executive Directors, as applicable, commission of such amount as the Board of Directors may decide, from time to time.



The Board of Directors recommend the resolution as set out in Item No. 12 of the Notice for approval of the Members.

All the Non-Executive Directors and their relatives are deemed to be interested in the resolution set out in Item No. 12 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, financially or otherwise, in the said resolution.

Brief profile of the Directors being appointed/re-appointed at the Tenth AGM is as follows:-

Mr. Bernhard Steinruecke (DIN: 01122939) 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 passed his Bar exam at the High Court of Hamburg in 1983. Mr. Steinruecke was the former Co-CEO of Deutsche Bank India and Co-Owner and Speaker of the Board of ABC Privatkunden-Bank, Berlin. Mr. Steinruecke was appointed as an Independent Director of the Company for a period of 5 years w.e.f. September 9, 2016.

Mr. Mehernosh B. Kapadia (DIN: 00046612) holds a Master's degree in Commerce (Honours) and is a Member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India. Most of his corporate career of 34 years has been with GlaxoSmithKline Pharmaceuticals Limited (GSK) where he has worked for over 27 years. He retired as the Senior Executive Director and Chief Financial Officer of GSK w.e.f. December 1, 2014. Over the years, he has been responsible for an extensive range of finance and company secretarial matters. He has also held management responsibility for other functions during his tenure with GSK, including Investor Relations, Legal and Compliance, Corporate Affairs, Corporate Communications, Administration and Information Technology, and held the position of Company Secretary for many years. He has been appointed as an Independent Director of the Company for a period of 5 years w.e.f. September 9, 2016.

Mr. Arvind Mahajan (DIN: 07553144) is an Independent Director of the Company. He is a graduate (B.Com. Hons) from Shriram College of Commerce, Delhi University and has a Post Graduate Diploma in Management from IIM, Ahmedabad.

Mr. Mahajan has more than 35 years' experience in management consulting and industry. His management consulting experience includes more than 22 years as partner with AF Ferguson & Co, Price Waterhouse Coopers, IBM Global Business Services and most recently with KPMG. His industry experience was with Procter and Gamble in financial management and management reporting.

In his career at KPMG India he has lead business consulting services and later the Energy, Infrastructure, Government and Healthcare practices of the firm. He also had the privilege of being member of KPMG's Global Business Consulting and Global Infrastructure Sector



Leadership teams. His specialization is in advising CEOs & Boards in area of business strategy and helping "make strategy happen" through growth and transformation initiatives. He also has strong background in corporate finance, enterprise risk management and people and change. He has advised clients in a diversified portfolio sectors including consumer, financial services, technology, media, telecom, energy, infrastructure & government.

Mr. Mahajan has strong understanding of technology including disruptive trends. While at IBM, he has lead technology strategy and the communication sector vertical. He has also been member of KPMG's Global Think Tank, which was involved in identifying disruptive trends and developing the long term strategy for the firm.

Mr. Alexander Ankel (DIN: 07798908) is a Non- Executive Director of the Company. Mr. Alexander Ankel is the Chief Operating Officer of ERGO International and the Appointed Chairman of the Board of Management of ERGO International AG since November 1, 2016. Prior to that until 2016, he was the Group CEO of Khazanah Nasional Berhad's Insurance Holding, Avicennia Capital Sdn. Bhd., Malaysia. During the period from 1997 to 2014, Mr. Ankel has held various positions at Allianz Group and lastly as Regional Chief Executive Officer - Asia of Allianz Global Corporate & Specialty SE, Singapore.

Mr. Andree Moschner (DIN: 07570267) is a Non- Executive Director of the Company. Mr. Moschner is responsible for Financial Products as Member of the Board at ERGO Group AG, Düsseldorf, since April 1, 2016. He has graduated in Economics at University of Duisburg, Germany, and started his career in banking at Deutsche Bank in a Project Leadership Team. In the following he served as a Board Member of Deutsche Bank PBC and Dresdner Bank before joining Allianz Deutschland as Member of the Board.

Mr. Mukesh Kumar (DIN: 06864359) is an Executive Director of the Company. Mr. Kumar is an Arts graduate from Allahabad University. Mr. Mukesh Kumar has about 37 years of work experience in the Insurance Industry, covering functions such as Business Development, Underwriting, Claims, Human Resources, Quality Management and Marketing, including 22 years of experience at the National Insurance Company Limited. Mr. Mukesh Kumar was re-appointed as an Executive Director of the Company for a period of 2 years w.e.f. June 1, 2017. He is primarily responsible for Underwriting & Claims, Strategy, IT, Operations, Marketing and Human Resources functions of the Company.

By Order of the Board of Directors

Date: August 18, 2017
Place: Mumbai

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



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) of 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 Annual General Meeting of the Company, to be held on the _____, _____, 2017 at _____ A.M. at the Registered Office of the Company at a shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:	Special Business:
1. Adoption of Financial Statements for the year ended March 31, 2017 and Directors and Auditors Report thereon	1. To appoint Mr. Bernhard Steinruecke (DIN: 01122939) as an Independent Director of the Company
2. Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) who retires by rotation	2. To appoint Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Independent Director of the Company
3. Re-appointment of Mr. Keki M. Mistry (DIN: 00008886) who retires by rotation	3. To appoint Mr. Arvind Mahajan (DIN: 07553144) as an Independent Director of the Company
4. To appoint Messrs B. K. Khare & Co., Chartered Accountants as one of the Joint Statutory Auditors	4. To appoint Mr. Alexander Ankel (DIN: 07798908) as a Non-Executive Director of the Company
5. To appoint Messrs G. M. Kapadia & Co., Chartered Accountants as one of the Joint Statutory Auditors	5. To appoint Mr. Andree Moschner (DIN: 07570267) as a Non-Executive Director of the Company
	6. To appoint Mr. Mukesh Kumar (DIN: 06864359)

HDFC ERGO General Insurance Company Limited. (Formerly HDFC General Insurance Limited from Sept 14, 2016 and L&T General Insurance Company Limited upto Sept 13, 2016).

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

Customer Service Address: 6th Floor, Leela Business Park, Andheri Kurla Road, Andheri (E), Mumbai – 400 059.

Tel.: +91 22 6638 3600 | Fax: 91 22 6638 3699 | care@hdfcergo.com | www.hdfcergo.com. IRDAI Reg No. 146.

HDFC ERGO General Insurance



	as a Whole-time Director (designated as 'Executive Director')
	7. To approve payment of commission to Non-Executive Directors

Signed this day of..... 2017

Signature of Member(s):

Signature of Proxy holder(s):

Affix Revenue
Stamp



ATTENDANCE SLIP

(Please hand over at entrance of the Venue)

10th Annual General Meeting - Friday, September 29, 2017

I / We hereby record my / our presence at the 10th ANNUAL GENERAL MEETING of the Company being held on Friday, September 29, 2017 at 4.00 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.

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