



**HDFC ERGO General Insurance**

**July 19, 2024**

Ref No.: HDFCERGO/S&C/AS/2024-25/63

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**

Dear Sirs/Madam,

**Sub: Quarterly Compliance Report on Corporate Governance for quarter ended June 30, 2024**

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Operational Circular dated July 29, 2022, as amended, please find enclosed the quarterly compliance report on corporate governance for the quarter ended June 30, 2024.

This intimation is also being uploaded on the website of the Company at [www.hdfcergo.com](http://www.hdfcergo.com).

We request you to kindly take the same on record.

Thanking You,

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

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

**Encl.: a/a**



**Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2024**

**I. Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	PAN <sup>s</sup> and DIN	Category (Chairperson/ Executive/ 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 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	4	2	7	3
Ms.	Renu Sud Karnad	AAEPK2992H 00008064	Non-Executive Director - nominated by HDFC Bank Limited	16-08-2017				03-09-1952	4	1	7	2
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.	Edward Lei Wei Jiat	ZZZZ9999Z 10426805	Non-Executive Director - nominated by ERGO International AG	01-01-2024				18-06-1976	0	0	1	0
Mr.	Bernhard Steinruecke	AAGPE5434J 01122939	Non-Executive Independent Director	09-09-2016	09-09-2021		93.21	29-06-1955	1	1	1	0
Mr.	Mehernosh Behram Kapadia	AAHPK5277A 00046612	Non-Executive Independent Director	09-09-2016	09-09-2021		93.21	24-09-1954	0	0	5	2
Mr.	Ameet Hariani	AAAPH0956Q 00087866	Non-Executive Independent Director	16-07-2018	16-07-2023		71.14	06-07-1961	6	6	10	3
Mr.	Arvind Mahajan	AAMP7233K 07553144	Non-Executive Independent Director	16-08-2017	14-11-2021		82.14	07-02-1956	1	1	3	0

**I. Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	PAN <sup>s</sup> and DIN	Category (Chairperson/ Executive/ 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		26.18	14-12-1950	0	0	0	0
Mr.	Vinay Vinod Sanghi	AAFPS8872F 00309085	Non-Executive Independent Director	12-04-2022	12-04-2022		26.18	08-05-1969	1	0	2	0
Mr.	Rajgopal Thirumalai	AABPT2347Q 02253615	Non-Executive Independent Director	12-04-2022	12-04-2022		26.18	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	16-08-2017				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.

Mr. Ritesh Kumar superannuated as the Managing Director and CEO from the close of business hours on June 30, 2024 and consequently, ceased to be the member of the Stakeholders Relationship Committee.

<b>II. Composition of Committees</b>				
<b>Whether regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/ Non- Executive / Independent/ Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>				
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	
<b>2. Nomination &amp; Remuneration Committee</b>				
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	
	Edward Ler Wei Jiat	Non-Executive Director - nominated by ERGO International AG-Member	01-01-2024	
<b>3. Risk Management Committee</b>				
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	
<b>4. Stakeholders Relationship Committee</b>				
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	
	Edward Ler Wei Jiat	Non-Executive Director - nominated by ERGO International AG-Member	01-01-2024	
	Ritesh Kumar*	Executive Director-Member	25-01-2023	
<b>5. Corporate Social Responsibility Committee</b>				
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	

\*Mr. Ritesh Kumar superannuated as the Managing Director and CEO from the close of business hours on June 30, 2024 and consequently, ceased to be the member of the Risk Management Committee and Stakeholders Relationship Committee.

<b>III. Meeting of Board of Directors</b>					
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)
13-01-2024	16-04-2024	Yes	14	7	46
01-03-2024	17-05-2024	Yes	13	7	31

\* to be filled in only for the current quarter meetings

<b>IV. Meetings of Committees</b>						
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"> <li>16-04-2024</li> <li>17-05-2024</li> <li>07-06-2024</li> </ul>	Yes Yes Yes	6 6 6	4 4 4	<ul style="list-style-type: none"> <li>13-01-2024</li> <li>20-03-2024</li> </ul>	27 31 21
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	16-04-2024	Yes	7	4	13-01-2024	94
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	16-04-2024	Yes	10	5	13-01-2024	94
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	<ul style="list-style-type: none"> <li>16-04-2024</li> <li>17-05-2024</li> </ul>	Yes Yes	6 5	4 4	13-01-2024	94 31
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*
Stakeholders Relationship Committee	-	-	-	-	13-01-2024	-

\*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.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/ No/ NA) refer note below</b>
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
<b>Notes:</b>	
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.	

<b>VI. Details of Cyber Security Incidence</b>			
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

<b>VII. Affirmations</b>		
<b>Sl. No.</b>	<b>Subject</b>	<b>Compliance Status (YES/NO)</b>
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	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**