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HDFC ERGO General Insurance

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD AT SHORTER NOTICE ON FRIDAY, JUNE 30, 2023, AT 5.30 PM AT THE REGISTERED OFFICE OF THE COMPANY, 'HDFC HOUSE', 1ST FLOOR, 165-166, BACKBAY RECLAMATION, H.T. PAREKH MARG, CHURCHGATE, MUMBAI 400 020, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

- 1. To approve the revised and restated Articles of Association (AOA) 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 Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the revised and restated Articles of Association of the Company, which would be effective from the Effective date as defined in the composite scheme of amalgamation of HDFC Limited with and into HDFC Bank Limited ('Effective Date').

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, for the purpose of giving effect to this resolution along with filing of necessary e-form(s) with the Registrar of Companies, Mumbai.”

- 2. To approve the amendments to HDFC ERGO Employee Stock Option Plan-2009 (ESOP-2009) 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 in partial modification of the resolutions passed by the Members of the Company at the Extra-Ordinary General Meetings (EGM) held on January 19, 2010, March 2, 2015, February 3, 2017 July 21, 2021 and March 23, 2023 modifying HDFC ERGO Employees Stock Option Plan – 2009 (ESOP – 2009/ Scheme) and pursuant to the provisions of Section 62(1)(b)

HDFC ERGO General Insurance Company Limited. IRDAI Reg. No.146. CIN: U66030MH2007PLC177117.

Registered & Corporate Office: 1st Floor, HDFC House, 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 - 400 078.

Customer Service No: 022 - 6234 6234 / 0120 - 6234 6234 | care@hdfcergo.com | www.hdfcergo.com



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and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, as amended (including any statutory modification(s), variation or re-enactment thereof for the time being in force) and the provisions of all other applicable laws and regulations including relevant circulars and notifications issued thereunder by the Reserve Bank of India, the Insurance Regulatory and Development Authority of India (IRDAI), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable rules, regulations and guidelines that may be issued by Ministry of Corporate Affairs, IRDAI and / or such other authorities, from time to time, the consent of the Members of the Company be and is hereby accorded to amend clauses 2., 8.1, 16.7, 21.1, 21.3 of ESOP- 2009, to align the same with the revised and restated Articles of Association of the Company, as detailed in explanatory statement to this Notice and which shall come to effect from the Effective Date - as defined in the Scheme of Amalgamation of Housing Development Finance Corporation Limited with and into HDFC Bank Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the members of the Nomination and Remuneration Committee of Directors constituted by the Board, to give effect to this resolution, with power to further delegate to any executives / officers of the Company and to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.”

- 3. To approve re-appointment of Mr. Samir H. Shah (DIN: 08114828) as a Whole-time Director (designated as ‘Executive Director & CFO’) 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 Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 34A of the Insurance Act, 1938, as amended, Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) dated May 18, 2016, Guidelines on

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Remuneration of Non-Executive Directors and Managing Director/Chief Executive Officer/Whole-Time Directors of Insurers dated August 5, 2016 issued by IRDAI and other applicable provisions of the said Acts and Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Policy on Appointment of Directors and Members of Senior Management and other employees and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management and other employees and Articles of Association of the Company, subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Samir H. Shah (DIN: 08114828) as a Whole-time Director (designated as 'Executive Director & CFO') of the Company, for a period of 5 years with effect from June 1, 2023, who shall be liable to retire by rotation, upon the terms and conditions including those relating to remuneration more specifically set out in the statement pursuant to Section 102(1) of the Act, annexed to this notice, with authority to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of Directors) to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits payable to Mr. Samir H. Shah during his tenure), in such manner as may be agreed to between the Company and Mr. Samir H. Shah; Provided that the remuneration payable to Mr. Samir H. Shah shall be subject to the approval of the IRDAI, pursuant to the provisions of Section 34A of the Insurance Act, 1938.

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

4. **To approve the re-appointment of Mr. Ameet P. Hariani (DIN: 00087866), 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, Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Corporate Governance Guidelines

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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. Ameet P. Hariani (DIN: 00087866), who holds office of Independent Director of the Company till July 15, 2023 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 July 16, 2023 till July 15, 2028.”

By Order of the Board of Directors

Date: June 28, 2023
Place: Mumbai

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



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NOTES:

- i. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, 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 the Meeting are requested to send to the Company a certified copy of the Board resolution 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 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.



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

Item No.1 and 2:

The Board of HDFC Limited ('HDFC') had approved the composite scheme of amalgamation ("Scheme"), which inter alia approved the amalgamation of HDFC with and into HDFC Bank, subject to requisite approvals. Upon the Scheme becoming effective (on 'Effective Date' as defined in the Scheme), all the equity shares of the Company held by HDFC shall be held by HDFC Bank and the Company would become a subsidiary of HDFC Bank.

Accordingly, the existing shareholding agreement, as amended and restated ('Revised SHA'), shall come into force and effect on the 'Effective Date' as defined in the Scheme.

In order to align the provisions contained in the Revised SHA, the existing Articles of Association of the Company (AOA) and consequently the HDFC ERGO Employees Stock Option Plan (ESOP – 2009) need to be amended. The AOA proposed to be amended and restated is referred to as 'Revised AOA'. Consequently, the existing AOA will be amended and replaced in its entirety with the Revised AOA, which would come in force on Effective Date.

Pursuant to Section 14 of the Companies Act, 2013, approval of the shareholders of the Company is required for amendment to the Articles of Association.

Further, as regards the ESOP – 2009, would need to be aligned to the Revised AOA and would come in force on the 'Effective Date'. In this context, please note that the provisions of Clause 2.1.18, 8.1,16.7, 21.1, 21.3 of ESOP-2009, inter-alia, prescribe the manner in which the shares offered for sale by Eligible Employees shall be purchased ('ESOP Repurchase Right'), needs to be aligned as per the Revised AOA. Additionally, the definition of Articles of Association inserted as Clause 2.1.2, reference of HDFC updated as HDFC Bank Limited in Clause 2.1.18 and requisite amendment to Clause 21.1 on 'effective date and duration' are proposed to be done to draw reference of the effective date.

The Nomination and Remuneration Committee of Directors have approved the proposed changes to the ESOP - 2009, as mentioned above. Further, the Board of Directors have, based on the recommendation of the Nomination and Remuneration Committee of Directors, approved the aforementioned amendments to ESOP-2009.

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The Board recommends, the matters and consequent resolutions set out in Item nos. 1 and 2 of this Notice, for the approval by the Members.

Except either serving as Directors of the Company, HDFC or HDFC Bank, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No.1 and 2.

A copy of the Revised AOA and ESOP-2009 of the Company is 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.

Item No.3:

The tenure of Mr. Samir H. Shah, as Executive Director & CFO of the Company was expiring on May 31, 2023.

The Board of Directors of the Company at its meeting held on April 27, 2023 pursuant to the recommendation of the Nomination and Remuneration Committee of Directors and subject to the approval of the Insurance Regulatory and Development Authority of India (IRDAI) and the Members, re-appointed Mr. Samir H. Shah as a Whole-time Director (designated as 'Executive Director & CFO') of the Company for a period of five years w.e.f. June 1, 2023 and also approved the terms and conditions of his re-appointment including remuneration.

Some of the terms and conditions of re-appointment of Mr. Samir H. Shah as a Whole-time Director (designated as 'Executive Director & CFO'), more particularly as set out in the agreement between the Company and Mr. Shah are as follows:

- i. Within the said overall limit, the various components of remuneration viz. base salary, perquisites, commission and other benefits, etc., will be decided by the Board of Directors or the Nomination and Remuneration Committee of Directors from time to time.
- ii. Perquisites include free furnished house, free use of Company's car with driver, provident fund, gratuity, hard furnishing, national pension scheme, traveling and halting allowances, medical benefits, premium on life, personal accident and medical insurance and such other perquisites as may be approved by Nomination and Remuneration Committee and / or Board, from time to time.

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- iii. Other benefits include club membership, housing loan interest subsidy and such other benefits as may be approved by Nomination and Remuneration Committee and / or Board, from time to time
- iv. Mr. Samir H. Shah shall also be entitled to stock options under Employees Stock Option Plan of the Company as may be approved by the Nomination and Remuneration Committee of Directors, from time to time.
- v. In the absence or inadequacy of profits in any financial year, the remuneration shall be paid in accordance with relevant Act and IRDAI Guidelines.
- vi. The valuation of perquisites will be as per the Income Tax Rules, 1962, as amended, in cases where the same is otherwise not possible to be valued.

As per the declarations submitted, Mr. Shah is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Shah is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

The Board of Directors is of the view that Mr. Shah is a person of integrity and possesses relevant expertise and experience for continuing as Executive Director & CFO of the Company.

Brief profile of Mr. Samir H. Shah is provided at the end of the Notice.

Mr. Shah has provided his consent for the said re-appointment.

The Board of Directors recommends passing of the ordinary resolution as set out at Item No. 3 of this Notice for approval of the Members.

Mr. Samir H. Shah and his relatives are deemed to be interested in the resolution set out at Item No. 3 of this Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company are in any way, concerned or interested, financially or otherwise, in the passing of the said resolution.

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Item No. 4:

The Members of the Company vide resolution passed at the 11th Annual General Meeting held on July 23, 2018 approved the appointment of Mr. Ameet P. Hariani (DIN: 00087866) as Independent Director for the period of five years effective from July 16, 2018 till July 15, 2023.

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 27, 2023, after taking into account the performance evaluation of Mr. Ameet P. Hariani during his tenure as Independent Director and considering the significant value added by him as member of the Board, has recommended re-appointment of Mr. Hariani as Independent Director of the Company.

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

The Board of Directors at its meeting held on April 27, 2023, has approved and proposed the re-appointment of Mr. Ameet P. Hariani as an Independent Director of the Company, to hold office for a second term of five consecutive years commencing from July 16, 2023, till July 15, 2028 for approval of the shareholders and shall not be liable to retire by rotation.

As per the declarations submitted, Mr. Hariani is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Hariani satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Act and Regulation SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is in compliance with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

Brief profile of Mr. Ameet P. Hariani is provided at the end of the Notice.

Mr. Hariani has provided his consent for the said re-appointment.



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The Board of Directors recommends the resolution as set out in item no. 4 of this Notice for approval of the Members.

Except Mr. Ameet Hariani and his 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 resolution.

By the order of the Board of Directors

Date: June 28, 2023
Place: Mumbai

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

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ANNEXURE 1 TO ITEM NOS. 3 AND 4 OF THE NOTICE

Brief profile of the Directors being re-appointed at the EGM is as follows:

Item No. 3 – Re-appointment of Mr. Samir H. Shah as Executive Director & CFO of the Company

Age	55 years
Director Identification Number	08114828
Qualification	B.Com, FCA, ACS, ACMA
Experience	Mr. Shah has overall experience of 32 years including over 16 years experience in General Insurance Sector. He is currently responsible for Finance, Accounts, Tax, Secretarial, Legal & Compliance, Risk Management, Internal Audit functions of the Company.,
No. of shares held	251,000
Terms and conditions of appointment/re-appointment	Re-appointment as a Whole-time Director (designated as 'Executive Director & CFO') of the Company for a period of five years with effect from June 1, 2023.
Remuneration last drawn	Please refer Annual Report for FY 2022-23 on website of the Company at www.hdfcergo.com
Remuneration sought to be paid	Please refer Annual Report for FY 2022-23 on website of the Company at www.hdfcergo.com
No. of Board Meetings attended during the year	6
Original date of appointment	June 1, 2018
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

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Item No. 4 – Re-appointment of Mr. Ameet Hariani as Independent Director of the Company

Age	62 years
Director Identification Number	00087866
Qualification	-B.com from Sydenham College, -LLB from Government Law College, Mumbai, -LLM from University of Mumbai. -Solicitor with the Bombay Incorporated Law Society and with the Law Society of England and Wales. - Member of the Singapore Law Society.
Experience	Mr. Ameet P. Hariani founded M/s Hariani & Co. in the year 1991 and is the Managing Partner. He is a member of Bombay Incorporated Law Society, the Law Society of England & Wales, the Law Society of Singapore, the Bombay Bar Association. He has been practicing as a solicitor since 1986. Mr. Ameet P. Hariani has over 34 years of experience advising clients on corporate and commercial law, mergers and acquisitions, real estate and real estate finance transactions. He has represented large organizations in international real estate transactions, arbitrations and prominent litigations.
No. of shares held	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. July 16, 2023.
Remuneration last drawn	NIL
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 the year	6
Original date of appointment	July 16, 2018

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Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies in India	Capricon Realty Private Limited Mahindra World City (Jaipur) Limited Mahindra Lifespace Developers Limited Ras Resorts And Apart Hotels Ltd Batliboi Limited; Mahindra Happinest Developers Ltd; Mahindra World City Developers Limited; Mahindra Logistics Limited Trust AMC Trustee Private Limited
Membership/Chairmanship of committees in other companies in India	Audit Committee- Member Ras Resorts and Apart Hotels Limited Batliboi Limited Mahindra Logistics Limited Audit Committee-Chairman Mahindra Lifespace Developers Limited Nomination & Remuneration Committee - Member 1. Ras Resorts and Apart Hotels Limited 2. Mahindra Lifespace Developers Limited Stakeholders Responsibility Committee-Chairman Batliboi Limited Stakeholders Responsibility Committee-Member Mahindra Lifespace Developers Limited



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Form No. MGT-11

PROXY FORM

**Extra-Ordinary General Meeting
Friday, June 30, 2023 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



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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, June 30, 2023 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:

Sr No	Resolutions	For	Against
Special Business:			
1	Approve the revised and restated Articles of Association of the Company		
2	Approve the amendments to HDFC ERGO Employee Stock Option Plan-2009 (ESOP-2009)		
3	Re-appointment of Mr. Samir H. Shah as Executive Director & CFO		
4	Re-appointment of Mr. Ameet Hariani as Independent Director		

Signed this day of 2023

Signature of Member(s):

Signature of Proxy holder(s):

Affix
Revenue
Stamp ₹ 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.



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ATTENDANCE SLIP

(Please hand over at entrance of the Venue)

Extra-Ordinary General Meeting – Friday, June 30, 2023 at 5.30 P.M

I / We hereby record my / our presence at the EXTRA-ORDINARY GENERAL MEETING of the Members of the Company being held on Friday, June 30, 2023 at 5.30 P.M 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):

.....

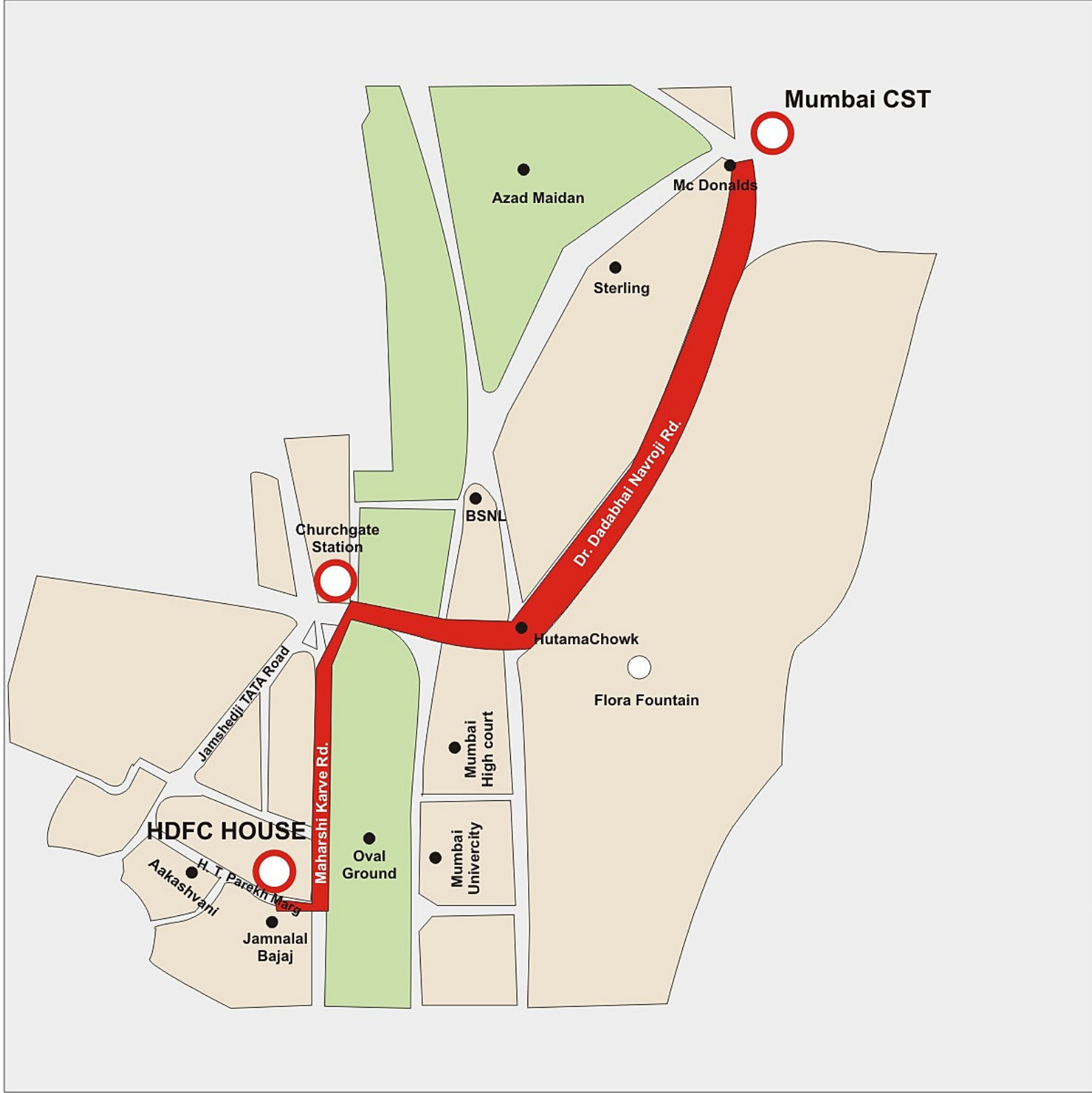
Folio No:.....DP ID No:.....Client ID No.....

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.



Mumbai CST

Azad Maidan

Mc Donalds

Sterling

Churchgate Station

BSNL

Hutama Chowk

Flora Fountain

HDFC HOUSE

Oval Ground

Mumbai High court

Mumbai University

Jamnalal Bajaj

Jamshedji TATA Road

H. T. Parekh Marg

Maharshi Karve Rd.

Dr. Dadaabhai Navroji Rd.