



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 15th (FIFTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON THURSDAY, JULY 21, 2022 AT 5.00 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, 2022, 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 2021-22.
3. To appoint a Director in place of Dr. Oliver Martin Willmes (DIN: 08876420) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Clemens Matthias Muth (DIN: 07824451) who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-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 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 139, 141 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and the Corporate Governance Guidelines dated May 18, 2016 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 re-appointed as one of the Joint Statutory Auditors of the Company, to audit the books of accounts of the Company for a period of five years from financial year 2022-23 and who would hold office as such from the conclusion of 15th Annual General Meeting (AGM) up to the conclusion of the 20th AGM of the Company.

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 ₹ 47,50,000 (Rupees Forty Seven Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of the audit, for the financial

HDFC ERGO General Insurance Company Limited

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

Customer Service Address: D-301, 3rd floor, Eastern Business District (Magnet Mall), LBS Marg, Bhandup (West), Mumbai 400078

Tel.: +91 22- 66383600| Customer Service No.+9122-6234 6234/ 0120 6234 6234| care@hdfcergo.com | www.hdfcergo.com. IRDAI Reg No. 146.



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year 2022-23 **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.”

6. To appoint Messrs B S R & Co. LLP, Chartered Accountants, as one of the Joint Statutory Auditors and to fix their remuneration 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 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and the Corporate Governance Guidelines dated May 18, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI), Messrs B S R & Co. LLP, Chartered Accountants (Registration No. of the firm with the ICAI: 101248W/W-100022), 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 five years from financial year 2022-23 and who would hold office as such from the conclusion of 15th Annual General Meeting (AGM) up to the conclusion of the 20th AGM of the Company.

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 S R & Co. LLP, Chartered Accountants, be paid remuneration of ₹ 42,50,000 (Rupees Forty Two Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of the audit, for the financial year 2022-23 **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:

7. To approve the appointment of Mr. Sanjib Chaudhuri (DIN: 09565962), 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 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the Corporate Governance Guidelines dated May 18, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI), 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. Sanjib Chaudhuri (DIN:



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09565962) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years from April 12, 2022 upto April 11, 2027 **AND THAT** he shall not be liable to retire by rotation.”

8. To approve the appointment of Mr. Vinay Sanghi (DIN: 00309085), 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 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the Corporate Governance Guidelines dated May 18, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI), 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. Vinay Sanghi (DIN: 00309085) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years from April 12, 2022 upto April 11, 2027 **AND THAT** he shall not be liable to retire by rotation.”

9. To approve the appointment of Dr. T. Rajgopal (DIN: 02253615), 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 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the Corporate Governance Guidelines dated May 18, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI), 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, Dr. Rajgopal Thirumalai (DIN: 02253615), be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years from April 12, 2022 upto April 11, 2027 **AND THAT** he shall not be liable to retire by rotation.”

10. To approve payment of commission to Non-Executive Directors 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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including



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any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Company, the Non-Executive 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, its Committees or other Meetings, be paid every year for a period of five years with effect from the financial year 2022-23, profit related 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 198 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

Date: April 25, 2022
Place: Mumbai

Sd/-
Dayananda V. Shetty
Company Secretary
FCS: 4638



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NOTES:

- (i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to Special Business – Item No. 7 to 10 to be transacted at the Meeting 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 Meeting 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 for FY 2021-22 of the Company is available on the 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.



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- (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 Meeting venue is annexed to this Notice.

By Order of the Board of Directors

Date: April 25, 2022
Place: Mumbai

Sd/-
Dayananda V. Shetty
Company Secretary
FCS: 4638



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

Item Nos. 7 to 9:

The Nomination and Remuneration Committee (NRC) had vide resolution dated April 8, 2022, after evaluation of balance of skills, knowledge and experience on the Board, recommended appointment of Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085), and Dr. Rajgopal Thirumalai (DIN: 02253615), as Independent (Additional) Directors of the Company.

Based on the recommendation of NRC, the Board of Directors are of the view that Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085) and Dr. Rajgopal Thirumalai (DIN: 02253615) are persons of integrity and possesses relevant expertise and experience to be appointed as Independent Directors of the Company and fulfill the conditions specified in the Companies Act, 2013 ('Act') and the Rules made there under and are independent of the Management.

The Board of Directors vide resolution dated April 11, 2022 approved the appointment of Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085), and Dr. Rajgopal Thirumalai (DIN: 02253615), as Independent Directors of the Company for a period of five consecutive years from April 12, 2022 upto April 11, 2027, not liable to retire by rotation and recommended the same to the shareholders for their approval.

As per the declarations submitted, Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085) and Dr. Rajgopal Thirumalai (DIN: 02253615) satisfies the criteria of independence as stipulated under Section 149(6) of the Act read with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are not disqualified under the provisions of Section 164 of the Act.

Further, Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085) and Dr. Rajgopal Thirumalai (DIN: 02253615) are in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

Brief profile of Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085) and Dr. Rajgopal Thirumalai (DIN: 02253615) is provided at the end of the Notice.

Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085) and Dr. Rajgopal Thirumalai (DIN: 02253615) have provided their consent for the said appointment.

The Board of Directors recommends the resolutions as set out in Item Nos. 7 to 9 of the Notice for approval of the Members.



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Mr. Sanjib Chaudhuri (DIN: 09565962), Mr. Vinay Sanghi (DIN: 00309085) and Dr. Rajgopal Thirumalai (DIN: 02253615) and their relatives are interested in the resolutions as set out in Item Nos. 7 to 9 of the Notice, respectively.

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 resolutions.

Item No. 10:

At the tenth Meeting held on September 29, 2017, the Members had approved payment of commission to the NEDs of the Company, 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 accordance with Section 198 of the Companies Act 2013 for a period of 5 years w.e.f financial year 2017-18.

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 NEDs shall not exceed 1% of the net profits of the company for the concerned financial year.

Also, in terms of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders is required for payment of all fees or compensation to the NEDs including independent directors.

In terms of Guidelines on Remuneration of Non-Executive Directors and Managing Director/ CEO/ Whole-time Directors of the Insurers, dated August 5, 2016, issued by IRDAI, presently, the payment of remuneration in the form of commission to NEDs 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, subject to the limits prescribed under applicable law.

The Board of Directors recommends the resolution as set out in Item No. 10 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. 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.



ANNEXURE 1 TO ITEM NOS. 3, 4 and 7 TO 9 OF THE NOTICE

A. Brief profile of the Directors seeking re-appointment due to retirement by rotation at the Fifteenth (15th) Annual General Meeting is as follows:

Item Nos. 3 & 4

Name of the Director	Dr. Oliver Martin Willmes	Dr. Clemens Matthias Muth
Director Identification Number	08876420	07824451
Age	49 years	52 years
Qualification	Doctorate in operational economics	Economist/ Doctorate
Brief Profile/ Experience	Dr. Willmes has studied Business Administration at the University of Cologne. Dr. Willmes has done MBA from Eastern Illinois University, USA. Dr. Willmes is currently the Chairman of the Board of Management and Chief Operating Officer at ERGO International AG.	Dr. Muth has studied Economics at the Universities of Mainz and Munich. Dr. Muth also has a Doctorate in Economics from Munich University. Dr. Muth is currently the Chairman of the Board of Management of DKV Deutsche Krankenversicherung AG. He is also a Member of the Board of Management of ERGO Group AG, responsible for all lines of insurance.
No. of shares held	NIL	NIL
Terms and conditions of appointment/re-appointment	Dr. Willmes is a Non- Executive Director of the Company representing ERGO International AG and is liable to retire by rotation.	Dr. Muth is a Non- Executive Director of the Company representing ERGO International AG and is liable to retire by rotation.
Remuneration last drawn	NIL	NIL
Remuneration sought to be paid	NIL	NIL
No. of Board Meetings attended during FY 2021-22	All six meetings held during the year	All six meetings held during the year
Original date of appointment	October 12, 2020	October 12, 2020
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
Directorships held in other companies in India	None	None
Membership/ Chairmanship of committees in other companies in India	None	None



B. Brief profile of the Directors being appointed as Independent Directors at the Fifteenth (15th) Annual General Meeting is as follows:

Item Nos. 7 to 9

Name of the Director	Mr. Sanjib Chaudhuri	Mr. Vinay Sanghi	Dr. Rajgopal Thirumalai
Director Identification Number	09565962	00309085	02253615
Age	72	53	67
Qualification	B.Sc, CMA, AIII	B. Com	Post Graduate in Preventive Medicine (MD), Public Health (DPH), Occupational Health (DIH) and Health & Hospital Administration (DNB).
Brief Profile/ Experience	<p>Mr. Sanjib Chaudhuri has a rich experience of over forty years in the Indian non-life insurance and reinsurance industry. He was with National Insurance Company Limited from 1979 to 1997 and Chief Representative, India, for the Munich Reinsurance Company from 1997 to 2014. From 2015 to 2018, he served as a member of the Executive Committee, General Insurance Council, nominated by IRDAI as policyholders' representative. Mr. Chaudhuri is also a member of Health Insurance Forum, IRDAI, nominated by IRDAI as consumer representative, since 2018 and was member of Committee, formed by IRDAI, to</p>	<p>Mr Vinay Sanghi has more than 3 decades of experience in the auto industry.</p> <p>Mr. Sanghi is the founder and Chairman of CarTrade Tech and has been instrumental in establishing market leadership and effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto and Shriram Automall. Prior to this, he was the CEO of Mahindra First Choice Wheels Limited, and was instrumental in it becoming one of India's leading companies in used-car segment. He is also a partner in the Sah and Sanghi group of companies</p>	<p>Dr. Rajgopal Thirumalai is a qualified health care professional with more than three decades of experience in preventive medicine, public health, occupational health and health & hospital administration and in dealing with health insurance products, brokers and providers. He has around thirty years of experience with Unilever Group, the last position being Vice President, Global Medical and Occupational Health of Unilever Plc responsible for providing strategic inputs and leadership in comprehensive health care, including pandemic management, global health insurance, medical and occupational health services (physical and mental well-being), for over 155,000 employees worldwide. Dr. Rajgopal represented Unilever as a</p>



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Name of the Director	Mr. Sanjib Chaudhuri	Mr. Vinay Sanghi	Dr. Rajgopal Thirumalai
	recommend amendments to the regulations regarding reinsurance, investment, FRBs and Lloyd's India.		member of the Leadership Board of the Workplace Wellness Alliance of the World Economic Forum. It was under his leadership that Unilever won the Global Healthy Workplace Award in 2016. He was also the Independent Director at Apollo Hospitals Enterprise Limited and Apollo Super Speciality Hospitals Ltd from August 2017 to March 2021. He also served as the COO for Breach Candy Hospital, Mumbai from April 2021 to March 2022. Dr. Rajgopal was awarded the Dr B C Roy National Award (Medical field), which was bestowed by the President of India in 2016.
No. of shares held	NIL	NIL	NIL
Terms and conditions of appointment/r e-appointment	Appointment as an Independent Director of the Company for a period of 5 years w.e.f April 12, 2022 and not liable to retire by rotation.	Appointment as an Independent Director of the Company for a period of 5 years w.e.f April 12, 2022 and not liable to retire by rotation.	Appointment as an Independent Director of the Company for a period of 5 years w.e.f April 12, 2022 and not liable to retire by rotation.
Remuneration last drawn	NIL	NIL	NIL
Remuneration sought to be paid	No remuneration other than sitting fees for attending meetings of the Board, its Committees or other Meetings and commission, as decided by the Board of Directors, within the prescribed limit.		
No. of Board Meetings attended during FY 2021-22	Not Applicable	Not Applicable	Not Applicable
Original date of appointment	April 12, 2022	April 12, 2022	April 12, 2022
Relationship	None	None	None

Name of the Director	Mr. Sanjib Chaudhuri	Mr. Vinay Sanghi	Dr. Rajgopal Thirumalai
with other Directors, Manager and Key Managerial Personnel			
Directorships held in other companies in India	None	1. Cartrade Tech Ltd; 2. Shriram Automall India Ltd; 3. Greaves Cotton Ltd	None
Membership/ Chairmanship of committees in other companies in India	None	<u>Audit Committee – Member</u> -Cartrade Tech Ltd <u>Nomination & Remuneration Committee – Member</u> 1. Cartrade Tech Ltd; 2. Greaves Cotton Ltd <u>Stakeholders Relationship Committee - Member</u> 1. Cartrade Tech Ltd; 2. Greaves Cotton Ltd Corporate Social Responsibility Committee- Member -Cartrade Tech Ltd	None



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Form No. MGT-11

PROXY FORM

15th Annual General Meeting
Thursday, July 21, 2022 at 5.00 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 15th Annual General Meeting of the Company, to be held on the Thursday, July 21, 2022 at 5.00 P.M 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). It lists two resolutions: 1. Adoption of Financial Statements for the year ended March 31, 2022 and Directors and Auditors Report thereon. 2. To confirm the payment of interim dividend for the financial year 2021-22.



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Sr. No	Resolutions	Optional	
		For	Against
Ordinary Business			
3	To appoint a Director in place of Dr. Oliver Martin Willmes (DIN: 08876420) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint a Director in place of Dr. Clemens Matthias Muth (DIN: 07824451) who retires by rotation and being eligible, offers himself for re-appointment.		
5	To re-appoint M/s GM Kapadia & Co, Chartered Accountants, as one of the Joint Statutory Auditor of the Company		
6	To appoint M/s B S R & Co. LLP, Chartered Accountants, as one of the Joint Statutory Auditor of the Company		
Special Business			
7	Appointment of Mr. Sanjib Chaudhuri (Din: 09565962) as an Independent Director		
8	Appointment of Mr. Vinay Sanghi (Din: 00309085) as an Independent Director		
9	Appointment of Dr. Rajgopal Thirumalai (Din: 02253615) as an Independent Director		
10	To approve payment of commission to Non-Executive Directors		

Signed this day of 2022

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)

15th Annual General Meeting – July 21, 2022

I / We hereby record my / our presence at the 15th ANNUAL GENERAL MEETING of the Members of the Company being held on Thursday, July 21, 2022 at 5.00 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)

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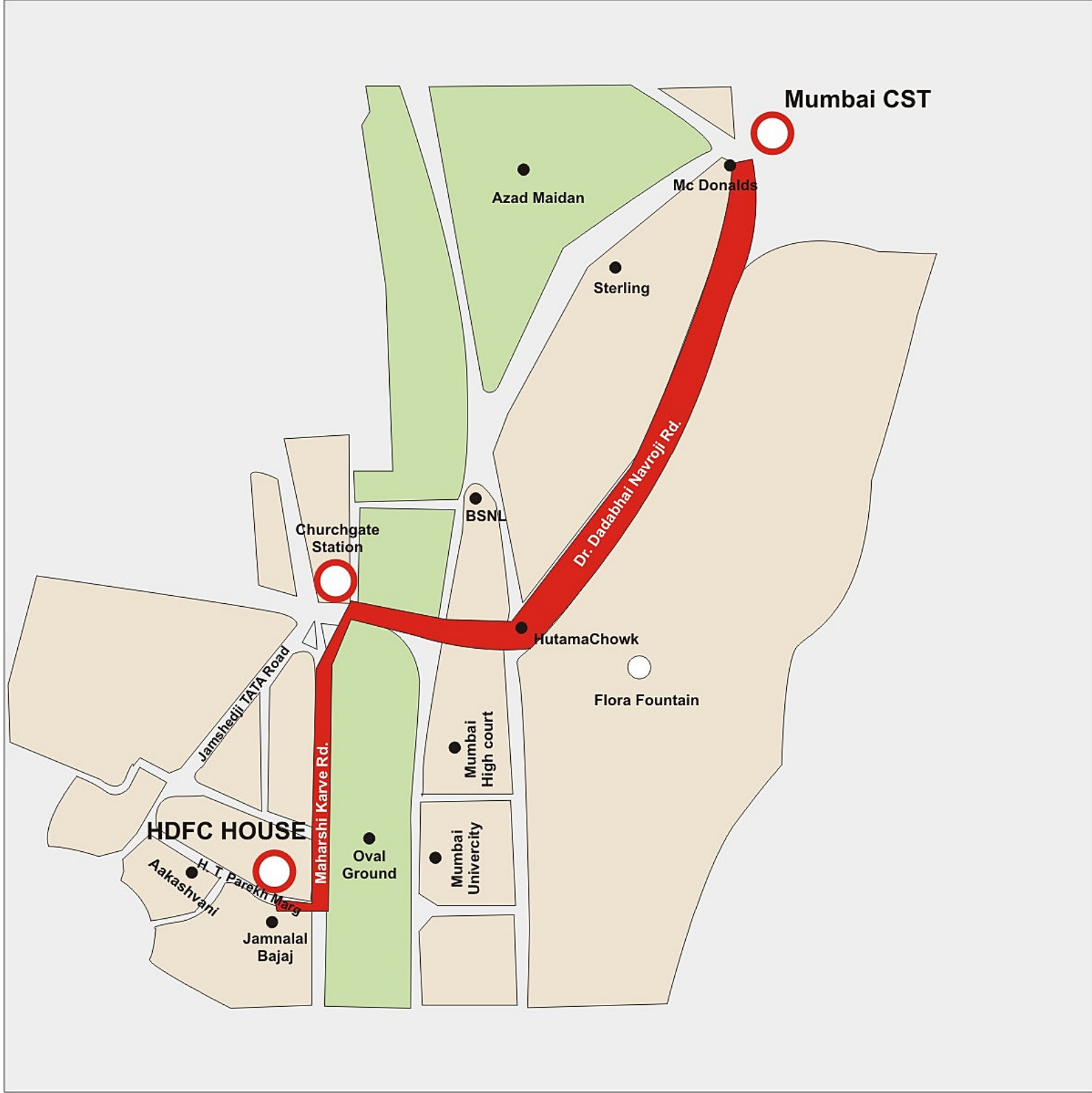
Folio No.: DP ID No.: Client ID No.:

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.



Mumbai CST

Azad Maidan

Mc Donalds

Sterling

Churchgate Station

BSNL

Dr. Dadabhai Navroji Rd.

Hutama Chowk

Flora Fountain

Mumbai High court

Mumbai University

Oval Ground

HDFC HOUSE

H.T. Parekh Marg

Aakashvani

Jamnalal Bajaj

Jamsheji TATA Road

Maharshi Karve Rd.