

## 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 (HDFC ERGO) WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, SEPTEMBER 16, 2016 AT 5:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY, 'BOARD ROOM', HDFC HOUSE, 1<sup>ST</sup> FLOOR, 165 – 166, BACKBAY RECLAMATION, H. T. PAREKH MARG, CHURCHGATE, MUMBAI 400020, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

**Issue of Unsecured Redeemable Non-Convertible Debentures and/or other debt instruments on a Private Placement basis:**

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 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, and pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Insurance Act, 1938 read with rules and regulations made thereunder including the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, the Insurance Regulatory and Development Authority Act, 1999, the Foreign Exchange Management Act, 2000 read with rules and regulations made thereunder and including any statutory amendment (s), modification(s), re-enactment thereof, for the time being in force, to any of the foregoing laws or rules or regulations and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India, Insurance Regulatory and Development Authority of India (“IRDAI”), Reserve Bank of India, Securities and Exchange Board of India and/or any other competent authorities, whether in India or abroad, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approvals, permissions, consents and sanctions of IRDAI and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions

which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this resolution to the extent permitted by law) the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot unsecured, subordinated, listed, redeemable, non-convertible debentures (‘Debentures’) for cash either at par or premium or discount to the face value, up to an aggregate amount not exceeding ₹ 350 crore (Rupees Three Hundred and Fifty Crore only) to eligible persons, under one or more disclosure document(s) and/or under one or more private placement offer letter as may be issued by the Company and in one or more series/tranches, during a period of one year commencing from the date of this Extra-Ordinary General Meeting, on a private placement basis and on such terms and conditions which may be agreed to by the Board at its discretion.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to engage/appoint the lead arrangers, managers and all such agencies as may be involved or concerned in such offerings of Debentures and to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s) and/or information memorandum and/or private placement offer letter, as may be required, determining the form and manner of the issue, including the class of investors to whom the Debentures are to be issued and allotted, number of Debentures to be allotted, face value, issue price, premium amount on issue, if any, tenor, interest/coupon rate, issue schedule / period, execution of various transaction documents, setting up of the debenture redemption reserve, making application to regulatory authorities to obtain their approval (including IRDAI, stock exchanges, etc.) for issuance and listing of Debentures, making other necessary regulatory filings, signing necessary declarations, agreements, deeds and documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Debentures and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers to any Director(s) or Committee of Directors (including Allotment Committee) or Key Managerial Personnel or any other person for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all

**HDFC ERGO General Insurance Company Limited**



acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

**By Order of the Board of Directors**

Date: September 16, 2016  
Place: Mumbai

**Sd/-  
Dayananda V. Shetty  
Company Secretary and Head – Legal & Compliance  
FCS: 4638**

**NOTES:**

- (i) The 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 referred to in the Notice and the Explanatory Statement 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.

**ANNEXURE TO THE NOTICE**

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

At the meeting of the Board of Directors held on January 22, 2016, a budget based on a conservative estimate of ₹ 500 crore for crop insurance business, on a crop insurance market size of ₹ 6,000 crore was approved for FY17.

Through the introduction of the Pradhan Mantri Fasal Bima Yojna (PMFBY), the Government proposed the penetration of crop insurance from current level of 22% to 50% levels over next 2 years.

In view of PMFBY, the market premium during FY17 for crop insurance, is estimated around ₹ 18,400 crore and the Company is also expected to increase its share of crop insurance business which necessitates infusion of additional capital to maintain adequate solvency.

The Board of Directors after considering the option of raising capital through issue of various forms of securities, decided to issue Debentures in the nature of subordinated debt, in accordance with and as prescribed under the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015. ('Regulations')

In terms of the said Regulations, the Company is allowed to raise other forms of capital up to 25% of the total paid up equity share capital and securities premium.

After considering the issue of equity shares on a preferential basis as approved by the Members at the Extra-Ordinary General Meeting held on August 16, 2016, the Company can raise maximum up to ₹ 355 crore (Rupee Three Hundred and Fifty Five Crore only) through the issue of such Debentures.

Accordingly, subject to necessary regulatory approvals and other considerations, the Company is proposing to issue and allot unsecured, subordinated, redeemable, non-convertible Debentures for cash either at par or premium or discount to the face value up to an aggregate amount not exceeding ₹ 350 crore (Rupees Three Hundred and Fifty Crore only) to eligible persons, on a private placement basis.

## HDFC ERGO General Insurance Company Limited



These Debentures would be listed at the National Stock Exchange of India Limited (NSE) and / or BSE Limited (BSE), as may be decided by the Board, in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time).

As per section 180 (1) (c) of the Companies Act, 2013, the Company may borrow up to the aggregate of its paid-up share capital and free reserves without the specific approval of the Members. The aggregate borrowings post issuance of Debentures would be within the limits as permitted under the said section.

In terms of the provisions of Section 42 of the Companies Act, 2013, as amended (the Act) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, consent of the Members is required to be obtained by passing a special resolution for the proposed issuance of Debentures on a private placement basis.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for non-convertible debentures up to an aggregate amount not exceeding ₹ 350 crore (Rupees Three Hundred and Fifty Crore only) , on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No.1, within the overall borrowing limits of the Company, subject to approval of the IRDAI.

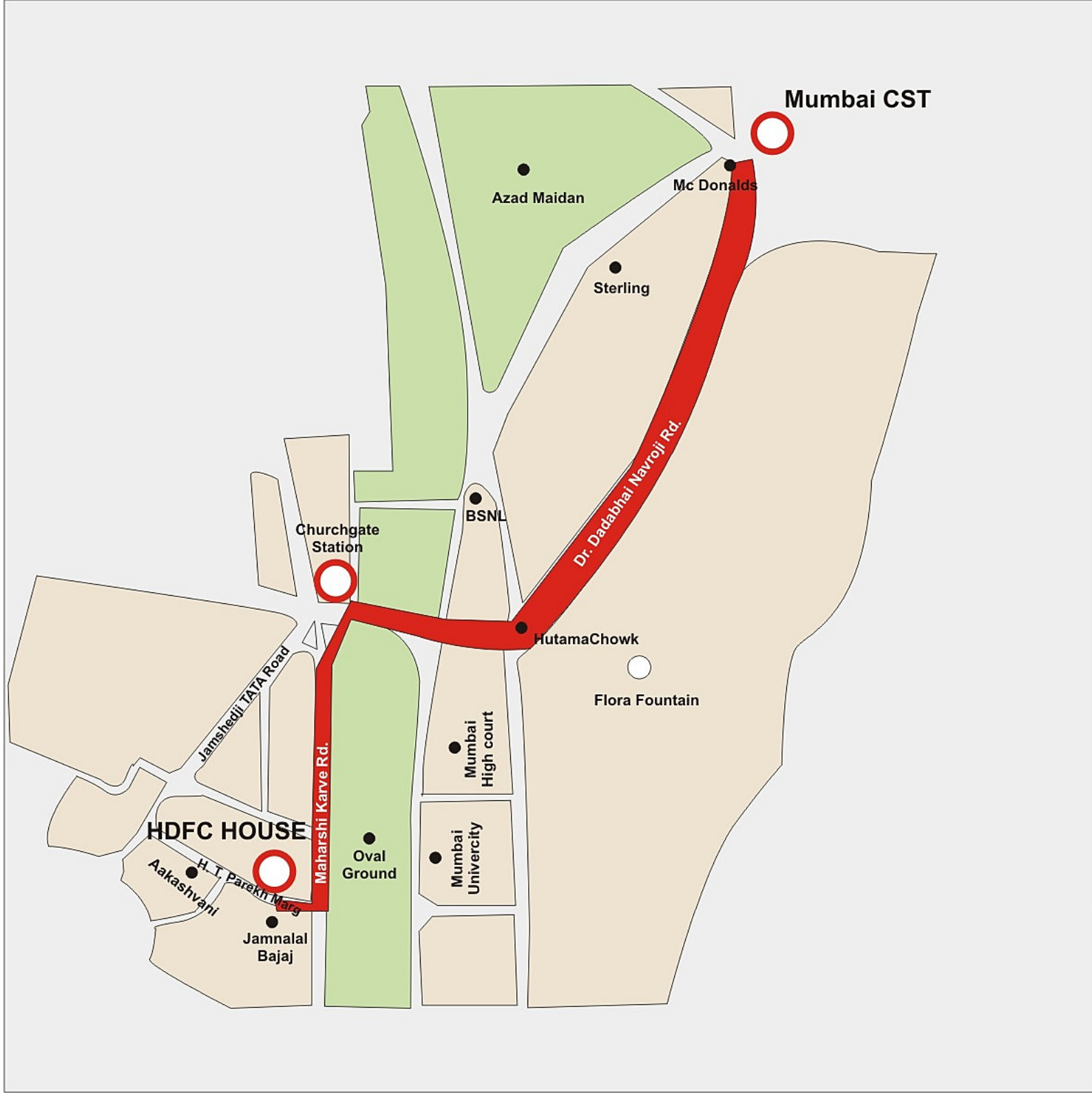
The Board of Directors recommends the resolution as set out in this notice, for approval of the Members.

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**

Date: September 16, 2016  
Place: Mumbai

**Sd/-**  
**Dayananda V. Shetty**  
**Company Secretary and Head – Legal & Compliance**  
**FCS: 4638**



Mumbai CST

Azad Maidan

Mc Donalds

Sterling

Churchgate Station

BSNL

Dr. Dadaabhai Navroji Rd.

Hutama Chowk

Flora Fountain

Jamshedji Tata Road

Mumbai High court

HDFC HOUSE

Oval Ground

Mumbai University

Aakashvani

H.T. Parekh Marg

Jamnalal Bajaj

Maharshi Karve Rd.

# HDFC ERGO General Insurance Company Limited



## 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: U66010MH2002PLC134869

Registered office: HDFC House, 1<sup>st</sup> 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, September 16, 2016 at 5 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:

<b>Special Business</b>
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1.	Issue of Unsecured Redeemable Non-Convertible Debentures and/or other debt instruments on a Private Placement basis
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Signed this ..... day of..... 2016

Signature of Member(s): .....

Signature of Proxy holder(s): .....







**ATTENDANCE SLIP**

(Please hand over at entrance of the Venue)

Extra- Ordinary General Meeting – Friday, September 16, 2016

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, September 16, 2016 at 5 P.M, at a shorter notice.

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