

**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, FEBRUARY 27, 2026, AT 11.00 A.M., AT THE REGISTERED OFFICE OF THE COMPANY, AT ‘BOARD ROOM’, 6<sup>TH</sup> FLOOR, LEELA BUSINESS PARK, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI – 400 059, TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

1. To approve the appointment of Mr. Subodh Kumar Jaiswal (DIN: 08195141) as an Independent 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 a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendments, statutory modification(s), variations or re-enactment thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**Listing Regulations**”), the applicable provisions of the Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024, the Articles of Association of the Company and in accordance with the Policy of the Company on Appointment of Directors, Key Management Personnel and Members of Senior Management and based on the recommendations of the Nomination and Remuneration Committee of Directors and the Board of Directors, Mr. Subodh Kumar Jaiswal (DIN: 08195141), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 (five) consecutive years with effect from December 14, 2025 upto December 13, 2030 (both days inclusive), not liable to retire by rotation and that he shall be eligible for such sitting fees and commission, as may be approved by the Board within the permissible limit prescribed under the Act and the circulars and regulations issued by IRDAI, from time to time.

**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: February 03, 2026**  
**Place: Mumbai**

**Sd/-**  
**Shubhradip Bose**  
**Company Secretary**  
**FCS: 10386**

**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 member.
- 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.
- ix. This notice is being sent only to those members whose name appears in the Register of Beneficial Owners maintained by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on

Friday, January 30, 2026 (“Cut-off Date”) and whose email address is registered with the Company/Company’s Registrar and Transfer Agent, as on the said date.

- x. A person who becomes a member after the Cut-off Date should treat this Notice for information purpose only.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1:**

In terms of the IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024 (the **IRDAI Corporate Governance Regulations**), the maximum permissible age for continuing as a non-executive director on the Board of an insurer is 75 years. Accordingly, upon attaining the age of 75 years, Mr. Sanjib Chaudhuri (DIN:09565962), Independent Director, ceased to hold office on December 13, 2025, reducing the number of Independent Directors to 6 (six).

Further, pursuant to the extant applicable provisions of the Indian Insurance Companies (Foreign Investment) Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), and the Company’s Articles of Association, the Company is required to have atleast 7 (seven) Independent Directors, as the Chairman of the Company is a Non-Executive, Non-Independent Director.

To ensure compliance with the aforesaid regulatory requirements, 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**”), Articles of Association of the Company and in accordance with the Policy of the Company on Appointment of Directors, Key Management Personnel and Members of Senior Management, approved the appointment of Mr. Subodh Kumar Jaiswal (DIN: 08195141), as an Additional (Independent) Director of the Company with effect from December 14, 2025.

Mr. Jaiswal is a retired Indian Police Service (IPS) officer of the 1985 batch, Maharashtra cadre, with an illustrious career spanning of 38 years in public service. During his tenure, he held several key positions such as Commissioner of Police - Mumbai, Director General of Police - Maharashtra State, Director General Central Industrial Security Force (CISF) and Director - Central Bureau of Investigation (CBI). In his capacity as Director CBI, he also headed the National Central Bureau – INTERPOL India. He holds Bachelor of Arts (Hons.) in English Literature from DAV College, Chandigarh, and a Master of Business Administration (MBA) in Marketing from University Business School, Chandigarh. He currently serves as an Independent Director on the boards of HDFC Life Insurance Company Limited, Siemens Energy India Limited, Assets Care & Reconstruction Enterprise Limited and Highway Roop Precision Technologies Limited.

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. Jaiswal shall hold office upto the date of the ensuing Annual General Meeting.

Further, in terms of the provisions of Regulation 62D(3) of the Listing Regulations, the Company shall ensure that approval of members 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. Accordingly, the Board seeks approval of the members at this EGM.

The members may note that as on the date of issuance of the Notice convening this EGM, Regulation 62D(3) of the Listing Regulations is not applicable to the Company. Albeit the same was applicable when the Board of Directors approved the draft Notice convening this EGM, at their meeting held on January 13, 2026. The Company is nevertheless convening this EGM in accordance with approval of the Board.

As per the declarations submitted, Mr. Jaiswal 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) read with Regulation 62B(1)(b) of the Listing Regulations.

Mr. Jaiswal meets the 'fit and proper' criteria as prescribed under the IRDAI Corporate Governance Regulations 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. 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 Company has also received a notice under Section 160 of the Act from a member proposing the candidature of his appointment as an Independent Director of the Company.

The Company has also received a confirmation that Mr. Jaiswal has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

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. Subodh Kumar Jaiswal and his relatives are concerned or interested in passing of this resolution set out at Item No. 1 of the Notice.

**By the order of the Board of Directors**

**Date: February 03, 2026**

**Place: Mumbai**

**Sd/-**

**Shubhradip Bose**

**Company Secretary**

**FCS:10386**

**ANNEXURE TO ITEM NO. 1 OF THE NOTICE DATED FEBRUARY 03, 2026**
**Item No. 1 - Appointment of Mr. Subodh Kumar Jaiswal as an Independent Director of the Company**

<b>Age</b>	63 years
<b>Qualification</b>	Bachelor of Arts (BA) with Honors in English Literature and Master of Business Administration (MBA) in Marketing.
<b>Experience</b>	<p>Mr. Subodh Kumar Jaiswal is a retired Indian Police Service (IPS) officer of the 1985 batch, Maharashtra cadre, with an illustrious career spanning of 38 years in public service. During his tenure, he held several key positions such as Commissioner of Police - Mumbai, Director General of Police - Maharashtra State, Director General - Central Industrial Security Force (CISF) and Director - Central Bureau of Investigation (CBI). In his capacity as Director CBI, he also headed the National Central Bureau – INTERPOL India.</p> <p>Mr. Jaiswal has been honoured for his exceptional operational abilities, leadership qualities, and crisis management skills, which have been recognized by the Government of India/ State Government. He is a recipient of the Asadharan Suraksha Seva Praman Patra (2020), Presidents Police Medal for Distinguished Services (2009), Indian Police Medal for Meritorious Services (2002), and Internal Security Medals from the Government of India and State of Maharashtra.</p>
<b>No. of shares held</b>	NIL
<b>Terms and conditions of appointment</b>	Appointment of Mr. Subodh Kumar Jaiswal as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from December 14, 2025 upto December 13, 2030 (both days inclusive) and not liable to retire by rotation.
<b>Remuneration last drawn</b>	Sitting fees of ₹ 3,00,000/- for attending meeting of the Board and Committees held on January 13, 2026.
<b>Remuneration sought to be paid</b>	Sitting fees for attending the meetings of the Board of Directors and Committees thereof and commission, as decided by the Board of

	Directors, within the prescribed limit.
<b>No. of Board Meetings attended during the year</b>	Post his appointment as an Additional Director on December 14, 2025, he attended 1 out of 1 Board Meeting convened.
<b>Original date of appointment</b>	December 14, 2025
<b>Relationship with other Directors, Manager and Key Managerial Personnel</b>	None
<b>Directorships held in other companies in India</b>	<ol style="list-style-type: none"> <li>1. HDFC Life Insurance Company Limited</li> <li>2. Siemens Energy India Limited</li> <li>3. Assets Care &amp; Reconstruction Enterprise Limited</li> <li>4. Highway Roop Precision Technologies Limited</li> </ol>
<b>Membership/Chairmanship of committees in other companies in India</b>	<ol style="list-style-type: none"> <li>1. HDFC Life Insurance Company Limited             <ol style="list-style-type: none"> <li>a. Corporate Social Responsibility &amp; ESG Committee – Chairman</li> <li>b. Policyholder Protection, Grievance Redressal and Claims Monitoring Committee – Member</li> </ol> </li> <li>2. Siemens Energy India Limited             <ol style="list-style-type: none"> <li>a. Stakeholders Relationship Committee – Chairman</li> <li>b. Nomination and Remuneration Committee – Chairman</li> <li>c. Audit Committee – Member</li> <li>d. Risk Management Committee – Member</li> </ol> </li> <li>3. Assets Care &amp; Reconstruction Enterprise Limited             <ol style="list-style-type: none"> <li>a. Risk Management Committee – Member</li> <li>b. Corporate Social Responsibility Committee – Member</li> <li>c. Committee for Issuance &amp; Allotment of Securities – Member</li> </ol> </li> </ol>

**Form No. MGT-11**

**PROXY FORM**

Extra-Ordinary General Meeting  
Friday, February 27, 2026 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: 6<sup>th</sup> 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: .....

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, February 27, 2026 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
<b>Special Resolution:</b>			
1	To approve appointment of Mr. Subodh Kumar Jaiswal (DIN: 08195141) as an Independent Director of the Company		

Signed this ..... day of ..... 2026

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, February 27, 2026 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, February 27, 2026 at 11.00 A.M. at the Registered Office, at 'Board Room', 6<sup>th</sup> 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.

Sign in

