



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12th (TWELFTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON WEDNESDAY , JULY 24, 2019 AT 5.00 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, 2019, 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 confirm the payment of interim dividend for the financial year 2018-19.
3. 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.
4. 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.

By Order of the Board of Directors

Sd/-

**Date: May 3, 2019
Place: Mumbai**

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

NOTES:

- (i) At the Tenth Annual General Meeting (AGM) held on September 29, 2017, Members had appointed Messrs B. K. Khare & Co., Chartered Accountants (Registration No. of the firm with the ICAI: FRN 105102W) and Messrs G. M. Kapadia & Co., Chartered Accountants (Registration No. of the firm with the ICAI: FRN 104767W), as the Joint Statutory Auditors of the Company for a period of 5 years commencing from FY 2017-18 to FY 2021-22, subject to ratification at every AGM.

The requirement to place the matter relating to ratification of appointment of auditors by Members at every AGM has been omitted by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors and they will continue as Auditors until FY 2021-22.

- (ii) The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this Annual General Meeting ("AGM") are annexed.
- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- (vii) In case of joint holders attending the Meeting, only the first named holder will be entitled to vote.
- (viii) 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.



- (ix) The Annual Report 2018-19 of the Company circulated to the Members, is also available on the Company's website at www.hdfcergo.com.
- (x) 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.
- (xi) 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 1 TO ITEM NO. 3 AND 4 OF THE NOTICE

A. Brief profile of Directors seeking re-appointment due to retirement by rotation at the 12th Annual General Meeting:

1. MR. DEEPAK S. PAREKH

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| Director Number | Identification | 00009078 |
| Age | | 74 |
| Qualification | | Fellow member of the Institute of Chartered Accountants (England & Wales) |
| 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, forming part of the Annual Report 2018-19. |
| 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 the year | | 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. The Indian Hotels Company Ltd. 3. Siemens Ltd. 4. HDFC Asset Management Company Ltd. 5. HDFC Life Insurance Company Ltd. 6. National Investment and Infrastructure Fund Ltd. 7. BAE Systems India (Services) Pvt. Ltd 8. H T Parekh Foundation. 9. Breach Candy Hospital Trust. 10. Indian Institute for Human Settlements |
| Membership/Chairmanship of committees in other | | Audit Committee- Chairman <ol style="list-style-type: none"> 1. The Indian Hotels Company Ltd. |



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| companies in India | <p>Audit Committee- Member 1. Siemens Ltd</p> <p>Audit Risk - Member 1. National Investment and Infrastructure Fund Ltd</p> <p>Stakeholders Relationships Committee- Member 1. HDFC Asset Management Company Ltd.</p> |
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2. MR. KEKI M MISTRY

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| Director Identification Number | 00008886 |
| Age | 64 |
| Qualification | Fellow member of the Institute of Chartered Accountants of India |
| Experience | Mr. Mistry has been employed with HDFC Limited since 1981. He was appointed as the Executive Director of HDFC Limited in 1993, as the Deputy Managing Director in 1999 and as the Managing Director in 2000. He was re-designated as the Vice Chairman and Managing Director of HDFC Limited in October 2007 and as the Vice Chairman & Chief Executive Officer, with effect from January 1, 2010. Mr. Mistry is the Chairman of CII National Council on Corporate Governance and was also a member of the Committee of Corporate Governance (Kotak Committee) set up by the Securities and Exchange Board of India. He is a director on the boards of other prominent companies including HDFC Group Companies. |
| No. of shares held | NIL |
| Terms and conditions of appointment/re-appointment | Mr. Mistry 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, forming part of the Annual Report 2018-19. |
| 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 the year | 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. Greatship (India) Ltd. 2. GRUH Finance Ltd 3. HDFC Asset Management Company Ltd 4. HDFC Bank Ltd 5. HDFC Life Insurance Company Ltd 6. Housing Development Finance Corporation Ltd |

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| | 7. Torrent Power Ltd 8. TATA Consultancy Services Limited 9. HT Parekh Foundation |
| Membership/Chairmanship of committees in other companies in India | Audit Committee – Chairman 1. Greatship (India) Ltd. 2. Torrent Power Ltd. Audit Committee – Member 1. GRUH Finance Ltd. 2. HDFC Life Insurance Company Ltd. 3. HDFC Asset Management Company Ltd Stakeholder Relationships Committee- Chairman 1. HDFC Life Insurance Company Ltd. |

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, 2019.

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) 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 12th Annual General Meeting of the Company, to be held on the _____, _____, 2019 at _____ 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, 2019 and Directors and Auditors Report thereon |
| 2. | To confirm the payment of interim dividend for the financial year 2018-19 |
| 3. | 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. |
| 4. | 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. |

Signed this day of..... 2019

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)

12th Annual General Meeting - Wednesday, July 24, 2019

I / We hereby record my / our presence at the 12th ANNUAL GENERAL MEETING of the Members of the Company being held on Wednesday, July 24, 2019 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

