

NOTICE OF 24th EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF MAGMA HDI GENERAL INSURANCE COMPANY LIMITED

To all the Members of the Company

Notice is hereby given that, *subject to the consent of the shareholders*, the 24th Extra Ordinary General Meeting (“**EGM**”) of the Members of **Magma HDI General Insurance Company Limited (“the Company”)** will be held *at shorter notice* on Wednesday, October 23, 2024 at 1:00 p.m. through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 03/2022 dated May 05, 2022 which is in continuation of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) respectively to transact the following business:

SPECIAL BUSINESS

1. Issuance of Equity Shares on Private Placement Basis

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 42, 62(1)(c) of the Companies Act, 2013 and applicable Rules made thereunder, IRDAI (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024 read with Master Circular on Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers, 2024 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), IRDAI approval letter dated October 18, 2024, the Articles of Association of the Company and subject to all such statutory and regulatory approvals, as may be necessary and subject to such conditions and modifications as may be prescribed and as per the provisions of the Shareholders Agreement(s), and / or communications received by the Company from the investor(s) / allottee(s), from time to time, the consent of the Shareholders be and is hereby accorded to offer, issue and allot 2,36,27,624 Equity Shares, having a Face Value of Rs. 10/- each at a premium of Rs. 116.97 per share, determined as per the Valuation Report issued by the Registered Valuer amounting to Rs. 2,99,99,99,419.90/- (Rupees Two Hundred Ninety-Nine Crore Ninety-Nine Lakhs Ninety-Nine Thousand Four Hundred Nineteen and Ninety Paise), on preferential basis, by way of private placement, to the following subscribers, in one or more tranches in such manner and on such terms and conditions, as the Board may, in its absolute discretion, deem fit:

Sr. No.	Name of the Subscriber	No. of Equity Shares	Consideration (in Rs. including Premium)
1	Sanoti Properties LLP (“Sanoti”)	1,18,13,848	1,50,00,04,281.00
2	Atul DP Family Trust	39,37,900	49,99,95,163.00
3	Shahi Sterling Exports Private Limited	39,37,938	49,99,99,988.00
4	QRG Investments and Holdings Limited	39,37,938	49,99,99,987.90
Total		2,36,27,624	2,99,99,99,419.90

RESOLVED FURTHER THAT the draft Private Placement Offer Cum Application Letter in Form PAS-4, for issue of such Equity Shares, be and is hereby approved.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank pari-passu to the existing Equity Shares of the Company, including payment of dividend, if any, and other corporate benefits, if any, for the financial year in which issue/offer/allotment has been made and subsequent years and shall have the same voting rights.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required, and to delegate all or any of its powers herein conferred to any Committee of Board and/or Director(s) and /or officer(s) of the Company to give effect to this resolution.”

Place: Mumbai
Date: October 23, 2024

By Order of the Board of Directors
For **Magma HDI General Insurance Company Limited**

Registered Office
Development House
24, Park Street,
Kolkata – 700 016

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2024.10.23 11:13:30
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Swati Singh
Company Secretary
Membership No. A20388

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), has vide its circular dated April 08, 2020 read with circulars dated April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, December 8, 2021, September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), permitted the Companies to conduct their Extra Ordinary General Meeting through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The place of this meeting shall deem to be the Head office of the Company at Unit No. 1B & 2B, 2nd floor, Equinox Business Park, Tower – 3, LBS Marg, Kurla (West), Mumbai – 400 070.
2. The Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, with respect to Special Business set out in the Notice is annexed hereto and forms part of the notice.
3. In compliance with the aforesaid MCA Circulars, the notice for EGM shall be given only through email registered with the Company or with the depository participant / depository. Members may note that the Notice will also be available on the Company’s website at www.magmahdi.com
4. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC**’ which is enclosed with the Notice of the EGM and shall also be attached separately on the e-mail, with the Notice of the EGM.
5. The Company shall provide VC facility via **ZOOM VIDEO COMMUNICATIONS (“Zoom”)** in order to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

Zoom Meeting Link	https://zoom.us/j/91798742270?pwd=uy2cHY3whulpRkiQuRx4hEqK4q3KUj.1
Meeting ID	917 9874 2270
Password	983478

6. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the EGM through email to companysecretary@magma-hdi.co.in

8. The Members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the Company Secretary's email address companysecretary@magma-hdi.co.in. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.
9. Members seeking any information with respect to the matters to be placed at the EGM, are requested to write to the Company Secretary at companysecretary@magma-hdi.co.in. The same shall be taken up in EGM and replied by the Company suitably.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Place: Mumbai
Date: October 23, 2024

By Order of the Board of Directors
For **Magma HDI General Insurance Company Limited**

Registered Office
Development House
24, Park Street,
Kolkata – 700 016

SWATI GOPAL SINGH
2024.10.23
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Swati Singh
Company Secretary
Membership No. A20388

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Company needs to raise capital in line with the Business Plan for Financial Year 2024-25 of the Company approved by the Board of Directors in its meeting held on August 6, 2024, to fund the business growth of the Company by issuance of Equity Shares on preferential basis, by way of private placement.

In compliance with the applicable provisions of the Companies Act, 2013, the Company had obtained Valuation Reports issued by Corporate Professionals Valuation Services Private Limited (Registered Valuer).

The Board of Directors at its meeting held on October 23, 2024, approved to raise capital amounting to ~ Rs. 300 crores by issue of 23,627,624 Equity Shares of Rs. 10/- each at a price of Rs. 126.97 per equity share of Rs. 10/- each (including premium of Rs. 116.97), on a preferential basis, by way of private placement, to following subscribers:

Sr. No.	Name of the Subscriber	No. of Equity Shares	Consideration (in Rs. including Premium)
1	Sanoti Properties LLP ("Sanoti")	1,18,13,848	1,50,00,04,281.00
2	Atul DP Family Trust	39,37,900	49,99,95,163.00
3	Shahi Sterling Exports Private Limited	39,37,938	49,99,99,988.00
4	QRG Investments and Holdings Limited	39,37,938	49,99,99,987.90
Total		2,36,27,624	2,99,99,99,419.90

Pursuant to Section 6A of the Insurance Act, 1938 read with IRDAI Regulations, the Company is in receipt of IRDAI approval dated October 18, 2024, for the proposed issue of Equity Shares. In accordance with the IRDAI approval, the proposed Equity Shares will be subject to a lock in period of 2 years for Sanoti and 1 year for other investors, from the date of investment.

Pursuant to Section 42 read with Section 62 of the Companies Act, 2013 and other applicable rules, preferential issue of securities by way of private placement requires prior approval of the shareholders by way of a Special Resolution.

Disclosures as required under Section 42 and 62 of the Companies Act, 2013 and relevant rules made thereunder, for the issue of equity shares on preferential basis:

a) Offer Details

a. particulars of the offer including date of passing of Board Resolution	23,627,624 Equity Shares of Rs. 10/- each at a price of Rs. 126.97 per equity share of Rs. 10/- each (including premium of Rs. 116.97) <u>Date of passing of Board Resolution:</u> August 29, 2024, and October 23, 2024
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b. object of the issue	The Company is proposing to issue Equity Shares by way of private placement for the future expansion of business of the Company.		
c. kinds of Securities offered and total number of shares or other securities to be issued	Equity Shares which shall rank pari passu in all respects including payment of dividend, if any, and other corporate benefits, if any, for the financial year in which issue/offer/allotment has been made and subsequent years and shall have the same voting rights. <u>Number of shares to be issued:</u> 2,36,27,624 Equity Shares of Rs. 10/- each		
d. the price or price band at/ within which the allotment is proposed	Rs. 126.97 per Equity Share of Rs. 10/- each (including premium of Rs. 116.97)		
e. amount which the company intends to raise by way of such securities	Rs. 2,99,99,99,419.90/- (Rupees Two Hundred Ninety-Nine Crore Ninety-Nine Lakhs Ninety-Nine Thousand Four Hundred Nineteen and Ninety Paise)		
f. name and address of the registered valuer;	Corporate Professionals Valuation Services Private Limited, D 28, South Extn., Part -1, New Delhi – 110049		
g. basis on which the price has been arrived at along with report of the registered valuer	As per the Valuation Report of the Registered Valuer		
h. relevant date with reference to which the price has been arrived at	June 30, 2024		
i. the class or classes of persons to whom the allotment is proposed to be made	Name of the Subscriber	Category	Class
	Sanoti Properties LLP	Promoter	LLP
	Atul DP Family Trust	Investor	Trust
	Shahi Sterling Exports Private Limited		Company
	QRG Investments and Holdings Limited		Company
j. intention of promoters, directors or key managerial personnel to subscribe to the offer	The intention of Sanoti Properties LLP to subscribe to the offer is to enable the future expansion of the business of the Company.		

k. the proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of share application money
l. the change in control, if any, in the company that would occur consequent to the preferential offer	Post the said issuance, the shareholding of all the other shareholders will also undergo change. Please refer the pre and post shareholding pattern of the Company provided herein below at point no. (c).
m. the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
n. the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.
o. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Sanoti intends to subscribe to the offer to enable the future expansion of business of the Company.
p. Principle terms of assets charged as security, if applicable	N.A.
q. Material terms of raising such securities	Sanoti Properties LLP, Jaguar Advisory Services Private Limited and Celica Developers Private Limited will continue to be the Promoters of the Company as per IRDAI Regulations.

b) the names of the proposed allottees and the percentage of capital post preferential offer to be held by them:

SL No.	Name and Address of Proposed Allottee	No. of Equity Shares	Amount (In Rs.)	% post preferential allotment
1.	Sanoti Properties LLP Address: Office No. 401, Sarosh Bhavan, 16-B/1, Dr. Ambedkar Road, Pune – 411001	1,18,13,848	150,00,04,281.00	72.541%

2.	Atul DP Family Trust Address: 27 BKC, 6 th Floor, Plot Number C-27, 'G' Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051	39,37,900	49,99,95,163.00	1.344%
3.	Shahi Sterling Exports Private Limited Address: F-88, Okhla Industrial Area, Phase-1, New Delhi – 110020	39,37,938	49,99,99,988.00	1.344%
4.	QRG Investments and Holdings Limited Address: 14/3, Mathura Road, Faridabad, Haryana – 121003	39,37,938	49,99,99,987.90	1.344%

c) The pre-issue and post-issue shareholding pattern of the company in the format provided in Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014

SI No.	Category	Pre-Issue		Post-Issue	
		No. of Share held	% of shares holding	No. of shares held	% of shares holding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	25,92,11,612	96.221	27,10,25,460	92.494
	Sub-total	25,92,11,612	96.221	27,10,25,460	92.494
2	Foreign Promoters	-	-	-	-
	Sub- total (A)	25,92,11,612	96.221	27,10,25,460	92.494
B	Non Promoters' holding				
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors	-	-	-	-
	Private corporate bodies	-	-	78,75,876	2.688
	Directors and relatives	9,00,000	0.334	9,00,000	0.307
	Indian Public	71,55,650	2.656	71,55,650	2.442
	Others [including Non – resident Indians (NRI's)]				
	i. Magma HDI General Insurance Company ESOP Trust [#]	2,125,522	0.789	2,125,522	0.725
	ii. Atul DP Family Trust	-	-	3,937,900	1.344
	Sub- total (B)	1,01,81,172	3.779	2,19,94,948	7.506
	Grand Total (A+B)	26,93,92,784	100.000	29,30,20,408	100.000

Out of 2,125,522 shares held by Magma HDI General Insurance Company ESOP Trust, 24 employees of the Company are beneficial owners of 2,125,522 equity shares in aggregate pursuant to the exercise of options under MHDH ESOP 2018.

The Board of Directors recommends the Resolution proposed at Item No. 1 of this Notice for your approval by way of **Special Resolution**.

None of the Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

Place: Mumbai

Date: October 23, 2024

By Order of the Board of Directors
For **Magma HDI General Insurance Company Limited**

Registered Office
Development House
24, Park Street,
Kolkata – 700 016

SWATI GOPAL SINGH
2024.10.23
11:15:02 +05'30'

Swati Singh
Company Secretary
Membership No. A20388

Instructions for participating in the 24th Extra Ordinary General Meeting of the Members of Magma HDI General Insurance Company Limited, to be held at shorter notice on Wednesday, October 23, 2024 at 1:00 P.M. through Video Conference, by using Zoom Meeting Application

Instructions for participating the aforesaid EGM through Video Conference:

Step 1

Download the Zoom Meeting Application in your Mobile or Laptop. You may use this link to download the application [<https://zoom.us/>].

Step 2

Click on “Sign up”

Step 3

For verification, please enter your “Date of Birth”

Step 4

Please enter “Your email”, “First Name” and “Last Name” and click on “I agree to the Terms of Service”

Step 5

Now go to your registered email provided, check Inbox for the registration email and click on the “Activate Account”

Step 6

Go to your Zoom Application, click on the “Join” and enter the Meeting Id and password and now click on the “Join Meeting” Tab and ensure that you have proper internet facility through Mobile phone or Wi-Fi connected to your device.

Other instructions:

1. Please note that, if you have already downloaded /using Zoom Application, then you need not to do the aforesaid activities and you have to just enter the Zoom Meeting Id and Password, as provided in this Notice.
2. You can sign-in/join the meeting before 15 minutes on the meeting day for timely participation in the EGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
3. Please listen and participate in the discussion carefully.
4. **Please Propose and Second any of the Resolution by raising your hand/ Show of hands and by saying “I Propose the Resolution” or “I Second the Resolution” whenever it is asked by the Company Secretary.**
5. Please click on the “Mute” tab, when there is any disturbance or noise around you or not talking.
6. *Please ensure that, no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.*
7. Please click on “Unmute” tab when you want to say something.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.
10. In case of any assistance before or during the video conference as aforesaid, you can contact the Company Secretary, Ms. Swati Singh, at companysecretary@magma-hdi.co.in