

HDFC ERGO General Insurance



January 06, 2024

Ref No.: HDFCERGO/S&C/AS/2023-24/282

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

Ref: Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated June 30, 2023

Dear Sirs/Madam,

Sub: Quarterly Compliance Report on Corporate Governance for quarter ended December 31, 2023

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) read with SEBI Master Circular dated June 30, 2023, please find the quarterly compliance report on corporate governance enclosed for the quarter ended December 31, 2023.

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

You are requested to kindly bring the above to the notice of all concerned.

Thanking You,

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

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

Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for the quarter ended December 31, 2023

I. 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 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation [17A(1)]]	No. of membership in Audit/ Stakeholder Committee including listed entity (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Keki M Mistry	AAFPM0331B 00008886	Non-Executive Director - nominated by HDFC Bank Limited, Chairperson related to Promoter	16-08-2017				07-11-1954	5	3	8	3
Ms.	Renu Sud Karnad	AAEPK2992H 00008064	Non-Executive Director - nominated by HDFC Bank Limited,	16-08-2017				03-09-1952	3	0	5	1
Mr.	Oliver Martin Willmes	ZZZZ9999Z 08876420	Non-Executive Director - nominated by ERGO International AG	12-10-2020				29-12-1973	0	0	1	0
Mr.	Clemens Matthias Muth	ZZZZ9999Z 07824451	Non-Executive Director - nominated by ERGO International AG	12-10-2020		01-01-2024		14-10-1970	0	0	1	0
Mr.	Bernhard Steinruecke	AAGPE5434J 01122939	Non-Executive Independent Director	09-09-2016	09-09-2021		87.22	29-06-1955	1	1	1	0
Mr.	Mehernosh Behram Kapadia	AAHPK5277A 00046612	Non-Executive Independent Director	09-09-2016	09-09-2021		87.22	24-09-1954	0	0	5	2
Mr.	Ameet Hariani	AAAPH0956Q 00087866	Non-Executive Independent Director	16-07-2018	16-07-2023		65.15	06-07-1961	4	4	7	3
Mr.	Arvind Mahajan	AAMP7233K 07553144	Non-Executive Independent Director	16-08-2017	14-11-2021		76.15	07-02-1956	1	1	3	0

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	PAN ^s and DIN	Category (Chairperson/ Executive/ Independent/ Nominee) Non-	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 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation [17A(1)]]	No. of membership in Audit/ Stakeholder Committee including listed entity (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjib Chaudhuri	ACNPC1373K 09565962	Non-Executive Independent Director	12-04-2022	12-04-2022		20.19	14-12-1950	0	0	0	0
Mr.	Vinay Vinod Sanghi	AAFPS8872F 00309085	Non-Executive Independent Director	12-04-2022	12-04-2022		20.19	08-05-1969	1	0	2	0
Mr.	Rajgopal Thirumalai	AABPT2347Q 02253615	Non-Executive Independent Director	12-04-2022	12-04-2022		20.19	17-10-1955	0	0	0	0
Mr.	Ritesh Kumar	AAAPK0979N 02213019	Executive Director-CEO-MD	09-09-2016				08-09-1969	0	0	1	0
Mr.	Anuj Tyagi	ACQPT4711M 07505313	Executive Director	13-11-2020				06-08-1974	0	0	0	0
Mr.	Samir H. Shah	AADPS4559B 08114828	Executive Director & CFO	01-06-2018				28-02-1968	0	0	0	0

Whether Regular Chairperson appointed - Yes

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

\$ PAN of any director would 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.

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 B. Kapadia	Non-Executive - Independent Director-Chairperson	18-08-2017	
	Bernhard Steinruecke	Non-Executive - Independent Director-Member	18-08-2017	
	Arvind Mahajan	Non-Executive - Independent Director-Member	18-08-2017	
	Ameet Hariani	Non-Executive –Independent Director-Member	23-10-2019	
	Keki M. Mistry	Non-Executive Director - nominated by HDFC Bank Limited-Member	18-08-2017	
	Oliver Martin Willmes	Non-Executive Director - nominated by ERGO International AG-Member	12-10-2020	
2. Nomination & Remuneration Committee				
Yes	Mehernosh B. Kapadia	Non-Executive - Independent Director-Chairperson	18-08-2017	
	Bernhard Steinruecke	Non-Executive - Independent Director- Member	18-08-2017	
	Arvind Mahajan	Non-Executive - Independent Director-Member	23-07-2018	
	Ameet Hariani	Non-Executive – Independent Director-Member	25-01-2023	
	Renu Sud Karnad	Non-Executive Director - nominated by HDFC Bank Limited-Member	18-08-2017	
	Clemens Matthias Muth	Non-Executive Director - nominated by ERGO International AG-Member	12-10-2020	01-01-2024
3. Risk Management Committee				
Yes	Bernhard Steinruecke	Non-Executive - Independent Director-Chairperson	18-08-2017	
	Mehernosh B. Kapadia	Non-Executive - Independent Director-Member	18-08-2017	
	Ameet Hariani	Non-Executive - Independent Director- Member	23-07-2018	
	Sanjib Chaudhuri	Non-Executive - Independent Director-Member	25-04-2022	
	Rajgopal Thirumalai	Non-Executive - Independent Director-Member	25-04-2022	
	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	
	Oliver Martin Willmes	Non-Executive Director - nominated by ERGO International AG-Member	12-10-2020	
	Samir H. Shah	Executive Director-Member	26-06-2018	
	Ritesh Kumar	Executive Director-Member	18-08-2017	
4. Stakeholders Relationship Committee				
Yes	Mehernosh B. 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	
	Clemens Matthias Muth	Non-Executive Director - nominated by ERGO International AG-Member	25-01-2023	01-01-2024
	Ritesh Kumar	Executive Director-Member	25-01-2023	
5. Corporate Social Responsibility Committee				
Yes	Ameet Hariani	Non-Executive - Independent Director-Chairperson	23-07-2018	
	Mehernosh B. Kapadia	Non-Executive - Independent Director-Member	18-08-2017	
	Vinay 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	
	Oliver Martin Willmes	Non-Executive Director - nominated by ERGO International AG-Member	12-10-2020	
	Anuj Tyagi	Executive Director-Member	26-06-2018	

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 (in number of days)	
25-07-2023						
	12-10-2023	Yes	14	7	79	

* 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	<ul style="list-style-type: none"> • 12-10-2023 • 12-12-2023 	Yes Yes	6 6	4 4	25-07-2023	79 61
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	12-10-2023	Yes	7	4	25-07-2023	79
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	12-10-2023	Yes	10	5	25-07-2023	79
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	-	-	-	-	25-07-2023	-

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

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

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 27(2) (ba) of SEBI (LODR) 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	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	Yes

For HDFC ERGO General Insurance Company Limited

Vyoma Manek
Company Secretary & Chief Compliance Officer
ACS 20384