

NOTICE

To all the Members of the Company,

Notice is hereby given that the 13th Annual General Meeting (“AGM”) of the Members of **Magma HDI General Insurance Company Limited** (“the Company”) will be held on **Thursday July 28, 2022** at **06.00 P.M** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with rules made thereunder and MCA General Circular No. 02/2022, 21/2021, 19/2021, 02/2021, 20/2020, 17/2020 and 14/2020 dated 5 May 2022, 14 December 2021, 8 December 2021, 13 January 2021, 5 May, 2020, 13 April, 2020 and 8 April, 2020 respectively to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Annual Audited Financial Statements for the Financial Year ended March 31, 2022 including the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account for the year ended March 31, 2022 and the Cash Flow Statement for the year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mayank Poddar (holding DIN 00009409) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider re-appointment of M/s. MSKA & Associates, Chartered Accountants as a Joint Statutory Auditors of the Company for a period of 5 years commencing from the Financial Year 2022-23.

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time read with Corporate Governance guidelines issued by IRDAI and other applicable provisions of law (including any statutory amendments, re-enactments and modifications for the time being in force), and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors and subject to necessary approvals, the re-appointment of M/s. MSKA & Associates, Chartered Accountants having Registration No. 105047W, as a Joint Statutory Auditors of the Company for a period of 5 years from the conclusion of the 13th AGM for (for FY 2021-22) till the conclusion of the 18th AGM (for FY 2026-27) at such remuneration as may be fixed by the Board of Directors of the Company and agreed by the Auditors plus applicable taxes from time to time subject to the recommendations of the Audit Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and to take all steps and give

directions as may be necessary including but not limited to the filing with the Register of Companies, West Bengal and such other authorities as may be required from time to time.”

Place: Mumbai
Dated: July 6, 2022

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

By order of the Board of Directors
For and on behalf of Magma HDI General Insurance Company Limited

Sd/-
Sweta Bharucha
Company Secretary
Membership No. A22946

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 2022, 14 December 2021, 8 December 2021, 13 January 2021 in continuation of 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/91829493558?pwd=R2QyVENqbWpOcENNRRGxVbTdWMEpZQT09
Meeting ID	918 2949 3558
Password	194709

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 Sweta.Bharucha@magmahdi.co.in .

7. The members desiring to inspect the relevant documents referred in the accompanying notice and other statutory registers are required to send request on the Company Secretary's email address: Sweta.Bharucha@magma-hdi.co.in . An extract of such document/s 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 Sweta.Bharucha@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 21 July, 2022 through the Company Secretary's email address i.e. Sweta.Bharucha@magma-hdi.co.in . The same will be replied by the Company suitably.
12. The Auditors certificate pursuant to Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 w.r.t. MHDI 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: Mumbai
Dated: July 6, 2022

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

By order of the Board of Directors
For and on behalf of Magma HDI General Insurance Company Limited

Sd/-
Sweta Bharucha
Company Secretary
Membership No.A22946

Instructions for participating in the 13th (Thirteenth) Annual General Meeting of the Members of Magma HDI General Insurance Company Limited, to be held on Thursday, July 28, 2022, at 06.00 P.M. 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 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 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 at Companysecretary@magmahdi.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. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 10. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.
 11. In case of any assistance before or during the video conference as aforesaid, you can contact at Companysecretary@magma-hdi.co.in.
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