



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 on Friday, August 18, 2017, at 5.00 PM, at the Registered Office of the Company at 1st Floor, 165 – 166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400020, to transact the following Special Business:

Approval of newly substituted Articles of Association (AOA) of the Company

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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 consider expedient, to delegate all or any of the powers herein conferred to any Director(s) and / or Officer(s) of the Company, and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to this resolution along with filing of necessary e-form(s) with the Registrar of Companies, Mumbai.”

By Order of the Board of Directors

Place: Mumbai
Date: August 18, 2017

Sd/-
Dayananda V. Shetty
Executive Vice President – Legal & Compliance
and Company Secretary



NOTES:

- (i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals 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 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 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) Proxy shall not 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 including Articles of Association referred to in the accompanying Notice and the Explanatory Statement 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.



ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

The National Company Law Tribunal, Mumbai Bench at its final hearing held on June 23, 2017, approved the Scheme of Arrangement for merger of HDFC ERGO General Insurance Company Limited (Transferor Company) with HDFC General Insurance Limited (Transferee Company).

The Insurance Regulatory and Development Authority of India vide letter dated August 14, 2017 gave its final approval for the said merger.

The Appointed Date and Effective Date for the merger is January 1, 2017 and August 16, 2017 respectively.

The Promoter Shareholders - HDFC Limited and ERGO International AG had entered into an amended and restated Shareholders' Agreement (SHA) on April 18, 2016, the provisions of which were incorporated in the Articles of Association of the Transferor Company, duly approved by its Shareholders at the Extra-Ordinary General Meeting held on August 16, 2016.

In view of the merger of the Transferor Company with the Company and the consequent change in promoters of the Company, it is proposed to adopt the Articles of Association of the Transferor Company in its entirety. The said Articles of Association shall be available for inspection at the Registered Office of the Company.

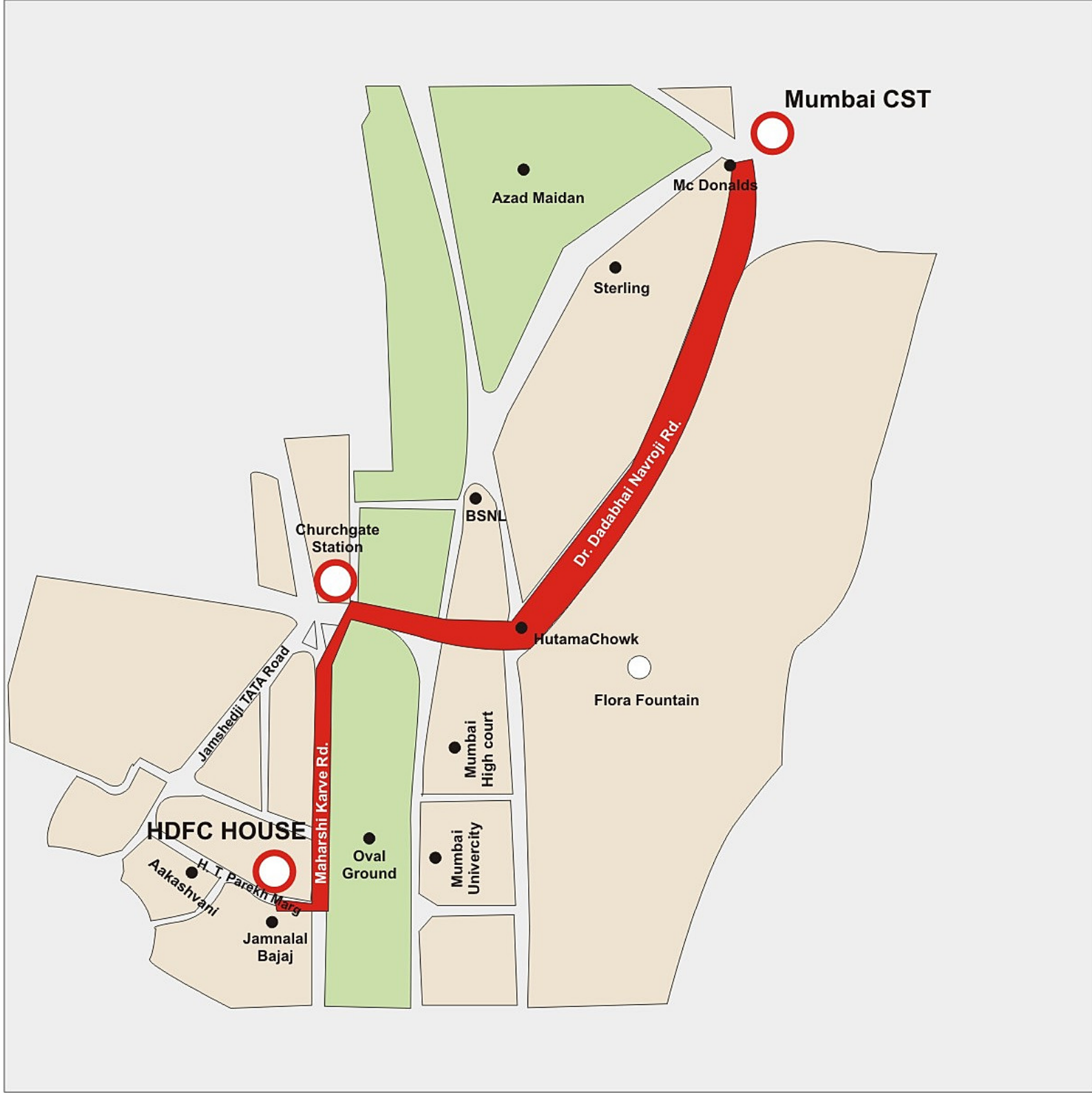
The Board of Directors recommends the resolution as set out in this notice, for approval of the Members.

None of the 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.

By Order of the Board of Directors

Place: Mumbai
Date: August 18, 2017

Sd/-
Dayananda V. Shetty
Executive Vice President – Legal & Compliance
and Company Secretary



Mumbai CST

Azad Maidan

Mc Donalds

Sterling

Churchgate Station

BSNL

Dr. Dadabhai Navroji Rd.

Hutama Chowk

Flora Fountain

HDFC HOUSE

Jamshedji TATA Road

Mumbai High Court

Mumbai University

Oval Ground

H.T. Parekh Marg

Aakashvani

Jamnalal Bajaj

Maharshi Karve Rd.



Form No. MGT-11

Proxy form

[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) of 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, August 18, 2017 at 5.00 P.M. at the Registered Office of the Company at a shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

- 1. Approval of newly substituted Articles of Association (AOA) of the Company

Signed this day of..... 2017

Signature of Member(s):

Signature of Proxy holder(s):





ATTENDANCE SLIP

(Please hand over at entrance of the Venue)

Extra Ordinary General Meeting – Friday, August 18, 2017

I / We hereby record my / our presence at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held at the Registered Office of the Company, 'Board Room', HDFC House, 1st Floor, 165–166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400020, on Friday, August 18, 2017 at 5.00 P.M

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