

NOTICE

To all the Members of the Company

Notice is hereby given that the 11th Annual General Meeting (AGM) of the Members of **Magma HDI General Insurance Company Limited** ("the Company") shall be held on **Friday, 24 July, 2020 at 10.30 A.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. 20/2020, 17/2020 and 14/2020 dated 5 May, 2020, 13 April, 2020 and 8 April, 2020 respectively to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements for the Financial Year ended 31st March, 2020 including the Balance Sheet as at 31 March, 2020, the Statement of Profit and Loss Account for the year ended 31 March, 2020 and the Cash Flow Statement for the year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jens Holger Wohlthat (DIN 05245642) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

Place: Kolkata
Dated: 27 May 2020

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

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

Sd/-
Kavita Modi
Company Secretary
Membership No. A21108

NOTES:

1. In view of the current extraordinary circumstances due to Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated 5 May, 2020 read with circulars dated 13 April, 2020 and 8 April, 2020 (collectively referred to as “MCA Circulars”), permitted the Companies to conduct their Annual 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 AGM of the Company is being held through VC / OAVM. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company.
2. In compliance with the aforesaid MCA Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith), such statements shall therefore be sent only by email to the members and to all other persons so entitled. Further, the notice for AGM shall be given only through emails 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
3. 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 AGM THROUGH VC**’ which is enclosed with the Notice of the AGM and shall also be attached separately on the e-mail, with the Notice of the AGM.
4. 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/92054511727?pwd=SE1WMHdVUS9lVXczRm9uL0w0SjN2Zz09
Meeting ID	920 5451 1727
Password	369481

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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 AGM through email to kavita.modi@magma-hdi.co.in.

7. 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: kavita.modi@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.
8. Members seeking any information with regard to the matters to be placed at the AGM, are requested to write to the Company Secretary at kavita.modi@magma-hdi.co.in. The same shall be taken up in AGM and replied by the Company suitably.
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be made available for inspection by the members at the Meeting in electronic mode.
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 AGM.
11. Members seeking any information with regard to the accounts or any matter to be placed at AGM are requested to submit their questions in advance, on or before 17 July, 2020 through the Company Secretary's email address i.e. kavita.modi@magma-hdi.co.in. The same will be replied by the Company suitably.
12. The Auditors certificate pursuant to Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 w.r.t. MHDH ESOP Plan 2018 would be placed at the forthcoming AGM.
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Place: Kolkata
Dated: 27 May 2020

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

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

Sd/-
Kavita Modi
Company Secretary
Membership No. A21108

Instructions for participating in the 11th (Eleventh) Annual General Meeting of the Members of Magma HDI General Insurance Company Limited, to be held on Friday, 24th July, 2020, at 10.30 a.m. (10.30 Hours) through Video Conference, by using Zoom Meeting Application.

Instructions for participating the aforesaid AGM 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 Wifi 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 AGM 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. The members attending the AGM through VC will be required to send their assent or dissent through their registered email-id to the email-id of the Company Secretary at kavita.modi@magma-hdi.co.in.
 6. Please click on the “Mute” tab, when there is any disturbance or noise around you or not talking.
 7. *Please ensure that, no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.*
 8. Please click on “Unmute” tab when you want to say something.
 9. In case of any assistance before or during the video conference as aforesaid, you can contact the Company Secretary, Ms. Kavita Modi, at kavita.modi@magma-hdi.co.in.
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