



January 20, 2026

Ref No.: HDFCERGO/S&C/CR/2025-26/116

The Manager
Listing Department
Wholesale Debt Market
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai - 400 001

Ref: Regulation 62Q(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Sub: Quarterly Compliance Report on Corporate Governance for quarter ended December 31, 2025

In terms of Regulation 62Q(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit that pending SEBI to prescribe the format, for the said disclosure, please find enclosed the disclosure on corporate governance in the format specified under SEBI Master Circular bearing reference no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025, for the quarter ended December 31, 2025.

This intimation is also being uploaded on the website of the Company at www.hdfcergo.com.

We request you to kindly take the same on record.

Thank You,

**Yours faithfully,
For HDFC ERGO General Insurance Company Limited**

**Shubhradip Bose
Company Secretary & Compliance Officer
FCS: 10386**

Encl.: a/a

Corporate Governance Report as per Regulation 62Q(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2025

Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ^s and DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure [*]	Date of birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 62E(a) of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 62E(a) and 62E(b) of Listing Regulations]	No. of memberships in Audit/ Stakeholder Committee including this listed entity (Refer 62O(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 62O(1) of Listing Regulations)
Mr.	Keki M Mistry	PAN: ██████████ DIN: 00008886	Non-Executive Director - nominated by HDFC Bank Limited, Chairperson related to Promoter	16-08-2017				07-11-1954	5	2	6	4
Ms.	Renu Sud Karnad	PAN: ██████████ DIN: 00008064	Non-Executive Director - nominated by HDFC Bank Limited	16-08-2017				03-09-1952	5	1	8	2
Mr.	Theodoros Kokkalas**	PAN: ZZZZ9999Z DIN: 08093899	Non-Executive Director - nominated by ERGO International AG	18-02-2025				28-03-1964	1	0	1	0
Mr.	Edward Ler Wei Jiat**	PAN: ZZZZ9999Z DIN: 10426805	Non-Executive Director- nominated by ERGO International AG	01-01-2024				18-06-1976	1	0	1	0
Mr.	Bernhard Stein Ruecke	PAN: ██████████ DIN: 01122939	Non-Executive Independent Director	09-09-2016	09-09-2021		111.73	29-06-1955	1	1	1	0
Mr.	Mehernosh Behram Kapadia	PAN: ██████████ DIN: 00046612	Non-Executive Independent Director	09-09-2016	09-09-2021		111.73	24-09-1954	2	2	4	2

Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ^s and DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^a	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ^b	Date of birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 62E(a) of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 62E(a) and 62E(b) of Listing Regulations]	No. of memberships in Audit/ Stakeholder Committee including this listed entity (Refer 62O(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 62O(1) of Listing Regulations)
Mr.	Ameet Pratapsinh Hariani	PAN: ██████████ DIN: 00087866	Non-Executive Independent Director	16-07-2018	16-07-2023		89.50	06-07-1961	6	6	8	2
Mr.	Arvind Mahajan	PAN: ██████████ DIN: 07553144	Non-Executive Independent Director	16-08-2017	14-11-2021		100.50	07-02-1956	1	1	2	0
Mr.	Sanjib Chaudhuri***	PAN: ██████████ DIN: 09565962	Non-Executive Independent Director	12-04-2022	12-04-2022	14-12-2025	44.03	14-12-1950	1	1	0	0
Mr.	Vinay Vinod Sanghi	PAN: ██████████ DIN: 00309085	Non-Executive Independent Director	12-04-2022	12-04-2022		44.63	08-05-1969	2	1	2	0
Mr.	Rajgopal Thirumalai	PAN: ██████████ DIN: 02253615	Non-Executive Independent Director	12-04-2022	12-04-2022		44.63	17-10-1955	1	1	1	0
Mr.	Subodh Kumar Jaiswal***	PAN: ██████████ DIN: 08195141	Non-Executive Independent Director	14-12-2025	14-12-2025		0.57	22-09-1962	3	3	2	1
Mr.	Anuj Tyagi	PAN: ██████████ DIN:07505313	Managing Director & CEO	16-08-2017				06-08-1974	1	0	1	0
Mr.	Samir H Shah	PAN: ██████████ DIN: 08114828	Executive Director & CFO	01-06-2018				28-02-1968	1	0	0	0

Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN [§] and DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 62E(a) of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 62E(a) and 62E(b) of Listing Regulations]	No. of memberships in Audit/ Stakeholder Committee including this listed entity (Refer 62O(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 62O(1) of Listing Regulations)
Mr.	Parthanil Ghosh	PAN: ██████████ DIN: 11083324	Executive Director	01-05-2025				06-01-1967	1	0	0	0

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to the managing director or CEO – No

[§]PAN of any director would not be displayed on the website of the Stock Exchange.

[&]Category means Chairperson and/ or Directors viz. executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

^{*}to be filed only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

^{**} Being foreign nationals, they do not hold a PAN.

^{***}In terms of the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI, the maximum permissible age limit for continuing as a Non-Executive Director on the Board of an insurer is 75 years. Consequently, upon attaining the age of 75 years on December 14, 2025, Mr. Sanjib Chaudhuri ceased to be the Independent Director of the Company with effect from the close of business hours of December 13, 2025. Further, Mr. Subodh Kumar Jaiswal was appointed as an Additional (Independent) Director with effect from December 14, 2025.

II. Composition of Committees				
Whether regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive /Independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee				
Yes	Mehernosh Behram Kapadia	Non-Executive - Independent Director-Chairperson	18-08-2017	
	Bernhard Stein Ruecke	Non-Executive - Independent Director-Member	18-08-2017	
	Arvind Mahajan	Non-Executive - Independent Director-Member	18-08-2017	
	Ameet Pratapsinh Hariani	Non-Executive - Independent Director-Member	23-10-2019	
	Renu Sud Karnad	Non-Executive Director - nominated by HDFC Bank Limited-Member	11-10-2024	
	Theodoros Kokkalas	Non-Executive Director - nominated by ERGO International AG-Member	18-02-2025	
2. Nomination & Remuneration Committee				
Yes	Mehernosh Behram Kapadia	Non-Executive - Independent Director-Chairperson	18-08-2017	
	Bernhard Stein Ruecke	Non-Executive - Independent Director-Member	18-08-2017	
	Arvind Mahajan	Non-Executive - Independent Director-Member	23-07-2018	
	Ameet Pratapsinh Hariani	Non-Executive - Independent Director-Member	25-01-2023	
	Renu Sud Karnad	Non-Executive Director - nominated by HDFC Bank Limited-Member	18-08-2017	
	Edward Ler Wei Jiat	Non-Executive Director - nominated by ERGO International AG-Member	01-01-2024	
3. Risk Management Committee				
Yes	Bernhard Stein Ruecke	Non-Executive - Independent Director-Chairperson	18-08-2017	
	Mehernosh Behram Kapadia	Non-Executive - Independent Director-Member	18-08-2017	
	Ameet Pratapsinh Hariani	Non-Executive - Independent Director-Member	23-07-2018	
	Sanjib Chaudhuri	Non-Executive - Independent Director-Member	25-04-2022	14-12-2025
	Rajgopal Thirumalai	Non-Executive - Independent Director-Member	25-04-2022	
	Subodh Kumar Jaiswal	Non-Executive - Independent Director-Member	14-12-2025	
	Keki M Mistry	Non-Executive Director - nominated by HDFC Bank Limited-Member	18-08-2017	
	Renu Sud Karnad	Non-Executive Director - nominated by HDFC Bank Limited-Member	18-08-2017	
	Theodoros Kokkalas	Non-Executive Director - nominated by ERGO International AG-Member	18-02-2025	
	Anuj Tyagi	Executive Director-Member	01-07-2024	
	Samir H Shah	Executive Director-Member	26-06-2018	
	Anshul Mittal	Appointed Actuary	01-07-2024	
	Chirag Sheth	Chief Risk Officer	01-07-2024	
4. Stakeholders Relationship Committee				
Yes	Mehernosh Behram Kapadia	Non-Executive Director - Independent Director-Chairperson	25-01-2023	
	Renu Sud Karnad	Non-Executive Director - nominated by HDFC Bank Limited-Member	25-01-2023	
	Edward Ler Wei Jiat	Non-Executive Director - nominated by ERGO International AG-Member	01-01-2024	
	Anuj Tyagi	Executive Director-Member	01-07-2024	
5. Corporate Social Responsibility Committee				
Yes	Ameet Pratapsinh Hariani	Non-Executive - Independent Director-Chairperson	23-07-2018	
	Mehernosh Behram Kapadia	Non-Executive - Independent Director-Member	18-08-2017	
	Vinay Vinod Sanghi	Non-Executive - Independent Director-Member	25-04-2022	
	Rajgopal Thirumalai	Non-Executive - Independent Director-Member	25-04-2022	
	Renu Sud Karnad	Non-Executive Director - nominated by HDFC Bank Limited-Member	18-08-2017	
	Theodoros Kokkalas	Non-Executive Director - nominated by ERGO International AG-Member	18-02-2025	
	Anuj Tyagi	Executive Director-Member	26-06-2018	

&Category means Chairperson and/ or Directors viz. executive/non-executive/independent/nominee. If a director fits into more than one

II. Composition of Committees				
Whether regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive /Independent/ Nominee) &	Date of Appointment	Date of Cessation
category write all categories separating them with hyphen.				

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
12-07-2025					
	14-10-2025	Yes	13	7	93

* to be filled in only for the current quarter meetings

IV. Meetings of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	14-10-2025 16-12-2025	Yes Yes	5 6	4 4	12-07-2025	93 62
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Corporate Social Responsibility Committee	14-10-2025	Yes	6	4	12-07-2025	93
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Risk Management Committee	14-10-2025	Yes	9 [#]	5	12-07-2025	93
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Nomination and Remuneration Committee					12-07-2025	

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Stakeholders Relationship Committee						

*To be filled in only for the current quarter meetings.

Note: This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional.

#Excludes the Appointed Actuary and Chief Risk Officer who are also the members of the Risk Management Committee and were present at the meeting.

V. Related Party Transactions

Subject	Compliance status (Yes/ No/ NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Notes:	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Details of Cyber Security Incidence

Whether as per Regulation 62Q(2)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	NA
Brief details of the event	NA

VII. Affirmations

Sl. No.	Subject	Compliance Status (YES/NO)
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:	
	a. Audit Committee	Yes
	b. Nomination & Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	Yes
	d. Risk Management Committee (as applicable)	Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5	The report submitted in the previous quarter has been placed before Board of Directors. No comments/observations/advice were received from the Board of Directors.	Yes

For HDFC ERGO General Insurance Company Limited

Shubhradip Bose
Company Secretary & Compliance Officer
FCS: 10386