

ATSL/DEL/2023-24/1508
November 02, 2023

To,
HDFC Ergo General Insurance Company Limited ("Issuer")
HDFC House, 1st Floor, 165-166 Backbay Reclamation
H.T. Parekh Marg, Churchgate, Mumbai City, Mumbai,
Maharashtra-400020

Sub.: Satisfaction of Charge – Debenture Trustee - 740 Unsecured Rated Listed Redeemable Non-Convertible Subordinated Debentures (NCD's) aggregating to 74 Crores issued by HDFC Ergo General Insurance Company Limited.

Ref.:

- 1. Request from the Company for the issue of NOC bearing ISIN INE092V08028.**
- 2. Request letter to all the Debenture Holders seeking approval.**
- 3. Statutory Auditor Certificate.**
- 4. Deemed Approval from other Debenture Holders (copies enclosed).**

Dear Sir/Ma'am,

We write in our capacity of Debenture Trustee to the captioned NCD's, for the 740 Unsecured Rated Listed Redeemable Non-Convertible Subordinated Debentures (NCD's) aggregating to 74 Crores issued by the issuer.

As per the request received, the issuer has paid the interest payment and principal redemption against the NCD's of Rs. 74 Crores on September 18, 2023.

Based on the aforesaid references, we in our capacity as Debenture Trustee hereby provide our No Objection for extinguishment of ISIN INE092V08028.

We request you to take the same on record and file the necessary satisfaction form with Registrar of Companies ("ROC") within the statutory timeline.

Yours faithfully,
For **Axis Trustee Services Limited**



Authorized Signatory
Name: Subhash Jha
Designation: DGM



October 31, 2023

To Whomsoever It May Concern

On the basis of information and explanation provided to us by the management of HDFC ERGO General Insurance Company Limited ("the Company") (IRDAI Reg. No. 146), we hereby certify that the Company has fully redeemed and paid the principal amount of Rs. 74,00,00,000/- and interest amount of Rs. 2,93,00,959/- (Gross) due on Unsecured Redeemable Non-Convertible debentures (NCDs) issued under ISIN: INE092VO8028 (Scrip Code of Debt: 958265, Security ID: 1025HEGIC28) the details of which is annexed herewith. The total amount including principal and interest was paid on 18/09/2023.

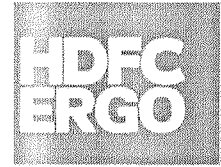
We have conducted our examination in accordance with the guidance note issued by the Institute of Chartered Accountants of India on Reports or Certificates for special purposes (Revised 2016). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. Our scope of work did not involve performance of any audit tests in the context of our examination of this certificate.

This certificate is being issued at the specific request of the Company and is prepared on the basis of such information and explanation provided to us.

For M Parashar & Co.
Chartered Accountants
FRN Reg. No. 110954C

Digitally signed
by AMIT
PARASHAR
Date: 2023.10.31
16:54:51 +0530'

Amit Parashar
Partner
M. No. 430317
UDIN: 23430317BGVSYY8989



HDFC ERGO General Insurance

This Deed of Undertaking cum Indemnity made at Mumbai on November 2, 2023 by:

HDFC ERGO General Insurance Company Limited, a Public Limited Company within the meaning of the Companies Act, 1956 (1 of 1956) and having its Registered and Corporate Office at 1st Floor, HDFC House, 165-166 Backbay Reclamation, H.T.Parekh Marg, Churchgate, Mumbai - 400020, in the State of Maharashtra (hereinafter referred to as "HDFC ERGO"/"the Company") which expression shall, unless excluded by or repugnant to the context or meaning thereof, include its successors and permitted assigns of the one part.

In favor of **Axis Trustee Services Limited**, a company within the meaning of the Companies Act, 2013 (1 of 2013) and having its Registered Office at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025 and Corporate office at The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028 and branch office Address is Plot 25, IInd Floor, Pusa Road, Karol Bagh, New Delhi -110005 (hereinafter called the "Trustees/Debenture Trustee" which expression shall include its successors and assigns and the Trustees for the time being wherever the context or meaning shall so require or permit) of the OTHER PART

Whereas,

1. The Company had issued 740 Unsecured, Subordinated, Listed, Redeemable Non-Convertible Bonds (NCBs) in the nature of Debentures of the face value of Rs. 10 lakh (Rupees Ten Lakh) each aggregating to Rs. 740 crores (the "NCD").
2. The NCD were unsecured under and pursuant to the Debenture Trust Deed dated December 17, 2018 (the "Debenture Trust Deed") executed between the Company and Axis Trustee Services Limited ("Trustee").
3. ~~The particulars of the creation of the Security were filed with the Registrar of Companies, under the Charge ID dated~~

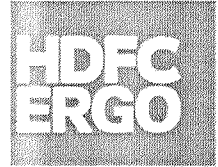
The Company hereby confirms that interest payment and principal redemption against the said NCDs of Rs. 2,93,00,959 crore (Gross) (ISIN: INE092VO8028) has been made on September 18, 2023.

In consideration of the aforesaid premises, the Company hereby agrees, undertakes at all times to indemnify, and keep the Trustee, their successors and assigns each of their officers, directors, and employees indemnified, saved and defended against:

- ~~1. any and all claims, demands, liabilities, obligations, suits, actions or proceedings of any kind or nature whatsoever that may be instituted or preferred by any person including but not limited to the NCD holders claiming to be entitled to any right, title, interest in respect of the Charge Property which may affect or be deemed to affect the mortgage and charge created/to be created by the Company in favour of the Trustee for the benefit of the NCD Holders and all costs, charges and expenses that may be incurred by the Trustee.~~

HDFC ERGO General Insurance Company Limited

CIN: U66030MH2007PLC177117. Registered & Corporate Office: HDFC House, 1st Floor, 165 - 166 Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai - 400 020.
Customer Service Address: D-301, 3rd floor, Eastern Business District (Magnet Mall), LBS Marg, Bhandup (West), Mumbai 400078
Tel.: +91 22- 66383600 | Customer Service No. +9122-6234 6234/ 0120 6234 6234 | care@hdfcergo.com | www.hdfcergo.com. IRDAI Reg No. 146.



HDFC ERGO General Insurance

1. any and all claims, losses, damages, costs, expenses, claims and demands of whatsoever nature that Trustee may incur or suffer or put to or which may be occasioned to Trustee on account of any deficiency or otherwise in connection with the said NCDs security discharged in absence of specific no dues certificate from the NCD holder.
2. any and all claims or demands or penalties or costs, charges and expenses of any nature or kind whatsoever and by whomsoever made in respect of the act of the Trustee.
3. for any legal/statutory fine or penal consequence arising on the Trustee due to any non-compliance, misrepresentation or breach of representations and warranties by the Company.
4. The indemnification as provided by the Company, shall not be deemed exclusive of any other rights to which the Trustee, may be entitled under any provision of law, or any other agreement, or otherwise.
5. This Deed of Undertaking cum Indemnity shall be binding on our successors, assigns, administrators, liquidators, and all those claiming title under us and shall remain in force.
6. The Company is aware that it is on the strength and basis of this undertaking cum indemnity that Axis Trustee Services Limited acting as Trustee for the benefit of NCD holder has agreed to provide the no dues certificate for satisfaction of charge.

For HDFC ERGO General Insurance Company Limited

Vyoma Manek

**Vyoma Manek
Company Secretary & Chief Compliance Officer
ACS 20384**

November 2, 2023

Gagan1 Arora

From: Gagan1 Arora
Sent: September 22, 2023 7:08 PM
To: Gagan1 Arora
Cc: Vyoma Manek (Head - Secretarial & Chief Compliance Officer); Aneri Shah(Senior Manager - Secretarial & Compliance-Secretarial & Compliance); Clarita Rocha(TRAINEE-Secretarial & Compliance); Ganesh Tandon; Delhi Team; Subhash Kumar Jha; Disha Kapadia (Deputy Vice President - Secretarial & Compliance)
Subject: ISIN INE092V08028_Redemption of NCD's

Dear Debenture Holder(s),

As per the request received from the issuer i.e. **HDFC ERGO General Insurance Company Limited** and as per the captioned subject, we request you to provide your concurrence that you have received the interest and principle amount on the redemption of the NCD's where you are the investor.

Since we have to issue the no objection certificate to the issuer for satisfaction/closure of the said NCD's, please provide your approval on priority and not later than 10 days.

If approval not received till October 02, 2023, it will be deemed to be approved and we will issue the NOC and close the said NCD's.

Thanks & Regards,
Gagan Arora
Assistant Manager
| **Axis Trustee Services Ltd** | Plot 25 | IIInd Floor | Pusa Road,
Karol Bagh, New Delhi - 110005 |
Mobile - +91 98996 09092

Axis Bank | Axis Asset Management | Axis Securities | Axis Capital | Axis Finance | Axis Bank UK

Escalation matrix	Contact Person Name	Email Address	Contact Numbers
1st Escalation	Ganesh Tandon	ganesh.tandon@axitrustee.in	9899231554
2nd Escalation	Subhash Kumar Jha	subhash.jha@axitrustee.in	9810303768

From: Disha Kapadia (Deputy Vice President - Secretarial & Compliance) <Disha.Kapadia@hdfcergo.com>
Sent: Friday, September 22, 2023 5:04 PM
To: Ganesh Tandon <ganesh.tandon@axitrustee.in>; vidhi.shah@axitrustee.in
Cc: Subhash Kumar Jha <subhash.jha@axitrustee.in>; Vyoma Manek (Head - Secretarial & Chief Compliance Officer) <Vyoma.Manek@hdfcergo.com>; Aneri Shah(Senior Manager - Secretarial & Compliance-Secretarial & Compliance) <Aneri.Shah@hdfcergo.com>; Clarita Rocha(TRAINEE-Secretarial & Compliance) <Clarita.Rocha@hdfcergo.com>
Subject: FW: [EXT]Payment of dues towards Annual Surveillance Fee of Acuité's credit rating services
Importance: High

CAUTION : External Email - VALIDATE SENDER before CLICKING on Links/Attachments.

Dear Team,