

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM” / “MEETING”) OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, MAY 16, 2025, AT 11.00 A.M., AT THE REGISTERED OFFICE OF THE COMPANY, AT 6TH FLOOR, LEELA BUSINESS PARK, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI – 400 059, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

- 1. To approve appointment of Mr. Theodoros Kokkalas (DIN: 08093899) as a Non-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 Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024 issued by the Insurance Regulatory and Development Authority of India (IRDAI) in respect of the appointment of Directors and other applicable provisions of the said Act and other rules/ regulations as applicable, and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Theodoros Kokkalas (DIN: 08093899) be and is hereby appointed as a Non-Executive Director of the Company to hold office with effect from February 18, 2025, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute such 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 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.”

By Order of the Board of Directors

**Date: April 22, 2025
Place: Mumbai**

**Sd/-
Vyoma Manek
Company Secretary & Chief
Compliance Officer
ACS: 20384**

NOTES:

- i. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out material facts and the reasons for the proposal set out above is annexed herewith.
- ii. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
- iii. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- iv. Corporate members intending to send their authorised representatives to attend and vote on their behalf at the Meeting are requested to send to the Company a certified copy of the Board resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s).
- v. A Proxy shall not have a right to speak at the EGM 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 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. 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 EGM venue is also annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company had received communication from ERGO International AG, shareholder and promoter of the Company, requesting to appoint Mr. Theodoros Kokkalas (DIN: 08093899) as a Director on the Board of the Company.

The Board of Directors, pursuant to the recommendation of the Nomination and Remuneration Committee and in terms of provisions of Section 161(1) of the Companies Act, 2013, (the “**Act**”) and Articles of Association of the Company, approved the appointment of Mr. Theodoros Kokkalas, as an Additional Director (Non-Executive) of the Company with effect from February 18, 2025.

Mr. Theodoros Kokkalas is currently the Chief Operating Officer and the Chairman of the Board of Management of ERGO International AG (“ERGO”). He has a rich experience in business strategy and business modelling in property, health and life insurance, which is demonstrated from various directorship positions he holds and has held. Mr. Kokkalas holds directorship position, either as member of Supervisory or Executive Board, in DKV Deutsche Krankenversicherung AG and ERGO Krankenversicherung AG (health insurance companies), ITERGO Informationstechnologie GmbH (IT company), ERGO Versicherung AG (property insurance company) and ERGO Vorsorge Lebensversicherung AG (life insurance company) within the ERGO Group in Germany. In addition to the above, Mr. Kokkalas has actively overseen insurance business in Greece, as director of D.A.S. Hellas Insurance Company of Legal Protection S.A., ERGO Insurance Company Single Member S.A. and ERGO Life Insurance Company S.A, etc. He has also been entrusted with responsibilities in various countries outside Germany and Greece, such as in Turkey and Russia too.

In terms of the provisions of Section 152(2) of the Act, every director shall require to be appointed by a company in a General Meeting. Further, as per Section 161(1) of the Act, Mr. Kokkalas shall hold office upto the date of the next Annual General Meeting.

Further, in terms of the provisions of Regulation 62D(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to this, the Board seeks approval of the shareholders at this EGM.

Mr. Kokkalas meets the 'fit and proper' criteria as prescribed under the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, Insurance Act, 1938 and other guidelines issued by the IRDAI, from time to time. Mr. Kokkalas has the requisite qualifications, skills, experience and expertise in specific functional areas as ascribed in the Policy on Appointment of Directors, Key Management Personnel and Members of Senior Management which are beneficial to the Company. He has furnished to the Company his consent to act as a Director and affirmed that he is not de-barred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The Board of Directors recommend the resolution as set out at Item No. 1 of the Notice for approval of the Members.

The requisite details and information pursuant to the provisions of the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is provided in the "Annexure" to the Notice.

None of the Directors, Key Managerial Personnel and their relatives of the Company, other than Mr. Theodoros Kokkalas and his relatives are concerned or interested in the passing of this resolution set out at Item No. 1 of the Notice.

By the order of the Board of Directors

Date: April 22, 2025

Place: Mumbai

**Sd/-
Vyoma Manek
Company Secretary and Chief
Compliance Officer
ACS:20384**

ANNEXURE TO ITEM NO. 1 OF THE NOTICE DATED APRIL 22, 2025
Item No. 1 - Appointment of Mr. Theodoros Kokkalas as Non-executive Director of the Company

| | |
|--|--|
| Age | 61 years |
| Qualification | Bachelor's degree in Law and Economics |
| Experience | Mr. Theodoros Kokkalas is currently the Chief Operating Officer and the Chairman of the Board of Management of ERGO International AG ("ERGO"). He has a rich experience in business strategy and business modelling in property, health and life insurance, which is demonstrated from various directorship positions he holds and has held. |
| No. of shares held | NIL |
| Terms and conditions of appointment | Appointment of Mr. Theodoros Kokkalas as a Non- Executive Director of the Company effective February 18, 2025, liable to retire by rotation. |
| Remuneration last drawn | NIL |
| Remuneration sought to be paid | NIL |
| No. of Board Meetings attended during the year | Post his appointment as an additional director on February 18, 2025, he attended 1 out of 1 Meeting convened. |
| Original date of appointment | February 18, 2025 |
| Relationship with other Directors, Manager and Key Managerial Personnel | None |
| Directorships held in other companies in India | None |
| Membership/Chairmanship of committees in other companies in India | None |



Form No. MGT-11

PROXY FORM

Extra-Ordinary General Meeting
Friday, May 16, 2025 at 11.00 A.M.

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

CIN: U66030MH2007PLC177117

Name of the company: HDFC ERGO GENERAL INSURANCE COMPANY LIMITED

Registered office: 6th Floor, Leela Business Park, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059

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:.....or failing

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Friday, May 16, 2025 at 11.00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolution as indicated below:

| Sr No | Resolution | For | Against |
|-----------------------------|---|-----|---------|
| Ordinary Resolution: | | | |
| 1 | To approve appointment of Mr. Theodoros Kokkalas (DIN: 08093899) as a Non-Executive Director of the Company | | |

Signed this day of 2025

Signature of Member(s):

Signature of Proxy holder(s):

Affix
Revenue
Stamp
of Re. 1

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)

Extra-Ordinary General Meeting – Friday, May 16, 2025 at 11.00 A.M

I / We hereby record my / our presence at the EXTRA-ORDINARY GENERAL MEETING of the Members of the Company being held on Friday, May 16, 2025 at 11.00 A.M. at the Registered Office, 'Board Room', 6th Floor, Leela Business Park, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059.

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.

