NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 19TH (NINETEENTH) ANNUAL GENERAL MEETING ("AGM" / "MEETING") OF THE MEMBERS OF HDFC ERGO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, JULY 24, 2026 AT 3:00 P.M., AT THE REGISTERED OFFICE OF THE COMPANY, AT BOARD ROOM, 6TH FLOOR, LEELA BUSINESS PARK, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI – 400 059 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2026, the Profit & Loss Account, Receipts and Payments Account and Revenue Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited standalone financial statement of the Company for the year ended March 31, 2026, containing the Balance Sheet as at that date, Profit & Loss Account, the Receipts & Payments Account and the Revenue Accounts for the year ended on that date together with the Schedules, Notes and the Reports of Auditors and Board of Directors along with its annexures thereon be and are hereby approved and adopted."

2. To confirm the payment of interim dividend of Rs. 3 per equity share i.e. at the rate of 30% of the face value of Rs. 10 each for the financial year 2025-26.

3. To appoint a Director in place of Mr. Edward Ler (DIN: 10426805) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company, Mr. Edward Ler (DIN: 10426805) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint a Director in place of Mr. Samir H. Shah (DIN: 08114828) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company, Mr. Samir H. Shah (DIN: 08114828) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **To approve the appointment of Mr. Parthanil Ghosh (DIN: 11083324) as the Managing Director and Chief Executive Officer 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 152, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the "**Act**") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, to the extent applicable and Section 34A of the Insurance Act, 1938, as amended, the Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 and Master Circular issued thereon and any other applicable provisions of the said Acts and Rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and in accordance with the Policy on Appointment of Directors, Key Management Personnel and Members of Senior Management and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management and other employees and based on the recommendations of the Nomination and Remuneration Committee of Directors ("NRC") and the Board of Directors, subject to the approval of IRDAI, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Parthanil Ghosh (DIN: 11083324) as the Managing Director & Chief Executive Officer of the Company for a period of four (4) years with effect from April 16, 2026 till April 30, 2030, not liable to retire by rotation, at a total remuneration aggregating to ~₹ 6.83 crore (excluding non-cash variable pay) and benefits in accordance with the Company Policy, if any, for the initial year, with further authority to the Board of Directors of the Company (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the said appointment, remuneration and/or Agreement including increments, commission, revisions and/or any other components of the remuneration, as may be necessary, from time to time, during the entire tenure, in such a manner as it may deem fit; provided that the remuneration payable to Mr. Ghosh 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 of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments and writings as may be necessary or expedient, 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 directors(s) and/or officer(s) of the Company, to give effect to this resolution."

6. **To approve the appointment of Mr. Natarajan Srinivasan (DIN: 00123338) 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 an Ordinary 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), 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. Natarajan Srinivasan (DIN: 00123338), 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 June 8, 2026 upto June 7, 2031 (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 the 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 power herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution."

By Order of Board of Directors

Sd/-
Shubhradip Bose
Company Secretary
FCS:10386

Date: June 30, 2026
Place: Mumbai

NOTES:

(i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (the **"Act"**) relating to Special Business as set out in Item No. 5 and 6 to be transacted at the Annual General Meeting ("AGM") is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment /re-appointment at this AGM are annexed.

(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) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

(v) 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 under Section 113 of the Act/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s).

(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 and other statutory registers 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) In compliance with the Circulars of Ministry of Corporate Affairs and Securities Exchange Board of India, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (together referred as 'Depositories') as on June 26, 2026 ("Cut-off Date") and whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories, as on the said date. Members may note that the Notice and Annual Report for the financial year 2025-26 is also available on the Company's website at www.hdfcergo.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com. Members who have not registered their e-mail IDs, are requested to kindly register the same with the Company's Registrar and Transfer Agent, KFin Technologies Limited whose relevant details are available in the Annual Report of the Company.

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

(x) Members desiring any information relating to the financial statements are requested to write to the Company at investor@hdfcergo.com at the earliest, so as to enable the Board of Directors to keep the information ready.

(xi) 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 AGM venue is also annexed to this Notice.

By Order of Board of Directors

Sd/-
Shubhradip Bose
Company Secretary
FCS:10386

Date: June 30, 2026
Place: Mumbai

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

Item No.5:

The Members of the Company may note that Mr. Anuj Tyagi tendered his resignation as the Managing Director & Chief Executive Director (CEO) of the Company, vide his letter dated January 16, 2026, in order to pursue his entrepreneurial aspirations. The Board of Directors, at their meeting held on the same day, had accepted his resignation. Accordingly, Mr. Tyagi has ceased to hold the office of the Managing Director & CEO of the Company with effect from the close of business hours of April 15, 2026.

In accordance with the Company's succession plan and the Policy on Appointment of Directors, Key Management Personnel and Members of Senior Management, Mr. Parthanil Ghosh, who was serving as the Executive Director of the Company, has been identified as a suitable candidate having regard to his experience, leadership capabilities, industry knowledge, alignment with the strategic objectives of the Company and his proven ability to ensure continuity and sustained focus on the key aspirations of the Company.

Mr. Parthanil Ghosh brings with him over three decades of experience, including more than 16 years of rich and diverse experience in the General Insurance industry across the entire value chain. He joined the Company in 2016, following the merger with L&T General Insurance and serves as the Executive Director since May 1, 2025. Since joining, he has played a pivotal role in strengthening the retail business while building strong capabilities across commercial lines, crop insurance, underwriting, reinsurance, strategy, claims management, information technology and digital. His operational insight and holistic understanding of business have contributed significantly to building resilient and scalable insurance solutions. Over the years, Mr. Ghosh has been driving initiatives by leveraging technology towards improved customer experience.

Pursuant to the above and based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors at their meeting held on March 11, 2026 approved the appointment of Mr. Parthanil Ghosh, as the Managing Director & CEO of the Company for a period of four (4) years with effect from April 16, 2026 till April 30, 2030, not liable to retire by rotation, subject to approval of the Members of the Company and IRDAI. The Board has also approved the terms and conditions of his appointment including remuneration, subject to the approval of the Members of the Company and IRDAI.

In terms of the provisions of Section 196(4) of the Act, the appointment of Managing Director and the terms and conditions of such appointment and remuneration payable shall be subject to approval by a resolution by the Members at the next general meeting of the Company. Pursuant to this, the Company seeks approval of the Members for appointment of Mr. Parthanil Ghosh as a Managing Director and CEO of the Company.

The main terms and conditions of appointment of Mr. Parthanil Ghosh as the Managing Director & CEO of the Company are as follows:

i. The appointment of Mr. Parthanil Ghosh as the Managing Director & CEO of the Company shall be for a period of four (4) years w.e.f. April 16, 2026 till April 30, 2030.

ii. He shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

iii. The remuneration payable to Mr. Parthanil Ghosh shall not exceed the overall limit as specified in Section 197 of the Act read with Schedule V thereof and shall also be subjected to the approval of the IRDAI. Mr. Ghosh shall be entitled to annual increments, as may be recommended by the NRC and approved by the Board of Directors, subject to approval of IRDAI under Section 34A of the Insurance Act, 1938 read with IRDAI (Corporate Governance for Insurers) Regulations, 2024 and Master Circular issued thereon ("**IRDAI CG Regulations**").

iv. Within the said overall limit, the various components of remuneration viz. fixed salary including perquisites and variable pay including cash variable pay and non-cash variable pay as indicated in the Company's Policy on Remuneration for Directors, Key Managerial Personnel and Senior Management and Other Employees, as may be approved by the Board of Directors based on the recommendation of the NRC, from time to time.

v. Mr. Parthanil Ghosh shall also be entitled to stock options under Employees Stock Option Plan of the Company as may be approved by the NRC, from time to time.

Mr. Ghosh meets the 'fit and proper' criteria as prescribed under IRDAI CG 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 IRDAI CG Regulations. Mr. Ghosh has the requisite qualifications, skills, experience and expertise in specific functional areas, which are beneficial to the Company. He has furnished to the Company his consent to act as a Managing Director & CEO and affirmed that he is not disqualified to become a Managing Director under the Act and 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 Board of Directors recommend the resolution as set out at Item No. 5 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. Parthanil Ghosh and his relatives are concerned or interested in the passing of this resolution set out at Item No. 5 of the Notice.

Item No.6:

In terms of the provisions of Section 177 of the Companies Act, 2013 (the "**Act**"), the Audit and Compliance Committee ("**ACC**") shall comprise a minimum of three (3) Directors, with Independent Directors forming a majority. Currently the ACC of the Board of Directors of the Company comprises six (6) members – four (4) Independent Directors and two (2) Non-Executive Directors - one (1) each nominated by HDFC Bank Limited and ERGO International AG.

The Members of the Company may note that Mr. Mehernosh B. Kapadia (DIN: 00046612) and Mr. Bernhard Steinruecke (DIN: 01122939), Independent members of the ACC are due to retire from the office of Director upon completion of their second consecutive term of five (5) years each with effect from September 8, 2026. In view of the impending retirement of Mr. Kapadia and Mr. Steinruecke from the Board and in order to ensure timely reconstitution of the ACC and continued compliance with the statutory requirement of having majority of Independent Directors, it was considered necessary to induct an Additional (Independent) Director on the Board of the Company for facilitating an appropriate transition, prior to such retirement.

Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and in terms of provisions of Section 161(1) of 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. Natarajan Srinivasan (DIN: 00123338) as an Additional (Independent) Director on the Board of the Company with effect from June 8, 2026.

Mr. Natarajan Srinivasan is a commerce graduate and a member of the Institute of Chartered Accountants of India (ICAI) and of the Institute of Company Secretaries of India (ICSI). He has over four decades of experience across financial services, legal and general management domains. His knowledge and experience spans the business and corporate law in India, combined with consensus-building negotiations with multiple stakeholders and leadership in driving high performance teams.

He has been associated with the boards of various listed and unlisted companies and is widely regarded for his expertise in financial management, governance, and business restructuring.

In terms of the provisions of Section 152(2) of the Act, every director shall be appointed by a Company in a General Meeting. Further, as per Section 161(1) of the Act, Mr. Natarajan Srinivasan who was appointed as an Additional (Independent) Director by the Board, holds office up to the date of this Annual General Meeting. Accordingly, approval of the Members is being sought for the appointment of Mr. Natarajan Srinivasan as an Independent Director of the Company.

As per the declarations submitted, Mr. Natarajan Srinivasan 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.

Mr. Natarajan Srinivasan meets the ‘fit and proper’ criteria as prescribed under the IRDAI CG Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of Board, he fulfills 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 debarred 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 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. Natarajan Srinivasan 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.

A copy of draft letter of appointment setting out the terms and conditions of appointment of Independent Director of the Company is available on the website of the Company at https://www.hdfcergo.com/about-us/legal-compliance/letter-of-appointment and available for inspection by the Members of the Company.

The Board of Directors recommend the resolution as set out at Item No. 6 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 Companies 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. Natarajan Srinivasan and his relatives are concerned or interested in passing of this resolution set out at Item No. 6 of the Notice.

By Order of Board of Directors

Sd/-
Shubhradip Bose
Company Secretary
FCS:10386

Date: June 30, 2026
Place: Mumbai

ANNEXURE TO ITEM NOS. 3, 4, 5 AND 6 OF THE NOTICE

A. Brief profile of the Directors seeking re-appointment due to retirement by rotation at the Nineteenth (19th) Annual General Meeting is as follows:

Name of the Director	**MR. EDWARD LER**	**MR. SAMIR H. SHAH**
Director Identification Number	10426805	08114828
Age	49 years	58 years
Qualification	Bachelor of Arts in Risk Management.	B. Com, FCA, ACS, ACMA.
Brief Profile/ Experience	Mr. Edward Ler holds a broad experience in international insurance and financial markets. He has worked in Germany, Ireland, Korea, Singapore and Indonesia in management and executive roles and understands the development of financial markets. Mr. Ler also holds an experience of developing business underwriting strategy during 2008 global financial crises. He is currently the Chief Underwriting Officer and a member of the Board of Management of ERGO Group AG.	Mr. Shah has overall experience of 36 years including over 19 years' experience in General Insurance Sector. He is currently responsible for Finance, Accounts, Tax, Secretarial, Legal & Compliance, Risk Management, and Internal Audit functions of the Company.
No. of shares held	NIL	11,000
Terms and conditions of Re-appointment	Mr. Edward Ler is a Non-Executive Director of the Company representing ERGO International AG and is liable to retire by rotation.	Mr. Samir H. Shah is a Whole-time Director (designated as 'Executive Director & CFO') of the Company and is liable to retire by rotation.
Remuneration last drawn	Nil	Please refer Annual Report for FY 2025-26 on website of the Company at www.hdfcergo.com.
Remuneration sought to be paid	Nil	₹ 5,83,50,245*
No. of Board Meetings attended during FY 2025-26	9	9
Original date of appointment	January 1, 2024	June 1, 2018

Relationship with other Directors, Manager and Key Managerial Personnel	None	None
Directorships held in other companies in India	None	None
Membership/ Chairmanship of committees in other companies in India	None	None

**subject to IRDAI approval*

B. Brief profile of the Director seeking appointment at the Nineteenth (19th) Annual General Meeting is as follows:

Item No. 5 - Appointment of Mr. Parthanil Ghosh as Managing Director and CEO of the Company

Age	59 years
Qualification	Bachelors degree in Science and Master's degree in Business Management from University of Calcutta.
Brief Profile/ Experience	Mr. Parthanil Ghosh has over 30 years of cross-industry experience across IT, Financial Services and Insurance with a strong focus on General Management, Sales and Distribution, Product Development. Since joining HDFC General Insurance (erstwhile L&T Insurance) in 2010, he was closely involved in shaping the Company's strategic direction, expanding its retail presence and driving digital transformation. He has led the Company's customer centric initiatives and played a key role in its shift towards becoming a digital first insurer. He was elevated as the Director and Chief Business Officer in April 2024 and was thereafter appointed as the Executive Director effective May 1, 2025.
No. of shares held	Nil
Terms and conditions of appointment	Appointment of Mr. Parthanil Ghosh as the Managing Director & CEO of the Company for a period of four (4) years with effect from April 16, 2026 till April 30, 2030, not liable to retire by rotation.
Remuneration last drawn	Please refer Annual Report for FY 2025-26 on website of the Company at www.hdfcergo.com.

Remuneration sought to be paid	The details of remuneration sought to be paid to Mr. Ghosh is outlined in the notice and explanatory statement to the notice convening this meeting.
No. of Board Meetings attended during the year	8
Original date of appointment	May 1, 2025
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorship held in other companies in India	None
Membership/Chairmanship of committees in other companies in India	None

Item No. 6 - Appointment of Mr. Natarajan Srinivasan as an Independent Director of the Company

Age	68 years
Qualification	B.Com, CA, CS
Brief Profile/ Experience	Mr. Natarajan Srinivasan is a seasoned corporate leader with over four decades of experience in finance, strategy, and business transformation. He is a qualified Chartered Accountant and Company Secretary and has held various senior leadership positions in the Murugappa Group, Cholamandalam Investment and Finance Company Limited and CG Power and Industrial Solutions Limited. He has been associated with the boards of various listed and unlisted companies and is widely regarded for his expertise in financial management, governance, and business restructuring. Mr. Natarajan Srinivasan has been honoured with the 'Transformative Leader of the Year' award (2024) by the Asian Society for Leadership and Corporate Governance and 'FE CFO Lifetime Achievement' award (2025) by the Financial Express. He was also featured in Mckinsey quarterly for his decisive leadership in the turnaround of CG Power. Mr. Natarajan Srinivasan has also authored a book titled "The Great Revival – CG Power's Comeback", which chronicles the revival of CG Power.
No. of shares held	Nil
Terms and conditions of appointment	Appointment of Mr. Natarajan Srinivasan as an

	Independent Director of the Company for a period of 5 (five) consecutive years with effect from June 8, 2026 upto June 7, 2031 (both days inclusive) and not liable to retire by rotation.
Remuneration last drawn	Sitting fee of ₹ 1,00,000/- for attending the meeting of Audit and Compliance Committee held on June 12, 2026.
Remuneration sought to be paid	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.
No. of Board Meetings attended during the year	Nil
Original date of appointment	June 8, 2026
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorship held in other companies in India	1. HDB Financial Services Limited 2. Dam Capital Advisors Limited 3. Multiples Equity Fund Trustee Private Limited 4. 3P Investment Managers Private Limited 5. CG Semi Private Limited
Membership/Chairmanship of committees in other companies in India	Dam Capital Advisors Limited – Chairman of Nomination and Remuneration Committee CG Semi Private Limited – Member of Audit Committee

Form No. MGT-11

PROXY FORM

19th Annual General Meeting
Friday, July 24, 2026 at 3:00 P.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: 6th 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: ....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Friday, July 24, 2026 at 3:00 P.M. 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
Ordinary Business			
1	To adopt the Financial Statements for the financial year ended March 31, 2026 and Directors and Auditors Reports thereon		
2	To confirm the payment of interim dividend for the financial year 2025-26		
3	To appoint a Director in place of Mr. Edward Ler (DIN: 10426805) who retires by rotation and being eligible, offers himself for re-appointment		
4	To appoint a Director in place of Mr. Samir H. Shah (DIN: 08114828) who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
5	To approve appointment of Mr. Parthanil Ghosh (DIN:11083324) as the Managing Director and CEO of the Company		
6	To approve appointment of Mr. Natarajan Srinivasan (DIN: 00123338) 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)

19th Annual General Meeting – Friday, July 24, 2026 at 3:00 P.M.

I / We hereby record my / our presence at the 19th ANNUAL GENERAL MEETING of the Members of the Company being held on Friday, July 24, 2026, at 3:00 P.M., at the Registered Office, at 'Board Room', 6th Floor, Leela Business Park, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059.

Full name of the Member (IN BLOCK LETTERS)

....

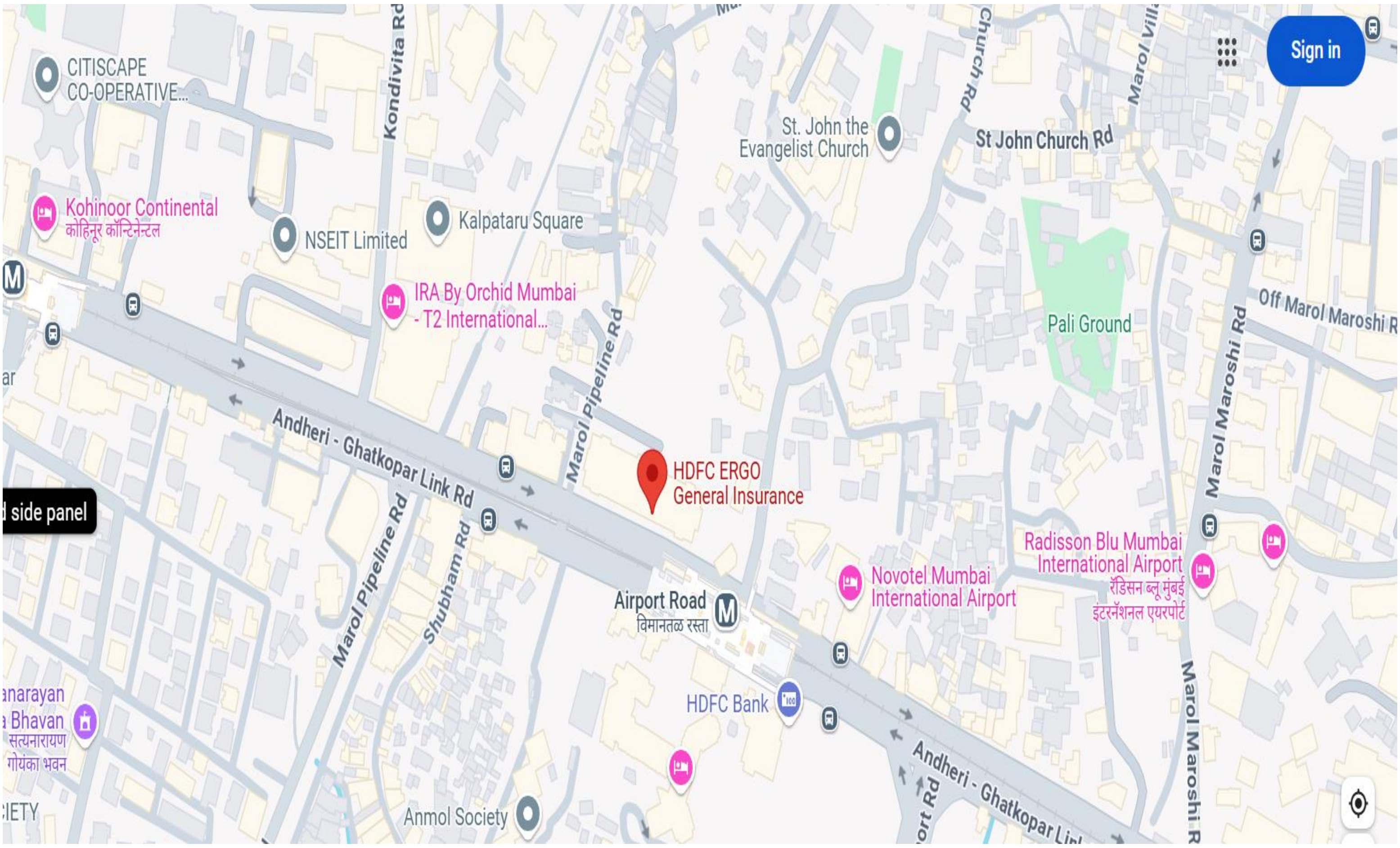
Folio No.: .... DP ID No.: .... Client ID No.: ....

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.



CITISCAPE CO-OPERATIVE...
Kondivita Rd
Kohinoor Continental
कोहिनूर कॉन्टिनेन्टल
NSEIT Limited
Kalpataru Square
IRA By Orchid Mumbai - T2 International...
St. John the Evangelist Church
Church Rd
St John Church Rd
Pali Ground
Off Marol Maroshi R
Marol Maroshi Rd
Andheri - Ghatkopar Link Rd
Marol Pipeline Rd
Shubham Rd
HDFC ERGO General Insurance
Airport Road
विमानतळ रस्ता
Novotel Mumbai International Airport
Radisson Blu Mumbai International Airport
रॅडिसन ब्लू मुंबई इंटरनॅशनल एयरपोर्ट
HDFC Bank
Anmol Society
Sign in