



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14th (FOURTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON WEDNESDAY, JULY 21, 2021 AT 5.30 PM 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, 2021, 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 2020-21.
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 a Director in place of Ms. Renu Sud Karnad (DIN: 00008064) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. To approve the re-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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act 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) dated May 18, 2016, Articles of Association of the Company and in accordance with the Policy of the Company on Appointment of Directors and Members of Senior Management and other employees, Mr. Bernhard Steinruecke (DIN: 01122939), who holds office of Independent Director of the Company till September 8, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from September 9, 2021 till September 8, 2026.”



6. To approve the re-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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act 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) dated May 18, 2016, Articles of Association of the Company and in accordance with the Policy of the Company on Appointment of Directors and Members of Senior Management and other employees, Mr. Mehernosh B. Kapadia (DIN: 00046612), who holds office of Independent Director of the Company till September 8, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from September 9, 2021 till September 8, 2026.”

7. To approve the re-appointment of Mr. Arvind Mahajan (DIN: 07553144) as an Independent Director and in this connection, to consider and if though fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act 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) dated May 18, 2016, Articles of Association of the Company and in accordance with the Policy of the Company on Appointment of Directors and Members of Senior Management and other employees, Mr. Arvind Mahajan (DIN: 07553144), who holds office of Independent Director of the Company till November 13, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from November 14, 2021 till November 13, 2026.”

By Order of the Board of Directors

Date: April 20, 2021
Place: Mumbai

Sd/-
Dayananda V. Shetty
Company Secretary & Chief
Compliance Officer
FCS: 4638



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NOTES:

- (i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to Item Nos. 5 - 7 Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY STAMPED, COMPLETED AND SIGNED **NOT LESS THAN 48 (FORTY-EIGHT) HOURS** BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- (iii) A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (iv) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution under Section 113 of the Act, authorising their representative to attend and vote on their behalf at the Meeting.
- (v) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- (vi) In case of joint holders attending the Meeting, only the first named holder will be entitled to vote.
- (vii) All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during business hours from the date hereof up to the date of the Meeting.
- (viii) The Annual Report 2020-21 of the Company is available on the Company's website at www.hdfcergo.com.
- (ix) Members desiring any information relating to the financial statements are requested to write to the Company at investor@hdfcergo.com at the earliest, so as to enable the Board of Directors to keep the information ready.
- (x) Members/Proxies are requested to bring their Attendance Slip, which is annexed to this Notice, complete in all respects and signed at the place provided thereat to attend the Meeting. The route map of the AGM venue is also annexed to this Notice.

ANNEXURE TO THE NOTICE

Item No. 5-7:

The Members of the Company vide resolution passed at the 10th Annual General Meeting held on September 29, 2017 approved the appointment of Mr. Bernhard Steinruecke (DIN: 01122939) and Mr. Mehernosh B. Kapadia (DIN: 00046612) as Independent Directors for the period of five years effective from September 9, 2016 till September 8, 2021 and of Mr. Arvind Mahajan (DIN: 07553144) from November 14, 2016 till November 13, 2021.

As per the provisions of Section 149 of the Companies Act, 2013 ('Act'), 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 Nomination and Remuneration Committee, at its meeting held on April 20, 2021, after taking into account the performance evaluation of Mr. Steinruecke, Mr. Kapadia and Mr. Mahajan during their tenure as Independent Directors and considering the significant value added by them as members of the Board, has recommended re-appointment of Mr. Steinruecke, Mr. Kapadia and Mr. Mahajan as Independent Directors of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors is of the view that Mr. Steinruecke, Mr. Kapadia and Mr. Mahajan are person of integrity and possesses relevant expertise and experience to be re-appointed as Independent Directors of the Company and fulfill the conditions specified in the Act and the Rules made there under and are independent of the Management.

The Board of Directors at its meeting held on April 20, 2021, has approved and proposed the re-appointment of Mr. Steinruecke and Mr. Kapadia as Independent Directors of the Company, to hold office for a second term of five consecutive years commencing from September 9, 2021 till September 8, 2026 and Mr. Mahajan as an Independent Director of the Company, to hold office for a second term of five consecutive years commencing from November 14, 2021 till November 13, 2026 for approval of the shareholders. The Independent Directors shall not be liable to retire by rotation.

As per the declarations submitted, Mr. Steinruecke, Mr. Kapadia and Mr. Mahajan satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Act. Further, Mr. Steinruecke, Mr. Kapadia and Mr. Mahajan are in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

Brief profile of Mr. Bernhard Steinruecke, Mr. Mehernosh B. Kapadia and Mr. Arvind Mahajan is provided at the end of the Notice.



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Mr. Steinruecke, Mr. Kapadia and Mr. Mahajan have provided their consent for the said re-appointment.

The Board of Directors recommends the resolution as set out in item nos. 5-7 of the Notice for approval of the Members.

Except Mr. Bernhard Steinruecke, Mr. Mehernosh B. Kapadia and Mr. Arvind Mahajan and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the said resolutions.

By Order of the Board of Directors

Date: April 20, 2021
Place: Mumbai

Sd/-
Dayananda V. Shetty
Company Secretary & Chief
Compliance Officer
FCS: 4638



ANNEXURE 1 TO ITEM NO. 3 TO 7 OF THE NOTICE

A. Brief profile of Directors seeking re-appointment due to retirement by rotation at the 14th Annual General Meeting:

Item No. 2 & 3

	Mr. KEKI M. MISTRY	MS. RENU SUD KARNAD
Director Identification Number	00008886	00008064
Age	66 years	68 years
Qualification	Fellow member of the Institute of Chartered Accountants of India	<ul style="list-style-type: none"> ○ Master of Economics from the University of Delhi ○ Bachelor's degree in law from the University of Mumbai. ○ Parvin Fellow – Woodrow Wilson School of International Affairs, Princeton University, U.S.A.
Brief Profile/ Experience	<p>Mr. Mistry joined HDFC Limited in 1981 and was appointed as the Executive Director 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, w.e.f January 1, 2010. Mr. Mistry is currently the Chairman of CII National Council on Corporate Governance and a member of Primary Markets Advisory Committee set up by the Securities and Exchange Board of India (SEBI). He was also a member of the Committee of Corporate Governance (Kotak Committee) set up by SEBI. He is also a director on the boards of other prominent companies including HDFC Group Companies.</p>	<p>Ms. Karnad joined HDFC Limited in 1978 and was appointed as its Executive Director in 2000, re-designated as the Joint Managing Director of HDFC in October 2007. She has been the Managing Director of HDFC w.e.f. January 1, 2010. She is currently the President of the International Union for Housing Finance (IUHF), an association of global housing finance firms. She is a director on the boards of other prominent companies including HDFC Group Companies.</p>
No. of shares held	NIL	NIL



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	Mr. KEKI M. MISTRY	MS. RENU SUD KARNAD
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.	Ms. Karnad is a Non- Executive Director of the Company representing HDFC Limited and is liable to retire by rotation.
Remuneration last drawn	Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com	Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com
Remuneration sought to be paid	No remuneration other than sitting fees for attending meetings of the Board and its Committees within the prescribed limit.	No remuneration other than sitting fees for attending meetings of the Board and its Committees within the prescribed limit.
No. of Board Meetings attended during FY 2020-21	7	7
Original date of appointment	February 14, 2002	February 8, 2002
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. HDFC Asset Management Company Limited 2. HDFC Life Insurance Company Limited 3. Housing Development Finance Corporation Limited 4. Torrent Power Limited 5. Tata Consultancy Services Limited 6. HT Parekh Foundation 	<ol style="list-style-type: none"> 1. Glaxosmithkline Pharmaceuticals Limited 2. ABB India Limited 3. HDFC Life Insurance Company Limited 4. HDFC Bank Limited 5. HDFC Asset Management Company Limited 6. Housing Development Finance Corporation Limited 7. Unitech Limited 8. Bangalore International Airport Limited 9. HT Parekh Foundation
Membership/ Chairmanship of committees in other companies in India	<u>Audit Committee – Chairman</u> <ol style="list-style-type: none"> 1. Tata Consultancy Services Limited <u>Audit Committee – Member</u> <ol style="list-style-type: none"> 1. HDFC Life Insurance Company Limited 	<u>Audit Committee - Chairperson</u> <ol style="list-style-type: none"> 1. Bangalore International Airport Limited <u>Audit Committee - Member</u> <ol style="list-style-type: none"> 1. ABB India Limited 2. HDFC Life Insurance Company



	Mr. KEKI M. MISTRY	MS. RENU SUD KARNAD
	<p>2. HDFC Asset Management Company Limited 3. Torrent Power Limited 4. H T Parekh Foundation</p> <p><u>Stakeholder Relationships Committee- Chairman</u> 1. HDFC Life Insurance Company Limited</p> <p><u>Stakeholder Relationships Committee- Member</u> 1. Tata Consultancy Services Limited</p> <p><u>Nomination & Remuneration Committee – Member</u> 1. HDFC Life Insurance Company Limited.</p> <p><u>CSR Committee</u> 1. HDFC Limited</p>	<p>Limited 3. H T Parekh Foundation 4. Glaxosmithkline Pharmaceuticals Limited</p> <p><u>Stakeholders Relationship Committee - Chairperson</u> 1. HDFC Asset Management Company Limited 2. Glaxosmithkline Pharmaceuticals Limited</p> <p><u>Stakeholders Relationship Committee - Member</u> 1. ABB India Limited 2. Unitech Limited 3. HDFC Bank Limited</p> <p><u>Nomination and Remuneration Committee - Chairperson</u> 1. Bangalore International Airport Limited</p> <p><u>Nomination and Remuneration Committee – Member</u> 1. ABB India Limited 2. Unitech Limited 3. HDFC Life Insurance Company Limited 4. Glaxosmithkline Pharmaceuticals Limited</p> <p><u>Corporate Social Responsibility Committee - Chairperson</u> 1. ABB India Limited</p> <p><u>Corporate Social Responsibility Committee – Member</u> 1. Bangalore International Airport Limited 2. Housing Development Finance Corporation Limited 3. HDFC Bank Limited</p>



Brief profile of the Directors being re-appointed at the Fourteenth (14th) AGM is as follows:-

Item No. 5, 6 & 7

Name of the Director	Mr. BERNHARD STEINRUECKE	MR. MEHERNOSH B. KAPADIA	MR. ARVIND MAHAJAN
Director Identification Number	01122939	00046612	07553144
Age	66 years	67 years	65 years
Qualification	<ul style="list-style-type: none"> - Studied Law and Economics in Vienna, Bonn, Geneva and Heidelberg; - Law Degree from the University of Heidelberg in 1980 (Honors Degree); - Special exam in Tax Law in 1982. - Bar exam at the High Court of Hamburg in 1983. 	<p>M. Com (Hons.), A.C.A. (Member of The Institute of Chartered Accountants of India), A.C.S. (Member of The Institute of Company Secretaries of India)</p>	<ul style="list-style-type: none"> - Graduate (B.Com. Hons) from Shriram College of Commerce, Delhi University - Post Graduate Diploma in Management from IIM, Ahmedabad.
Brief Profile/ Experience	<p>Mr. Steinruecke was a former Co CEO of Deutsche Bank of India and Co-Owner and Speaker of the Board of ABC Privatkunden-Bank, Berlin. Member of the Supervisory Board of ABC Lebensversicherungs. Mr. Steinruecke is a Member of the Advisory Board of SCHUFA GmbH.</p>	<p>Mr. Kapadia's corporate career of 34 years has been with GlaxoSmithKline Pharmaceuticals Limited (GSK) where he has worked for over 27 years. Mr. Kapadia 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. Mr. Kapadia has also held management responsibility for other functions during his tenure with GSK, including Investor Relations, Legal and</p>	<p>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.</p> <p>In his career at KPMG India he has lead business consulting</p>



Name of the Director	Mr. BERNHARD STEINRUECKE	MR. MEHERNOSH B. KAPADIA	MR. ARVIND MAHAJAN
		<p>Compliance, Corporate Affairs, Corporate Communications, Administration and Information Technology, and held the position of Company Secretary for many years.</p>	<p>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.</p> <p>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</p>



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Name of the Director	Mr. BERNHARD STEINRUECKE	MR. MEHERNOSH B. KAPADIA	MR. ARVIND MAHAJAN
			disruptive trends and developing the long term strategy for the firm.
No. of shares held	NIL	NIL	NIL
Terms and conditions of appointment/re-appointment	Re-appointment as an Independent Director of the Company for a period of 5 years w.e.f. September 9, 2021.	Re-appointment as an Independent Director of the Company for a period of 5 years w.e.f. September 9, 2021.	Re-appointment as an Independent Director of the Company for a period of 5 years w.e.f. November 14, 2021.
Remuneration last drawn	Please refer Form No. MGT-9 on website of the Company at www.hdfcergo.com		
Remuneration sought to be paid	No remuneration other than commission and sitting fees for attending meetings of the Board and its Committees within the prescribed limit.		
No. of Board Meetings attended during FY 2020-21	7	7	7
Original date of appointment	September 9, 2016	September 9, 2016	November 14, 2016
Relationship with other Directors, Manager and Key Managerial Personnel	None	None	None
Directorships held in other companies in India	1. Zodiac Clothing Company Limited 2. Bosch Limited 3. Nuernbergmesse India Private Limited	1. Siemens Limited 2. C & S Electric Limited 3. HDFC Trustee Company Limited 4. Tata Capital Housing Finance Limited	1. Force Motors Limited 2. BOB Capital Markets Limited
Membership/ Chairmanship of committees in other companies in India	-	Audit Committee-Member 1. Tata Capital Housing Finance Limited 2. HDFC Trustee Company Limited Audit Committee-Chairman 1. Siemens Limited 2. C&S Electric	-



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Name of the Director	Mr. BERNHARD STEINRUECKE	MR. MEHERNOSH B. KAPADIA	MR. ARVIND MAHAJAN
		Limited Stakeholders Relationship Committee- Member 1. Tata Capital Housing Finance Limited Stakeholders Relationship Committee-Chairman 1. Siemens Limited Nomination and Remuneration Committee – Member 1. C&S Electric Limited Nomination and Remuneration Committee –Chairman 1. Tata Capital Housing Finance Limited 2. Siemens 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 as on March 31, 2021.

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.



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Form No. MGT-11

PROXY FORM

14th Annual General Meeting
Wednesday, July 21, 2021 at 5.30 p.m.

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

Name of the company: HDFC ERGO GENERAL INSURANCE COMPANY LIMITED

CIN: U66030MH2007PLC177117

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

Name of the member(s):

Registered address:

Email id:

Folio No/ Client Id:

DP ID:

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on the Wednesday, July 21, 2021 at 5.30 pm at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 3 columns: Sr No, Resolutions, and Optional (For, Against). Row 1: 1, Adoption of Financial Statements for the year ended March 31, 2021 and Directors and Auditors Report thereon.



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2	To confirm the payment of interim dividend for the financial year 2020-21.		
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 a Director in place of Ms. Renu Sud Karnad (DIN: 00008064) who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business:			
5	To approve the re-appointment of Mr. Bernhard Steinruecke (DIN: 01122939) as an Independent Director of the Company.		
6	To approve the re-appointment of Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Independent Director of the Company.		
7	To approve the re-appointment of Mr. Arvind Mahajan (DIN: 07553144) as an Independent Director of the Company.		

Signed this day of..... 2021

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 entrance of the Venue)

14th Annual General Meeting – July 21, 2021

I / We hereby record my / our presence at the 14th ANNUAL GENERAL MEETING of the Members of the Company being held on Wednesday, July 21, 2021 at 5.30 PM, at the Registered Office, 'Board Room', HDFC House, 1st Floor, 165–166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400020.

Full name of the Member (IN BLOCK LETTERS)

.....

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

No. of Shares held:

Full name of Proxy (IN BLOCK LETTERS):

Member's / Proxy's Signature:

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