

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Name: _____

Sr No. _____

Private Placement Memorandum

Date: December 27, 2023

Private & Confidential
For Private Circulation Only



Head Office: Equinox Business Park, Tower 3,
2nd floor, Unit Number 1B & 2B, LBS Marg,
Kurla (West), Mumbai – 400070, Maharashtra.
Phone: +91 - 22 - 6912 3000

MAGMA HDI GENERAL INSURANCE COMPANY LIMITED CIN: U66000WB2009PLC136327

IRDAI Registration Number: 149 PAN Number: AAGCM1685C

(Incorporated on June 26, 2009, in Kolkata, under the Companies Act, 1956 and registered with the Insurance Regulatory and Development Authority of India ("IRDAI") as a General Insurance Company)

Registered Office: Development House, 24 Park Street, Kolkata – 700016.

Toll Free No: 1800-266-3202

Corporate Office: Equinox Business Park, Tower 3, 2nd Floor, Unit number 1B & 2B, LBS Marg,
Kurla (West), Mumbai – 400070.

Tel: +91 22 6912 3000.

Fax: NA.

Website: www.magmahdi.com

Compliance Officer: Ms. Sweta Bharucha (Company Secretary)

Contact details of Compliance Officer: +91 22 69123000

e-mail: ncd@magma-hdi.co.in

Final Placement Memorandum

Date: December 27, 2023

Type of Placement Memorandum: Private Placement

PLACEMENT MEMORANDUM FOR ISSUE OF 20,000 (TWENTY THOUSAND) UNSECURED, RATED, LISTED, REDEEMABLE, FULLY PAID UP, NON-CUMULATIVE, SUBORDINATED NON-CONVERTIBLE DEBENTURES, AGGREGATING UPTO Rs. 200,00,00,000/- (RUPEES TWO HUNDRED CRORES ONLY) INCLUDING A BASE ISSUE SIZE OF 100,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY) AND GREEN SHOE OPTION* OF Rs. 100,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY) (THE "DEBENTURES" or "NCDs"), ISSUED ON PRIVATE PLACEMENT BASIS (THE "ISSUE").

*Original Green shoe option was for Rs. 150,00,00,000/- (Rupees One Hundred and Fifty crores only)

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION A ISSUE OVERVIEW

Details of Compliance Officer	Details of Company Secretary	Details of Chief Financial Officer	Details of Promoters
Name: Ms. Sweta Pranay Bharucha Telephone: 91 22 6912 3000 E-mail: companysecretary@magma-hdi.co.in	Name: Ms. Sweta Pranay Bharucha Telephone: 91 22 6912 3000 E-mail: companysecretary@magma-hdi.co.in	Name: Mr. Gaurav Parasrampur Telephone: +91 6912 3000 E-mail: gaurav.parasrampur@magma-hdi.co.in	Name: Sanoti Properties LLP Telephone: 020-26137221-5 E-mail: sanotiproperties@gmail.com Name: - Celica Developers Private Limited Telephone: +91 33 40010034 E-mail: cs@celica.in Name: - Jaguar Advisory Services Private Limited Telephone: +91 6912 3000 E-mail: sc@magmaventures.com

Details of Registrar to Issue	Details of Credit Rating Agency	Details of Trustee	Details of Statutory Auditors
	 		No Logo
Niche Technologies Private Limited	CRISIL Ratings Limited CARE Ratings Limited	Axis Trustee Services Limited	M/s Singhi & Co. M/s MSKA & Associates
Registered Address: 3A Auckland Place, 7 th Floor, Room No. 7A & 7B, Kolkata- 700017	Registered Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400076 Registered Address: 4 th Floor, Godrej Coliseum, Somaiya Hospital Road, Off	Registered Address: Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025	Registered Address: B2 402B, Marathon Innova, 4th Floor, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013 Registered Address:

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	Eastern Express Highway, Sion (East), Mumbai-400022		602, Floor 6, Raheja Titanium Western Express Highway, Geetanjali Railway Colony Ram Nagar, Goregaon (E), Mumbai – 400063
Tel : 033-22806616/17/18 Fax: 033-22806619	Tel : 91-22-3342 3000 Fax : 91-22-3342 3050 Tel : 022-6754 3477 Fax : 022-6754 3497	Tel No: 022-6230 0451 Fax No: NA	Tel: +91 22 6662 5537 Fax: NA Tel: +91 22 6238 0519 Fax: NA
Contact Person: Mr. S. Abbas Tel No.: 033-2280-6616 / 6617	Contact Person: Mr. Ajit Velonie Tel No.: 022-3342 3000 Contact Person: Ms. Geeta Chainani Tel No.: 020-6754 3477	Contact Person Mr. Rahul Vaishya Tel No: 022-6230 0451	Contact Person: Mr. Nikhil Singhi Tel No.: 022-6662 5537 Contact Person: Mr. Swapnil Kale Tel No.: 022-6238 0519
Email: nichetechpl@nichetechpl Website: www.nichetechpl.com	Email: crisilratingdesk@crisil.com Website: www.crisilratings.com Email: Geeta.Chainani@careedge.in Website: www.careratings.com	Email: debenturetrustee@axistrustee.in Website: https://www.axistrustee.in	Email: mumbai@singhico.com Website: www.singhico.com Email: SwapnilKale@mska.in Website: www.mska.in

Details of Arrangers						
Sl.no.	Logo	Name	Registered Address	Tel No. and Fax No.	Contact Person and Tel No:	Email address and Website
1		ICICI Bank Ltd	Registered Address: ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla Complex, Mumbai 400 051, India	Tel No: 022-4008 8980 Fax No.: NA	Contact Person: Mr. Sanket Jain Tel No.: 022-4008 8980	Email: merchantbanking@icicibank.com gmgfixedincome@icicibank.com Website: www.icicibank.com

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

2		Axis Bank Limited	Registered Address: 8th Floor, Axis House, North Wing Wadia International Centre, P.B. Marg, Worli, Mumbai - 400025	Tel No: 022-2425 3803 Fax No.: NA	Contact Person: Mr. Vikas Shinde Tel No.: 022-4202 6692	Email: vikas.shinde@axisbank.com Website: https://www.axisbank.com
3		JM Financial Limited	Registered Address: 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400025	Tel No: 022-6224 1771 Fax No.: NA	Contact Person: Mr. Ajay Manglunia Tel No.: 022-6224 1771	Email: ajay.manglunia@jmfl.com Website: www.jmfl.com

ISSUE SCHEDULE

ISSUE/ BID OPENING DATE	December 27, 2023
ISSUE/ BID CLOSING DATE	December 27, 2023
PAY-IN DATE	December 28, 2023
DEEMED DATE OF ALLOTMENT	December 28, 2023

The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Schedule, subject to the timelines of the EBP term. The Issuer reserves the right to change the Issue program, including the Deemed Date of Allotment, at its sole discretion, without giving any reasons or prior notice.

CREDIT RATING

Details of credit rating along with reference to the rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies in relation to the Issue is as follows. The detailed press release of the Credit Rating Agencies along with rating rationale(s) adopted (not older than one year on the date of opening of the issue) is as follows:

CRISIL Ratings Limited has assigned a CRISIL AA (Stable) (pronounced as CRISIL double A rating with Stable outlook) for Rs. 250 crores for the proposed issue of Subordinated Debentures. As per the CRISIL letter "Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk."

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

CARE Ratings Limited has assigned a CARE AA (Stable) (pronounced as CARE double A rating with Stable outlook”) for Rs. 250 crores for the proposed issue of Subordinated Debentures. As per CARE rating letter, instruments with this rating are considered to have a high degree of safety regarding timely servicing of financial obligations and such instruments carry very low credit risk.

Investors may please note that the rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating agency has the right to suspend, withdraw or revise the rating / outlook assigned to the Issue at any time, on the basis of new information or unavailability of information or other circumstances which the rating agency believes may have an impact on the rating.

Date of Rating Letters: 12th October 2023, by CRISIL Ratings Limited revalidated on December 14, 2023, and September 5, 2023, by CARE Ratings Limited revalidated on December 19, 2023.

Date of Press Release of Ratings: October 12, 2023, by CRISIL Ratings Limited and September 5, 2023, by CARE Ratings Limited

Press Release and Rating Rationale: Please refer Annexure II

LISTING

The Debentures are proposed to be listed on the Whole Sale Debt Market Segment of the BSE Ltd (“**BSE**”). The in-principle approval obtained by the Issuer from BSE has been disclosed in Annexure VIII. The Issuer will/has maintained the Recovery Expense Fund with the BSE (Please refer to the ‘**Summary Term Sheet**’ for more details).

ELIGIBLE INVESTORS

The Placement Memorandum and the contents thereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by the Issuer and only such recipients are eligible to apply for the Debentures.

As per the Insurance Regulatory Development Authority of India (Other Forms of Capital) Regulations, 2022, the following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form and subject to the relevant rules and regulations pertaining to EBP:

- (a) Indian promoters as defined in IRDAI (Registration of Indian insurance companies) Regulations, 2022 as amended from time to time including.
- (b) Indian investor as defined under the Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2022, as amended from time to time which means “Investors” other than foreign investors (as defined in the regulations).
- (c) Foreign investors as defined under the Indian Insurance Companies (Foreign Investment) Rules, 2015, as amended from time to time which means all eligible non-resident entities (as defined in the rules) or persons resident outside India investing in the equity share of an Indian Insurance Company (as defined in the rules), as permitted to do so through the Foreign Direct Investment (as defined in the rules) and Foreign Portfolio Investment (as defined in the rules) windows under FEMA Regulations 2000, as amended from time to time; and

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(d) Any other persons as may be approved by IRDAI.

Note to Investors: Participation by Potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them. Please also refer to the Section on **'Who Can Apply'** below.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ISSUE HIGHLIGHTS*

The Issuer has obtained the Board approval for issuance of NCDs in their meeting held on November 01, 2023. However, specific attention of investors is invited to the statement of **Risk Factors in Section N of this Placement Memorandum.**

Coupon Rate	9.70% per annum (Fixed Coupon)
Coupon Payment Frequency	Annually
Redemption Date	December 28, 2033, subject to the exercise of any Call Option by the Issuer, in which case, the Call Option Payment Date shall be the Redemption Date.
Redemption Amount	Rs. 1,00,000 (Rupees One Lakh only) Per Debenture
Details of Debenture Trustee	Axis Trustee Services Limited. Please refer to Annexure VI for terms and conditions of the details of appointment of the Debenture Trustee
Nature and Issue Size	The aggregate size of the issue is 20,000 (Twenty Thousand) Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Subordinated, Non-Cumulative, Non-Convertible Debentures, aggregating up to Rs. 200,00,00,000/- Crores (Rupees Two Hundred Crores only) including a base issue of Rs. 100,00,00,000/- and green shoe option of Rs. 100,00,00,000/- to be issued on private placement basis in terms of this Placement Memorandum.
Base Issue and Green Shoe Option	Base Issue: Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) Green Shoe Option: Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)
Issue Size	Rs. 200,00,00,000/- (Rupees Two Hundred Crores only)
Details about Underwriting of the Issue including the Amount Undertaken to be Underwritten by the Underwriters.	Not Applicable
Anchor Portion and Anchor Investor	Not Applicable
*For further details on the terms of the Issue, please also refer Section M on 'Summary Term Sheet'	

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ELECTRONIC BOOK MECHANISM AND DETAILS PERTAINING TO THE UPLOADING THE PLACEMENT MEMORANDUM ON THE ELECTRONIC BOOK PROVIDER PLATFORM.

The Issue shall be open for bidding and subscribed to in accordance with the guidelines issued by SEBI and BSE pertaining to the procedure of Electronic Book Mechanism set out in the Operational Circular, and the related operational guidelines issued by the concerned Electronic Book Provider, as may be amended, clarified or updated from time to time (collectively, “Electronic Book Mechanism Guidelines”)

Details of the size of issue and green shoe portion (if any)	20,000 (Twenty Thousand) Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Subordinated, Non-Cumulative, Non-Convertible Debentures, aggregating up to Rs. 200,00,00,000/- Crore (Rupees Two Hundred Crores only) including a base issue of Rs. 100,00,00,000/- and green shoe option of Rs. 100,00,00,000/- to be issued on private placement basis in terms of this Placement Memorandum.
Mode of bidding:	Open Bidding in accordance with Operational Guidelines
Interest rate parameter	Fixed Coupon
Manner of Allotment:	Uniform Yield
Bid Opening date	December 27, 2023
Bid Closing date	December 27, 2023
Allotment Size	Subject to the issue size of debentures as mentioned in the Offer document, the allotment size is to be determined post-bidding on EBP
Manner of Settlement:	Through Indian Clearing Corporation Limited (ICCL)
Minimum Bid Lot and Multiple of Single Bid:	Minimum bid lot shall be Rs. 1 Lakh and in Multiple of Rs. 1 Lakh thereafter
Trading Lot Size	One Debenture
Anchor Portion	Not applicable
Settlement Cycle [T+1/ T+2] where T refers to the date of bidding/ issue day	T+1 (T being the Issue Closing Date)

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

APPLICATION PROCESS

A. HOW TO APPLY

Only eligible investors as given hereunder to whom the Placement Memorandum is addressed may apply for the Debentures. Eligible investors are required to register on the EBP platform the link for which shall be available at <https://bond.bseindia.com/InvestorRegistration.aspx>. All the registered and eligible investors are required to update the necessary bank account details and demat details before participating in the bidding process on the EBP platform.

The Issue will open on the 'Issue Opening Date' and close on the 'Issue Closing Date' (both days inclusive) as stated herein below ("**Issue Period**"). Potential investors who wish to invest in the Issue shall submit an application for the Debentures with all the accompanying documents and the application money at any time starting from the Issue Opening Date and up to the Issue Closing Date. The subscription to the Debentures shall be made by the potential investors through the electronic book mechanism as prescribed by SEBI during the Issue Period in the manner as set out in the section on '**Issue Procedure**' below.

Applications for the Debentures must be made in the Application Form and must be completed in block letters in English by the Eligible investors. Application Forms must be accompanied by payment details. The full amount of the Face Value applied for has to be paid along with the delivery of the fully completed and executed Application Form together with other applicable documents described below. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety. **All Application forms duly completed shall be submitted at the Corporate Office of the Issuer being** Equinox Business Park, Tower 3, 2nd Floor, Unit number 1B & 2B, LBS Marg, Kurla (West), Mumbai – 400070 **or digitally signed copies can be sent at** ncd@magma-hdi.co.in

The funds have to be credited to the designated bank accounts of the Indian Clearing Corporation Ltd (ICCL), the details of which are provided below, within the prescribed timelines, as per the Electronic Book mechanism Guidelines. It may be noted that payment by any other means shall not be accepted. The Issuer assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer.

The Issuer will not be responsible in any manner for any delayed receipts / non-receipt of payments or applications lost in mail.

The subscription amount must be paid by investors in designated bank account of the Clearing Corporation of BSE – BSE Clearing Limited (ICCL), the details of which are given below:

Name of Bank	ICICI Bank
IFSC Code	ICIC0000106
Bank Account Number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS
Name of Bank	HDFC Bank

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

IFSC Code	HDFC0000060
Bank Account Number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS
Name of Bank	Yes Bank
IFSC Code	YESB0CMSNOC
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS

The minimum number of Debentures that can be applied for and the multiples thereof shall be as set out in the Placement Memorandum. No application can be made for a fraction of a Debenture.

All transfers must be made payable to the bank account of Issuer, details whereof are set out above and shall also be specified in the Application Form.

B. WHO CAN APPLY?

Nothing in the Placement Memorandum shall constitute and/or be deemed to constitute an offer or an invitation to an offer, to be made to the Indian public or any section thereof through the Placement Memorandum, and the Placement Memorandum and its contents should not be construed to be a prospectus under the Companies Act. Subject to applicable law, the categories of investors eligible to subscribe to the Debentures in this Issue, when addressed directly, are those as set out in the section for '**Eligible Investors**'.

Without prejudice to the aforesaid, where the selection of the Eligible Investors is required to be done pursuant to bidding mechanism on the Electronic Platform called "EBP Platform" or any successive arrangement/platform mandated by SEBI under the Electronic Book Mechanism guidelines, only those Eligible Investors:

1. who have been mentioned in the category of "Eligible Investors" as mentioned in this document and/or
2. who are registered on the EBP Platform and eligible to make bids for Debentures of the Issuer (considered as 'deemed identified'),

and to whom allocation is to be made by the Issuer pursuant to selection under the electronic book mechanism for issuance of securities on private placement basis in terms of the relevant circulars and directions issued by the Securities and Exchange Board of India and the relevant electronic book providers shall be considered as "identified persons" to whom the Issuer shall make private placement of the Debentures and only such "identified persons" shall receive a direct communication from the Issuer with offer to subscribe to the Debentures and only such "identified persons" shall be entitled to subscribe to the Debentures.

Notwithstanding anything stated in this document or otherwise, all eligible investors are required to check and comply with applicable laws including the relevant rules / regulations / guidelines / directions applicable to them for investing in this issue of Debentures, including but not limited to BSE

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

EBP Guidelines / NSE EBP Guidelines as published by BSE / NSE on its website for investing in this Issue including all eligibility and the Issuer, is not in any way, directly or indirectly, responsible for any statutory or regulatory or procedural breaches by any investor, neither is the Issuer required to check or confirm the same.

The Placement Memorandum and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Issuer and only such recipients are eligible to apply for the Debentures. It is not intended for distribution to any other person and should not be reproduced or disseminated by the recipient..

Eligible investors who fall in any of the categories specified herein above, shall accompany their Application Forms with the following documents:

PAN / GIR No.

All applicants should mention their Permanent Account number (PAN) allotted under Income Tax Act, 1961 or where the same has not been allotted, the GIR Number and the IT Circle/Ward/District should be mentioned. In case where neither the PAN nor the GIR number has been allotted, or the applicant is not assessed to Income Tax, the fact of such non-allotment should be mentioned in the Application Form. Applications without this will be considered incomplete and are liable to be rejected.

Application by Banks/ Corporate Bodies/ Mutual Funds/ Financial Institutions/ Trusts/ Statutory Corporations

The applications must be accompanied by certified true copies of (i) memorandum and articles of association/ constitution/ bylaws/trust deed; (ii) resolution authorizing investment and containing operating instructions; (iii) specimen signatures of authorized signatories; and (iv) necessary form for claiming exemption from interest on application money.

In case of applications by Mutual Funds registered with SEBI, a separate application must be made in respect of each scheme of the Mutual Fund and such applications will not be treated as multiple applications, provided that the application made by the asset management company/ trustee/ custodian clearly indicate their intention as to the scheme for which the application has been made.

The application forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- (a) SEBI registration certificate.
- (b) Resolution authorizing investment and containing operating instructions.
- (c) Specimen signature of authorized signatories.

Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all authorised signatories must be lodged along with the submission of the completed Application Form. Further, modifications/additions in the power of attorney or authority should be delivered to the Company at its Registered Office.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

C. ISSUE PROCEDURE

The Issue Setup shall be done by the Issuer in accordance with the Operating Guidelines of the EBP platform. The final subscription to the Debentures shall be made by the eligible investors through the Electronic Book Mechanism as prescribed by SEBI under the SEBI Electronic Book Mechanism Guidelines by placing bids on the EBP during the Issue period. An Issuer, at its discretion, may withdraw from the Issue process in accordance with the conditions enlisted in the Operating Guidelines of the EBP platform. Eligible investors should note that disclosure of estimated cut off yield by the EBP platform to the eligible participants, pursuant to closure of Issue, shall be at the discretion of the Issuer. The Issuer may choose to disclose the estimated cut-off yield to all the eligible participants before the bidding.

The minimum number of Debentures that can be applied for and the multiples thereof shall be as set out in the Placement Memorandum. No application can be made for a fraction of a Debenture.

Potential investors whose bids have been accepted by the Issuer and to whom a signed copy of the Placement Memorandum has been issued by the Issuer and who have submitted/shall submit the Application Form ("**Successful Bidders**"), shall make pay-in of subscription monies in respect of the Debentures towards the allocation made to them, into the bank account of ICCL, on or prior to the Deemed Date of Allotment and before the Pay-In Cut-Off Time, the details of which will be displayed on the EBP Platform.

The pay-in by the Successful Bidders will be made only from the bank account(s), which have been provided / updated by the Successful Bidders in the EBP system. Any amount received from third party accounts or from accounts not specified in the EBP system will be refunded and no allotment will be made against such payments. Further, pay-in received from any other bank account may lead to cancellation of bid and consequent debarment of the bidder from accessing the EBP platform for 30 days. Upon the transfer of funds into the aforesaid account of ICCL and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Successful Bidders to the clearing corporation, the R&T Agent and the EBP and initiating the requisite corporate action for allotment of Debentures and credit of the demat letter of allotment into the relevant demat account of the Successful Bidders through the R&T Agent, the R&T Agent shall provide corporate action file along with all requisite documents to the Depositories by 12:00 hours and also intimate the EBP of the aforesaid actions. Upon the Depositories confirming the allotment of the Debentures and the credit of the Debentures into the demat account of the Successful Bidders to EBP, the subscription monies in respect of the Debentures from the aforesaid account of the clearing corporation shall be released into the Issuer's bank account, as intimated by the Issuer to the EBP.

It must be noted that all funds pay-in obligations need to be fulfilled in totality. Partial fund receipt against any given obligation will be treated as a default and debarment penalties may be applicable as specified by the Electronic Book Mechanism Guidelines. Payment by any other means shall not be accepted. The Company assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer. The Company will not be responsible in any manner for any delayed receipts / nonreceipt of payments or applications lost in mail.

All transfers must be made payable to the designated bank accounts of ICCL, details whereof shall be specified in the Application Form.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

UNDERTAKINGS OF THE ISSUER

ISSUER'S ABSOLUTE RESPONSIBILITY:

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this issue document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the issue document is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading

GENERAL RISK: Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, eligible investors must rely on their own examination of the Issuer, Issue, the Placement Memorandum and the risk involved. The Debentures have not been recommended or approved by any regulatory authority in India, including SEBI nor does any regulatory authority including SEBI, guarantee the accuracy or adequacy of the Placement Memorandum. Eligible investors should carefully read and note the contents of the Placement Memorandum. Each potential investor should make its own independent assessment of the merit of the investment in Debentures and the Issuer. Eligible investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyse such investment and suitability of such investment to such investor's particular circumstance. Potential investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments. **Specific attention of investors is invited to the statement of 'Risk Factors' given in Section N of this document.**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this issue document contains all information with regard to the issuer and the issue, that the information contained in the issue document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

NO SIDE LETTERS: The Issuer has no side letter with any Debenture Holders except the one(s) disclosed in the Placement Memorandum. Any covenants later added shall be disclosed on the stock exchange website where the Debentures are listed.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION B

DEFINITIONS

Term	Meaning
Act/ Companies Act	Companies Act, 2013 as may be amended from time to time
AGM	Annual General Meeting
Application Form	The form in which an investor can apply for subscription to the Debentures as provided in Annexure III
Applicable Law	Includes all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof in relation to issuance of Debentures.
Allotment/Allot/Allotted	Unless the context otherwise requires or implies the allotment of the Debentures pursuant to the Issue.
Articles of Association / AoA	Articles of Association of the Company
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under Section 2 of the Depositories Act.
Board	Board of Directors of the Company
Book Closure/Record Date	The date of closure of register of Debentures for payment of interest and repayment of principal (in case of exercise of Call Option)
BSE	BSE Ltd.
Business Day	Shall mean any day of the week (excluding Saturdays, Sundays and any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881)) on which money market and banks and are open for general banking business in Mumbai and "Business Days" shall be construed accordingly.
Call Option	Shall mean the right (and not the obligation) available to the Company to redeem the Debentures held by the Debenture Holder(s), which right shall be exercisable on any of the Call Option Payment Dates subject to Terms as prescribed by IRDAI Regulations and subject to the provisions of the Transaction Documents. The Call Option may be exercised by the Issuer without the prior approval of IRDAI, provided the Solvency after exercise of Call Option is at least 20% above the control level of Solvency (i.e. $1.50 + 20\% \text{ of } 1.50 = 1.80$)., else Call Option may be exercised only with the prior approval of IRDAI in accordance with the regulations of the IRDAI.
CARE	CARE Ratings Limited
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
Company / Issuer / Issuer Company/ We / Our Company/ Us	Magma HDI General Insurance Company Limited, incorporated on 26th June 2009 having its Registered Office at "Development House", 24, Park Street, Kolkata-700 016

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Term	Meaning
Credit Rating Agency(ies)/ Rating Agency(ies)	Crisil Ratings Limited, a company incorporated under the provisions of the Act and having its registered office at CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400076 CARE Ratings Limited, a company incorporated under the provisions of the Act and having its registered office at 4 th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai-400022
Coupon Payment Date	Date of payment of interest on the Debentures
CRISIL	Crisil Ratings Limited
Date of Allotment / Deemed Date of Allotment	Means the date as specified in the Issue Schedule
Debenture(s) / NCDs	Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Subordinated, Non-Cumulative, Non-Convertible Debentures for cash aggregating up to Rs.200,00,00,000/- (Rupees Two Hundred Crores only) including Base issue of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) and Green shoe option of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) be issued pursuant to this Placement Memorandum.
Debenture Holder(s)	The holder(s) of the Debentures issued by the Issuer and shall include the registered transferees of the Debentures from time to time.
Debenture Trustee/ Trustee	Trustee appointed for the Debenture Holders, in terms of the Debenture Trustee Agreement.
Debenture Trustee Agreement/ Trustee Agreement	Agreement executed by and between the Trustee and the Company for the purposes of appointment of the Trustee to act as trustee in connection with the issuance of the Debentures as disclosed in Annexure VI and as may be amended/ supplemented from time to time.
Debenture Trust Deed/ Trust Deed	The trust deed entered/ to be entered by and between the Company and the Trustee setting out the terms on which the Debentures are being issued and shall include the representation and warranties and the covenants to be provided by the Issuer and the Trustee and as may be amended/ supplemented from time to time.
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL.
Director(s)	Director(s) of Magma HDI General Insurance Company Ltd. unless otherwise mentioned
Disclosure Document/ Private Placement Offer Letter/ These	This Disclosure Document dated December 27, 2023 for Private Placement of Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Subordinated, Non-Cumulative, Non-Convertible Debentures for cash aggregating up to Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) including Base issue of Rs.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Term	Meaning
Documents/ This Document	100,00,00,000/- (Rupees One Hundred Crores only) and Green shoe option of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) to be issued by Company on private placement basis.
DP	Depository Participant
DP-ID	Depository Participant Identification Number.
DRR	Debenture Redemption Reserve required to be maintained in accordance with the provisions of the Companies Act and the circulars and notifications issued by IRDAI, from time to time.
Due Date	Any date on which the holders of the Debentures are entitled to any payments, in accordance with this Placement Memorandum or any other Transaction Document.
Electronic Book Mechanism Guidelines	Shall mean the guidelines issued by SEBI and pertaining to the Electronic Book Mechanism set out in the Operational Circular.
EBP/ Electronic Book Provider	Shall have the meaning assigned to such term under the Electronic Book Mechanism Guidelines.
FEMA Regulations	The Regulations framed by the RBI under the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time
FII	Foreign Institutional Investor (as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995) registered with SEBI
FY/ Financial Year	12 (Twelve) months period commencing from April 1 of a particular calendar year and ending on March 31 of the subsequent calendar year.
FIs	Financial Institutions
Governmental Authority	The President of India, the Government of India, the Governor and the Government of any State in India, any Ministry or Department of the same, any municipal or local government authority, any authority or private body exercising powers conferred by Applicable Law and any court, tribunal or other judicial or quasi-judicial body and shall include, without limitation, a stock exchange and any regulatory body.
GOI	Government of India
GWP	Gross Written Premium
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Regulations	The Insurance Act, 1938 read along with the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2022 as amended from time to time.
INR / Rs.	Indian National Rupees (Currency of Republic of India)
Interest Rate / Coupon Rate	The rate of interest payable on the Debentures for the period as specified in this Placement Memorandum.
Investors	Those persons who fall under the category of eligibility to whom this Placement Memorandum may be sent with a view to offer the Debentures for sale on private placement basis through this Placement Memorandum.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Term	Meaning
Issue	Issue of Rated, Listed, Unsecured Redeemable Non-Convertible Subordinated Debenture on a Private Placement basis.
Interest Payment Date	Date defined as such in the Term Sheet to the Disclosure Document
Majority Debenture Holder(s)	In respect of the Placement Memorandum, the Debenture Holder(s) holding an aggregate amount representing not less than 75% (Seventy Five Percent) of the value of the nominal amount of the Debentures comprised in this Placement Memorandum for the time being outstanding.
Material Adverse Effect	The effect or consequence of an event, circumstance, occurrence or condition which has caused, as of any date of determination, or could cause a material and adverse effect on: (i) the business activities, financial condition and credit standing of the Company; or (ii) the ability of the Company to perform its obligations under the Transaction Documents; or (iii) the validity or enforceability of, or the effectiveness of any of the Transaction Documents (including the ability of any party to enforce any of its remedies thereunder).
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Memorandum / MoA	Memorandum of Association of the Company
NA	Not Applicable
ENACH	Electronic National Automated Clearing House
NCB	No Claim Bonus
NCD	Non-Convertible Debentures
NEFT	National Electronic Funds Transfer Service.
NPA	Non-Performing Asset (as defined in RBI guidelines)
NRIs	Non-Resident Indians / A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations.
NSDL	National Securities Depository Limited
Operational Circular	Means the Securities and Exchange Board of India's Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 (bearing reference no. SEBI/HO/DDHS/P/CIR/2021/613) as may be amended/ updated from time to time.
PA	Personal Accident
PAN	Permanent Account Number
Placement Memorandum	Shall mean this placement memorandum for issue of Debentures by the Company to eligible investors on a private placement basis in accordance with the provisions of the SEBI Debt Listing Regulations.
Private Placement Offer cum Application Letter	Shall mean the offer cum application letter prepared in compliance with section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, which shall be issued under the Placement Memorandum.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Term	Meaning
RBI	Reserve Bank of India
Registrar to the Issue/ R&T Agent/ Registrar and Transfer Agent	Registrar to the Issue in this case being Niche Technologies Private Limited
Reference Date	Means the date on which the Issuer receives the subscription monies with respect to the Debentures
ROC	Registrar of Companies.
Rs.	Indian National Rupee
RTGS	Real Time Gross Settlement, an electronic funds transfer facility provided by RBI
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI Debt Listing Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued by SEBI, as amended from time to time, Operational Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
Special Majority	"Special Majority" shall at any time mean such number of Debenture Holder(s)/Beneficial Owner(s) holding more than 75% of the then outstanding Debentures and 60% of the Debenture Holder(s) / Beneficial Owner(s). For sake of clarity, it is clarified that the Special Majority shall be determined under each respective ISIN
Subordinated Debt	Shall mean Debentures satisfying the criteria laid down for qualification of 'subordinated debt' under the IRDAI Regulations including without limitation the following criteria: (a) the claims of the holders of the Debentures shall be superior to the claims of the investors in preference shares and equity shares issued by the Issuers in that order but shall be subordinated to the claims of the policyholders and all other creditors of the Issuer; and (b) the Debentures shall neither be secured nor covered by a guarantee of the Issuer or other arrangements that legally or economically enhance the seniority of the claims as against the claims of the Issuer's policyholders and creditors.
Stock Exchange	BSE Limited (BSE)
TDS	Tax Deducted at Source
Transaction Documents	The documents executed or to be executed in relation to the Issue of the Debentures and shall include the Trust Deed, the Trustee Agreement, this Placement Memorandum, the Private Placement Offer cum Application Letter(s), and any other document that may be designated by the Trustee as a Transaction Document.
WDM	Wholesale Debt Market Segment of the BSE.
Wilful Defaulter	Shall mean an Issuer who is categorized as a wilful defaulter by any Bank or financial institution or consortium thereof, in accordance with the guidelines on wilful

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Term	Meaning
	defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such in accordance with Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
"We", "us" and "our"	Unless the context otherwise requires, Our Company and its Subsidiaries.

Undefined terms if any, in the Placement Memorandum shall have the same meaning as provided to the term in the Transaction Documents.

SECTION C

DISCLAIMERS

GENERAL DISCLAIMER

The Placement Memorandum is neither a "Prospectus" nor a "Statement in Lieu of Prospectus" but a "Placement Memorandum" prepared in accordance with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Companies Act and the IRDAI Regulations. The Placement Memorandum does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by MAGMA HDI GENERAL INSURANCE COMPANY LIMITED (the "**Issuer**"/ the "**Company**" / "**MAGMA HDI**"). The Placement Memorandum is for the exclusive use of the prospective investors to whom it is delivered, and it should not be circulated or distributed to any third parties. The Issuer certifies that the disclosures made in the Placement Memorandum are generally adequate and are in conformity with the SEBI Debt Listing Regulations and the Companies Act. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue. The Company can, at its sole and absolute discretion change the terms of the offer. The Company reserves the right to close the Issue earlier from the dates specified in the Placement Memorandum or change the Issue timetable including the Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue will be open for subscription at the commencement of banking hours of the Issue Opening Date and the Issue Closing Date at the close of banking hours. The Issue shall be subject to the terms and conditions of Placement Memorandum and other documents in relation to the Issue. It is the responsibility of potential investors to also ensure that they will sell these NCDs in strict accordance with this Document and other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act 2013.

Apart from this Disclosure Document, no offer document or prospectus has been prepared in connection with this Issue and no prospectus in relation to the Issuer or the Debentures relating to this offer has been delivered for registration nor is such a document required to be registered under the applicable laws.

This Disclosure Document is issued by the Company and has been prepared by the Company to provide general information on the Company to potential investors to whom it is addressed and who are eligible and willing to subscribe to the Debentures and does not purport to contain all the information a potential investor may require. Where this Disclosure Document summarizes the provisions of any other document, that summary should not be solely relied upon, and the relevant document should be referred to for the full effect of the provisions. Neither this Disclosure Document, nor any other information supplied in connection with the Debentures is intended to

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

provide the basis of any credit or other evaluation. Any recipient of this Disclosure Document should not consider such receipt a recommendation to purchase the Debentures. Each potential investor contemplating the purchase of any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own legal, regulatory, tax, financial, accounting, and/or other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyse such investment and the suitability of such investment to such potential investors in particular circumstances.

This Document shall not be considered as a recommendation to purchase the Debentures and recipients are urged to determine, investigate and evaluate for themselves, the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of information contained in this Document. The recipients are required to make their own independent valuation and judgement of the Company and the Debentures. The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of the Debentures and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the Debentures. The Company or any of its directors, employees, advisors, affiliates subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

The Issuer is seeking offer for subscription of Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Non-Cumulative, Subordinated, Non-Convertible debentures. The Placement Memorandum does not however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Placement Memorandum comes, is required to inform himself about and to observe any such restrictions.

DISCLAIMER OF IRDAI

The Issuer has a valid certificate of registration dated May 22, 2012, issued by IRDAI under Section 3 of the Insurance Act, 1938.

However, the Debentures have not been recommended by IRDAI nor does IRDAI guarantee the accuracy or adequacy of this Placement Memorandum. It is to be distinctly understood that this Placement Memorandum should not in any way be deemed or construed to have been approved or vetted by IRDAI. IRDAI does not take any responsibility either for the financial soundness of any proposal for which the Debentures issued hereof is proposed to be made or for the correctness of the statements made or opinions expressed in this Placement Memorandum or any other Transaction Document. However, IRDAI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Placement Memorandum.

DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

"It is to be distinctly understood that filing of the issue document to the Securities and Exchange Board of India (SEBI) should not in any way be deemed or construed to mean that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the issue document. The lead manager(s) has certified that the disclosures made in the issue document are

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

generally adequate and are in conformity with the regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.”

DISCLAIMER OF THE ARRANGERS

It is advised that the Issuer has exercised self-due diligence to ensure complete compliance of prescribed disclosure norms in the Placement Memorandum. The role of the Arrangers in the assignment is confined to marketing and placement of the Debentures on the basis of the Placement Memorandum as prepared by the Issuer. The Arrangers shall use this document for the purpose of soliciting subscription from qualified institutional investors in the Debentures to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arrangers should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Arrangers, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Placement Memorandum, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. The Arrangers or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in the Placement Memorandum.

DISCLAIMER OF THE DEBENTURE TRUSTEE

The Debenture Trustees are neither the borrowers nor principal debtors or guarantors of the monies paid/invested by eligible investors for the Debentures.

DISCLAIMER OF THE ISSUER

The Issuer confirms that the information contained in the Placement Memorandum is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Company has made available in the Placement Memorandum for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Issuer accepts no responsibility for statements made otherwise than in the Placement Memorandum or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

DISCLAIMER OF THE STOCK EXCHANGE

As required, a copy of the Placement Memorandum has been/ shall be submitted to BSE for hosting the same on its website. It is to be distinctly understood that such submission of the document with BSE or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by BSE, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Placement Memorandum, nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

DISCLAIMER OF THE RATING AGENCY

CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the Material based on the information provided by its client and / or obtained by CRISIL Ratings from sources which it considers reliable (Information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. The Rating is not a recommendation to invest / disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL Ratings providing or intending to provide any services in jurisdictions where CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. Magma HDI General Insurance Company Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and CRISIL Ratings' rating criteria are available without charge to the public on the website, www.crisilratings.com. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at 1800-267-1301..

DISCLAIMER IN RESPECT OF JURISDICTION

This issue is being made to the eligible investors, who shall be specifically approached by the issuer. Recipients are required to observe such restrictions and the issuer, and its affiliates accept no liability to any person in relation to the distribution of information in any jurisdiction. This offer document does not constitute an offer to sell or an invitation to subscribe to debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the courts of Mumbai. This offer document does not constitute an offer to sell or an invitation to subscribe to the debentures herein, in any other jurisdiction and to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of RBI.

FORCE MAJEURE

The Company reserves the right to withdraw the Issue at any time prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected without assigning any reason.

ISSUE OF DEBENTURES IN DEMATERIALISED FORM

The Debentures will be issued dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Debentures dematerialised form. Investors will have to hold the Debentures dematerialized form as per the provisions of the Depositories Act. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the Investor with its Depository Participant. The Issuer will make the allotment to eligible investors on the Deemed Date(s) of Allotment after verification of the Application Form, the accompanying documents and realisation of the application money.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

EACH PERSON RECEIVING THIS PLACEMENT MEMORANDUM ACKNOWLEDGES THAT:

1. Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein.
2. Such person has not relied on any intermediary that may be associated with issuance of Debentures in connection with its investigation of the accuracy of such information or its investment decision.
3. The Issuer does not undertake to update the information in the Placement Memorandum to reflect subsequent events after the date of the Placement Memorandum unless required under Applicable Law and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of the Placement Memorandum or any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION D DETAILS OF PROMOTERS OF THE ISSUER

Name	Sanoti Properties LLP	Celica Developers Private Limited	Jaguar Advisory Services Private Limited
Date of Incorporation	November 06, 2019	March 19, 1999	July 03, 2009
Registered Address	Office No. 401, 4th Floor, Sarosh Bhavan, 16 B/1, Dr. Ambedkar Road, Pune – 411001	24, Park Street, Kolkata – 700 016	2b, Hastings Parks Road, Alipore, Kolkata – 700 027
Educational Qualification	NA	NA	NA
Experience in the business or employment	Sanoti is approx. 4 years Limited liability Partnership (LLP)	Celica is a 24-year-old Private Limited Company	Jaguar is a 14-year-old private limited Company
Positions/posts held in the past	NA	NA	NA
Directorships held	NA	NA	NA
Business and financial activities of the Promoter	To deal in Real estate Projects, to carry out General Insurance Business and allied Business activity	The company is engaged in the business of real estate, hospitality, dealership of automobiles and trading of commodities and shares.	The company is engaged in the business of providing manpower and advisory services to its clients and investment activities.
Photograph	NA	NA	NA
Permanent Accountant Number	AEBFS5847Q	AABCC3820C	AACCJ2214L

*For brief profile on the promoters, please refer to “The Issuer” section of this Placement Memorandum.

A declaration confirming that the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the promoters and Permanent Account Number of directors have been submitted to the stock exchanges on which the nonconvertible securities are proposed to be listed, at the time of filing the draft offer document.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

DETAILS OF DEBENTURE TRUSTEE, CREDIT RATING AGENCY(IES), REGISTRAR TO THE ISSUE, LEGAL COUNSEL, STATUTORY AUDITORS AND ARRANGERS

Debenture Trustee to the Issue	Name: Axis Trustee Services Limited  AXIS TRUSTEE Logo: Regd office: Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025 Corp office: The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028 Tel: 022-62300451 Fax: NA E-mail: debenturetrustee@axistrustee.in Contact Person: Mr. Rahul Vaishya Website: https://www.axistrustee.in/
Arrangers	Name: ICICI Bank Logo:  Regd office: ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla Complex, Mumbai 400 051, India Corp office: ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla Complex, Mumbai 400 051, India Tel: 022-4008 8980 Fax: NA E-mail: merchantbanking@icicibank.com, gmgfixedincome@icicibank.com Contact Person: Mr. Sanket Jain Website: www.icicibank.com Name: Axis Bank Logo: 

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	Regd office: 8th Floor, Axis House, North Wing Wadia International Centre, P.B. Marg, Worli, Mumbai – 400025 Corp office: 8th Floor, Axis House, North Wing Wadia International Centre, P.B. Marg, Worli, Mumbai – 400025 Tel: 022-2425 3803 Fax: NA E-mail: vikas.shinde@axisbank.com Contact Person: Mr. Vikas Shinde Website: https://www.axisbank.com Name: JM Financial Limited Logo:  Regd office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400025 Corp office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi Mumbai – 400025 Tel: 022- 6224 1771 Fax: NA E-mail: ajay.manglunia@jmfl.com Contact Person: Mr. Ajay Manglunia Website: www.jmfl.com
Credit Rating Agency(ies) for the Issue	Name: Crisil Ratings Limited  Regd office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400076 Corp office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400076 Tel: 91-22-3342 3000 FAX: 91-22-3342-3050 E-mail: crisilratingdesk@crisil.com Contact Person: Mr. Ajit Velonie

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	Website: www.crisilratings.com Name: CARE Ratings Limited  Regd office: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai-400022 Corp office: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai-400022 Tel: 91-22-6754 3477 FAX: 91-22-6754 3457 E-mail: Geeta.Chainani@careedge.in Contact Person: Ms. Geeta Chainani Website: www.careratings.com
Registrar to the Issue	Name: Niche Technologies Private Limited  Regd office: 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata- 700017 Corp office: 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata- 700017 Tel: 91-33-22806616/17/18 Fax: 91-33-22806619 E-mail: nichetechpl@nichetechpl.com Contact Person: Mr. S. Abbas Website: https://www.nichetechpl.com

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Legal Counsel	Name: Sterling Law Partners  Regd office: A604, Mangalya commercial premises society, Off Marol Maroshi road, Andheri (East), Mumbai 400 059 Corp office: A604, Mangalya commercial premises society, Off Marol Maroshi road, Andheri (East), Mumbai 400 059 Tel: +91-9820537617 E-mail: narendra.joshi@sterlinglawpartners.com Contact Person: Mr. Narendra Joshi Website: NA
Joint Statutory Auditors	Name: Singhi & Co., Chartered Accountants Office: B2 402B, Marathon Innova, 4th Floor, Off Ganpatrao Kadam Marg Lower Parel, Mumbai - 400 013 Tel: +91 22-6662 5537 Fax: NA E-mail: mumbai@singhico.com Contact Person: Mr. Nikhil Singhi, Partner Website: www.singhico.com Name: MSKA & Associates, Chartered Accountants Office: 602, Floor 6, Raheja Titanium Western Express Highway, Geetanjali Railway Colony Ram Nagar, Goregaon (E), Mumbai - 400063 Tel: +91 22-62380519 Fax: NA E-mail: SwapnilKale@mska.in Contact Person: Mr. Swapnil Kale, Senior Partner Website: www.mska.in
Guarantor, if applicable	Not Applicable

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION E

ABOUT THE ISSUER

A brief summary of the business/ activities of the Issuer and its subsidiaries with the details of branches / units and line of business: -

(i) Overview of the Business

Magma HDI General Insurance Company Limited ('The Company') was incorporated on June 26, 2009, got approval from IRDAI on May 22, 2012, and commenced its business in October 2012.

The Company was formed as a joint venture between Poonawalla Fincorp Limited (formerly known as Magma Fincorp Limited), Celica Developers Private Limited ("Celica"), Jaguar Advisory Services Private Limited ("Jaguar") and HDI Global SE ("HDI").

As of November 04, 2023, Sanoti Properties LLP (Sanoti), an entity jointly held by Adar Poonawalla (90%) and Rising Sun Holdings Pvt Ltd (RSHPL; 10%), holds 74.5% in the Company. Mr. Adar Poonawalla is CEO of Cyrus Poonawalla group of companies.

The 11.90% stake held by HDI Global SE has been acquired by Sanoti Properties LLP (9.90%) and Mr. Keki Mistry (1.99%) in November 2023.

The shareholding of the Company as of November 04, 2023, is as follows:

Sl. No.	Name of the Shareholder	No of Equity Shares	Holding (%)
1	Sanoti Properties LLP	200,745,381	74.54%
2	Celica Developers Private Limited	35,966,231	13.36%
3	Jaguar Advisory Services Private Limited	22,500,000	8.36%
4	Mr. Keki Mistry	5,380,000	1.99%
5	Aggregate holding of Management Team*	2,675,650	1.00%
6	Magma HDI General Insurance Company ESOP Trust**	2,034,931	0.75%
Total		269,302,193	100.00%

*The shares are held by 12 employees of the Company

**The beneficial ownership of 2,034,931 equity shares in aggregate held by Magma HDI General Insurance Company ESOP Trust is with 25 employees of the Company, pursuant to the exercise of options under MHDH ESOP 2018

Other promoter, Celica is a Private Limited Company domiciled in India. It was incorporated in the year 1999 under the Companies Act, 1956. It is a 24-year-old company. It is engaged in the business of real estate, hospitality, dealership of automobiles and trading of commodities and shares.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Jaguar is a 12-year-old private limited company. The company is engaged in the business of providing manpower and advisory services to its clients and investment activities.

The Issuer does not have any joint venture or associates.

The Company operates out of 97 offices over 24 states including union territories to cater India - deep into the tier 3, 4 and 5 towns, while also servicing tier 1 and 2 cities. The strength of the Company is its 43 lacs active customers, 1998 employees, 15,426 agents (including Point of Sale agents, Motor Insurance Service Providers and Corporate Agents), cashless insurance claim settlement arrangement with 7,545 motor workshops and 8,414 hospitals across the country as on September 30, 2023. The Company has Issued 1.15 crore policies and settled 7.80 Lacs claims since inception till September 30, 2023.

The Issuer is into General insurance business with 70 products and 302 Add-on covers. The Issuer's product suite includes retail insurance products like Motor, Health, Personal Accident, Shopkeepers and Householders policy and Commercial insurance products like Fire, Engineering, Marine, Liability, Burglary, Group Health and Group Personal Accident etc.

The Company had underwritten Gross Written Premium (GWP) of Rs.2,588 crores in FY 2022-23 (PY: Rs. 1,815 crores). The Company has been growing at a compounded annual growth rate (CAGR) of 35.8% over last 5 years from FY 2017-18. The Company had market share in Gross Direct Premium (GDP) of 0.99% in FY 2022- 23 (PY: 0.80%) in General Insurance business in India and 1.92% (PY: 1.60%) amongst the private insurance players during the same period. The Company has registered growth of 44.2% in FY 2022-23 as compared to 16.4% growth of the General Insurance industry and 20.2% growth rate of the private sector insurance companies.

The Company's GWP product mix in FY 2022-23 comprised of 72% Motor (PY: 73%), 10% Health & P.A. (PY: 6%) and 18% Commercial (PY: 21%). In H1FY24 the Company has underwritten GWP of Rs. 1,320.7 crores at growth rate of 12.9%. During H1FY24, the Company's GWP product mix was 59%, 23% and 18% respectively for Motor, Health and Commercial segments. The company has registered GDP growth of 8.7% in H1FY24 as compared to 14.9% and 21.1% growth of the General Insurance Industry and private sector insurance companies respectively..

The Company has a total net worth of Rs. 1015.70 crores as of September 30, 2023, with 2.02 as solvency margin. The equity share capital of the Company as of September 30, 2023, is Rs. 1,350.06 crores including share premium (net of expenses) of Rs. 1,080.94 crores. Investment book of the Company stands at Rs. 5,877 crores as of September 30, 2023.

As per the brand licence agreement between the Company and Magma Ventures Private Limited (Formerly Magma Consumer Finance Private Limited), the Company has the right to use the "Magma" brand and its name until September 30, 2025.

Similarly, as per the brand licence agreement between the Company and HDI Global SE and its group companies, the Company has the right to use the "HDI" brand and its name until September 30, 2024.

The Company intends to rebrand and accordingly the name of the Company is likely to change in the near future.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(ii) Brief Particulars of the management of the Company and the corporate structure

Brief Particulars of Board of Directors of the Company

1. **Mr. Sanjay Chamria** is the Non-Executive Chairman of the Company and represents Indian Promoters of the Company, Celica Developers Private Limited and Jaguar Advisory Services Private Limited. Mr. Chamria is a seasoned financial services entrepreneur with experience across financing, insurance, investments across asset classes and provides overall guidance on policy formulation, strategy and planning to the Board.
2. **Mr. Jens Holger Wohlthat** is the Non-Executive Director of the Company. He joined HDI Global SE in Germany in 1980 and has since served in various functions within industrial liability underwriting and international operations. In 2006, he was appointed as Member of the Executive Board (Director) of HDI, responsible for international operations. Mr. Wohlthat superannuated from HDI on September 30, 2022. Mr. Wohlthat continues# to serve as the Non-Executive Director of the Company.

HDI has recently sold its direct stake in the Company and the procedural formalities related to Mr. Wohlthat's resignation as a nominee of HDI are in process.

3. **Mr. Mayank Poddar** is the Non-Executive Director of the Company and represents Indian Promoters. He is highly experienced businessman with experience across real estate, hospitality, financial services etc. and provides overall guidance to the Board.
4. **Mr. Vinesh Kriplani** is a Chartered Accountant specializing in Indian corporate and International taxes. He is currently associated with the Cyrus Poonawalla Group. He has been associated with several mergers and acquisitions and corporate restructuring projects. He is well versed in the subjects of transfer pricing, tax dispute resolutions, valuations and foreign exchange management.

Vinesh has 29 years of experience in the Consulting field with firms including Arthur Andersen, RSM & Co, Price Waterhouse Coopers, Ernst and Young and KPMG. Vinesh co-founded Transaction Square LLP which has quickly established itself as an emerging tax firm in India and is acknowledged as a strong M&A services firm.

5. **Mr. Kailash Nath Bhandari** is the Non-Executive Independent Director of the Company. A law graduate by education; he has been the Chairman and the Managing Director of New India Assurance Company Ltd. and United India Assurance Company Ltd. He was also a consultant with the World Bank before joining the Board of the Company.
6. **Mr. V. K. Viswanathan** is the Non-Executive Independent Director of the Company. He is a Commerce Graduate from Madras University and a Chartered Accountant. He was the Chairman of the Board of Directors of Bosch Limited till August 2019. Prior to this role, Mr. Viswanathan was the Managing Director of Bosch Limited and President, Bosch Group in India. He has been the past President of Indo-German Chamber of Commerce (2012-13). He has also served as the Vice President of ACMA (Automotive Manufacturers' Association) from 2005-06. He was also associated with Hindustan Unilever Ltd. in many senior positions for 17 years.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

7. **Mr. Sunil Mitra** is the Non-Executive Independent Director of the Company. He is an ex-IAS officer retired in June 2011 as a Revenue & Finance Secretary, Government of India after a successful stint of 36-years. During his tenure in the Ministry of Finance, he led the Revenue Teams in the formulation of the 2010 and 2011 Union Budgets and spearheaded several significant policy initiatives in public finance including a new disinvestment policy and taxation reforms. During his earlier tenures with the West Bengal Government, he led significant public policy reforms in the State-owned Public Sector Enterprises and the State's power sector.
8. **Ms. Sandhya Gadkari Sharma** is the Non-Executive Independent Director of the Company. She has 38 years of rich and varied professional experience with ICICI Limited, ICICI Bank Limited and Mahindra & Mahindra Limited. She is an expert in different domains of finance like project appraisals, term lending, resolution of multi-partite stressed assets and NPAs, etc. She has represented ICICI as nominee Director on the Boards of several assisted companies. At M&M, she has served in the Mergers & Acquisitions cell, handled corporate finance and investor relations, shaped Corporate Governance Structure etc. She also has considerable experience in conducting investigations into POSH and Code of Conduct violations in various capacities.
9. **Mr. Rajive Kumaraswami** is the Managing Director and Chief Executive Officer of the Company. He is a Commerce Graduate from Delhi University and a Fellow Chartered Accountant & an Associate Member of the Institute of Cost Accountants India. Mr. Kumaraswami has 28 years of work experience. He has been involved with the Insurance Industry since its opening to the private sector and has had exposure to various facets of the industry.

He started his career with ICICI Limited and spent the first 7 years of his career in Project appraisals, corporate funding and loan restructuring activities. He was associated with ICICI Lombard General Insurance Company Limited (ICICI Lombard) as the Head - Corporate Centre, responsible for the Finance & Accounts function (CFO), the Legal & Compliance function, the Actuarial function and Re-insurance function. He also served as the Chief Risk Officer of ICICI Lombard till May 2012. He was also the head of Corporate Underwriting & Claims department in ICICI Lombard. Before joining the Company in June 2016 as its MD & CEO, he was the Chief Representative of SCOR SE – India Liaison Office since May 2012.

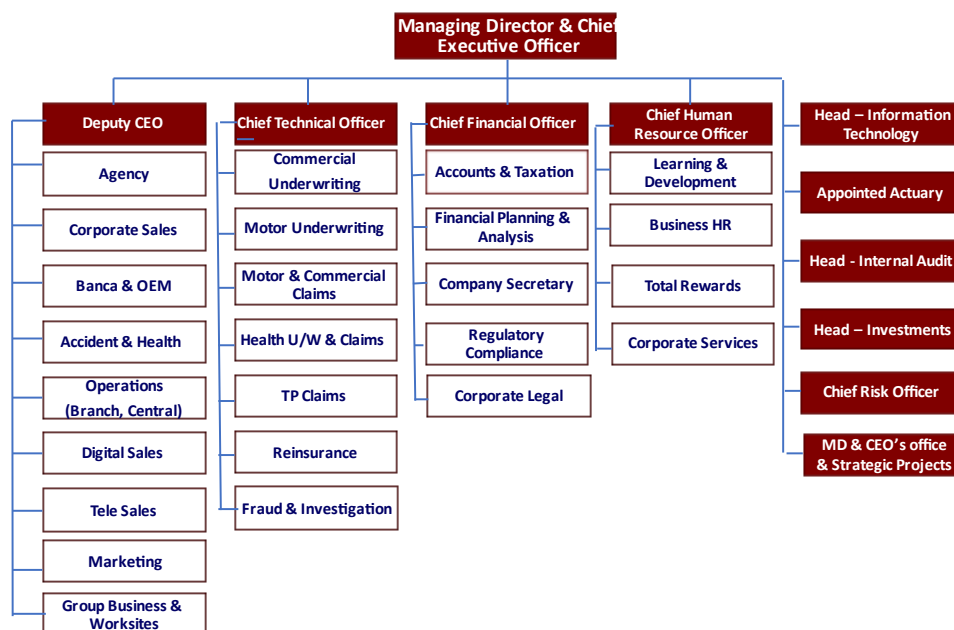
Brief Particulars of the management of the Company

Name	Age	Designation	Date of Joining
Mr. Rajive Kumaraswami	53	Managing Director & Chief Executive Officer	15-Jun-16
Mr. Vikas Mittal	55	Deputy Chief Executive Officer	01-Dec-14
Mr. Amit Bhandari	47	Chief Technical Officer	25-Nov-16
Mr. Gaurav Parasrampur	46	Chief Financial Officer	01-Feb-15
Mr. Shivendra Tripathi	35	Appointed Actuary	15-Jan-19
Mr. Jinesh Shah	46	Chief Investment Officer	01-Jan-13
Mr. Amit Loya	50	Chief Internal Auditor	05-Apr-18
Mr. Amit Thapliyal	45	Chief Technology Officer	26-Sept-22
Mr. Kishore Khanchandani	41	Chief Risk Officer	01-Mar-17

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Ms. Sweta Bharucha	39	Company Secretary	18-Apr-22
Mr. L. Chakradhar Rao	47	Compliance Officer	01-Feb-15

The organisational chart of the Company is as set out below:



THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(iii) Business Activity:

Distribution Network

To serve all types of customers and to cater all the insurance needs for prospective customers, the Issuer has developed a multi-channel distribution network. The Issuer had entered into multiple banca tie-ups with NBFCs, Co-operative banks over the years. The Issuer has also onboarded many of the big Original Equipment Manufacturers (OEM) tie-ups over the years and by September 2023 quarter end the count is 26 OEMs. As of September 30, 2023, along with own sales force, website and call centre, the Issuer has 15,426 partners including Agents, Brokers, Corporate Agents, Point of Sales Agents and Motor Insurance Service Providers with a large reach in Tier 2, 3 and 4 cities as its distribution strength.

The Issuer is thriving towards maximum reach in rural & urban locations by its 97 branches across India as of September 30, 2023. With this strong distribution network of intermediaries, NBFCs, OEMs, physical presence through branches & virtual presence through technology, the Issuer has covered 629 districts out of total 773 in India via policy issuance and the Issuer has settled claims & serviced client in 576 districts across India; with wide reach in Tier 2, 3 and 4 towns in addition to Tier 1 towns.

Products & Corporate Structure

The Issuer has 70 IRDAI approved products in total with 302 Add-on covers, as of September 30, 2023. The Issuer's current product suite caters requirements of –

1. retail customers of all age group with products like Motor (Private Car, two-wheeler, Tractor, commercial vehicle), Health (Mediclaim, Loan Protect, Critical Illness) Personal Accident, Shopkeeper's package, Laghu Udyam (Business Protect Policy) and Householder's policy.
2. corporate clients including Small & Medium Enterprises with commercial products like Fire, Engineering, Marine, Liability, Burglary, Business Protect Policy, Group Health and Group Personal Accident etc.

Motor Segment

The Issuer covers the entire gamut of Motor Insurance need of the prospective customer. The Issuer's product offering covers Private car, Two wheelers and Commercial vehicles. The Issuer have various product offerings like Annual and multiyear package covers, third party liability only covers, Bundle covers for new private car and two wheelers and Standalone own damage coverage. The issuer has shifted the motor portfolio from being predominated by commercial vehicles to a balanced mix between Private car, Two wheelers and Commercial vehicles. The Issuer have huge bouquet of add-on product offering in the motor insurance space which gives the flexibility to the customers and partners to provide additional coverage at the right price. The entire policy issuance is seamless and driven by an end-to-end digital platform. The entire pricing for the motor products is driven by a state of art pricing rule engine which encapsulates multiple pricing variables so that the Issuer can offer correct risk premium to the end customers.

The Issuer have grown the Motor business at a CAGR of 35.1% over 5 years period from FY 2017-18 to FY 2022-23 against a market CAGR of 6.5%. During the same period, the Issuer have increased the Motor market share from 0.70% to 2.29%. As of September 2023, the market share for Motor business stands at 1.91%.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

The issuer's growth is the result of deep mining of established and nurtured channels and business tie-ups. This is also a reflection of the ability to service and cater to all customer requirements using various digital platforms.

Health & Accident Segment

The Issuer offers solutions across the health spectrum such as Retail Indemnity, Group Indemnity, Group Benefit and Group Personal Accident. All these products are developed with clear focus on enriching our offer with innovative and flexible product propositions. The issuer is unceasingly identifying new target segments and creating various business enablers in all areas like expanding product bouquet by adding new products for Senior Citizen and Super Top Up cover, introducing new add-ons regularly. The Issuer also offers various standardized products like Arogya Sanjeevani, Corona Kavach and Saral Suraksha Bima.

The Issuer has grown the Health & Accident business at a CAGR of 66.1% over 5 years period from FY 2017-18 to FY 2022-23 against a market CAGR of 18.3%. During the same period, the Issuer have increased the Health & Accident market share from 0.05% to 0.26%. As of September 2023, the market share for Health and Accident business stands at 0.43%

The issuer's growth in health portfolio is supported by accelerating underwriting decisions by authorizing tele-underwriting, facilitating home visits medical checkup for its customers, launching over the counter solutions and increasing network strength to 8,414 hospitals across ~820 locations in India, to offer seamless claim servicing to its customers as at September 30,2023.

Commercial Segment

The Issuer offers comprehensive range for Products to cater to needs of Commercial & Retail Segments. The Issuer intend to keep updating the product offering in line with the market requirement. In last few years, the Issuer has successfully offered new products under various lines of businesses,

Various existing products under different LOBs are –

- Fire LOB – Standard Fire & Special Perils Policy, Industrial All Risk Policy, Business Protect Policy (Package), Consequential Loss of Profit Policy etc.
- Marine LOB – Marine Open Declaration/Sales Turnover Policy, Marine Specific Voyage Policy etc.
- Engineering LOB – Machinery Breakdown Policy, Electronic Equipment Policy, Contractor's All Risk Policy, Erection All Risk Policy, Boiler and Pressure Plant Policy, Contractors Plant & Machinery Policy etc.
- Misc. LOB – Burglary Policy, Money Policy, Fidelity Policy, All risk (Portable equipment) Policy etc.
- Liability LOB – Public Liability Policy, Commercial General Liability Policy, Director's & Officers Liability Policy, Product Liability Policy, Errors and Omissions Insurance Policy, Cyber Risk Policy, Commercial Crime Insurance Policy etc.

In last few years, the issuer also offered new products under various lines of businesses viz. Bharat Laghu Udhyaam Suraksha, Sookshma Udhyaam Suraksha, Bharat Ghriha Raksha etc., also "Business Protect Policy" for Laghu Udhyaam and other corporate entities, which offers a comprehensive cover for business owners in this segment in line with the new products being offered in the market. The Issuer also offers the packaged products like Householder's Package Policy and Shopkeepers Package policy to these segments.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

The Issuer has grown the Commercial business at a CAGR of 30.2% over 5 years period from FY 2017-18 to FY 2022-23 against a market CAGR of 13.9% for Commercial Segment (excluding Crop). During the same period, the Issuer has increased the Commercial Business market share from 0.39% to 1.04%. As of September 2023, the market share for Commercial business stands at 0.73%.

Reinsurance

The Issuer's reinsurance program is designed to ensure protection against exposure to large losses affecting single risks as well as catastrophe loss events affecting multiple risks across portfolios. As per statutory requirements, the Issuer ceded to General Insurance Corporation of India (GIC) 4% of its business. The Issuer has a strong reinsurance panel comprising of the National Reinsurer – GIC, foreign reinsurers who have set up their branches in India and cross border reinsurers with a financial strength rating of A- and above, which reduces counterparty credit risk significantly.

Claims Servicing

The issuer believes in its key objective of business to service the customers during their times of financial distress in the event of damage to property/vehicles or medical emergency or any other financial liability risk as insured by the Company. The Company has fair and robust claims management practices. The issuer continues to review its processes with empathy as the core value for the customer. Hence, a fair and fast settlement of any claim becomes the paramount objective. It also leverages technology to achieve this objective, which at the same time, ensures cost effective scalability of its claim's operations. The Issuer has 7,545 motor workshops spread across 600 districts and a network of 8,414 hospitals across the country. This ensures that customers are able to reach out to the nearest workshop / hospital, no matter where they are present and avail cashless claims service.

To make the experience seamless for the customers, there is a consistent and continuous focus to simplify procedures, thereby enabling reduction in Turnaround time (TAT). Key initiatives in this regard include end to end workflow-based claims process i.e., from claim intimation to settlement, introduction of Self Survey App etc. Self-survey app connects both Motor & Non-Motor customers and vendors for registering and getting the further details of the claim on the app. Survey process has been simplified through video streaming to make it completely touchless & efficient with no necessity of moving physical documents.

Further, The Issuer has launched AI based external damage detection and severity assessment tool for private car own damage (OD) claims. More than 40,000 private car OD claims have been processed in FY23 using this AI based tool.

Operations, Technology and Customer Experience Management

Over the past years the Company has created a digital journey vision for its customers and partners. End to end technology initiatives have been created in following process:

1. KYC based customer onboarding.
2. Automated NCB recovery
3. Scanning App for Field Executives
4. ENACH
5. Migration of Infrastructure and Applications on the Cloud to improve availability and Scalability of business applications.
6. Automation of Procure to Pay life cycle through the implementation of Oracle Fusion

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

7. Launch of De-Risk application to track and manage Risks in a much-calibrated manner.

KYC based customer onboarding: Effective 01 January 2023, Regulator has asked the insurers to perform AML/KYC check of all customers. The company has procured a system for Auto validation of AML/KYC documents. This system leverages the UIADAI/CERSAI data bases to authenticate the customers. The system has built in AI through which other valid documents such as Passport/Driving License / Voter ID card can be verified using OCR based technology.

Automated NCB recovery: NCB recovery process was highly manpower intensive. Under the new process, a link is shared with the customers along with the generation of NCB recovery letters. Through this link, the customer can check the details of the NCB to deposit and make payment.

Scanning App for Field Executives: Submission of document at branches was a pain area for sales staff. Sales staff had to plan a visit to the nearest branch while they were on the field. A Scanning App has been developed for sales staff to facilitate the scanning of documents on the go, any time and from anywhere in the country. Now, the sales staff is not required to visit the nearest branch for submitting the documents.

ENACH: Paying instalments for Health Insurance premium is a prevailing market practice. The company has started this functionality and the same has resulted in ease to customers, onboarding of the customer in this process is completely digital with ZERO paper movement.

Industry Recognition

These initiatives have also been acknowledged in various industry events. Details as below

Sr. No.	Timeline	Event	Category
1	Oct 22	Digital Transformation (DX) Awards	Managing Pandemic by Operations
2	Nov 22	BFSI and Fintech Conclave Award	Customer Centricity Award of the Year
3	Jun'23	India CISO Summit 2023	Fraud prevention solution of the year
4	Mar'23	BFSI Innovation Confex and Awards	Best Innovation of the year: Customer Behaviour Economics
5	Jun'23	2 nd Annual Technology Excellence Awards	Best Tech of the Year (Robotics & AI) – Insurance
6		2 nd Annual India DevOps Show 2023 – Bengaluru	Best Digital Transformation Initiative (Insurance)
7	July 23	2 nd Annual CX Excellence Awards 2023	Best Contact Centre of the year
8		Insurance Asia Awards 2023	Customer Service Initiative of the Year – India
			Insurance Initiative of the Year – India
9	Oct23	4th Annual BFSI Excellence Awards 2023	Best Use of RPA in Insurance
10		Annual Cyber Security Excellence Awards 2023	Best Access Control Initiative

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Investment

The Investment function complements the core business of the Issuer. The investments of the Issuer are made in accordance with the Investment Policy of the Issuer as approved by the Board of Directors. The Investment Committee oversees the implementation of the Investment Policy. The Issuer's investment strategy reflects the coordination between Assets and Liabilities given the nature of business of the Issuer, while keeping in perspective the regulatory framework. The Investment Policy mandate includes maintaining high degree of safety, optimizing the level of returns and consistency of returns commensurate with the level of risk undertaken. As on September 30, 2023, the Investment Assets of the Issuer stood at Rs.5,877 crore.

(iv) Project cost and means of financing, in case of funding of new projects

The funds being raised by the Issuer through the Issue are not meant for financing any particular project. The Issuer shall utilise the proceeds of the Issue as per the 'Details of utilization of the proceeds' mentioned in the term sheet.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION F

- (i) A columnar representation of the audited financial statements (i.e., Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years which is not more than six months old from the date of the Placement Memorandum or issue opening date, as applicable.

Standalone Audited Financial Statement

Statement of Revenue & Profit and Loss

(Rs in crore)

Particulars	FY21	FY22	FY23	H1FY24 \$
Gross written premium	1,349.04	1,815.18	2,588.29	1,320.69
Net written premium	798.25	1,121.76	1,942.90	1,090.60
Net earned premium (A)	761.70	914.21	1,534.18	1,009.68
Reinsurance commission (B)	141.14	148.53	103.51	26.04
Total income (A+B)	902.84	1,062.74	1,637.69	1,035.72
Net incurred claims	606.63	627.56	1,114.21	817.94
Commission expenses	85.89	126.70	179.57	266.45
Operating expenses	377.29	570.32	918.13	168.75
Total expenses	1,069.82	1,324.66	2,211.80	1,253.14
Underwriting result	(166.97)	(261.84)	(574.22)	(217.42)
Investment income	215.59	232.79	301.11	189.95
Other income	0.14	0.18	0.58	0.51
Other expense*	23.11	(12.11)	14.82	5.35
Profit before tax	25.65	(16.76)	(287.35)	(32.31)
Tax expense	6.25	(4.30)	(0.18)	(4.20)
Profit after tax	19.40	(12.46)	(287.17)	(28.11)
Earnings per share (Face value Rs.10/- per share)				
□ Basic	1.26	(0.81)	(14.22)	(1.09)
□ Diluted	1.26	(0.81)	(14.22)	(1.09)
Solvency ratio	1.79	1.76	2.10	2.02

* Represents expenses debited to P/L .

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Balance Sheet

(Rs in crore)

Particulars	FY21	FY22	FY23	H1FY24 \$
SOURCES OF FUNDS				
Share Capital	154.71	154.71	246.67	269.11
Share Application Money Pending Allotment	-			-
Reserves & Surplus*	283.31	282.73	926.67	1,087.05
Fair Value Change Account	0.11	0.09	0.10	0.13
Borrowings	0.55	100.21	100.06	100.03
Deferred Tax Liability	-	-	-	-
TOTAL	438.68	537.74	1,273.50	1,456.32
APPLICATION OF FUNDS				
Investments	2,993.77	3,844.47	5,259.14	5,876.99
Loans	3.47	0.26	-	0.08
Fixed Assets	23.61	27.55	41.72	44.06
Deferred Tax Assets	19.60	27.20	27.35	31.55
CURRENT ASSETS				
Cash and Bank Balances	37.54	25.67	302.33	48.78
Advances and Other Assets	166.66	183.35	263.27	347.36
Sub-Total (A)	204.20	209.02	565.60	396.14
CURRENT LIABILITIES				
Current Liabilities	2,317.47	2,902.38	3,826.00	4,049.39
Provisions	501.21	693.55	1,106.65	1,183.57
Sub-Total (B)	2,818.68	3,595.93	4,932.65	5,232.96
NET CURRENT ASSETS / LIABILITIES (C) = (A – B)	(2,614.48)	(3,386.91)	(4,367.05)	(4,836.82)
Misc. Expenditure (to the extent not written off or adjusted)	-	-	-	-
Profit & Loss Account (Debit Balance)	12.71	25.17	312.34	340.46
TOTAL	438.68	537.74	1,273.50	1456.32

*Reserve & Surplus balance includes Employee stock option reserve.

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Cash Flow Statement

(Rs in crore)

Particulars	FY21	FY22	FY23	H1FY24 \$
Cash flows from the operating activities:				
Premium received from policyholders, including advance receipts and GST	1,619.50	2,153.88	3,296.82	1,456.19
Other receipts	1.43	24.02	15.44	(8.74)
Receipts / (Payments) from / to reinsurers, net of commissions and claims	(204.36)	(322.43)	(400.88)	(218.22)
Receipts / (Payments) from / to co-insurers, net of claims recovery	0.08	(1.36)	0.95	(1.34)
Payments of claims	(284.38)	(510.47)	(915.76)	(508.41)
Payments of commission & brokerage	(89.69)	(130.64)	(199.22)	(238.20)
Payments of other operating Expenses	(396.73)	(606.14)	(887.29)	(384.03)
Deposits, advances and staff loans (Net)	0.49	(3.67)	(11.39)	5.35
Income Tax paid (Net)	(2.50)	(8.08)	(6.85)	(2.42)
GST paid	(82.15)	(93.63)	(165.37)	(78.32)
Cash flows before extraordinary items	561.69	501.48	726.45	21.86
Cash flow from extraordinary operations	-	-	-	-
Net cash flow from operating activities (A)	561.69	501.48	726.45	21.86
Cash flows from investing activities:				
Purchase of fixed assets (including capital advances)	(4.24)	(11.77)	(27.36)	(13.05)
Proceeds from sale of fixed assets	0.13	0.08	0.05	0.13
Purchases of investments	(7,873.77)	(9,402.72)	(10,316.43)	(4,230.07)
Sales / redemption of investments	7,146.19	8,590.11	8,907.58	3,609.85
Loans disbursed	-	-	-	(0.08)
Loan Repayments Received	0.67	1.96	0.26	-
Rents / Interests / Dividends received	193.79	210.24	259.10	177.07
Investments in money market instruments and in liquid mutual funds (Net)	-	(0.57)	0.44	(0.59)
Expenses related to investments	(0.19)	(0.22)	(0.29)	(0.18)
Net cash flow from investing activities (B)	(537.42)	(612.89)	(1,176.65)	(456.92)
Cash flows from financing activities:				
Proceeds from issuance of share capital / share application money including share premium (net of issue expenses)	(0.05)	-	734.91	182.41
Proceeds from borrowing	-	100.00	-	-
Repayments of borrowing	(0.30)	(0.34)	(0.17)	(0.03)
Brokerage and other expenses on borrowings	-	(0.09)	-	-
Interest Paid	(0.06)	(0.03)	(7.88)	(0.87)
Net cash flow from financing activities (C)	(0.41)	99.54	726.86	181.51

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Effect of foreign exchange rates on cash and cash equivalents, net (D)	-	-	-	-
Net increase / (decrease) in cash and cash equivalents: (A+B+C+D)	23.86	(11.87)	276.66	(253.55)
Cash and Cash Equivalent at the beginning of the year	13.68	37.54	25.67	302.33
Cash and Cash Equivalent at the end of the year / period	37.54	25.67	302.33	48.78

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors

Consolidated Audited Financial Statements

As on date the Issuer does not have any subsidiary. The standalone and consolidated financial information would be the same and the Financial Information as disclosed above shall apply.

(ii) Unaudited financial information for stub period.

This Placement Memorandum contains audited financial information for the half year ended September 2023. Please see Section F(i) above.

(iii) Key Operational and Financial Parameters on a Consolidated and Standalone Basis: **Standalone**

	(Rs. In crore)			
<u>For Financial Entities</u>	FY21	FY22	FY23	H1FY24
<i>Balance Sheet</i>				
Assets				
Property, Plant and Equipments	23.61	27.55	41.72	44.06
Financial Assets	3,201.44	4,053.75	5,824.74	6,273.21
Non-financial Assets excluding property, plant and equipment	19.60	27.20	27.35	31.55
Total Assets	3,244.65	4,108.50	5,893.81	6,348.82
Liabilities				
Financial Liabilities				
Derivative financial instrument	-	-	-	-
Trade Payables	-	-	-	-
Debt Securities	-	-	-	-
Borrowings (other than Debt Securities)	0.55	0.21	0.06	0.03
Subordinated liabilities	-	100.00	100.00	100.00
Other financial liabilities	2,317.47	2,902.38	3,826.00	4,049.39
Non-Financial Liabilities				
Current tax liabilities (net)	-	-	-	-
Provisions	501.21	693.55	1,106.65	1,183.57
Deferred tax liabilities (net)	-	-	-	-
Other non-financial liabilities	-	-	-	-

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Equity (equity and other equity)	425.31	412.27	861.00	1,015.70
Fair Value change	0.11	0.09	0.10	0.13
Total Equity and Liabilities	3,244.65	4,108.50	5,893.81	6,348.82
Profit & Loss Account				
Revenue from Operations (A)	902.84	1,062.74	1,637.69	1,035.72
Other Income (B)	0.14	0.18	0.58	0.51
Investment Income (C)	215.59	232.79	301.11	189.95
Total Income (A+B+C)	1,118.57	1,295.71	1,939.38	1,226.18
Net incurred claims	606.63	627.56	1,114.21	817.94
Commission & Operating expenses	486.29	684.91	1,112.52	440.55
Total expenses	1,092.92	1,312.47	2,226.73	1,258.49
Profit after tax	19.40	(12.46)	(287.17)	(28.11)
Other comprehensive income	NA	NA	NA	NA
Total comprehensive income	NA	NA	NA	NA
Earnings per equity share				
Continuing operations (a) basic	1.26	(0.81)	(14.22)	(1.09)
Continuing operations (b) diluted	1.26	(0.81)	(14.22)	(1.09)
Discontinued operations (a) basic	NA	NA	NA	NA
Discontinued operations (b) diluted	NA	NA	NA	NA
Total Continuing and discontinued operations (a) basic	1.26	(0.81)	(14.22)	(1.09)
Total Continuing and discontinued operations (a) diluted	1.26	(0.81)	(14.22)	(1.09)
Cash Flow				
Net cash flow from operating activities	561.69	501.48	726.45	21.86
Net cash flow from investing activities	(537.42)	(612.89)	(1,176.65)	(456.92)
Net cash flow from financing activities	(0.41)	99.54	726.86	181.51
Net increase / (decrease) in cash and cash equivalents	23.86	(11.87)	276.66	(253.55)
Cash and cash equivalents as per statement of cash flows at the end of the year / period	37.54	25.67	302.33	48.78
Additional Information				
Net worth	425.31	412.27	861.00	1,015.70
Cash and Cash Equivalents	37.54	25.67	302.33	48.78
Investments (AUM)	2,993.77	3,844.47	5,259.14	5,876.99
Off Balance Sheet Assets	-	-	-	-
Total Debt to Total Assets	0.02%	2.44%	1.70%	1.58%
Debt Service Coverage Ratio	72	(2)	(32)	(3)
Interest Income	177.89	206.88	293.66	194.76
Interest Expense	0.06	0.08	8.76	4.38
Interest Service Coverage Ratio	409	(62)	(30)	(4)
Provision and Write offs / (Write backs) *	19.04	(15.75)	0.04	0.01
% of Gross NPA on Investment Assets	0.54%	-	-	-
% of Net NPA on Investment Assets	-	-	-	-
Tier I Capital Adequacy Ratio (%)	NA	NA	NA	NA
Tier II Capital Adequacy Ratio (%)	NA	NA	NA	NA

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

*Pertains to Impairment of investments / provision made for receivables

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors

Note: The Indian Accounting Standards (IND AS) are currently not applicable to Insurance Companies in India.

Consolidated

As on date the Issuer does not have any subsidiary. The standalone and consolidated financial information would be the same and the Financial Information as disclosed above shall apply.

(iv) Gross Debt: Equity Ratio of the Company: (Rs. in crore)

Particulars	Pre-Issue of Debt (as on Sep 30, 2023)	Post Issue of Debt of
		Rs.200,00,00,000/- (Rupees Two Hundred Crores only)
Total Debt	100.03	250.03
Shareholders' Funds		
· Share Capital	269.11	269.11
· Employee stock option reserve	6.10	6.10
· Share Premium	1,080.94	1,080.94
· Reserve & Surplus (excluding Revaluation reserve)	(340.46)	(340.46)
Net Worth	1,015.70	1,015.70
Gross Debt / Equity Ratio	0.10	0.30

(v) Details of any other contingent liabilities of the Issuer based on the last audited financial statements including amount and nature of liability.

(Rs. In crore)

Sr. No.	Particulars	As at March 31, 2023	As at Sep 30, 2023
1	Partly paid-up investments	Nil	Nil
2	Underwriting commitments outstanding (in respect of shares and securities)	Nil	Nil
3	Claims, other than those under policies, not acknowledged as debts	Nil	Nil
4	Guarantees given by or on behalf of the Company	Nil	Nil
5	Statutory demands/liabilities in dispute, not provided for (Refer Note a below)	27.40	25.06
6	Reinsurance obligations to the extent not provided for in accounts	Nil	Nil
7	Others (Refer Note b below)	60	Nil

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Note:

- a. The Company had received a Show Cause Notice (SCN) from Service Tax Authorities in FY 2020-21 with respect to payments done to motor dealers, raising a demand of Rs. 25.03 crores plus interest and penalty. The Company has challenged the SCN and filed a writ petition in the High Court of Calcutta. The Company does not expect any outflow of economic benefits in this case.
- b. In respect of a regulatory matter pertaining to the capital raise in the year 2012 wherein an Order dated November 24, 2021, was issued by the government authority levying a penalty of Rs. 60 crores on the Company for alleged violations of Foreign Exchange and Management Act (FEMA) and rules and regulations made thereunder, the Hon'ble High Court at Calcutta has on a further petition filed by the Company, passed an Order dated July 05, 2023, allowing the original promoter entity 'Celica Developers Pvt Ltd' ('Celica') to pay the penalty and disposed of the writ petition. The High Court in its order has clarified that the payment by Celica shall not amount to any admission or acceptance of violation of any law by the Company and the said order shall not be treated as being prejudicial to the interests of the Company by any regulatory / statutory authorities in the course of conducting business and / or seeking any regulatory compliance / approval.

Celica has deposited the amount as per the directions of the High Court. This brings closure to the matter thereby discharging the Company from all the obligations under the aforesaid order and has no financial implication on the Company.

- c. Apart from the contingent liabilities mentioned above, there are Show Cause Notices issued by various Government Authorities which are not considered as Obligation. When the demand notices are raised against such show cause notices and are disputed by the Company, these are classified as disputed obligations.

(vi) The amount of corporate guarantee or letter of comfort issued by the issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued: Nil.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION G

BRIEF HISTORY OF THE COMPANY SINCE INCORPORATION

(i) Capital Structure

a) Details of Share Capital as at last quarter end, i.e., September 30, 2023: -

Share Capital	Amount
Authorised Share Capital	Rs. 3,50,00,00,000 comprising 35,00,00,000 Equity Shares of Rs.10 each
Issued, Subscribed and Paid-up Share Capital	Rs. 269,11,48,040 comprising 26,91,14,804 shares of Rs.10/- each

b) Changes in its capital structure as at last quarter end, i.e., September 30, 2023, for the last 3 (three) years: -

Date of Change (AGM/EGM)	Particulars
14/03/2022	Authorized Share Capital of the Company Increased from Rs. 200 Crores (Rupees Two Hundred Crores) to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores)
29/11/2022	Authorized Share Capital of the Company Increased from Rs. 250 Crores (Rupees Two Hundred and Fifty Crores) to Rs. 350 Crores (Rupees Three Hundred and Fifty Crores).

c) Equity Share Capital History of the Company for the last 3 (three) years and the current financial year.

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Exercise Price	Consideration (Rs.)	Consideration in cash or other than cash, details as applicable	Cumulative			Nature of Allotment
							No. of equity shares	Paid Up Equity Capital (Rs.)	Equity share premium (Rs.)	
29/06/2009	50,000	10	10	N.A.	5,00,000	N.A.	50,000	5,00,000	N.A.	Subscribers to Memorandum

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

27/04/2012	7,44,50,000	10	10	N.A.	74,45,00,000	N.A.	74,500,000	745,000,000	N.A.	Further Issue
27/04/2012	25,500,000	10	52.3529	N.A.	13,34,998,950	N.A.	10,00,00,000	1,000,000,000	1,080,000,000	Further Issue
28/07/2015	1,25,00,000	10	40	N.A.	50,00,00,000	N.A.	11,25,00,000	1,12,50,00,000	1,455,000,000	Rights Issue
31/12/2018	1,25,00,000	10	40	N.A.	50,00,00,000	N.A.	12,50,00,000	1,25,00,00,000	1,830,000,000	Rights Issue
22/05/2019	1,87,50,000	10	40	N.A.	75,00,00,000	N.A.	14,37,50,000	143,75,00,000	2,392,500,000	Pref. Issue
22/05/2019									2,381,366,500	Utilisation of Securities premium against Share issue expenses
28/04/2020	81,37,500	10	48.5	N.A.	39,46,68,750	N.A.	15,18,87,500	151,88,75,000	2,694,660,250	Pref. Issue
01/06/2020	28,19,750	10	48.5	N.A.	13,67,57,875	N.A.	154,707,250	1,547,072,500	2,803,220,625	Pref. Issue
FY 2020-21									2,796,224,498	Utilisation of Securities premium against Share issue expenses
FY 2021-22									2,780,294,498	Utilisation of Securities premium against Debenture issue expenses
31/05/2022	5,60,60,000	10	80.258	N.A.	4,49,92,63,480	N.A.	210,767,250	210,767,250	6,718,957,978	Pref. Issue
31/05/2022									6,705,266,934	Utilisation of Securities premium against Share

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

										issue expenses
28/07/2022	27,733	10	44.1	44.1	1,223,025	NA	210,794,983	2,107,949,830	6,706,212,629	Fresh issuance under ESOP 2018
28/07/2022	148,200	10	42.08	42.08	6,236,256	NA	210,943,183	2,109,431,830	6,710,966,885	Fresh issuance under ESOP 2018
28/07/2022	81,685	10	50.46	50.46	4,121,825	NA	211,024,868	2,110,248,680	6,714,271,860	Fresh issuance under ESOP 2018
09/11/2022	50,512	10	44.1	44.1	2,227,579	NA	211,075,380	2,110,753,800	6,715,994,320	Fresh issuance under ESOP 2018
09/11/2022	88,500	10	42.08	42.08	3,724,080	NA	211,163,880	2,111,638,800	6,718,833,400	fresh issuance under ESOP 2018
09/11/2022	52,500	10	50.46	50.46	2,649,150	NA	211,216,380	2,112,163,800	6,720,957,550	Fresh issuance under ESOP 2018
19/01/2023	5,997	10	44.1	44.1	264,468	NA	211,222,377	2,112,223,770	6,721,162,047	Fresh issuance under ESOP 2018
19/01/2023	28,800	10	42.08	42.08	1,211,904	NA	211,251,177	2,112,511,770	6,722,085,951	Fresh issuance under ESOP 2018
19/01/2023	126,000	10	79.6684	79.6684	10,038,218	NA	211,377,177	2,113,771,770	6,730,864,170	Fresh issuance under ESOP 2018
31/03/2023	3,52,92,000	10	80.44	N.A.	2,83,88,88,480	N.A.	246,669,177	2,466,691,770	9,216,832,650	Pref. Issue

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

31/03/2023									9,209,763,478	Utilisation of Securities premium against Share issue expenses
05/05/2023	43,892	10	44.1	44.1	1,935,637	NA	246,713,069	2,467,130,690	9,211,260,195	Fresh issuance under ESOP 2018
05/05/2023	11,000	10	42.08	42.08	462,880	NA	246,724,069	2,467,240,690	9,211,613,075	Fresh issuance under ESOP 2018
05/05/2023	126,000	10	50.46	50.46	6,357,960	NA	246,850,069	2,468,500,690	9,216,711,035	Fresh issuance under ESOP 2018
26/06/2023	22,093,500	10	81.92	NA	180,98,99,520	NA	268,943,569	2,689,435,690	10,805,675,555	Pref. Issue
26/06/2023									10,800,045,643	Utilisation of Securities premium against Share issue expenses
25/07/2023	6,000	10	42.08	42.08	252,480	NA	268,949,569	2,689,495,690	10,800,238,123	Fresh issuance under ESOP 2018
25/07/2023	16,735	10	44.1	44.1	738,014	NA	268,966,304	2,689,663,040	10,800,808,786	Fresh issuance under ESOP 2018
25/07/2023	58,500	10	50.46	50.46	2,951,910	NA	269,024,804	2,690,248,040	10,803,175,696	Fresh issuance under ESOP 2018
25/07/2023	90,000	10	79.67	79.67	7,170,156	NA	269,114,804	2,691,148,040	10,809,445,852	Fresh issuance under ESOP 2018

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

d) Details of any Acquisition or Amalgamation in the last 1 (one) year: - Not Applicable

e) Details of any Reorganization or Reconstruction in the last 1 (one) year: -

Type of Event	Date of Announcement	Date of Completion	Details
None			

f) Details of the shareholding of the Company as at the latest quarter end, i.e., September 30, 2023, as per the format specified under the listing regulations: -

Sl No	Particulars	No. of equity shares held	No. of shares held in demat form	Total Shareholding as % of total no. of equity shares
A.	Shareholding of Promoters and Promoter Group			
1	(1) Indian			
	a) Individual/ HUF	-	-	-
	b) Central Govt	-	-	-
	c) State Govt (s)	-	-	-
	d) Bodies Corp.	23,25,91,612	23,25,91,612	86.48
	e) Banks / FI	-	-	-
	f) Any Other	-	-	-
	Sub-total (A)(1):	23,25,91,612	23,25,91,612	86.48
	(2) Foreign			
	a) NRIs—	-	-	-
	Individuals	-	-	-
	b) Other	-	-	-
	Individuals	-	-	-
	c) Bodies Corp	3,20,00,000	3,20,00,000	11.90
	d) Banks / FI	-	-	-
	e) Any Other	-	-	-
	Sub-total (A)(2):	3,20,00,000	3,20,00,000	11.90

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	26,45,91,612	26,45,91,612	98.38
	Public Shareholding			
	(1) Institutions			
	a) Mutual Funds	-	-	-
	b) Banks / FI	-	-	-
	c) Central Govt	-	-	-
	d) State Govt(s)	-	-	-
	e) Venture Capital	-	-	-
	Funds	-	-	-
	f) Insurance Companies	-	-	-
	g) FIIs	-	-	-
	h) Foreign Venture Capital Funds	-	-	-
	i) Others (specify)	-	-	-
	Sub-total (B)(1):	-	-	-
	(2) Non-Institutions			
	a) <u>Bodies Corp.</u>			
	i) Indian	-	-	-
	ii) Overseas	-	-	-
	b) <u>Individuals</u>			
	i) Individual shareholders holding nominal share capital up to Rs.1 lakh.	-	-	-
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	26,75,650	26,75,650	1.00
	c) Others-Magma HDI General Insurance Company ESOP Trust#	18,47,542	18,47,542	0.69
	1. Sub-total (B)(2):	45,23,192	45,23,192	1.69

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	2.Total Public Shareholding (B) = (B)(1) +	45,23,192	45,23,192	1.69
	3.Shares held by Custodian for GDRs & ADRs	-	-	-
	Grand Total (A+B+C)	26,91,14,804	26,91,14,804	100

Notes: - The Promoters have not pledged or encumbered their shareholding in the Issuer.

The beneficial ownership of 18,47,542 equity shares in aggregate held by Magma HDI General Insurance Company ESOP Trust is with 25 employees of the Company, pursuant to the exercise of options under MHD ESOP 2018.

g) List of top 10 holders of equity shares as of the latest quarter end i.e., as of September 30, 2023:

Sr. No.	Name of Shareholder	Total Number of Equity Shares	No. of shares in demat form	Shareholding as % of total shares
1	Sanoti Properties LLP	17,41,25,381	17,41,25,381	64.70
2	Celica Developers Private Limited	35,966,231	35,966,231	13.36
3	HDI Global SE*	32,000,000	32,000,000	11.89
4	Jaguar Advisory Services Private Limited	22,500,000	22,500,000	8.36
5	Magma HDI General Insurance Company ESOP Trust#	18,47,542	18,47,542	0.69
6	Rajive Kumaraswami	9,00,000	9,00,000	0.33
7	Vikas Mittal	7,22,575	7,22,575	0.27
8	Amit Bhandari	7,22,575	7,22,575	0.27
9	Milan Kirit Rajani	82,500	82,500	0.03
10	Dinesh Pande	72,500	72,500	0.03

Notes:-

The Promoters have not pledged or encumbered their shareholding in the Issuer.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

* The 11.90% stake held by HDI Global SE has been acquired by Sanoti Properties LLP (9.90%) and Mr. Keki Mistry (1.99%) in November 2023.

The beneficial ownership of 18,47,542 equity shares in aggregate held by Magma HDI General Insurance Company ESOP Trust is with 25 employees of the Company, pursuant to the exercise of options under MHDH ESOP 2018

As per Registration of Indian Insurance Companies Regulations, 2022, issue and transfer of shares are subject to various lock-in periods from the date of such transfer and/ or issuance. Further any transfer of shareholding in excess of 1% is subject to approval of IRDAI.

(ii) Directors of the Company

Following details regarding the directors of the Company: -

a) Details of the current directors of the Company as on date:

Name, Designation and DIN	Age (years)	Address	Occupation	Date of Appointment	Details of other directorship	Whether Wilful Defaulter (Yes/No)
Mr. Sanjay Chamria, Chairman, Non-Executive Director 00009894	59	22/1, Belvedere Road, 10 th Floor, Alipore, Kolkata – 700 027	Entrepreneur	26/06/2009	a) Magma Ventures Private Ltd (Formerly Magma Consumer Finance Private Limited) b) Jaguar Advisory Services Private Limited	No
Mr. Mayank Poddar Non-Executive Director 00009409	70	24, Park Street, Kolkata – 700016	Entrepreneur	26/06/2009	a) Mask Corp. (Company Incorporated in USA) b) Ambient Properties Private Limited c) Celica Developers Private Limited d) Celica MotoCorp Private Limited e) Celica Automotive Private Limited f) Celica Automobiles Private Limited g) Celica Leisure & Spa Limited (Formerly Known as Bhiwadi Polypack (Limited)) h) Celica Commerce Private Limited (Formerly known as	No

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Name, Designation and DIN	Age (years)	Address	Occupation	Date of Appointment	Details of other directorship	Whether Wilful Defaulter (Yes/No)
					Ambalika Commerce Private Limited) i) Identysafe Private Limited j) Jaguar Advisory Services Private Limited k) Ananta Seva Foundation (Section 8 Company)	
Mr. Jens Holger Wohlthat,* Non-Executive Director 05245642	66	Allehoof 8, 30167 Hannover Germany	Service	19/05/2012	a) HDI Global SA Limited, Johannesburg b) PVI Holdings, Hanoi c) Funderburk Lighthouse Limited d) HDI Global Specialty Holding GmbH e) Jaguar Advisory Services Private Limited f) PVI Asset Management g) HDI Global Specialty SE	No
Mr. Vinesh Kriplani, Non-Executive Nominee Director 08212644	51	C-1102, Amar Renaissance, Behind Empress Garden, Ghorpadi, Pune – 411001	Service	01/11/2023	Nil	No
Mr. Kailash Nath Bhandari, Independent Director 00026078	81	5, New Powerhouse Road, Sector 7, Jodhpur – 342 003	Professional	05/09/2009	a) Saurashtra Cement Limited b) Hindalco Industries Limited c) Shristi Infrastructure Development Corporation Limited d) Hindalco-Almex Aerospace Limited e) Suvas Holdings Limited f) Venus Pipes & Tubes Limited	No

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Name, Designation and DIN	Age (years)	Address	Occupation	Date of Appointment	Details of other directorship	Whether Wilful Defaulter (Yes/No)
Mr. Sunil Mitra, Independent Director 00113473	70	'Chirantan', 241, Shantipally, Kolkata, 700078, West Bengal	Professional	25/08/2012	a) Century Plyboards (India) Ltd b) CESC Ltd c) FirstSource Solution Limited d) Patton International Limited e) IPE Global Limited f) Edelweiss Real Asset Mangers Limited	No
Ms. Sandhya Sharma Independent Director 02005378	63	B-2006, Ashok Towers, Dr. Babasaheb Ambedkar Road, Parel, Mumbai 400012	Professional	08/11/2022	a) Entero Healthcare Solutions Limited	No
Mr. V.K. Viswanathan Independent Director 01782934	73	Apt #F-01, First Floor, Legacy Caldera, #56, SRT Road, Cunningham Cross Road, Bangalore – 560052, Karnataka	Professional	24/10/2013	a) Bharti Airtel Ltd. b) HDFC Life Insurance Company Ltd. c) K S B Ltd. d) Transunion Cibil Limited e) United Spirits Limited f) ABB India Limited g) Royal Challengers Sports Private Limited	No
Mr. Rajive Kumaraswami, Managing Director & Chief Executive Officer 07501971	53	602, Atlantis, Raheja Acropolis –I, Deonar Village, Deonar Pada Road, Deonar, MS Mumbai-400088	Service	15/06/2016	-	No

**HDI has recently sold its direct stake in the Company and the procedural formalities related to Mr. Wohlthat's resignation as a nominee of HDI are in process.*

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

b) Details of change in directors since last 3 (three) years:

Sr. No.	Name, Designation and DIN	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable	Remarks
1.	Ms. Sandhya Gadkari Sharma Independent Director 02005378	08.11.2022	-	NA	NA
2.	Ms. Suvalaxmi Chakraborty Independent Director 00106054	-	-	27.12.2021	NA
3.	Mr. Vinesh Kriplani Non-Executive Nominee Director DIN:08212644	01.11.2023	-	NA	NA

c) Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years)

(iii) Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis (in Rs.)

Amount in Rs.

Financial Year	Nature of payment to Directors	Kailash Nath Bhandari	Sunil Mitra	V K Viswanathan	Sandhya Gadkari Sharma	Suvalaxmi Chakraborty	Rajive Kumaraswami
H1 FY24	Sitting Fees	1,420,000	1,160,000	1,360,000	860,000	-	-
H1 FY24	Managerial Remuneration	-	-	-	-	-	22,863,700
FY 23	Sitting Fees	2,470,000	1,950,000	2,470,000	890,000	-	-
FY23	Managerial Remuneration	-	-	-	-	-	42,438,115
FY22	Sitting Fees	2,540,000	1,820,000	2,540,000	-	790,000	-
FY22	Managerial Remuneration	-	-	-	-	-	36,286,404
FY21	Sitting Fees	1,970,000	1,450,000	1,970,000	-	1,150,000	-
FY21	Managerial Remuneration	-	-	-	-	-	30,062,161

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (iv) Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company- Nil
- (v) Full particulars of the nature and extent of interest, if any, of every director:
- in the promotion of the issuer company- Nil
 - in any immoveable property acquired by the issuer company in the two years preceding the date of the issue document or any immoveable property proposed to be acquired by it – Nil.
 - where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed. – Nil
- (vi) Contribution being made by the directors as part of the offer or separately in furtherance of such objects: Nil
- (vii) **Auditors of the Company**

a) Following are the details regarding the auditors of the Company:

Name	Address	Auditor since
M/s. MSKA & Associates	602, Floor 6, Raheja Titanium Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon Mumbai 400063	28/07/2017 Re-appointed in 13 th AGM held on 28/07/2022
M/s. Singhi & Co.	B2-402B, Marathon Innova, 4 th Floor, Off Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel, Mumbai- 400013	22/07/2021 Re-appointed in 13 th AGM held on 28/07/2022

b) Details of change in auditor since last 3 (three) years:

Name	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
M/s. Singhi & Co,	B2-402B, Marathon Innova, 4 th Floor, Off Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel, Mumbai- 400013	22/07/2021	NA	-

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

M/s. Haribhakti & Co. LLP	705, Leela Business Park, Andheri Kurla Road, Andheri I, Mumbai – 400 059	-	22/07/2021	-
---------------------------------	---	---	------------	---

(viii) Details of the following liabilities of the Issuer, as at the end of the last quarter i.e., September 30, 2023: -

a) Details of Outstanding Secured Loan Facilities: -

(Rs. in crore)

SL No.	Lenders Name	Type of facility	Amount sanctioned	Amount O/s	Security	Repayment Date
1	HDFC Bank Ltd	Car Loan	0.17	0.03	Borrowing is secured by hypothecation of vehicles	07.07.2024
	Total		0.17	0.03		

b) Details of Outstanding Unsecured Loan Facilities: -

Name of lender	Type of Facility	Amount Sanctioned	Principal Amount outstanding	Repayment Date / Schedule
None				

c) Details of Outstanding Non-Convertible Securities: -

Debenture series	Tenor/ period of maturity	Coupon	Amount (Rs. In crore)	Date of allotment	Redemption date	Credit rating	Secured/ unsecured	security
INE312X08018	10 years i.e., 30 th March 2032 with a call option at every year after the end of 5 years w.e.f. 30 th March 2027	8.75% p.a.	100	30 th March 2022	30 th March 2032 with a call option at every year after the end of 5 years w.e.f. 30 th March 2027	CARE AA (Stable)	Unsecured	NA

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- d) Details of outstanding Commercial Paper as at the end of the last quarter, i.e., September 30, 2023, in the following format: -

SI No of NCS	ISIN	Tenor / Period of maturity	Coupon	Outstanding Amount (Rs. In crore)	Date of allotment	Redemption date	Credit rating	Secured/ unsecured	Oth er details viz. details of Issuing and Paying Agent, details of Credit Rating Agencies
				Nil					

- e) List of top 10 holders of non-convertible securities in terms of value (on cumulative basis) as of September 30, 2023

Sr. No.	Name of holders of Non-convertible Securities	Amount (Rs. In crores)	% of total NCS outstanding
1	Rising Sun Holdings Private Limited	100	100%

- f) List of top 10 holders of Commercial Paper in terms of value (on cumulative basis) as of September 30, 2023

Sr. No.	Name of holders of Non-convertible Securities	Amount (Rs. In crores)	% of total NCS outstanding
	Nil		

- g) Details of the bank fund-based facilities/Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) from financial institutions or financial creditors: -

Name of Party (in case of facility)/ Name of Instrument	Type of facility / Instrument	Amount sanctioned/ issued	Principal Amount outstanding	Date of Repayment/ Schedule	Cred it Rating	Secured / Unsecured	Security
None							

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- h) The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash.) This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued i) in whole or part, or(ii) at a premium or discount, or(iii) in pursuance of an option or not:

None

- (ix) **Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 3 (three) years including the current financial year.**

None

- (x) **Any material event/ development or change having implications on the financials/credit quality (e.g., any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issuer or the investor's decision to invest / continue to invest in the non-convertible securities.**

The 11.90% stake held by HDI Global SE has been acquired by Sanoti Properties LLP ("Sanoti") (9.90%) and Mr. Keki M Mistry (1.99%) in November 2023. Sanoti is an entity jointly held by Adar Poonawalla (90%) and Rising Sun Holdings Pvt Ltd (RSHPL; 10%). Pursuant to the acquisition, the total stake held by Sanoti in the Company has increased from 64.7% to 74.5%.

Apart from the above, since the date of the last published audited financial accounts, to the best of the Issuer's knowledge and belief, no material developments have taken place that will affect the issue of the Debentures or the investor's decision to invest / continue to invest in the Debentures.

- (xi) **Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the issue of the Placement Memorandum against the promoter of the Company.**

Please refer to the Litigation Risk as mentioned in sub clause ii) to viii) of pt 3(e) of Section N on Risk factors.

- (xii) **Details of default and non-payment of statutory dues**

Employees' Provident Fund Organisation ("EPFO") in its order dated May 11, 2023, has awarded damages amounting to Rs. 1.95 lakhs on the Company for delayed remittance of certain provident fund dues for the period November 2014 to May 2023. The amount has since been paid.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (xiii) Details of pending litigation involving the issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the issuer, which may affect the issue or the investor's decision to invest / continue to invest in the debt securities and/ or non-convertible redeemable preference shares.**

Please refer to the Litigation Risk as mentioned in sub clause ii) to viii) of pt 3(e) of Section N on Risk factors.

- (xiv) Details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the issuer:**

None

- (xv) Details of pending proceedings initiated against the issuer for economic offences, if any:** Please refer to the Litigation Risk as mentioned in sub clause ii) to viii) of pt 3(e) of Section N on Risk factors of this Placement Memorandum.

- (xvi) Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts.**

- a) Directors – Obtained
- b) Auditors – Obtained
- c) Trustees – Obtained
- d) Rating agencies- Obtained
- e) Solicitors / Advocates – N.A.
- f) Legal advisors – Obtained
- g) Lead managers – N.A.
- h) Registrar to the Issue – Obtained
- i) Lenders (if required, as per the terms of the agreement) – NA.

- (xvii) The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given its consent for appointment along with the copy of the consent letter from the debenture trustee.**

The Debenture Trustee of the proposed Issue is Axis Trustee Services Limited. The trustee has given its written consent for its appointment as debenture trustee to the Issue and inclusion of its name in the form and context in which it appears in the Placement Memorandum and in all other related documents. Debenture Trustee consent is provided in Annexure I of this Placement Memorandum.

- (xviii) If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.**

Not Applicable

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION H

DISCLOSURE OF CASH FLOW WITH DATE OF INTEREST/ REDEMPTION PAYMENT AS PER DAY COUNT CONVENTION

a. The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made, should be disclosed.

Actual/ Actual

b. Procedure and time schedule for allotment and issue of securities should be disclosed.

The procedure and time schedule for issue of securities shall be as per the SEBI Electronic Book Mechanism. The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 (Two) working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment.

c. Cash flows emanating from the non-convertible securities shall be mentioned in the offer document, by way of an illustration.

As per the SEBI circular No. CIR/IMD/DF/18/2013 dated October 29, 2013, the cash flows emanating from each Debenture is mentioned below by way of an illustration. This calculation assumes that the Deemed Date of Allotment will be on December 28, 2023 and the scheduled redemption date is a Business Day and is merely illustrative. If there is a change in the Deemed Date of Allotment, calculations will change accordingly.

Issuer	Magma HDI General Insurance Co Ltd
Face Value (per security)	Rs.1,00,000/- (Rupees One Lakh only) per Debenture
Issue Date / Date of Allotment	December 28, 2023
Tenor and Redemption Date	Tenor: 10 (Ten) years from the date of issue. Redemption date: December 28, 2033, subject to the exercise of any Call Option by the Issuer, in which case, the Call Option Payment Date shall be the Redemption Date.
Coupon Rate	9.70% per annum
Frequency of the Interest Payment	Annually
Day Count Convention	Actual/Actual

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Cash Flows

Illustration of Bond Cash Flows*	
Issuer/ Company	Magma HDI General Insurance Co Ltd
Face Value (per security)	Rs. 1,00,000/- (Rupees One Lakh only)
Issue Date / Date of Allotment	Issue/ Bid Opening Date: December 27, 2023 Issue/ Bid Closing Date: December 27, 2023 Deemed Date of Allotment: December 28, 2023
Redemption Date / Maturity Date	Redemption Date / Maturity Date: December 28, 2033
Coupon Rate	9.70% per annum
Frequency of the Coupon Payment with specified dates	Coupon payable annually on 28 th December of every calendar year until Maturity Date subject to any Call Option being exercised (subject to Business Day Convention).
Day Count Convention	Actual/Actual

SCENARIO 1: WHEN CALL OPTION IS NOT EXERCISED

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Saturday, December 28, 2024	Monday, December 30, 2024	366	9700.00	
2nd Coupon	Sunday, December 28, 2025	Monday, December 29, 2025	365	9700.00	
3rd Coupon	Monday, December 28, 2026	Monday, December 28, 2026	365	9700.00	
4th Coupon	Tuesday, December 28, 2027	Tuesday, December 28, 2027	365	9700.00	
5th Coupon	Thursday, December 28, 2028	Thursday, December 28, 2028	366	9700.00	
6th Coupon	Friday, December 28, 2029	Friday, December 28, 2029	365	9700.00	
7th Coupon	Saturday, December 28, 2030	Monday, December 30, 2030	365	9700.00	
8th Coupon	Sunday, December 28, 2031	Monday, December 29, 2031	365	9700.00	
9th Coupon	Tuesday, December 28, 2032	Tuesday, December 28, 2032	366	9700.00	
10th Coupon	Wednesday, December 28, 2033	Wednesday, December 28, 2033	365	9700.00	
Principal	Wednesday, December 28, 2033	Wednesday, December 28, 2033			100,000.00

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SCENARIO 2: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 1 (December 28, 2028)

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Saturday, December 28, 2024	Monday, December 30, 2024	366	9700.00	
2nd Coupon	Sunday, December 28, 2025	Monday, December 29, 2025	365	9700.00	
3rd Coupon	Monday, December 28, 2026	Monday, December 28, 2026	365	9700.00	
4th Coupon	Tuesday, December 28, 2027	Tuesday, December 28, 2027	365	9700.00	
5th Coupon	Thursday, December 28, 2028	Thursday, December 28, 2028	366	9700.00	
Principal	Wednesday, December 28, 2033	Wednesday, December 28, 2033			100,000.00

SCENARIO 3: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 2 (December 28, 2029)

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Saturday, December 28, 2024	Monday, December 30, 2024	366	9700.00	
2nd Coupon	Sunday, December 28, 2025	Monday, December 29, 2025	365	9700.00	
3rd Coupon	Monday, December 28, 2026	Monday, December 28, 2026	365	9700.00	
4th Coupon	Tuesday, December 28, 2027	Tuesday, December 28, 2027	365	9700.00	
5th Coupon	Thursday, December 28, 2028	Thursday, December 28, 2028	366	9700.00	
6th Coupon	Friday, December 28, 2029	Friday, December 28, 2029	365	9700.00	
Principal	Friday, December 28, 2029	Friday, December 28, 2029			100,000.00

SCENARIO 4: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 3 (December 27, 2030)

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Saturday, December 28, 2024	Monday, December 30, 2024	366	9700.00	
2nd Coupon	Sunday, December 28, 2025	Monday, December 29, 2025	365	9700.00	
3rd Coupon	Monday, December 28, 2026	Monday, December 28, 2026	365	9700.00	
4th Coupon	Tuesday, December 28, 2027	Tuesday, December 28, 2027	365	9700.00	
5th Coupon	Thursday, December 28, 2028	Thursday, December 28, 2028	366	9700.00	
6th Coupon	Friday, December 28, 2029	Friday, December 28, 2029	365	9700.00	
7th Coupon	Friday, December 27, 2030	Friday, December 27, 2030	364	9673.42	
Principal	Friday, December 27, 2030	Friday, December 27, 2030			100,000.00

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SCENARIO 5: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 4 (December 26, 2031)

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Saturday, December 28,2024	Monday, December 30, 2024	366	9700.00	
2nd Coupon	Sunday, December 28, 2025	Monday, December 29, 2025	365	9700.00	
3rd Coupon	Monday, December 28,2026	Monday, December 28, 2026	365	9700.00	
4th Coupon	Tuesday, December 28,2027	Tuesday, December 28, 2027	365	9700.00	
5th Coupon	Thursday, December 28,2028	Thursday, December 28,2028	366	9700.00	
6th Coupon	Friday, December 28, 2029	Friday, December 28, 2029	365	9700.00	
7th Coupon	Saturday, December 28,2030	Monday, December 30, 2030	365	9700.00	
8th Coupon	Friday, December 26, 2031	Friday, December 26, 2031	363	9646.85	
Principal	Friday, December 26, 2031	Friday, December 26, 2031			100,000.00

SCENARIO 6: WHEN CALL OPTION IS EXERCISED ON CALL OPTION DATE 5 (December 28, 2032)

Cash Flows	Coupon Payment Date	Payment Date (Adjusted as per Holiday Convention)	No. of days in Coupon Period	Coupon Amount (in Rupees)	Redemption Amount (in Rupees)
1st Coupon	Saturday, December 28,2024	Monday, December 30, 2024	366	9700.00	
2nd Coupon	Sunday, December 28, 2025	Monday, December 29, 2025	365	9700.00	
3rd Coupon	Monday, December 28,2026	Monday, December 28, 2026	365	9700.00	
4th Coupon	Tuesday, December 28,2027	Tuesday, December 28, 2027	365	9700.00	
5th Coupon	Thursday, December 28,2028	Thursday, December 28,2028	366	9700.00	
6th Coupon	Friday, December 28, 2029	Friday, December 28, 2029	365	9700.00	
7th Coupon	Saturday, December 28,2030	Monday, December 30, 2030	365	9700.00	
8th Coupon	Sunday, December 28, 2031	Monday, December 29, 2031	365	9700.00	
9th Coupon	Tuesday, December 28, 2032	Tuesday, December 28, 2032	366	9700.00	
Principal	Tuesday, December 28, 2032	Tuesday, December 28, 2032			100,000.00

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION I

DISCLOSURES PERTAINING TO WILFUL DEFAULTER

- a. The following disclosures shall be made if the Issuer or its Promoter or director is declared wilful defaulter:
 - i. Name of the bank declaring as a wilful defaulter: Nil
 - ii. The year in which it was declared as a wilful defaulter: Nil.
 - iii. Outstanding amount when declared as a wilful defaulter: Nil.
 - iv. Name of the entity declared as a wilful defaulter: Nil.
 - v. Steps taken, if any, for the removal from the list of wilful defaulters: Nil
 - vi. Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions:
 - vii. Nil
 - viii. Any other disclosure as specified by the Board: Nil
- b. The fact that the issuer or any of its promoters or directors is a wilful defaulter shall be disclosed prominently on the cover page with suitable cross-referencing to the pages: Nil.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION J

GENERAL INFORMATION

The Issuer shall file the following documents along with the listing application to the stock exchange and with the Debenture Trustee:

1. Memorandum and Articles of Association.
2. The Placement Memorandum.
3. Copy of last three years audited Annual Reports.
4. Statement containing particulars of, dates of, and parties to all material contracts and agreements.
5. Copy of the requisite Board / Committee Resolution authorizing the borrowing and list of authorized signatories for the allotment of securities.
6. An undertaking from the Issuer stating that the necessary documents for the Issue, including the Debenture Trust Deed has been/will be executed within the time frame prescribed in the relevant regulations/acts/rules etc and the same would be uploaded on the website of the Stock Exchange, where the Debentures are proposed to be listed.
7. An undertaking that permission / consent from the prior creditor for a second or pari passu charge being created, where applicable, in favour of the trustees to the proposed issue has been obtained.
8. Any other particulars or documents that the recognized stock exchange may call for as it deems fit.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION K

OTHER DETAILS

- a. **Creation of a Debenture Redemption Reserve:** The Issuer shall comply with the provisions of the Act, the rules made thereunder, and the circulars and notifications issued by IRDAI, from time to time, in respect of the requirements of creation of a Debenture Redemption Reserve.
- b. **Issue/instrument specific regulations:** The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the provisions of the Companies Act and the rules framed thereunder, IRDAI Regulations, SEBI Debt Listing Regulations and other Applicable Laws and regulations as may be updated, amended or supplemented from time to time in relation to the Issue.
- c. **Default in Payment:** Please see the section on **Additional Covenants** of the Summary Term Sheet.
- d. **Delay in Listing:** Please see the '**Listing**' section in the Summary Term Sheet below.
- e. **Delay in allotment of securities:** Please refer to the Summary Term Sheet below as well as the section on '**Additional Covenants**'.
- f. **Issue details:** Please refer to the Summary Term Sheet.
- g. **Application Process:** As set out above in Section A of this Placement Memorandum.
- h. Disclosure Prescribed Under Pas-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014: Please refer to Annexure V
- i. Project details (gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project): Not Applicable
- j. **Material Contracts involving Financial Obligation:** The contracts referred to below (not being contracts entered into the ordinary course of business carried on by the Company) which are or may be deemed material have been entered into by the Company. Copies of these contracts referred to below may be inspected at the Corporate Office of the Company between 10:00 am and 12:00 noon on any working day of the Company.

By the very nature of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts / agreements / documents involving financial obligations of the Company. However, the contracts / agreements / documents listed below which are or may be deemed to be material (not being contracts entered into the ordinary course of the business carried on by the Issuer, have been entered into / executed by the Company:

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Documents material to the Issue and other material contracts

1. Memorandum and Articles of Association of the Company as amended from time to time.
2. Certificate of Incorporation of the Issuer.
3. Resolution of the Board of Directors passed at its meeting held on November 1, 2023, approving, inter-alia, the issue of the Debentures aggregating up to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only).
4. Resolution of the Board of Directors for appointment of intermediaries dated November 1, 2023.
5. Resolution of the Board of Directors for approval of the Placement Memorandum, PAS 4 and Application form dated November 1, 2023.
6. Credit Rating Letter and Rating Rationale dated December 14, 2023, and October 12, 2023, respectively from Crisil Ratings Limited, assigning the credit rating to the Debentures.
7. Credit Rating Letter and Rating Rationale dated December 19, 2023, and September 5, 2023, from CARE Ratings Limited, assigning the credit rating to the Debentures.
8. Tripartite agreement dated April 07, 2017, between the Company, Niche Technologies Private Limited (Registrar & Transfer Agent) and NSDL.
9. Tripartite agreement dated April 03, 2020, between the Company, Niche Technologies Private Limited (Registrar & Transfer Agent) and CDSL.
10. Consent letter issued by Axis Trustee Services Limited dated November 1, 2023, providing their consent for acting as the Debenture Trustee to the Issue and inclusion of its name in the form and context in which it appears in this Placement Memorandum.
11. In-principal approval for listing of the Debentures.
12. Debenture Trust Deed to be executed by and between the Company and Axis Trustee Services Limited.
13. Debenture Trustee Agreement executed by and between the Company and Axis Trustee Services Limited dated December 12, 2023.
14. This Placement Memorandum.
15. The Private Placement Offer Cum Application Letter.

Certified true copy of the aforementioned documents shall be available for inspection at the Corporate Office of the Company until the date of closure of the Issue.

k. Material Development: Save as stated elsewhere in this Placement Memorandum, since the date of last published audited statement, no material developments have taken place that will materially affect the performance or the prospects of the Company. There are no material events/ developments at the time of issuance of this document which may affect this issue or the investor decision to invest/continue to invest in the debt securities.

l. Servicing behaviour of the Existing Debts: The company has duly paid interest on due date on subordinated debentures issued in March 2022.

m. Consent From the Existing Lenders: Not Applicable

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION L OTHER TERMS PERTAINING TO THE ISSUE

Authority for the Issue

The Issue has been authorised by the Issuer through the resolution passed by the Board of Directors of the Issuer on November 1, 2023.

Right to Accept or Reject Applications

The Company is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason thereof. Application Forms that are not complete in all respects may be rejected at the sole and absolute discretion of the Company. Any application, which has been rejected, would be intimated by the Company along with the refund warrant.

Fictitious Applications

Any person who (i) makes in a fictitious name, an application to the Company for acquiring, or subscribing for any Debentures therein, or (ii) otherwise induces the Company to allot or register any transfer of Debentures therein to him or any other person in a fictitious name, shall be punishable under the extant laws. Fictitious applications will be rejected. Attention of applicants is specially drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013.

Nature of Debentures

The Debentures are being issued in the form of taxable Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Non-Cumulative, Subordinated, Non-Convertible debentures.

Form of Debentures

The Company has made provisions with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to issue the Debentures in dematerialised form to all successful applicants. All provisions relating to issue, allotment, transfer, transmission, etc. in respect of dematerialisation and rematerialisation of the Debentures will be as prescribed under the Depositories Act, 1996 and the rules by NSDL and CDSL would be applicable to these Debentures.

Allotment

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 (Two) working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Allotment Intimation

Investors should mention their NSDL/ CDSL Depository Participant's name, DP-ID and Beneficiary Account Number at the appropriate place in the Application Form. The Company shall take reasonable steps to credit the beneficiary account of the allottee(s), with the NSDL/ CDSL Depository Participant as mentioned in the Application Form, with the number of Debentures allotted. The applicant is responsible for the correctness of its details given in the Application Form vis-à-vis those with its DP. In case the information is incorrect or insufficient, the Company would not be liable for losses, if any.

The Company shall credit the Debentures in the demat account of the investors as per the details furnished in the Application Form.

Transferability/ Mode of Transfer

The Debentures issued will be freely transferable and transmittable only to Eligible Investors. It is clarified that no investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debentures shall be transferred subject to and in accordance with the applicable provisions of the Act and the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the register of Debenture Holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer.

Undertaking to Use a Common Form of Transfer

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing detail of the buyer's DP account to his depository participant. The issuer undertakes that there will be common transfer form/ procedure for transfer of Debentures. The seller shall be responsible for payment of stamp duty in transfer of securities in accordance with applicable law.

Call Option

The Issuer shall have the right to redeem the Debentures held by the Debenture Holder(s), which right shall be exercisable on any of the Call Option Payment Dates subject to Terms as prescribed by IRDAI Regulations and subject to the provisions of the Transaction Documents. The Call Option may be exercised by the Issuer without the prior approval of IRDAI, provided the Solvency after exercise of Call Option is at least 20% above the control level of Solvency (i.e. $1.50 + 20\% \text{ of } 1.50 = 1.80$), else Call Option may be exercised only with the prior approval of IRDAI in accordance with the regulations of the IRDAI. Please see the Summary Term Sheet for more details.

Coupon Payments

- a. **Coupon rate:** The details as to Coupon Rate/ interest has been specified in the 'Summary Term Sheet' below. Any Coupon/ interest payable on the Debentures may be subject to deduction of tax at source

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, for which a certificate will be issued by the Company.

b. **Computation of Coupon:** Coupon for each of the interest periods shall be computed on an actual/actual basis on the outstanding principal amount on the Issue at applicable Coupon Rate.

c. **Payment of Coupon:** Payment of Coupon on the Debentures will be made to those Debenture Holder(s) whose name(s) appear in the register of Debenture Holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and/or as per the list provided by the Depository to the Company of the beneficiaries who hold Debentures in dematerialized form on such Record Date, and are eligible to receive Coupon. The first Coupon payment due in respect of shall be for the period calculated from the Deemed Date of Allotment till the end of the month/quarter/half year/full year/other frequency as per the Placement Memorandum and the last Coupon payment due in respect of shall be for the period calculated from the preceding interest payment date till the Redemption Date and shall be paid along with the redemption payments towards principal. Other Coupon payments will be paid at the end of the month/quarter/half year/full year /other frequency as per the Placement Memorandum. The interest periods applicable have been specified in the 'Summary Term Sheet' below.

Payment on Redemption

Unless previously redeemed or purchased and cancelled as specified herein, the Debentures shall be redeemed at such price, at the expiry of the tenor and/or at the exercise of call option, if any, as mentioned in this Placement Memorandum.

The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date (either on maturity or exercise of call option as the case may be) to the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date and registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL/CDSL and accordingly the account of the Debenture Holder(s) with NSDL/CDSL will be adjusted.

The Issuer's liability to the Debenture Holders towards all their rights including for payment or otherwise shall cease and stand extinguished from the Due Date of redemption (either on maturity or exercise of call option as the case may be) in all events. Further, the Issuer will not be liable to pay any interest or compensation from dates of such redemption. On the Issuer dispatching the amount as specified above in respect of the Debentures, the liability of the Issuer shall stand extinguished.

Tax Deduction at Source (TDS)

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption/lower rate of TDS, relevant certificate/document must be lodged by the Debenture Holder(s) at the office of the R&T Agent of the Issuer at least 15 (Fifteen) calendar days before the relevant payment becoming due. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money, should be submitted along with the Application Form.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Effect of Holidays

As per SEBI circular CIR/IMD/DF-I/122/2016 dated November 11, 2016, if any Interest Payment Date falls on a day that is not a Business Day, the payment shall be made on the following working day, however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday.

If the Redemption Date falls on a day which is not a business day, payment of principal amount (along with part-interest) shall be made one business day prior to the Redemption Date (interest payable will be adjusted to account for advancement in payment).

Succession

In the event of demise of a Debenture Holder, the Company will recognize the executor or administrator of the demised Debenture Holder or the holder of succession certificate or other legal representative of the demised Debenture Holder as the registered holder of such Debentures, if such a person obtains probate or letter of administration or is the holder of succession certificate or other legal representation, as the case may be, from a court in India having jurisdiction over the matter and delivers a copy of the same to the Company. The Company may, in its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognise such holder as being entitled to the Debentures standing in the name of the demised Debenture Holder on production of sufficient documentary proof or indemnity. In case a person other than individual holds the Debentures, the rights in the Debentures shall vest with the successor acquiring interest therein, including liquidator or any such person appointed as per the Applicable Law.

Where a non-resident Indian becomes entitled to the Debenture by way of succession, documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Debenture was acquired by the NRI as part of the legacy left by the deceased holder.

Rights of Debenture Holder(s)

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer. The Debentures and the rights of the Debenture Holders shall be subject to the provisions of the terms of the Transaction Documents.

Sharing of Information

The Issuer may, at its option, but subject to applicable laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, credit information companies, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Record Date

The record date will be 15 (Fifteen) days prior to each Due Date.

Future Borrowings

The Company shall be entitled, from time to time, to make further issue of Debentures and or such other instruments to the public, members of the Company and/or avail of further financial and/or guarantee facilities from financial institutions, banks and/or any other person(s) on the security or otherwise of its properties without the consent of Debenture Holders but in compliance with the extant regulations.

Modification of Rights

The Debenture Trustee shall concur with the Company (without requiring any approval of the Debenture Holder(s)) in making any modifications in these presents which is essential and in the opinion of the Debenture Trustee would not be materially prejudicial to the interests of the Debenture Holder(s), and to any modification of the terms of the Debentures or any of the other Transaction Documents which is of a formal, minor or technical nature or is to correct a manifest error. Any other change or modification to the terms of the Debentures or the Transaction Documents shall require approval by the Debenture Holder(s) as set out in the Debenture Trust Deed. Upon obtaining such approval, the Trustee and the Company shall give effect to the same by executing necessary deed(s) supplemental to these presents.

Nominee Director

The Debenture Trustee with the consent of the Majority Debenture Holders and / or the Majority Debenture Holders shall have a right to appoint a nominee Director on the Board of Directors of the Company (hereinafter referred to as "**the Nominee Director**") in accordance with the provisions of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 in the event of:

- (a) 2 (Two) consecutive defaults in payments of Coupon as per the terms of the Debenture Trust Deed, to the Debenture Holder(s); or
- (b) Any default on the part of the Company in redemption of the Debentures as per the terms of the Debenture Trust Deed.

The Nominee Director so appointed shall not be liable to retire by rotation nor shall be required to hold any qualification shares.

Refund

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (Seven) Business Days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from the applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the Registrar and Transfer Agent shall upon receiving instructions in relation to the same from the Issuer repay the monies to the extent of such excess, if any.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Loss of Interest Cheques/Refund Cheques

Loss of interest cheques/refund cheques should be intimated to the Company along with request for duplicate issue. The issue of duplicates in this regard shall be governed by applicable law and any other conditions as may be prescribed by the Company.

Notices

Unless otherwise stated, all notices for the purposes of this Placement Memorandum shall be in writing. Such Notice may be given by facsimile, by e-mail, by personal delivery or by sending the same by registered mail/speed post (postage prepaid) or recognised overnight courier service. Notice shall be deemed to be effective (a) in the case of registered mail, 3 (three) calendar days after posting, (b) in the case of facsimile at the time when dispatched with a report confirming proper transmission, (c) in the case of personal delivery, at the time of delivery or (d), or in case of e-mail at the time of the sending thereof (provided no delivery failure notification is received by the sender within 24 hours of sending such email). Notices to the Issuer shall be addressed to the party concerned at its address or email address set out below and/or any other address subsequently notified by the Issuer to the Debenture Trustee within a period of 4 (Four) Business Days from any change thereof:

MAGMA HDI GENERAL INSURANCE COMPANY LIMITED

Address: Equinox Business Park, Tower 3, 2nd Floor, Unit number 1B & 2B, LBS Marg, Kurla (West), Mumbai – 400070

Attention: Ms. Sweta Pranay Bharucha (Company Secretary)

Tel. No: 022-69123000

Fax No: NA

E-mail: ncd@magma-hdi.co.in

Notices given under or in connection with this Placement Memorandum to a Debenture Holder shall be sent to the address, telephone number, or email address of that Debenture Holder as set out in the records of the Depository at the relevant time or if the Debenture Holder has provided any alternate address, telephone number, or email to the Debenture Trustee and/or the Issuer by not less than 5 (Five) Business Days' notice, to such alternate address, telephone number or email.

Any notice given under or in connection with this Placement Memorandum must be in English.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION M

SUMMARY TERM SHEET

The following is a summary of the terms of the Issue:

Security Name	9.70% MAGMA HDI 2033
Issuer	MAGMA HDI GENERAL INSURANCE COMPANY LTD
Type of Instrument	Unsecured, subordinated, listed, rated, redeemable, taxable, non-cumulative, non-convertible debentures in the nature of 'Subordinated Debt' in accordance with the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2022 and SEBI NCS Regulations.
Nature of Instrument	Unsecured and subordinated debt
Seniority	The claims of the Debenture Holders shall be superior to the claims of the investors in preference shares and equity shares, in that order, but shall be subordinated to the claims of the policyholders and all other creditors. The Seniority of Claims is as per Regulation 3 (ii) of the IRDAI (Other forms of Capital) regulation 2022
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Placement Memorandum	The Debentures proposed to be issued shall neither be secured nor covered by a guarantee of the Issuer or other arrangements that legally or economically enhance the seniority of the claims as against the claims of the Issuer's policyholders and all other creditors.
Mode of Issue	Private Placement and dematerialized form.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Eligible Investors	The following categories of investors when specifically approached are eligible to apply for this Issue at par: - Indian promoters as defined in IRDAI (Registration of Indian insurance companies) Regulations, 2022 as amended from time to time. - Indian investor as defined under the Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2022, as amended from time to time which means "Investors" other than foreign investors (as defined in the regulations). - Foreign investors as defined under the Indian Insurance Companies (Foreign Investment) Rules, 2015, as amended from time to time which means all eligible non-resident entities (as defined in the rules) or persons resident outside India investing in the equity share of an Indian Insurance Company (as defined in the rules), as permitted to do so through the Foreign Direct Investment (as defined in the rules) and Foreign Portfolio Investment (as defined in the rules) windows under FEMA Regulations 2000, as amended from time to time; and - Any other persons as may be approved by IRDAI. All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this Issue.
Listing	Proposed to be listed on the Wholesale Debt Market (WDM) Segment of BSE Limited ("BSE") within a maximum period of 3 (Three) Trading days from the Issue Closing Date. In accordance with the SEBI Debt Listing Regulations, in case of a delay by the Issuer in listing the Debentures beyond 3 (Three) trading days from the Issue Closing Date, the Issuer shall make payment to the Debenture Holders of such additional interest over the Coupon Rate as set out below in '<i>Additional Covenants</i>'. Provided that, in the event that the Debentures are not listed within 3 (Three) Trading days from the Issue Closing Date, then to the extent that any Debenture Holder(s) are foreign portfolio investors, such foreign portfolio investors (a) may, transfer the Debentures to any Eligible Investor, or (b) with the prior approval of IRDAI, require the Issuer to immediately redeem and/or buyback any or all Debentures.
Rating of the Instrument	CRISIL AA (Stable) CARE AA (Stable)

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Issue Size	Base issue size of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) with a green shoe option of Rs. 100,00,00,000/- (Rupees One Hundred Crores only), aggregating to Rs. . 200,00,00,000/- (Rupees Two Hundred Crores only)
Minimum Subscription	Not applicable as the Issue is being made on private placement basis
Option to retain oversubscription	Rs. 100,00,00,000/- (Rupees One Hundred Crores only)
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Objects of the Issue	The funds raised through the Issue of Debentures is in terms of IRDAI (Other Forms of Capital) Regulations, 2022. The funds raised shall be utilized in the normal course of the Issuer's business activities, which would also strengthen the Issuer's solvency ratio and support the business growth of the Company.
Details of the utilization of the Proceeds	Same as 'Objects of the Issue'
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of such objects	Not Applicable
Coupon Rate / Coupon / Interest Rate / Interest	9.70% per annum
Interest rate Parameter	Fixed Coupon
Manner of bidding (Open or Closed Bidding)	Open bidding in accordance with the Operational Guidelines of the EBP.
Manner of Allotment (Uniform Yield Allotment or Multiple Yield Allotment)	Uniform Yield
Issue Timing Issue/Bid Opening Date Issue/Bid Closing date Pay In Date Deemed Date of Allotment	Wednesday , December 27, 2023 Wednesday , December 27, 2023 Thursday , December 28, 2023 Thursday , December 28, 2023
Settlement Cycle	T+1 (T being the Issue Closing Date)
Settlement Mechanism	Settlement Mechanism shall be through ICCL
Step Up/Step Down Coupon Rate	Not Applicable
Coupon / Interest Payment Frequency	Annual
Interest Payment Conditions	The following terms and conditions shall be applicable in relation to any Interest payment to be made by the Issuer pursuant to the Issue:

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	1. the Interest on the Debentures shall be charged to the profit and loss account of the Issuer; and 2. prior approval of IRDAI shall be required for payment of Interest for a financial year, if the Issuer's solvency is below the minimum Control Level of Solvency or if the impact of accruing or paying such Coupon would result in the Control Level of Solvency of the Issuer, falling below or remaining below the regulatory requirements specified by IRDAI or where the impact of accrual or payment of Coupon results in net loss or increases the net loss of the Issuer. It is hereby explicitly clarified that any cancellation of servicing of the Debentures by way of non-payment of Interest, in the manner set out hereinabove shall not be construed to be an Event of Default or be construed to be a breach of the Transaction Documents of any manner and no restriction or obligation on the Issuer of any kind whatsoever, including any obligation to pay Additional Interest, shall be imposed or be deemed to have been imposed on the Issuer upon the occurrence of such an event except that the Issuer shall not distribute any dividend to its equity shareholders. Payment of Interest shall be subject to IRDAI regulations at all times.
Coupon / Interest payment dates	Subject to the 'Interest Payment Conditions' as set out above, and the 'Holiday Convention' as set out below, the first Interest payment will be on December 28, 2024, and then on December 28 every year, and the last Interest payment will be on December 28, 2033 along with Redemption Amount, subject to exercise of any Call Option.
Coupon / Interest Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable
Day Count Basis (Actual/Actual)	Interest shall be computed on an "actual/actual basis" in accordance with Chapter III of SEBI's Operational Circular for issue and listing of Non- convertible Securities bearing reference number SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021. Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis.
Holiday Convention	If the Interest Payment Date falls on a holiday, the payment of Interest up to original scheduled date, will be made on the following Business Day, however the dates of the future Interest payments will be in accordance with the schedule originally stipulated at the time of issuing the Debentures.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	If the Redemption Date (also being the last Interest Payment Date)/ call option dates of the Debentures falls on a day that is not a Business Day, the Redemption Amount/Call option amount shall be paid by the Issuer on the immediately preceding Business Day along with Interest accrued on the Debentures until but excluding the date of such payment. It is clarified that Interest and/or Redemption Amount with respect to the Debentures shall be made only on the days when the money market is functioning in Mumbai. If the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.
Record Date	15 (fifteen) days prior to each Interest Payment Date, Call Option Payment Date, or Redemption Date.
Interest on Application Money	The Pay-In Date and the Deemed Date of Allotment fall on the same date, and accordingly payment of interest on application money is not required.
Tenor	10 (ten) years from December 28, 2023 i.e. the Deemed Date of Allotment, subject to the exercise of any Call Option by the Issuer as may be permitted.
Redemption Date	The Debentures shall be redeemed at par, on the completion of 10 (Ten) years from the Deemed Date of Allotment, i.e., on December 28, 2033 subject to the exercise of any Call Option by the Issuer or as otherwise may be permitted.
Redemption Amount	Rs.1,00,000/- (Rupees One Lakh) per Debenture along with the Interest payable on the Redemption Date. No incentives shall be payable at the time of redemption.
Redemption Premium /Discount	Not Applicable
Issue Price	Rs. 1,00,000/- (Rupees One Lakh) per Debenture.
Issue Premium / Discount	Not Applicable
Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Option Date	The Issuer shall have the right (but not the obligation) to exercise a call option in respect of all or part of the Debentures at the end of 5 (Five) years from the Deemed Date of Allotment (" Call Option ") and every year thereafter before the Redemption Date, on any Call Option Payment Date, subject to Terms as prescribed by IRDAI Regulations.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	The “Call Option Payment Dates” are December 28, 2028, and annually thereafter on December 28, 2029, December 27, 2030, December 26, 2031, December 28, 2032. The Call Option may be exercised by the Issuer without the prior approval of IRDAI, provided the Solvency after exercise of Call Option is at least 20% above the control level of Solvency (i.e. $1.50 + 20\% \text{ of } 1.50 = 1.80$), else Call Option may be exercised only with the prior approval of IRDAI in accordance with the regulations of the IRDAI. Any notices to Debenture Holders, the Debenture Trustee and Stock Exchanges will be provided as set out in the point ‘Call Notification Time’.
Call Option Price	Redemption of any Debenture will be at par at Rs. 1,00,000 (Rupees One Lakh) per Debenture. No incentives or premium shall be paid on exercise of the Call Option or for any early redemption.
Call Notification Time and procedure (Timelines by which the Issuer need to intimate investor before exercising the Call Option)	- In the event the Solvency after exercise of Call Option is at least 20% above the control level of Solvency (i.e. $1.50 + 20\% \text{ of } 1.50 = 1.80$), Issuer may exercise the Call Option. Otherwise, to exercise the Call Option, the Issuer shall obtain the prior approval of IRDAI. - The Company shall send a notice to the Debenture Holder(s) in writing (with a copy marked to the Debenture Trustee) at least 21 (Twenty One) calendar days prior to the relevant Call Option Payment Date, communicating either (a) the intent of the Company to exercise the Call Option on the Call Option Payment Date or (b) the intent of the Company not to exercise the Call Option on the Call Option Payment Date (“Call Option Notice”) in the following manner: - soft copy of such notice shall be sent to the Debenture Holders who have registered their email address(es) either with the Company or with the Depositories; and - hard copy of the notice shall be sent to the Debenture Holders who have not registered their email address(es) either with the Company or with the Depositories. (“Call Option Notice”). - The Company shall simultaneously also provide a copy of the Call Option Notice to the Stock Exchange for dissemination on its website. - Upon the issuance of the Call Option Notice by the Company and if the Company has in the Call Option Notice indicated its intention to exercise the Call Option on the Call Option Payment Date, the Company shall on the Call Option Payment Date,

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	redeem the Debentures by crediting to the beneficiary account of the Debenture Holder(s), the Redemption Amount or the relevant proportion of the Redemption Amount in respect of the Debenture. 5. Subject to IRDAI regulations, the Company shall also pay interest at the rate of 15% (Fifteen Percent) per annum for the period of delay in making payment of the Redemption Amount or the relevant proportion of the Redemption Amount on the Call Option Payment Date if the Company has exercised its Call Option and any other period of delay, if any, as per the terms of and in accordance with the SEBI Debt Listing Regulations 6. If the Company has exercised its Call Option right, then after the completion of such exercise of the right of Call Option, the Company shall submit the report to the Stock Exchange and inform the Debenture Trustee and the Depositories, in the manner and upon the terms and conditions as set out in the SEBI Debt Listing Regulations The Company shall inform IRDAI of the Call Options exercised, within 15 (fifteen) days from the date of communication of exercise of the Call Option.
Face Value	Rs. 1,00,000/- (Rupees One Lakh) per Debenture.
Minimum Application and in multiples of thereafter	Application must be for a minimum size 1 Debenture and in multiples of One Debenture thereafter.
Mode of Subscription	Private Placement
Issuance mode of the Instrument	In dematerialized mode.
Trading mode of the Instrument	In dematerialized mode.
Settlement mode of the Instrument	Payment of Interest and Redemption Amount shall be made by way of cheque(s) / warrant(s) / demand draft(s) / direct credit / RTGS / ECS / NEFT or any other electronic mode.
Depository	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As set out in Note 1 below.
Transaction Documents	The Issuer has executed/shall execute/provide the documents including but not limited to the following in connection with the Issue: 1. Board resolutions and any other corporate authorizations from the Issuer as may be applicable as per the provisions of the Act.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	2. Letter appointing Debenture Trustee to the Debenture Holders. 3. Letter appointing the Registrar. 4. Debenture Trustee Agreement. 5. Debenture Trust Deed. 6. Placement Memorandum 7. Letters issued by the Credit Rating Agencies (including the credit rating letter not older than 1 month and the rating rationale not older than 1 year) 8. Tripartite Agreement with Depositories 9. In Principle approval from BSE 10. Any other document that may be designated as a Transaction Document mutually by the Issuer and the Debenture Trustee.
Conditions Precedent to subscription of Debentures	The subscription from Eligible Investors shall be accepted for Allocation and Allotment by the Issuer subject to the following: 1. Issuer shall deliver to the Debenture Trustee, a certified true copy of the Issuer's Memorandum and the Articles of Association and Certificate of Incorporation, as amended up to date. 2. The Issuer shall deliver to the Debenture Trustee, a certified true copy of the resolution of the Board of Directors authorizing the Issue of Debentures and also the execution of the necessary documents in that behalf. 3. Rating letters and rating rationale from CRISIL and CARE not being more than 1 (one) month old and 1 (one) year old respectively, from the Issue Opening Date. 4. Seek a written consent letter from the Debenture Trustee conveying their consent to act as Debenture Trustee for the Debenture Holders. 5. The Company shall obtain in-principle approval of the Stock Exchange for listing of Debentures prior to the date of submitting the Placement Memorandum to the EBP in terms of the EBP Guidelines read with the SEBI circular dated November 30, 2022 (bearing reference number: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/167). 6. Enter into the agreement with the BSE for the BSE EBP Platform, if required. 7. The Company shall ensure receipt of ISIN from the Depository in respect of the Debentures prior to the Deemed Date of Allotment. 8. The Issuer has submitted a due diligence certificate issued by the Debenture Trustee to the Stock Exchange, in accordance with the SEBI Debt Listing Regulations and

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	9. Other conditions as required under the Transaction Documents.
Condition subsequent to subscription of Debentures	The Issuer shall ensure that the following documents are executed / activities are completed in accordance with the time frame provided under applicable law / the Transaction Documents: 1. Maintaining a complete record of private placement offers in Form PAS-5. 2. Filing a return of allotment of Debentures with complete list of all Debenture Holders in Form PAS-3 under Section 42(8) of the Companies Act, with the Registrar of Companies, within 15 (fifteen) days of the Deemed Date of Allotment along with fee, in any case prior to the utilisation of the subscription monies by the Issuer in respect of the Debentures. 3. Credit of dematerialised account(s) of the allottee(s) by number of Debentures allotted within the stipulated time period from the Deemed Date of Allotment. 4. Listing the Debentures on the Wholesale Debt Market (WDM) Segment of the BSE Ltd within a maximum period of 3 (Three) trading days from the Issue Closing Date. 5. Filing of the relevant documents and reports with IRDAI as required in terms of the regulations of the IRDAI; and 6. Executing the Debenture Trust Deed, in favour of the Debenture Trustee in accordance with the timelines permitted under applicable law. Further, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in the Transaction Documents
Grant of Loans against the Debentures	Issuer shall not grant any loan or any credit facility against the pledging or encumbrance of the security of the Debentures issued by it.
Classification of subordinated debt for available capital for computation of solvency	1. The Debentures issued net of hair cut as specified in point number 2 below shall be counted towards "Available Solvency Margin" of the Issuer. 2. The Debentures shall be subjected to a progressive hair cut for the purpose of computation of "Available Solvency Margin" on straight-line basis in the final 5 (five) years prior to maturity or as may be required under any IRDAI regulations. Accordingly, as the Debentures approach maturity, the outstanding balances are to be reckoned for inclusion in capital as indicated in the table below. The amount arrived at after making adjustment alone, as set out in the table below as at the date hereof, shall be eligible for inclusion in "Available Solvency Margin".

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	<table border="1" data-bbox="690 382 1432 655"> <thead> <tr> <th>Years to Maturity</th><th>Included in Capital</th></tr> </thead> <tbody> <tr> <td>5 years or more</td><td>100%</td></tr> <tr> <td>4 years and less than 5 years</td><td>80%</td></tr> <tr> <td>3 years and less than 4 years</td><td>60%</td></tr> <tr> <td>2 years and less than 3 years</td><td>40%</td></tr> <tr> <td>1 year and less than 2 years</td><td>20%</td></tr> <tr> <td>1 year and less than 2 years</td><td>0%</td></tr> </tbody> </table> Provided that such hair cut shall be applied at the end of each financial quarter based on “the “years to maturity” The Debentures shall be classified under the head “Borrowings” in the relevant schedule of the balance sheet of the Issuer.	Years to Maturity	Included in Capital	5 years or more	100%	4 years and less than 5 years	80%	3 years and less than 4 years	60%	2 years and less than 3 years	40%	1 year and less than 2 years	20%	1 year and less than 2 years	0%
Years to Maturity	Included in Capital														
5 years or more	100%														
4 years and less than 5 years	80%														
3 years and less than 4 years	60%														
2 years and less than 3 years	40%														
1 year and less than 2 years	20%														
1 year and less than 2 years	0%														
Additional Covenants	In accordance with Applicable Law, the Issuer is liable to pay additional interest (each, “Additional Interest”) if the following events occur: Delay in payment of Interest and/or Redemption Amount: In case of default in payment of Interest and/or Redemption Amount on any Interest Payment Date or Redemption Date, respectively, the Issuer shall pay additional interest of 2.00% (two percent) per annum over the Interest Rate payable on the Debentures, for the defaulting period until the defaulted amount together with the delay penalty is paid, in compliance with the SEBI Debt Listing Regulations. Delay in Listing: In accordance with the SEBI Debt Listing Regulations, in case of a delay by the Issuer in listing the Debentures beyond 3 (Three) trading days from the Issue Closing Date, the Issuer shall make payment to the Debenture Holders additional interest of 1.00% (One Percent) over the Coupon Rate for the period of delay; and (ii) be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after having received final listing approval from the Stock Exchanges. Delay in execution of Trust Deed: If the Issuer fails to execute the Debenture Trust Deed within the timelines specified under the SEBI Debt Listing Regulations, then without prejudice to any liability arising on account of violation of the provisions of the Securities and Exchange Board of India Act, 1992 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company shall also pay penal interest of 2.00% (two percent) per annum to the Debenture Holders, over and above the agreed Interest Rate, until the execution of the Debenture Trust Deed.														

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	Notwithstanding the aforesaid, it is hereby explicitly clarified that the payment of Additional Interest in the manner set out hereinabove shall be subject to the following terms and conditions: I. The payment of Additional Interest shall be charged to the profit and loss account of the Issuer. II. The Additional Interest shall be payable as permitted by IRDAI. It is further clarified that any non-payment of Additional Interest on the Debentures by the Issuer in the manner set out hereinabove shall not be construed to be an Event of Default or be construed to be a breach of the Transaction Documents of any manner and no restriction or obligation on the Issuer of any kind whatsoever shall be imposed or be deemed to have been imposed on the Issuer upon the occurrence of such an event except that the Issuer shall not distribute any dividend to its equity shareholders.
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	Subject to the Debenture Trust Deed and IRDAI regulations, on the occurrence of any one of the following events, the Debenture Trustee shall be entitled to call an “Event of Default” by issuing a notice thereof in writing (“EOD Intimation”) to the Issuer stating that an Event of Default has occurred, and providing for a cure period, at its discretion: 1. If the Issuer defaults in making payment of any Interest on any Interest Payment Date pursuant to the Transaction Documents 2. If the Issuer defaults in repayment of the principal amount together with redemption premium, if any, on the Debentures on the respective Due Date(s). 3. If the Issuer ceases to with/without the consent of the Debenture Holder(s), or threatens to cease to carry on its business or gives notice of its intention to do so. 4. If the Issuer is unable to or admits in writing its inability to pay its debts as they mature or proceedings for taking it into insolvency or liquidation have been admitted by any competent court or a special resolution has been passed by the shareholders for winding up of the Company or for filing an application to initiate insolvency resolution process of the Issuer or it is certified by the statutory auditors that the liabilities of the Issuer exceed its assets indicating the inability of the Issuer to discharge its obligations under the Debenture Trust Deed/Placement Document.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

5. The Issuer shall have voluntarily or involuntarily become the subject of proceedings under bankruptcy or insolvency law, or has suffered any action taken for its reorganization, insolvency, liquidation or dissolution except an application filed by an operational creditor of the Company for initiation of corporate insolvency resolution process in respect of the Company, which gets dismissed within 30 days from the date of first listing of such application; or.

A receiver or resolution professional or liquidator is appointed or allowed to be appointed in respect of all or any part of the undertaking of the Company.

6. Any information given by the Company in the Disclosure Documents//Prospectus/ Offer Letter, the Transaction Documents and/or other information furnished and/or the representations and warranties given/deemed to have been given by the Company to the Debenture Holder(s)/Beneficial Owner(s) for availing financial assistance by way of subscription to the Debentures is or proves to be misleading or incorrect in any material respect or is found to be incorrect.
7. If extraordinary circumstances have occurred which make it improbable for the Company to fulfill its obligations under this Document or Trust Deed and/or the Debentures in the opinion of the Debenture Trustee.
8. If any Governmental Authority shall have condemned, nationalized, seized, or otherwise expropriated all or any substantial part of the assets of the Company or of the shares of the Company held by any director or the promoters, or shall have assumed custody or control of such shares or the business or operations of the Company or shall have taken any action for the dissolution of the Company or any action that would prevent the Company or its officers from carrying on its business or operations or a substantial part thereof
9. If the Company, shall without the previous consent in writing of the Debenture Trustee, make or attempt to make any alteration in the provisions of its Memorandum and/or Articles of Association which might in the opinion of the Debenture Trustee detrimentally affect the interests of the Debenture Holder(s)/Beneficial Owner(s) and shall upon demand by the Debenture Trustee refuse or neglect or be unable to rescind such alteration.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

10. Any of the necessary clearances required or desirable in relation to the Company or the Debentures in accordance with any of the Transaction Documents is not received or is revoked or terminated, withdrawn, suspended, modified or withheld or shall cease to be in full force and effect which shall, in the reasonable opinion of Debenture Holder(s)/Beneficial Owners(s), have Material Adverse Effect on the Company or the Debentures.

11. It is or becomes unlawful for the Company to perform any of its material obligations under any Transaction Document in the opinion of the Debenture Holder/Beneficial Owner(s).

12. It is or becomes unlawful for the Company to perform any of its material obligations under any Transaction Document in the opinion of the Debenture Holder/Beneficial Owner(s).

13. The occurrence of any event or condition which, in the reasonable opinion of the Trustee or the Debenture Holder(s)/Beneficial Owners(s), constitutes a Material Adverse Effect

14. If the Issuer has defaulted in the performance of any material covenants, conditions or agreements other than any payment defaults as specified under this Document or the other Transaction Documents or deeds entered into between the Company and the Debenture Holder(s)/Beneficial Owner(s)/Debenture Trustee, which breach has not been cured for a period of 30 (thirty) days, except in reference to point 1 above

Any other event described as an Event of Default in the Disclosure Documents//Prospectus/Offer Letter and the Transaction Documents

For the purposes of this provision (Events of Default), it is hereby expressly clarified that any event of non-payment of Interest, Default Interest, or the payment of any Interest in the subsequent financial years and non-repayment of the redemption amount by the Issuer pursuant to the provisions of the IRDAI Regulations (including but not limited to nonpayment of Interest pursuant to the events identified in 'Interest Payments Conditions' and 'Additional Covenants' above) shall not be construed to be an Event of Default under this provision (Events of Default) and shall not be qualified to be included in an EOD Intimation.

Consequences of Event of Default:

After the occurrence of an Event of Default under the above Clause and the expiry of cure periods (30 days) (no cure period for default

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

in payment of interest and repayment of principal), the Debenture Trustee shall send a notice to the Debenture Holder(s) within 3 (three) days post the expiry of the cure period for the Event of Default by registered post/acknowledgement due or speed post / acknowledgement due or courier or hand delivery with proof of delivery or through email as a text or as an attachment to email with a notification including a read receipt, and proof of dispatch of such notice or email, shall be maintained.

The notice shall contain the following:

- (a) the time period within which the consent needs to be provided by the Debenture Holder(s), viz. consent to be given within 15 days from the date of notice or such revised timelines as prescribed under Applicable Law; and
- (b) the date of meeting to be convened (which shall be within 30 days of the occurrence of Event of Default).

Provided that in case the Event of Default is cured between the date of notice and the date of meeting, then the convening of such a meeting may be dispensed with.

Any reference to the clauses pertaining to Inter-Creditor Agreement or ICA shall be applicable to the extent of Relevant Law(s), including but not limited to IRDAI Regulations

The Debenture Trustee shall take necessary action as decided in the meeting of Debenture Holder(s) based on the decision of the Debenture Holder(s) with Special Majority, including the decision of formation of a representative committee of the Debenture Holder(s) or as may be decided in the meeting of Debenture Holder(s). Such a committee, if decided to be formed, may comprise of the designated members representing the interest of the ISIN level Debenture Holder(s) under the Debentures and be responsible to take decisions [which shall be binding on the specific ISIN level Debenture Holder(s), or take any other action as may be decided by the Debenture Holder(s), from time to time.

The Debenture Trustee(s) may in accordance with the decision of the Debenture Holder(s), may enter into inter-creditor agreements and undertake such other actions as may be permissible under applicable law including IRDAI and SEBI .

The Trustee shall also have the following rights (notwithstanding anything in these presents to the contrary):

- (a) to appoint a nominee director as per the SEBI (Debenture Trustee) Regulations, 1993 on the board of directors of the Company or to appoint an observer to all meetings of the board of directors of the Company,

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

	(b) to levy default interest on overdue amounts as per the terms of issue; and (c) to exercise such other rights as the Debenture Holder(s) may deem fit under Applicable Law. The Debenture Trustee after obtaining consent of Debenture Holder(s) for enforcement shall inform the designated stock exchange seeking release of the Recovery Expense Fund. The Debenture Trustee shall follow the procedure set out in the SEBI Master Circular for Debenture Trustees for utilisation of the Recovery Expense Fund and be obligated to keep proper account of all expenses, costs including but not limited to legal expenses, hosting of meetings etc., incurred out of the Recovery Expense Fund In accordance with the SEBI Debt Listing Regulations, for the purpose of this provision, the Special Resolution shall mean a resolution passed by the holders of 75% (seventy five percent) of the outstanding nominal value of all Debentures and 60% of the numbers of Debenture Holders at the ISIN level, at any point of time.
Creation Reserve of Debenture Redemption	The Issuer shall comply with the provisions of the Companies Act, the rules made thereunder, and the circulars and notifications issued by IRDAI, from time to time, in respect of the requirements of creation of debenture redemption reserve
Creation of recovery expense fund	The Issuer will create a recovery expense fund in the manner as may be specified by SEBI from time to time; and inform the Debenture Trustee about the same.
Conditions for Breach of Covenants (as specified in the Debenture Trust Deed)	As per the 'Events of Default'.
Option to Retain Oversubscription	None
Cross Default	Not Applicable
Debenture Trustee	Axis Trustee Services Limited
Registrar	Niche Technologies Private Limited
Role and Responsibilities of Debenture Trustee	The Debenture Trustee shall protect the interest of the Debenture Holders as required under applicable law and as set out in the Debenture Trust Deed. Any enforcement action following an Event of Default shall be taken by the Debenture Trustee on behalf of all Debenture Holders. The Issuer shall enter into a Debenture Trust Deed, <i>inter alia</i> , specifying the terms and conditions of the Debentures and the powers, authorities, duties and obligations of the Issuer and the Debenture Trustee in respect of the Debentures.
Risk Factors Pertaining to the Issue of Debentures	Please refer to Section N (Management's Perception of Risk Factors) of the Placement Memorandum for risks relating to the issue of Debentures.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Compliance with Laws	The Debentures shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital, listing and disclosure regulations, issued by IRDAI, SEBI, the Government of India, FEMA regulations, RBI and/or other authorities, as amended from time to time, and other documents that may be executed in respect of the Debentures. The Debentures shall also be subject to the provisions of the Companies Act and rules and the Memorandum and the Articles of Association of the Issuer.
Governing Law and Jurisdiction	The Debentures are governed by and shall be construed in accordance with the existing laws of India. The Company and the Debenture Trustee shall endeavour to settle any dispute arising in connection with the interpretation, performance, termination of the Transaction Documents, or otherwise in connection with the Debentures ("Dispute"), through consultations and negotiations. If no settlement can be reached through consultations and negotiations within 30 (Thirty) days of one party delivering a written notice of the Dispute to the other party, then such matter shall be finally settled through proceedings initiated in the courts or tribunals of competent jurisdiction at Mumbai, which courts shall have exclusive jurisdiction to settle such Disputes.
Due Diligence Certificate issued by the Debenture Trustee	The due diligence certificate issued by the Debenture Trustee to the Stock Exchange in accordance with the SEBI Debt Listing Regulations is annexed hereto as Annexure IX.

General Notes:

- a.If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change shall be disclosed.
- b.The list of documents which has been executed in connection with the issue and subscription of debt securities has been annexed hereto.

Note 1: COVENANTS

The Company hereby covenants with the Debenture Trustee, undertakes to comply with the following covenants:

(i) AFFIRMATIVE COVENANTS

- (a) The Company shall as required by Section 88 of the Act, keep at its registered office/ corporate office a Register of the Debenture Holder(s) holding Debentures, in physical form showing (a) the name and address and the occupation, if any, of each holder, (b) the amount of the Debentures

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

held by each holder distinguishing each Debenture by its number and the amount paid or agreed to be considered as paid on those Debentures, (c) the date on which each person was entered in the Register as a Debenture Holder, (d) the date on which any person ceased to be a Debenture Holder, and (e) the subsequent transfers and changes of ownership thereof.

- (b) The Debenture Trustee and/or the Debenture Holder(s) or any of them or any other person shall, as provided in Section 94 of the Act, be entitled to inspect the said Register and to take copies of or extracts from the same or any part thereof during usual business hours. The Register may be closed by the Company at such time and for such periods as it may think fit in accordance with the provisions of the Act after giving not less than 7 days' previous notice or such notice as prescribed under Applicable Law by advertisement in some newspaper circulating in the district in which the Company's registered office is situate. No transfer will be registered during such period when the register of Debenture Holder(s) remains closed.
- (c) The Company shall request the Depository to provide a list of Beneficial Owner(s) showing (a) the name and address and the occupation, if any, of each Debenture Holder, (b) the amount of the Debentures held by each Debenture Holder distinguishing each Debenture by its number and the amount paid or agreed to be considered as paid on those Debentures, (c) the date on which each person was entered in the list as a Debenture Holder, (d) the date on which any person ceased to be a Debenture Holder, and (e) the subsequent transfers and changes of ownership thereof, as at the end of day 1 day prior to the start of the book closure period or at the Record Date, as the case may be. This shall be the list which shall be considered for payment of interest and Redemption of Debentures.
- (d) The Company shall keep proper books of account as required by the Act and make true and proper entries therein of all dealings and transactions of and the business of the Company and keep the said books of account and all other books, registers and other documents relating to the affairs of the Company at its registered office or, where permitted by law, at other place or places where the books of account and documents of a similar nature may be kept and the Company will ensure that all entries in the same relating to the business of the Company shall at reasonable times be open for inspection of the Trustee and such person or persons, as the Trustee shall, from time to time, in writing for that purpose appoint.
- (e) The Company shall comply with all applicable directions, regulations and guidelines issued by any Governmental Authority including but not limited to the issue of Debentures.
- (f) The Company shall pay and discharge all Taxes, rates, rents and governmental charges upon the Company or its assets under Applicable Laws.
- (g) The Company shall transfer unclaimed interest/dividend to "Investor Education and Protection Fund" as per Section 125 of the Companies Act 2013 and shall not forfeit unclaimed interest/dividend, if applicable to it.
- (h) The Company shall maintain a reserve to be called the "Debenture Redemption Reserve" or maintain a fund to be called the "Debenture Redemption Fund" as per the provisions of Act read with rules made thereunder or any regulations or guidelines issued by SEBI, as applicable. The Company shall submit to the Trustee a certificate duly certified by the statutory auditors certifying that the Company has transferred suitable sum to the Debenture Redemption Reserve and/or the

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Debenture Redemption Deposit/Fund at the end of each of financial year as per the Applicable Law.

- (i) The Company shall create and maintain a reserve to be called the "Recovery Expense Fund" as per the provisions of and in the manner provided in the SEBI (Debenture Trustee) Amendment Regulations, 2020, the SEBI master Circular for Debenture Trustees and any guidelines and regulations issued by SEBI, as applicable. The Recovery Expense Fund shall be created to enable the Debenture Trustee to take prompt action in relation to the trigger of Event of default in accordance with the Transaction Documents and enforcement/ legal proceedings in relation to the Debentures. The Company shall submit to the Trustee certificate certifying compliance with Recovery Expense Fund at the time of listing of the issue. The balance in the Recovery Expense Fund shall be refunded to the Company on repayment of Obligations to the Debenture Holders for which a 'No Objection Certificate (NOC)' shall be issued by the Debenture Trustee(s) to the designated stock exchange. The Debenture Trustee(s) shall satisfy that there is no 'default' on any other listed debt securities of the Company before issuing the said NOC.
- (j) The Company hereby agrees and undertakes that, if during the currency of these presents, any further guidelines are formulated (or modified or revised) by any Governmental Authority in respect of creation of Debenture Redemption Reserve and investment of the monies lying therein and/or Recovery Expense Fund, the Company shall duly abide by such guidelines and execute all such supplemental letters, agreements and deeds of modifications as may be required by the Debenture Holder(s)/ Beneficial Owner(s) or the Trustee.
- (k) The Company shall take all steps for completion of the formalities for listing and commencement of trading at all the concerned stock exchange(s) in respect of the Debentures.
- (l) The Company shall ensure, and/or cause the Registrars to an issue and Share Transfer Agent to forward the details of Debenture Holder(s) to the Debenture Trustee at the time of allotment and thereafter by the seventh working day of every next month in order to enable Debenture Trustee to keep its records updated and to communicate effectively with the Debenture Holders, especially in situations where Events of Default have occurred.
- (m) The Company agrees and undertakes to constitute a stakeholders' relationship committee, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), to look into the mechanism of redressal of grievances of the Debenture Holders.
- (n) The Company hereby agrees, confirms and undertakes that in the event the Company has failed to make a timely Repayment of the Obligations or there is a revision of rating assigned to the Debentures, the Trustee shall, be entitled to disclose the information to the Debenture Holder(s) and the general public by issuing a press release, placing the same on their websites and with the credit rating agencies .
- (o) The Company shall maintain a functional website containing correct and updated information as required by SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other Applicable Laws.
- (p) The Company hereby irrevocably and unconditionally appoints the Trustee to be the lawful attorney of the Company in the name and on behalf of the Company to execute, sign and do any

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

deeds, documents, assurances, acts and things which shall in the opinion of the Trustee be necessary or expedient that the Company should execute, sign and do for the purpose of carrying out any of the trusts of obligations declared or imposed upon the Company by these presents or of giving to the Debenture Holder(s)/ Beneficial Owner(s) or to the Trustee on their behalf the full benefit of any of the provisions of these presents and generally to use the name of the Company in the exercise of all or any of the powers hereby conferred upon the Trustee or any Receiver appointed by them.

- (q) Subject to the Applicable Law (including without limitation the IRDAI Regulations), the Company may at its discretion by giving 15 (fifteen) days' notice or such notice as prescribed under Applicable Law, seek the roll over of any or all the Debenture. If the proposed roll over of the Debentures is approved by the Debenture Holder(s) by passing of a Special Resolution by them, the Company shall roll over the debentures in accordance with the approval of the Debenture Holders. Provided however that the Company shall redeem the Debenture(s) of all the Debenture Holder(s), who have not given their positive consent to such roll-over. The Company shall on completion of the roll over, intimate the stock exchange(s) about the roll-over of the Debentures. The Company shall create and maintain adequate security in respect of such Debentures to be rolled over.
- (r) The Company shall pay all such stamp duty as applicable on the Debentures and execution of this Deed and shall pay all such stamp duty (including any additional stamp duty, if any), other duties, Taxes, charges and penalties, if and when the Company may be required to pay according to the laws for the time being in force in the State in which its properties are situated or otherwise, and in the event of the Company failing to pay such stamp duty, other duties, Taxes and penalties as aforesaid, the Trustee will be at liberty (but shall not be bound) to pay the same and the Company shall reimburse the same to the Trustee on demand.
- (s) The Company undertakes that it shall:
 - i. at all times, obtain and maintain, or cause to be obtained and maintained, in full force and effect (or where appropriate, renew) all clearances/ authorizations required for the purposes of the business and all transactions as contemplated by the Transaction Documents, non-procuring or non-renewal whereof shall have a Material Adverse Effect.
 - ii. attend to the complaints received in respect of the Debentures expeditiously and satisfactorily.
 - iii. if any of the Directors of the Company are added to any defaulter's list by any Governmental Authority, take immediate steps forthwith to remove such person from its Board.
 - iv. duly cause these presents to be registered in all respects so as to comply with the provisions of the Act and also cause these presents to be registered in conformity with the provisions of the Indian Registration Act, 1908 or any act, ordinance or regulation applicable in any part of India, by which the registration of deeds is required and generally do all other acts (if any) necessary for the purpose of assuring the legal validity of these presents.
 - v. have no objection and hereby agrees, confirms and undertakes that in the event the Company has failed to make a timely Repayment of the Obligations:

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- the Trustee shall, as the Trustee may deem appropriate and necessary, be entitled to disclose all or any:
 - information and data relating to the Company,
 - information or data relating to this Deed ;
 - default committed by the Company in discharge of the obligations under the Transaction Documents, to Credit Information Bureau (India) Limited (“CIBIL”) and any other agency authorised in this behalf by RBI;
 - CIBIL and / or any other agency so authorised may use, process the aforesaid information and data disclosed by the Trustee in the manner as deemed fit by them;
 - CIBIL and / or any other agency so authorised may furnish for consideration, the processed information and data or products thereof prepared by them, to the Trustee, and other credit grantors or registered users, as may be specified by RBI in this behalf;
 - the Trustee and/or RBI will have an unqualified right to disclose or publish the details of the default and the name of the guarantor (including its directors) as the case may be, as defaulters, in such manner and through such medium as the Trustee or RBI in their absolute discretion may think fit;
- (t) The Company agrees that no immunity (if acquired) shall be claimed by it or on its behalf with respect to its assets in any proceedings in relation to its obligations under the Transaction Documents and shall waive any such right of immunity which it or its assets has or may acquire. The execution of the Trust Deed constitutes, and the exercise of its rights and performance of and compliance with its obligations under the Trust Deed will constitute, private and commercial acts done and performed for private and commercial purposes.
- (u) The Company declares and undertakes that it has obtained the necessary permissions as may be required, for entering into the Transaction Documents, and shall execute the same within the time frame prescribed under the relevant SEBI regulations and circulars and furthermore, shall submit such Transaction Documents to the stock exchange for uploading on its website (as applicable), within 5 (five) days of execution of the same.
- (v) The company shall ensure that the Transaction Documents shall be validly executed and delivered to the Debenture Trustee and will continue in full force and effect and will constitute valid, enforceable and binding obligations of the Company.
- (w) The Debentures being issued as “Other forms of Capital”, net of hair cut as specified in Regulation 15 of the IRDAI (Other Forms of Capital) Regulations, 2022, as amended from time to time, shall be counted towards “Available Solvency Margin” of the Company.
- (x) The Company shall utilise the monies received upon subscription to the Debentures solely towards the Purpose and the Company shall not utilise such proceeds for any purposes which are prohibited under Applicable Law.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (y) The Company shall, pursuant to the provisions of the Act and the relevant rules thereunder, the provisions of the SEBI regulations, and the provisions of the IRDAI Regulations, make the necessary filings of the documents mandated therein with the Registrar of Companies and IRDAI within the timelines stipulated thereunder.
- (z) Each rating obtained by the Company with respect to the Debentures shall be reviewed at least once a year by the Rating Agency.
- (aa) The Company shall carry on and conduct its business as a going concern.
- (bb) The Company shall discharge its obligations under the Transaction Documents in a reasonable and prudent manner.
- (o) The Company shall ensure that the Debentures are rated by the Rating Agencies and continue to be rated by the Rating Agencies during the tenure of the Debentures.
- (p) The Company shall conduct yearly appraisal of the business performance with the business plan and report the same to IRDAI.

(ii) **NEGATIVE COVENANTS**

The Company hereby covenants with the Debenture Trustee that the Company shall not, until the Final Settlement Date, undertake the following:

- (a) The Company shall not, without prior intimation to the Debenture Trustee, make any change in the nature and conduct of its business (from what is being carried out as on the date hereof) , other than the objects as set out in its Memorandum of Association.
- (b) The Company shall not, without the prior consent of Special Majority of the Debenture holders acting through Debenture Trustee, undertake any action for change / reorganization of its capital that will result in the Adar Poonawalla's Rising Sun Group's shareholding in the Company reducing below 51%. Absence of any response within 30 Business Days of placing the request, shall mean a "Deemed Consent" by the Special Majority.
- (c) The Company shall not make any material modification to the structure of the Debentures in terms of coupon, Redemption, or otherwise without the prior approval of the stock exchange and such prior approval of the stock exchange would be obtained only after: (a) approval of the Board and the Debenture Trustee; and (b) complying with the provisions of Companies Act, 2013 including consent in writing of Debenture Holders holding three-fourths in value of that class of securities or such requisite percentage as per Applicable Law.. Further, any proposal of restructuring received by Debenture Trustee shall be communicated to Debenture Holder(s) immediately.
- (d) Save and except in normal course of business, the Company shall not, without the prior consent of the Debenture Trustee, make any investment by way of deposits, loans, bonds, share capital, or in any other form upon the occurrence of any Event of Default .

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(e) The Company shall not, without the prior consent of the Debenture Trustee, abandon or agree to abandon its business.

(f) The Company shall so long as the Debentures are outstanding, not declare any dividend to the shareholders in any year until the Company has paid or made satisfactory provision for the payment of the instalments of principal and interest due on the Debentures. Notwithstanding to the above, if the Company has defaulted in payment of interest or redemption of Debentures or in creation of Security in accordance with the terms of the Offer Document, any distribution of dividend shall require approval of the Trustee.

(g) The Company shall not, without the prior consent of the Debenture Trustee, carry out any amendments or alterations to the memorandum of association and articles of association, which would impact the consummation of the transactions contemplated under the Transaction Documents or otherwise prejudice/impact the rights/interest of the Debenture Holders.

(h) The Company shall not, without the prior consent of the Debenture Trustee, voluntarily wind up or liquidate or dissolve its affairs or make any filing for initiation of corporate insolvency resolution process or liquidation under the Insolvency and Bankruptcy Code, 2016 or under any other Applicable Laws.

(iii) **REPORTING COVENANTS**

a) The Company shall at the end of every calendar quarter within 45 days of the respective quarter or within 7 days of the relevant Board meeting whichever is earlier, submit to the Debenture Trustee a report confirming /certificate confirming the following:

- i. Updated list of names and addresses of all the Debenture Holder(s) and the number of Debentures held by the Debenture Holder (s)/Beneficial Owner(s);
- ii. Details of interest due but unpaid, if any, and reasons for the same;
- iii. Details of payment of interest made on the Debentures in the immediately preceding calendar quarter;
- iv. The number of grievances pending at the beginning of the quarter, the number and nature of grievances received from the Debenture Holder(s) during the quarter, resolved/disposed of by the Company in the quarter and those remaining unresolved by the Company and the reasons for the same; and

b) The Company shall promptly submit to the Debenture Trustee any information, as required by the Debenture Trustee including but not limited to the following:

- i. at the end of each year from the Deemed Date of Allotment, a certificate from the statutory auditors of the Company with respect to the use of the proceeds raised through the issue of

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Debentures. Such certificate shall be provided at the end of each year until the funds are fully utilized;

- ii. by no later than 30 (thirty) days from the Deemed Date of Allotment or within such earlier timelines as prescribed under Applicable Law, a certificate signed by an authorised officer of the Company confirming credit of dematerialized Debentures into the depository accounts of the Debenture Holder(s) within the timelines prescribed under the Applicable Laws
- iii. a half-yearly certificate along with half yearly results from the statutory auditor regarding compliance with all the covenants, in respect of listed non-convertible debt securities in the manner specified by SEBI from time to time;
- iv. on quarterly basis submit to Debenture Trustee a certificate by its statutory auditor regarding compliance with the financial covenants in relation to the Debentures ;
- v. within 15 (fifteen) days from the end of every half year (i.e. April 15 and October 15), submit a statement, to the stock exchange, where Debentures are listed, as well as to the Depository containing data in the format as prescribed in the SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021;
- vi. In case there is any modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc.as specified above, the Company shall, forthwith, inform the same to the Depository;
- vii. Issuer shall intimate to the stock exchanges, depositories and debenture trustees the status of payment of debt securities within one working day of payment/ redemption date;
- viii. While intimating the status of payment to debenture trustee(s), issuer shall also intimate to debenture trustee(s) that they have informed the status of payment or otherwise to the stock exchanges and depositories;
- ix. upon there being any change in the credit rating assigned to the Debentures, as soon as reasonably practicable thereafter, a letter notifying the Trustee of such change in the credit rating of the Debentures, and further also inform the Debenture Trustee promptly in case there is any default in timely payment of interest or Redemption amount or both, or there is a breach of any covenants, terms or conditions by the Company in relation to the Debentures under any Transaction Documents;
- x. intimations regarding all covenants of the issue (including side letters, accelerated payment clause, etc.)
- xi. The Company shall also disclose to the Debenture Trustee at the same time as it has intimated to the stock exchange, all material events and/or information as disclosed under Regulation 51 of the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 in so far as it relates

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

to the interest, principal, issue and terms of Debentures, rating, creation of charge on the assets, notices, resolutions and meetings of Debenture holder.

- xii. a copy of all notices, resolutions and circulars relating to:
 - a) new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities;
 - b) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings
- xiii. intimation to the Debenture Trustee (alongwith the stock exchange) if any of the following proposals being placed before the Board, at least 11 (eleven) Working Days in advance:
 - a) any alteration in the form or nature or rights or privileges of the Debentures;
 - b) any alteration in the due dates on which interest on the Debentures or the Redemption amount is payable; and / or
 - c) any other matter affecting the rights and interests of the Debenture Holder(s) is proposed to be considered.
- c) The Company shall promptly inform the Debenture Trustee of any disclosures made to the stock exchange in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which may have a bearing on the Debenture issue;
- d) The Company shall promptly inform the stock exchange(s) and the Debenture Trustee all information having bearing on the performance/operation of the Company, any price sensitive information or any action that may affect the payment of interest or Redemption of the Debentures in terms of Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) The Company shall give prior intimation to the stock exchange(s) with a copy to the Debenture Trustee at least two Working Days in advance, excluding the date of the intimation and the date of the meeting of the board of directors, about the information as required under Regulation 50 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) Promptly within 1(one) working day of the interest or principal or both becoming due, the Company shall submit a certificate to the stock exchange(s) alongwith the Debenture Trustee, that it has made timely payment of interests or principal obligations or both in respect of the Debentures and also upload the information on its website. While intimating the Debenture Trustee, the Company shall also confirm whether they have informed the status of payment or otherwise to the stock exchange(s) and Depository.
- g) The Company shall within 7 (seven) working days from the end of the quarter provide: (a) a certificate confirming the payment of interest/dividend/principal obligations for non-convertible

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

securities which were due in that quarter; and (b) the details of all unpaid interest/dividend/principal obligations in relation to Debentures at the end of the quarter.

- h) If default in payment of Debentures is continuing, the Company shall inform the Debenture Trustee the updated status of payment latest by the 2nd working day of April of each financial year, alongwith the intimation on the updated status of payment to the stock exchange(s) and the Depository. Further, the Company/Trustee shall also intimate the development, if any, that impacts the status of default of the Debentures (including restructuring, insolvency proceedings, repayment, etc.) to the stock exchange(s), Depository and Debenture Trustee within 1 (one) working day of such development. The aforementioned intimations shall be submitted until the Obligations are fully discharged or satisfied. The Company shall provide an undertaking to the Stock Exchange(s) on annual basis that all documents and intimations required to be submitted to Debenture Trustees in terms of Trust Deed and SEBI (Issue and listing of Non-Convertible Securities) Regulations 2021 have been complied with and furnish a copy of such undertaking to the Debenture Trustee for records.
- i) The Company shall promptly inform the Debenture Trustee the following details (if any):
 - a) corporate debt restructuring,
 - b) fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter; and / or
 - c) reference to National Company Law Tribunal or insolvency petitions (if any) filed by any creditor of the Company.
- j) In accordance with Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Issuer shall submit to Stock Exchange for dissemination along with the quarterly or annual financial results, the following line items along with the financial results:
 - A. debt-equity ratio.
 - B. debt service coverage ratio.
 - C. interest service coverage ratio.
 - D. outstanding redeemable preference shares (quantity and value) (if any and if applicable).
 - E. capital redemption reserve/debenture redemption reserve (as may be applicable).
 - F. net worth.
 - G. net profit after tax; and
 - H. earnings per share.
 - I. current ratio.
 - J. long term debt to working capital.
 - K. bad debts to account receivable ratio.
 - L. current liability ratio.
 - M. total debts to total assets.
 - N. debtor's turnover.
 - O. inventory turnover.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

P. operating margin (%).

Q. net profit margin (%); and

Provided that if the information mentioned above is not applicable to the listed entity, then Issuer shall disclose such other ratio/equivalent financial information, as may be required to be maintained under Applicable Laws, if any

- k) The Company shall notify the Trustee of any Event of Default (and the steps, if any, being taken to remedy it) promptly upon becoming aware of its occurrence .
- l) The Company shall furnish to the Trustee details of all grievances received from the Debenture Holder(s)/ Beneficial Owner(s) and the steps taken by the Company to redress the same. At the request of any Debenture Holder(s)/ Beneficial Owner(s), the Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress such grievance and shall, if necessary, at the request of any Debenture Holder(s)/ Beneficial Owner(s) representing not less than one-tenth in value of the nominal amount of the Debentures for the time being outstanding, call a meeting of the Debenture Holder(s).
- m) The Company shall promptly inform the Trustee of any major or significant change in composition of its Board, which may amount to change in control as defined in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- n) The Company shall inform the Debenture Trustee, of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company .
- o) The Company shall promptly supply certified copies to the Trustee of any authorisation required under any law or regulation to enable it to perform its obligations under the Transaction Documents (including, without limitation, in connection with any payment to be made hereunder) and to ensure the legality, validity, enforceability or admissibility in evidence in its jurisdiction of incorporation of the Transaction Documents.
- p) The Company undertakes to provide all such assistance (on best effort basis) to the Debenture Trustee as may be required including relevant documents/ information, as applicable, to enable the Debenture Trustee(s) to conduct continuous and periodic due diligence and monitoring of compliance with covenants, in the manner specified by SEBI from time to time. In this regard, in accordance with the SEBI Master Circular for Debenture Trustees, the Company undertakes and agrees to provide all relevant documents/information, as applicable, to enable the Debenture Trustee to submit the required reports/certifications to the stock exchange in accordance with the SEBI Master Circular for Debenture Trustees, as amended, updated, modified or restated from time to time. The Company shall supply to the Debenture Trustee a copy of annual report at the same time as it is issued along with a copy of certificate from the Company's statutory auditor in respect of utilisation of funds, at the end of each year from the Deemed Date of Allotment, till the time such funds are fully utilized. In case the Debentures are issued for financing working capital or general corporate purposes or for capital raising purposes, copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.
- q) The Company shall supply to the Trustee (sufficient copies for all Debenture Holder(s) if the Trustee so requests): (i) quarterly financial results within forty five (45) days of the end of each quarter , and

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (ii) the annual audited standalone financial statements for a financial year (along with documents specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including but not limited to statutory auditors report, directors' annual report, profit and loss accounts and a balance sheet) by no later than 60 (sixty) days from the end of the relevant financial year, in accordance with Applicable Laws .
- r) In case of initiation of forensic audit (by whatever name called) in respect of the Company, the Company shall provide following information and make requisite disclosures to the stock exchanges:
 - i. the fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; and
 - ii. final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
- s) The Company shall submit to the Debenture Trustee/stock exchange and the Debenture Holder(s) correct and adequate information (in the manner and format as requested by them or as required by Applicable Law) and within the time lines and procedures specified in the SEBI Regulations, Act, circulars, directives and/or any other Applicable Law.
- t) The Company shall furnish the following to the Debenture Trustee:
 - i. its duly audited annual accounts, within 180 (One Hundred and Eighty) days from the close of its accounting year;
 - ii. copy of the un-audited or audited financial results on a half yearly basis on the same day the information is submitted to stock exchanges i.e. within 45 (Forty-Five) days from the end of the half year or within such timelines as prescribed under Applicable Law;
 - iii. a certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed toward the proposed end-uses;
 - iv. all information/ documents required to be submitted to the Debenture Trustee, to enable it to carry out the due diligence and make the necessary disclosures on its website, in terms of the SEBI circular dated March 31, 2023 and bearing number SEBI/HO/DDHS/P/CIR/2023/50.
- u) The Company shall:
 - i. supply to the Trustee (with sufficient copies for all Debenture Holder(s) if the Trustee so requests) all documents despatched by it to its shareholders (or any class of them) or its creditors generally at the same time as they are despatched;
 - ii. promptly upon becoming aware, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), the details of any event which may have a Material Adverse Effect;

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- iii. promptly upon becoming aware, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), the details of the existence of any event or condition or claim which permits, or with the passage of time, will permit, the Company to abandon the business;
- iv. at the end of every financial year, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), a certificate from a statutory auditor confirming the due maintenance of a Debenture Redemption Reserve as per the provisions of Applicable Law;
- v. at the end of every financial year, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), a certificate from a statutory auditor confirming the due maintenance of a Debenture Redemption Reserve as per the provisions of Applicable Law;
- vi. promptly, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), notice of any change in its authorised signatories (in connection with the Transaction Documents), signed by one of its directors or its company secretary, whose specimen signature has previously been provided to the Trustee, accompanied (where relevant) by a specimen signature of each new signatory;

(iv) **FINANCIAL TERMS AND CONDITIONS**

a) DEBENTURES TO RANK *PARI PASSU*

The Debentures shall rank *pari passu*, inter se, without any preference or priority of one over the other or others of them and the Company shall pay and discharge all its liabilities to the Debenture Holders under the Debenture Trust Deed without any preference or priority of one over the other or others of them.

b) BUSINESS DAY CONVENTION / DUE DATE OF PAYMENT

If any of the Coupon Payment Date(s) (other than on Redemption Date) fall on a day which is not a Business Day, or any day on which Real Time Gross Settlement (RTGS) or high value clearing does not take place in Mumbai, for any reason whatsoever, the payment due on such date may be made on the immediately succeeding Business Day however: (i) the dates of the future Coupon payments would be as per the schedule originally stipulated at the time of issuing the Debentures. In other words, the subsequent Coupon schedule would not be disturbed merely because the payment date in respect of one particular Coupon payment has been postponed earlier because of it having fallen on a day which is not a Business Day; and (ii) the amount of Coupon to be paid would be computed as per the schedule originally stipulated at the time of issuing the Debentures.

If the Due Date for redemption/call option of the Debentures falls on a day which is not a Business Day, all Payments in respect of the redemption amount/call option (along with Coupon accrued on the Debentures until but excluding the date of such payment) shall be made on the immediately preceding Business Day

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

c) COUPON AND INTEREST ON APPLICATION MONEY

• **Interest on application money**

As the Issue is pursuant to the Electronic Book Mechanism Guidelines, the Pay-In Date and the Deemed Date of Allotment fall on the same date, and accordingly payment of interest on application money is not required.

• **Coupon on Debentures**

Coupon on the Outstanding Principal Amount shall accrue at the Coupon Rate daily from the Deemed Date of Allotment until the Debentures are repaid in full. Coupon shall be payable to the Debenture Holders on each Coupon Payment Date; Provided however, that the payment of the Coupon by the Company shall be subject to the following terms and conditions:

- (i) the Coupon on the Debentures shall be charged to the profit and loss account of the Company, and dividend on preference shares shall be paid out of distributable profit of the shareholders.
- (ii) the prior approval of IRDAI shall be required for payment of Coupon for a financial year if the Issuer's solvency is below the minimum Control Level of Solvency or the impact of accruing or paying such Coupon would result in the Control Level of Solvency of the Issuer, falling below or remaining below minimum regulatory requirements prescribed by IRDAI or where the impact of accrual or payment of Coupon results in net loss or increases the net loss of the Issuer.

It is hereby explicitly clarified that any non-payment of Coupon on the Debentures or the payment of any Coupon in the subsequent financial years or the cancellation of servicing of the Debentures by the Company in the manner set out hereinabove shall not be construed to be an Event of Default or be construed to be a breach of the Transaction Documents of any manner and no restriction or obligation on the Company of any kind whatsoever shall be imposed or be deemed to have been imposed on the Company, including any obligation to pay any additional interest, upon the occurrence of such an event except that the Company shall not distribute any dividend to its equity shareholders.

• **Payment of Coupon**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted in respect of the Debentures at source. For seeking tax deduction at source ("TDS") exemption/lower rate of TDS, relevant certificate/document must be lodged by the Debenture Holders at the registered office of the Company at least 15 (Fifteen) days before the relevant Due Date. The Company retains the right to modify the procedure for submission of the relevant documents required for any Debenture Holder to claim any tax exemption.

• **Computation of Coupon and Other Charges**

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Coupon and all other charges shall accrue based on actual/actual day count convention in accordance with the SEBI circular on day count convention dated November 11, 2016, as may be amended from time to time.

d) PRINCIPAL PAYMENT DATE(S)

The principal amount of the Debentures shall be payable by the Company on the Maturity Date (or earlier upon the exercise of the Call Option on the Call Option Payment Date), subject to adjustments on account of Business Day Convention, in the manner set out in the cashflows disclosed in the Placement Memorandum.

e) REDEMPTION

The Outstanding Principal Amount of the Debentures, together with accrued but unpaid Coupon and additional interest payable in terms of the Debenture Trust Deed, if any, will be redeemed at par, on the Redemption Date. The Debentures will not carry any obligation, for Coupon or otherwise, after redemption has occurred and all amounts due have been paid. It is hereby clarified that no incentive shall be payable on redemption of Debentures on any Redemption Date.

f) CALL OPTION

The Issuer shall have the right (but not the obligation) to exercise a Call Option in respect of all or part of the Debentures on any Call Option Payment Date, without the prior approval of IRDAI, provided that prior approval of IRDAI shall be required to be obtained by the Issuer, if after exercising such Call Option, the solvency position of Company is not, at least 20% above the Control Level of Solvency (i.e. $1.50 + 20\% \text{ of } 1.50 = 1.80$).

- The Company shall send a notice to the Debenture Holder(s) in writing (with a copy marked to the Debenture Trustee) at least 21 (Twenty One) calendar days prior to the relevant Call Option Payment Date, communicating either (a) the intent of the Company to exercise the Call Option on the Call Option Payment Date or (b) the intent of the Company not to exercise the Call Option on the Call Option Payment Date ("Call Option Notice").
- The Company shall simultaneously also provide a copy of the Call Option Notice to the Stock Exchange for dissemination on its website.
- Upon the issuance of the Call Option Notice by the Company and if the Company has in the Call Option Notice indicated its intention to exercise the Call Option on the Call Option Payment Date, the Company shall on the Call Option Payment Date, redeem the Debentures by crediting to the beneficiary account of the Debenture Holder(s), the Redemption Amount or the relevant proportion of the Redemption Amount in respect of the Debentures.
- Subject to IRDAI regulations, the Company shall also pay interest at the rate of 15% (Fifteen Percent) per annum for the period of delay in making payment of the Redemption Amount or the relevant proportion of the Redemption Amount on the Call Option Payment Date if the

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Company has exercised its Call Option and any other period of delay, if any, as per the terms of and in accordance with the SEBI Debt Listing Regulations.

- If the Company has exercised its Call Option right, then after the completion of such exercise of the right of Call Option, the Company shall submit the report to the Stock Exchange and inform the Debenture Trustee and the Depositories, in the manner and upon the terms and conditions as set out in the SEBI Debt Listing Regulations.
- The Company shall inform IRDAI of the Call Options exercised, within 15 (fifteen) days from the date of communication of exercise of the Call Option.

g) EARLY REPAYMENT

The Company shall not redeem the Debentures in full or in part, otherwise than on any Redemption Date, without the prior consent of IRDAI and Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, in case any Debenture Holders are Foreign Portfolio Investors). Any such premature redemption shall also be subject to the applicable IRDAI Regulations and RBI guidelines, in case any Debenture Holders are Foreign Portfolio Investors.

It is hereby clarified that if the Debenture Trustee, pursuant to exercising its right available under *Consequences of Events of Default* of the Trust Deed, requires the Company to repay the Debentures prior to the Maturity Date, then any such repayment of the Debentures prior to the Maturity Date shall be subject to Applicable Law and receipt of prior approval from IRDAI (and RBI, if required under Applicable Law for any Debenture Holder which is a Foreign Portfolio Investor) for effecting the repayment.

It is also hereby clarified that no incentive shall be payable on any early redemption of Debentures.

h) RESTRICTION ON PREFERENTIAL PAYMENTS

The claims of the Debenture Holders shall be superior to the claims of the investors in preference shares and equity shares, in that order, but shall be subordinated to the claims of the policyholders and all other creditors. However, the Debentures shall rank *pari passu*, inter se, and the Company shall pay and discharge all its liabilities to the Debenture Holders under Debenture Trust Deed without preference or priority of one over the other.

i) PLACE AND MODE OF PAYMENT BY THE COMPANY

All Payments payable by the Company to the Debenture Holder(s) shall be paid to the Debenture Holders as on the Record Date and in case of joint holders of Debentures, to the one whose name stands first in the Register of Debenture Holder(s) in Indian Rupees by other electronic mode of transfer like ECS/RTGS/NEFT/EFT/Direct Credit, at the sole risk of the Debenture Holders and to such bank account within India as the Debenture Holder(s) intimate the Company in writing and available with the registrar and transfer agent.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

j) TRANSFER OF DEBENTURES

- A. Transfer and transmission of the Debentures shall be subject to the Depositories Act 1996, the rules made thereunder, the by-laws, rules and regulations of the Depositories as amended from time to time.
- B. The Debentures shall be freely transferable and transmittable by the Debenture Holder(s) in whole or in part only to the Eligible Investors. Any transfer of the Debentures made in contravention of this condition shall not be recognised by the Company. The Debenture Holder(s) shall also have the right to novate, transfer or assign its rights and/or the benefits under the Transaction Documents upon such transfer/transmission of the Debentures.
- C. It is clarified that the Company shall not assign any of the rights, duties or obligations under Debenture Trust Deed or in relation to the Debentures without the prior written consent of the Debenture Trustee (acting on the instructions of the Majority Debenture Holders).

k) DEBENTURES FREE FROM EQUITY

The Debenture Holder(s) will be entitled to their Debentures free from equities or cross claims by the Company against the original or any intermediate holders thereof; provided however that, in case any monies are due and payable from the Debenture Holder(s) to the Company in respect of any transactions other than that contemplated herein, the Company shall be entitled to set off such monies against the Outstanding Principal Amounts owed by the Company in respect of the Debenture(s) held by such Debenture Holder(s).

l) DEBENTURE HOLDER(S) NOT ENTITLED TO SHAREHOLDERS' RIGHTS

The Debenture Holder(s) will not be entitled to any of the rights and privileges available to the shareholders including right to receive notices of or to attend and vote at general meetings of the Company, other than those available to them under the relevant statutes.

m) ISSUANCE OF DEBENTURES

The Company shall issue Debentures in dematerialized form on a private placement basis to the Debenture Holders in accordance with the relevant provisions of the Act, the Depositories Act and the rules, regulations, guidelines, directions, and any other notification issued in this regard by SEBI and IRDAI.

n) VARIATION OF DEBENTURE HOLDER(S)' RIGHTS

The rights attached to the Debentures may be varied, modified or abrogated as may be mutually agreed upon between the Company and the Debenture Trustee. Provided however that the Debenture Trustee shall not agree to any such variation, modification or abrogation without the consent of the Majority Debenture Holder(s) by Special Resolution.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

o) DECISIONS OF THE DEBENTURE HOLDER(S)

The Debenture Trustee shall, unless otherwise provided for in the Transaction Documents, seek written instructions from the Debenture Holder(s) and only upon receipt of the written instructions from the Majority Debenture Holder(s) for the time being outstanding, or by a Special Resolution duly passed at a meeting of the Debenture Holder(s) convened in accordance with the provisions set out in **Schedule III** (*Provisions for the Meeting of the Debenture Holder(s)*) hereto, exercise such rights and perform such duties and obligations referred to under the Trust Deed.

p) TAXATION

- A. As per the existing tax laws, tax will be deducted at source at the rate for the time being prescribed by the Income Tax Act, 1961.
- B. The Company shall deliver to the Debenture Holder(s), evidence or certificate of the taxes deducted at source within the time frame prescribed under the law.
- C. For seeking TDS exemption / lower rate of TDS, relevant certificate / document must be lodged by the Debenture Holder(s) at the corporate office of the Company at least 15 (Fifteen) days before the interest payment becoming due. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money should be submitted along with the application form.

q) FURTHER BORROWINGS

The Company shall be entitled to make further issue of Debentures and/or raise further loans and/or avail of further deferred payment/guarantee facilities from time to time for such amounts and from such persons/public financial institutions/banks or any other financial corporations or body corporate on such basis as may be agreed with such lender, without the consent of the Debenture Holders, subject to compliance with Applicable Laws.

r) DISCHARGE OF THE LIABILITY OF THE COMPANY IN RELATION TO THE DEBENTURES

Payments made in accordance with Amount of Debentures and Covenant to Pay of Part A of the Trust Deed, shall be considered a legal discharge of the liability of the Company towards the Debenture Holder(s). On such payment being made, the Company will inform the Depositories and accordingly the account of the Debenture Holder(s) with the Depositories will be adjusted. The Company's liability to the Debenture Holder(s) in respect of all their rights including for Payments or otherwise shall cease and stand extinguished upon the payment by the Company of the full principal amount and any Coupon that has accrued thereon up to the Final Settlement Date, and any other amounts due, including additional interest (if any), by the Company. Upon crediting the accounts of the Debenture Holder(s) towards the payments as specified in Amount of Debentures and Covenant to Pay of Part A of the Trust Deed in respect of the Debentures, the liability of the Company shall stand extinguished.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION N

RISK FACTORS

DISCLAIMER: PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THE PLACEMENT MEMORANDUM HAS BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE COMPANY. THE COMPANY MAY BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE COMPANY DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE COMPANY IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE COMPANY REQUIRED TO CHECK OR CONFIRM THE SAME.

PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THESE KEY RISKS ASSOCIATED WITH THE DEBENTURES

The following are the risks relating to the Issuer, the Debentures and the market in general envisaged by the management of the Issuer. Potential investors should carefully consider all the risk factors stated in this Placement Memorandum for evaluating the Issuer and its business and the investment in the Debentures before making any investment decision relating to the Debentures. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Debentures but does not represent that the statements below regarding risks of holding the Debentures are exhaustive. Headings are inserted / used for convenience only and shall not affect the construction of this Placement Memorandum. Potential investors should also read the detailed information set out elsewhere in this Placement Memorandum and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Issuer's business, financial conditions and results of operations could suffer and, therefore, the value of the Debentures could decline and/or the Issuer's ability to meet its obligations in respect of the Debentures could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures and/or the Issuer's ability to meet its obligations in respect of the Debentures.

These risks and uncertainties are not the only issues that the Issuer faces. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently believes to be immaterial may also have a material adverse effect on its financial condition or business.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Debentures, but the inability of the Issuer, as the case may be, to pay principal or other amounts on or in connection with any Debentures may occur for other reasons.

1. RISKS RELATED TO THE DEBENTURES

(a) Repayment is subject to the credit risk of the Issuer

Potential investors should be aware that receipt of the redemption amount and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

(b) Changes in interest rates may affect the price of Debentures

All securities where a fixed rate of interest is offered, such as this Issue, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e., when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the pricing of the Debentures.

(c) Credit Risk and Rating Downgrade Risk

The Rating Agency, CRISIL Ratings (CRISIL Ratings Ltd) had assigned the credit rating of CRISIL AA with Stable Outlook to the Debentures on October 12, 2023. The rating was revalidated on December 14, 2023

The Rating Agency, Care Edge Ratings (CARE Ratings Ltd) had assigned the credit rating of CARE AA with Stable Outlook to the Debentures on September 5, 2023. The rating was revalidated on December 19, 2023.

In the event of deterioration in the financial health of the Issuer, there is a possibility that the Rating Agency may downgrade the rating of the Debentures.

In such cases, potential investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per the applicable norms. The rating is not a recommendation to purchase, hold or sell the Debentures in as much as the ratings do not comment on the market price of the Debentures or its suitability to a particular investor. There is no assurance either that the rating will remain at the same level for any given period of time or that the rating will not be lowered or withdrawn entirely by either of the Rating Agency. In the event of deterioration in the rating of the Debentures, the investors may have to take loss on revaluation of their investment.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(d) The secondary market for Debentures may be illiquid

The Issuer intends to list the Debentures on the WDM segment of BSE Limited. The Issuer cannot provide any guarantee that the Debentures will be frequently traded on the Stock Exchange and that there would be any market for the Debentures. It is not possible to predict if and to what extent a secondary market may develop for the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading. Further, the Issuer may not be able to issue any further Debentures, in case of any disruptions in the securities market.

(e) Material changes in regulations to which the Issuer is subject could impair the Issuer's ability to meet payment or other obligations.

The Issuer is generally subject to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

2. GENERAL RISKS

a) Regulatory considerations in respect of the Debentures

The Debentures shall be in the nature of "Subordinated Debt" in terms of the IRDAI Regulations and accordingly, (a) the claims of the holders of the Debentures shall be superior to the claims of the investors in preference shares and equity shares issued by the Issuers in that order but shall be subordinated to the claims of the policyholders and all other creditors of the Issuer; and (b) the Debentures shall neither be secured nor covered by a guarantee of the Issuer or other arrangements that legally or economically enhance the seniority of the claims as against the claims of the Issuer's policyholders and creditors.

Further, in accordance with IRDAI Regulations, (i) the Coupon on the Debentures shall be charged to the profit and loss account of the Issuer (ii) The Insurer shall require prior approval of the Authority for payment of interest on Subordinated Debt for any financial year if: a) The solvency is below the minimum Control Level of Solvency; or b) The impact of such accrual or payment would result in the Control Level of Solvency falling below or remaining below the regulatory requirement specified by the Authority; or c) The impact of accrual or payment of interest results in net loss or increases the net loss. It is to be noted that such approval, if applicable, is at the discretion of IRDAI. Further the cancellation of servicing of the Debentures by the Issuer in the manner set out hereinabove shall not be construed to be an Event of Default or be construed to be a breach of the Transaction Documents in any manner and no restriction or obligation on the Issuer of any kind whatsoever, including any obligation to pay additional interest, shall be imposed or be deemed to be imposed on the Issuer upon the occurrence of such an event except that the Issuer shall not distribute any dividend to its equity shareholders.

Any payment of additional interest contemplated under the Transaction Documents shall be subject to the IRDAI Regulations and the IRDAI Approval.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Potential investors should also note that in case the Issuer wishes to exercise the Call Option, the prior approval of the Authority will be required, if after exercising such call option, the solvency position of insurer is not, at least 20% above the Control Level of Solvency (i.e. $1.50 + 20\% \text{ of } 1.50 = 1.80$). Further, IRDAI shall, before providing such approvals, amongst other things, takes into consideration the Issuer's solvency position both at the time of exercise of the Call Option and after exercise of the Call Option. It is to be noted that such approvals, if applicable, are at the discretion of IRDAI.

For more details on the aforementioned issues, please refer to Section L of this Placement Memorandum and the terms set out in other Transaction Documents..

b) Tax considerations and legal considerations

Special tax considerations and legal considerations may apply to certain types of investors. Potential investors are urged to consult with their own financial, legal, tax and other advisors to determine any financial, legal, tax and other implications of this investment.

c) Accounting considerations

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

d) Legality of purchase

Potential investors in the Debentures will be responsible for the lawfulness of the acquisition of the Debentures, whether under the laws of the jurisdiction of their incorporation or the jurisdiction in which they operate or for compliance by that potential investor with any law, regulation or regulatory policy applicable to it.

e) Political and economic risk in India

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

3. RISKS RELATED TO THE BUSINESS OF THE ISSUER

(a) Inherent uncertainty in the Issuer's nature of business and related pricing, reserving and operational risks.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

The Issuer is involved in the general insurance business and there are inherent uncertainties in the nature of business with respect to the quantum of liability and the timing of the liability of the Issuer towards its policy holders. Accordingly, there are possibilities that the premium charged for the insurance may not be adequate to cover the losses incurred by the Issuer in its insurance business. Even though the Issuer's product pricing is based on assumptions and estimates for future claim payments available with the Issuer or derived by or provided to the Issuer, if the Issuer's actual claim payments are higher than expected, then it might have a material adverse effect on its business, results of operations and financial condition. In addition, there is a higher degree of uncertainty in the assumptions used in the Issuer's new products because of the lack of availability of historical data in relation to new products.

Further, the business of the Issuer also has certain inherent operational risks such as human errors, inadequate technological framework, cyber security, failure of technology/ interruption in information technology services etc., which may also have a material adverse effect of the business and financial condition of the Issuer.

(b) If actual claims experience and other parameters are different from the assumptions used in pricing the Issuer's products and setting reserves for its products, it could have a material adverse effect on its business, results of operations and financial condition.

As is customary in the general insurance industry, the Issuer's product pricing is based on assumptions and estimates for future claim payments and these assumptions are derived from its historical experience, industry data and data from reinsurers. If the actual claim payments are higher than expected, then the financial results from the Issuer's operations could be adversely affected. While the Issuer derives information from industry sources, historical experience and market and industry data, the quality of information available to the Issuer at the time of pricing may not be independently verifiable.

The Issuer establishes and carries reserves as balance sheet liabilities to pay future claims to the policyholders. Due to the nature of the underlying risks and the high degree of uncertainty associated with the determination of the liabilities for unpaid claims, the Issuer cannot precisely determine the amount that it will ultimately pay to settle these liabilities. These amounts may vary from the estimated amounts, particularly when payments may not occur until well into the future. In addition, actual experience, such as frequency of accidents, severity of claims, expense and medical inflation etc., can be different from the assumptions used when the Issuer establishes reserves for and prices its products or otherwise uses such assumptions in the conduct of its business. Significant deviations in actual experience from its assumptions could materially and adversely reduce its profitability.

(c) Adequacy of the reserves cannot be assured and an inadequacy in the same may materially impact the business and financial condition of the Issuer.

While the Issuer maintains certain reserves in relation to its foreseeable liabilities, there can be no assurance with respect to adequacy of such reserves. The quantum of such reserves is a function of internal assessment of the Issuer and depends on various factors such as past claims, number of policy holders, nature of policies of the Issuer, geographical concentration of the policyholders etc. In the event that the reserves available with the Issuer for any of its liabilities are not adequate, it may result in material adverse effect on the business and financial condition of the Issuer.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(d) Reinsurance Risks

The pricing and coverage of the risks under these reinsurance contracts is dependent on various factors including, without limitation, the market practice, regulatory requirements, and economic conditions. Inadequacy of the coverage under the reinsurance contracts may materially affect the Issuer's business and financial condition. The Issuer may be unable to obtain external reinsurance on a timely basis at reasonable costs.

Although reinsurance makes the reinsurer liable to the Issuer for the risk transferred, it does not discharge Issuer's liability to policyholders. As a result, the Issuer is exposed to credit/default risk with respect to reinsurers. If reinsurers do not pay amounts owed on a timely basis or at all, due to bankruptcy, lack of liquidity, economic downturns, operational failure, fraud or other reasons beyond our control, and we may be forced to discharge any related liability to policyholders by means other than the reinsurance proceeds, which would have an adverse effect on Issuer's financial condition, results of operations and cash flows.

Further, the Issuer's business makes the Issuer vulnerable to the liabilities on occurrence of any catastrophic or unpredictable events such as pandemics, epidemics, industrial hazards, biological hazards, wars, riots, acts of terrorism, heat waves, floods, tsunamis, hurricane, tornado, earthquake or any other natural or other type of disaster or unpredictable event. Occurrence of any such event may result in material increase in the claims of the policyholders of the Issuer. The Issuer buys adequate reinsurance coverage to protect it against such events. However, the purchase of its reinsurance coverage is based on modelled loss for exposure retained by the Issuer after its reinsurance cession. Modelled loss in various return periods is calculated by third party professionals in this field and in excess of the return period as mandated by the Regulation or best market practices. If the Issuer's estimates of modelled losses are incorrect and/or if there is a loss in excess of the corresponding amount, the Issuer would have inadequate reinsurance coverage and may suffer outsized losses. In addition, the Issuer may be unable to purchase a reinstatement for catastrophic reinsurance at reasonable prices in a hardening reinsurance market, or at all, after the occurrences of severe catastrophes, which would expose the Issuer to losses in case of future catastrophes in the same policy period. Such reinsurance arrangements are also subject to standard exclusions and any loss falling within the purview of such exclusion may have a material impact on the financial position of the Issuer.

(e) Litigation Risk:

Litigation is the risk resulting from legal action against the Issuer which may arise out of its dealings with customers, vendors, employees and various other third parties, tax positions and various other corporate actions included but not limited to its obligations under various statutory and regulatory requirements.

We confirm that there are no pending litigation proceedings involving us, which are not in the ordinary course of business, the outcome of which may have a material adverse effect on the financial position of the Issuer, except as mentioned below:

- (i) A litigation is pending against the Issuer, filed by one of the Indian Insurers with regard to a Crop Reinsurance arrangement for recovery of a principal amount of Rs. 61 crores plus interest thereon. The Issuer has disputed the admissibility of the claim and is taking necessary steps for defending the case.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (ii) In November 2021, the Enforcement Directorate (“ED”), Kolkata, issued an order imposing a penalty of Rs. 60 crores on the Issuer and Rs. 10 crores each on two directors of the Issuer for alleged violation of provisions of Foreign Exchange Management Act (FEMA) with respect to the initial capital raise in Financial Year 2012-13. The Issuer and its two directors (“Writ Petitioners”) had filed writ petitions challenging the impugned order before the Hon'ble Calcutta High Court. In January 2022, the Hon'ble Calcutta High Court admitted the Writ and granted interim reliefs in favour of the Issuer and its two directors and stayed the operation of the ED Order.

In April 2023, in order to achieve expeditious closure of the matter, the Issuer filed an application with High Court seeking closure of the ED proceedings with offer of the payment of Rs.80 crores to ED by Celica Developers Pvt Ltd (Celica), one of the promoters of the Issuer, seeking discharge of the Issuer and its two directors of all obligations under the impugned Order or any of the findings therein without in any manner admitting or accepting the findings of the impugned Order.

On July 05, 2023, High Court has passed the final order accepting the payment of Rs.80 crores by Celica thereby discharging the Issuer and two of its directors of all obligations under the impugned order and bringing a closure to all allegations of violation of the FEMA Act, the Rules and Regulations framed thereunder.

Celica has deposited the amount as per the directions of the High Court.

Further, on an application made for transfer of shares by shareholders of Jaguar Advisory (one of the promoters of the Company) to Mr. Sanjay Chamria, the IRDAI has in its letter dated October 17, 2023, stated that in view of the penalty imposed by Enforcement Directorate on Mr. Chamria, he is not found to be ‘Fit and Proper’ as per the Reg. 6(2) read with the criteria specified in Schedule 1 of IRDAI (Registration of Indian Insurance Companies) Regulations, 2022.

However, the Calcutta High Court vide its order dated July 5, 2023 has specifically stated the following –

“... Considering the peculiar facts involved, in the interest of justice, leave is granted to the writ petitioners to pay to the ED the amount of Rs. 80 Crores as penalty through Celica. Upon payment by Celica of the aforesaid amount, the Writ Petitioners shall stand discharged of all obligations under the Impugned Order and all allegations of violation of the FEMA Act, the Rules and Regulations framed thereunder shall stand closed.

.....

With these directions, the writ petitions and all pending applications are disposed of. It is further clarified that the payment of Rs. 80 crores by Celica shall not amount to any admission or acceptance of violation of any law by the writ petitioners and/or Celica” (Emphasis ours)

The HC Order further states that

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

"It is clarified that upon the writ petitioners being discharged, the said order shall not be treated as being prejudicial to the interests of the writ petitioners by any regulatory/ statutory authorities in their course of conducting their business and/or seeking any regulatory compliances/approval." (Emphasis Ours)

In light of the HC order, the Company has received legal opinion that the finding of Mr. Chamria to be not fit and proper solely on the ground of the penalty imposed by the Enforcement Directorate and without addressing the Calcutta High Court Order, may be in contradiction with the Calcutta High Court Order. The Company, accordingly as per legal advice received by it, intends to file an application with IRDAI seeking a reconsideration of its 'Fit & Proper' findings.

It may be noted that despite the above developments, the possibility of ED reopening the proceedings later or IRDAI not responding positively to the Company's proposed application with respect to "Fit and Proper" criterion cannot be ruled out. Reopening of the matter or IRDAI's refusal to Company's proposed application could have a material adverse effect on Issuers ability to raise capital impacting its business, operations and prospects.

- (iii) During the Financial Year 2015-16, Service Tax authorities had initiated an industry wide investigation on account of alleged ineligible Cenvat credit of service tax on infrastructure service payments to motor dealers. In July 2020, the Issuer received a Show Cause Notice (SCN) from the tax authorities alleging incorrect claim of Cenvat credit of service tax for the period April 01, 2013, to June 30, 2017, amounting to RS. 25.03 crores along with interest. The Issuer has challenged the SCN in the High Court of Calcutta on various grounds such as invalidity of the investigation, improper issuance of SCN, no revenue loss to the exchequer, challenging the limitation period, incorrect computation of amount etc. The matter is currently pending with the division bench of the High Court of Calcutta. The issuer cannot assure a positive outcome on the matter. A negative outcome could have a material adverse effect on its cashflows, financial condition, results of operations and prospects.
- (iv) In July 2023, Haryana Good and Services Tax ("GST") authorities have issued a pre-show cause notice to the Issuer with respect to supply of services between Distinct Persons (from one branch office to another branch office of the Issuer) for the period July 01, 2017, to March 31, 2019, for an amount of Rs. 6.47 crores plus interest. The matter is currently pending with the tax authorities. As per the GST Department's circular issued in August 2023, there is no implication on the company, however, the issuer cannot assure a positive outcome on the matter. A negative outcome could have an adverse effect on its cashflows, financial condition, results of operations and prospects.
- (v) In September 2023, GST authorities have issued a show cause notice to the Issuer with respect to chargeability of GST on co-insurance premium (follower) and re-insurance commission for the period July 01, 2017, to March 31, 2022, for an amount of Rs. 148 crores plus interest. This is an industry wide issue, and the industry has made a representation to the Revenue authorities to recognise the industry trade practices and issue necessary clarifications in this regard. The matter is yet to be concluded. The issuer cannot assure a positive outcome on the matter. A negative outcome could have a material adverse effect on its cashflows, financial condition, results of operations and prospects.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (vi) During the Financial Year 2021-22, GST authorities had initiated an industry wide investigation on account of alleged ineligible input tax credit where claims are settled to insured and applicability of GST on salvage adjusted on motor claims settled from July 2017 onwards. The GST authorities have summoned the Company officials and gathered the requisite information. The matter is currently pending with the tax authorities. The Company is yet to receive any order/demand show cause notices under the proceedings. The issuer cannot assure a positive outcome on the matter. A negative outcome could have a material adverse effect on its cashflows, financial condition, results of operations and prospects.
- (vii) During the Financial Year 2022-23, GST authorities had initiated an industry wide investigation on account of alleged ineligible input tax credit on marketing and manpower expenses incurred from July 2017 onwards. The GST authorities have summoned the Company officials and gathered the requisite information. The Issuer has deposited a sum of Rs. 10 crores with GST department, under protest. The Issuer is yet to receive any order/demand show cause notices under the proceedings. The issuer cannot assure a positive outcome on the matter. A negative outcome could have a material adverse effect on its cashflows, financial condition, results of operations and prospects.
- (viii) During the Financial Year 2022-23, Income Tax authorities had initiated an industry wide investigation into industry practices with regard to payment of marketing and manpower expenses. In January 2023, summons were issued to certain employees of the Issuer directing them to appear before tax authorities for a personal hearing. The matter is currently pending with the tax authorities. The Issuer is yet to receive any order/demand show cause notices under the proceedings. The issuer cannot assure a positive outcome on the matter. A negative outcome could have a material adverse effect on its cashflows, financial condition, results of operations and prospects.

Apart from the above, during the normal course of business, various notices are issued by the Tax Authorities seeking information which may eventually culminate into a show cause notice on the Issuer and result into cash outflows. The Issuer attends to such inquiries as deemed appropriate in each case. A negative outcome could have a material adverse effect on its cashflows, financial condition, results of operations and prospects.

(f) Regulatory Risk:

The Issuer requires certain approvals, licenses, registrations and permissions for operating its business, including registration with the IRDAI as a general insurance company. Further, such approvals, licenses, registrations and permissions must be maintained/renewed over time, applicable requirements may change, and the Issuer may not be aware of or comply with all requirements all of the time. Additionally, the Issuer may need additional approvals from regulators to introduce new insurance and other products. In particular, the Issuer is required to obtain a certificate of registration from IRDAI for carrying on general insurance business in India that is subject to numerous conditions. In addition, its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishments laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If the Issuer fails to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, its business may be adversely affected. If the Issuer fails to comply, or a regulator claim that it has not complied, with any of these conditions, the Issuer's certificate of registration may be cancelled, and it shall not be able to carry on such activities. If the Issuer fails to comply with the

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Insurance Act, 1938 or the rules and regulations made thereunder, it may attract penal provisions under the Insurance Act for noncompliance.

The insurance companies are subject to reviews and inspections for verifying the compliance against various regulations, guidelines, notifications and circulars issued by IRDAI, from time to time. As part of its regulatory duties, powers and functions, IRDAI also keeps communicating with insurance companies for seeking information about various compliances.

The Issuer will need to make investments in Health vertical, Advertisement, Publicity and Branding, IT & Office Infrastructure, Procurement Cost and Human Resources by incurring the required capital and operating expenditure for business growth. We expect this process to continue for next 2 to 3 years. As a result of the above, the Issuer is likely to breach the Expense of Management (EOM) limits in the financial year 2023-24. The Issuer has made an application to IRDAI for seeking forbearance for FY 2022-23 on which reply is awaited from IRDAI. For FY2023-24, as per Insurance Regulatory and Development Authority of India (Expenses of Management of Insurers transacting General or Health Insurance business) Regulations, 2023, the company has submitted 3-year business plan to Authority to grant forbearance.

IRDAI has issued IRDAI (Expenses of Management of Insurers transacting General or Health Insurance business) Regulations, 2023 (EOM Regulations 2023). As per the EOM Regulations 2023, the Authority has specified EOM limit for general insurance companies at 30% of GWP. In case of an insurer having actual expenses of management more than the allowable expenses of management for the financial year 2022-23, the Authority, having regard to the business model of the insurer, may grant forbearance, subject to the confirmation by its board that it shall bring its actual expenses within the allowable limits, within a period of 3 years i.e., by the financial year 2025-26. If for any reason IRDAI rejects the Issuer's application it is likely to have bearing on the future business plans of the Issuer.

The Authority has observed a violation of IRDAI (Insurance Surveyors and Loss Assessors) Regulations, 2015 and IRDAI Guidelines for Corporate Governance for insurers in India-2016 and imposed a penalty of Rs.28 Lakhs vide Order dated September 01, 2020, for not having proper internal control mechanism and continued engagement of unlicensed individuals for survey jobs by Magma HDI General Insurance Co Ltd.

The Authority observed a violation of IRDAI Circular (IRDA/CIR/011/2003) dated 27-03-2003 and levied charges for using unlicensed entities for procuring insurance business, imposing a penalty of Rs.5 Lakhs on the Issuer vide its Order dated April 05, 2017.

(g) Concentration Risk:

The Issuer has concentration on Motor Insurance as a product class however the portfolio is diversified across vehicle categories like Private Car, Two Wheelers, Commercial Vehicle, Tractor, etc. with geographical diversification over rural and urban covering large part of India. Any material adverse market development in this segment may have a material impact on our financial condition and future prospects.

The Issuer is now focusing on growing its health insurance and commercial business with a view to de-risk the concentration on motor class.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

(h) Reserving Risk:

The Issuer is involved in the general insurance business and there are inherent uncertainties in the nature of business with respect of the quantum of liability and the timing of the liability of the Issuer towards its policy holders. Accordingly, there are possibilities that the premium charged for the insurance may not be adequate to cover the losses incurred by the Issuer in its insurance business. Even though the Issuer's product pricing is based on assumptions and estimates for future claim payments available with the Issuer or derived by or provided to the Issuer, if the Issuer's actual claim payments are higher than expected, then it might have a material adverse effect on its business, results of operations and financial condition. While the Issuer derives information from industry sources, historical experience and market and industry data, the quality of information available to the Issuer at the time of pricing may not be independently verifiable. In addition, there is a higher degree of uncertainty in the assumptions used in the Issuer's new products because of lack of availability of historical data in relation to new products.

The Issuer is responsible to honour both reported and unreported claims of the policyholders. The assessment of such incurred but not reported (IBNR) and incurred but not enough reported (IBNER) is subject to assessment as per Actuarial principles and involves inherent uncertainty. The liability for reported claims is recorded initially based on past experience which is further adjusted on the basis of claim surveys and investigations. These estimates, if proved inadequate, could lead to further reserve additions, and materially adversely affect our financial results. The liability for unreported claims is estimated on the Actuarial principles by the Appointed Actuary. The Actuarial reserves are also subjected to annual peer review as per the applicable standards issued by the Institute of Actuaries of India.

(i) Market Risk

A major portion of the Issuer's reserves, the policy holders funds and free capital has been invested in fixed income products such as term deposits, government bonds, bonds issued by financial institutions corporate bonds, public sector bonds, and non-convertible debentures issued by corporates. Any adverse movement in the market relating to these instruments is likely to affect the earnings or investment returns to the Issuer as well.

(j) Credit Risk

The issuers whose securities or loans may be held by the Issuer may default on their obligations to the Issuer. Any default in the payment of interest or repayment of the principal by the issuer of such instruments may have an adverse impact on the Issuer's financial condition and cash flows. The Issuer is also subject to credit risk with the counterparties and clearing houses they transact with within the market.

Although the Issuer attempts to minimise the risks associated with investments through diversification, improving its credit analysis capability, monitoring current interest rate trends and using clearing houses for the settlement of equity, debt and money market transactions, the Issuer cannot assure you that it is able to identify and mitigate credit risks successfully. As a result, the losses in fair value or realised losses the Issuer could incur on investments it holds as well as a significant downgrade in the credit rating of the debt securities owned by the Issuer could have a material adverse effect on its business, financial condition, results of operations and prospects. Furthermore, the counterparties in

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

its investments, including issuers of securities it holds, banks in which it holds deposits and any such entity which has a financial obligation to the Issuer, may default on their obligations to the Issuer due to bankruptcy, lack of liquidity, economic downturns, operational failure, fraud or other reasons. The Issuer is also subject to the risk that its rights against these counterparties may not be enforceable in all circumstances.

As of September 30, 2023, 49.1%, of the total investment portfolio was invested in sovereign bonds, 45.3% in AAA rated securities, 3.7% in AA+ and AA rated securities (these ratings are the domestic credit ratings issued by Indian rating agencies).

(k) The Issuer's investment portfolio is subject to liquidity risk, which could lead to fluctuations in its value.

Some of the Issuer's investments may not have sufficient liquidity as a result of a number of factors, including a lack of suitable buyers and market makers, market sentiment and volatility, and size of the investments. Due to the significant size of some of the fixed income investments, relative to the trading volume/size and liquidity of the relevant types of investment in relevant markets, the Issuer's ability to sell certain bonds without significantly depressing market prices, or at all, may be limited.

(l) The Issuer's business and growth plans will depend on how successful the Issuer is in implementing Issuer's strategies and managing Issuer's future growth.

The India general insurance market in India has experienced significant growth in recent years. Implementing Issuer's strategies and managing Issuer's growth to date has required, and is likely to continue to require, significant management and operational resources. The Issuer intends to expand Issuer's business and operations, and the successful management of any such future growth will require the Issuer to, among other things:

- a. maintain stringent cost controls and a sufficient capital base.
- b. increase Issuer's marketing and sales activities.
- c. implement appropriate digital initiatives to improve Issuer's distribution value proposition and customer experience.
- d. hire and train sufficient numbers of new employees and agents.
- e. develop new products and review Issuer's existing products to keep pace with consumer trends and demands.
- f. continue to strengthen Issuer's financial and management controls and information technology systems; and
- g. continue to develop adequate underwriting and claim handling capabilities and skills.

The Issuer cannot assure you that the Issuer will be successful in implementing Issuer's strategies or managing future growth. If the Issuer is not able to implement Issuer's strategies or manage future growth successfully, Issuer's business and prospects may be materially and adversely affected.

(m) Issuer's operations could be disrupted by unexpected network interruptions caused by system failures, cyber-attacks, natural disasters, terrorist attacks, unauthorised tampering or security breaches of Issuer's information technology systems.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

The Issuer, like all insurance companies, are exposed to many types of operational risk, and there can be no assurance that the Issuer will not suffer losses from operational risks in the future, and Issuer's reputation could be adversely affected by the occurrence of any such events. Issuer's key operational risks include:

- a. human and systems errors when executing complex and high-volume transactions.
- b. failure of technology in Issuer's processes causing errors or disrupting Issuer's operations.
- c. inadequate technology infrastructure or inappropriate systems architecture.
- d. failure to adequately monitor and control Issuer's various distributor partners.
- e. failure to replace end-of-life systems.
- f. failure to implement sufficient information security controls.
- g. an interruption in services by Issuer's service providers.
- h. damage to physical assets, either IT assets or non-IT assets; and
- i. Incidents of data breach where information is stolen or taken from a system without knowledge and authorization.

If any such operational risks, including any of the foregoing, were to occur, it could have a material adverse effect on Issuer's business, financial condition, results of operations and prospects. Although, there have not been any major instances where operational risks have caused a material adverse effect on Issuer's business operations during the past three years, the Issuer cannot assure you that such instances may not occur in the future.

(n) Data privacy laws, rules and regulations could have a material adverse effect on Issuer's business, financial condition and results of operations.

The Issuer is subject to data privacy laws, rules and regulations that regulate the use of customer data. Compliance with these laws, rules and regulations may restrict Issuer's business activities, require the Issuer to incur increased expense and devote considerable time to compliance efforts.

Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future. Changes or further restrictions in data privacy laws, rules and regulations could have a material adverse effect on Issuer's business, financial condition and results of operations.

(o) Risks related to occurrence of catastrophic events.

The Issuer's business makes the Issuer vulnerable to the liabilities on occurrence of any catastrophic or unpredictable events such as pandemics, epidemics, industrial hazards, biological hazards, wars, riots, acts of terrorism, heat waves, floods, tsunamis, hurricane, tornado, earthquake or any other natural or other type of disaster or unpredictable event. Occurrence of any such event may result in material increase in the claims of the policyholders of the Issuer. The occurrence of such an event and the quantum of the liability and loss of the Issuer on occurrence of such an event is unpredictable. While the Issuer makes informed decisions with the aim to minimize losses by reinsuring such risks with the reinsurers, there is no assurance that such reinsurance may be adequate to cover the liabilities and losses actually suffered by the Issuer.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- (p) **Persistency Risk Variation in our persistency experience from our estimates, may materially and adversely affect our cash flows, results of operations and financial condition.**

The Persistency Risk in general is relevant to general insurers business. The Issuer's product pricing and expected future profitability of its business is based on assumptions of future persistency of the policies. These estimates are based on the Issuer's historical experience and the product features. If the actual persistency of the Issuer's policies is different from its persistency assumptions, it could have a material adverse impact on the Issuer's business, profitability and financial condition.

- (q) **The Issuer relies on third-party service providers in several areas integral to the Issuer's operations and hence does not have full control over the services provided to the Issuer or Issuer's customers.**

Issuer's outsourcing activities are regulated by IRDAI (Outsourcing of Activities by Indian Insurers) Regulations, 2017 (Regulations), which mentions that the Issuer is prohibited from outsourcing certain activities which are essentially core to the operations of the Insurer. The above Regulations allows the Issuer to outsource certain activities to third party service providers in order to increase efficiency and optimize cost. However, the Regulations envisage that the Issuer does not dilute its control over the outsourced activity by establishing measures viz. binding agreements, process of detailed due diligence (including cost-benefit analysis), business continuity plan, periodic risk assessments and annual performance evaluations, with respect to the service providers. This ensures that the Issuer delivers its services to its customers in an uninterrupted manner and on a continuous basis.

If any of these third parties were to terminate their contractual relationships with the Issuer or fail to provide services to the Issuer for any reason, whether as a result of a lack of robust business continuity planning processes on their part or otherwise, and the Issuer is unable to secure an adequate alternative, Issuer's business and result of operations could be materially disrupted and Issuer's financial condition could be materially affected. In addition, if the Issuer or Issuer's third-party service providers fail to operate in compliance with regulations or corporate standards, the Issuer could suffer reputational harm and may also be subjected to regulatory actions, which could cause a material adverse effect on Issuer's business, financial condition, results of operations and prospects. Non-adherence to the aforesaid guidelines may result into regulatory non-compliance.

- (r) **Large scale attrition, especially at the senior management level, can make it difficult for the Issuer to manage its business.**

Attrition, especially at the senior management level and of business-critical roles can impact business continuity. Business health and growth depend on the attraction, engagement, assimilation, and retention of skilled and qualified talent who drive business productivity, at the right time and in the right numbers. In particular, the business depends on the contribution of senior leaders and critical talent who bring their subject matter and industry know-how to enable competitive differentiation of the business growth. The non-availability or untimely exit of such talent can pose a business risk that needs to be mitigated through a sound employee value proposition, workforce & succession planning and employer branding. The talent market is competitive and with new ways of working emerging post pandemic, the Issuer may find it further difficulty to attract and retain key talent at opportune moments. Furthermore, the nature of business depends on personnel who directly manage client relationships and the exit of such talent can adversely impact the Issuer's ability to meet its strategic objectives.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Differentiated incentivization and product innovation can help drive retention of key sales talent in the Issuer.

- (s) **The Issuer's business and results of operations would be adversely affected by strikes, work stoppages or increased wage demands by employees.**

Employees of the firm are currently not unionized. However, in the event that such unionization occurs in the future, it will become complex and difficult for the business to maintain flexible labour policies which can on the one hand impact employer branding in a competitive talent market and labour costs on the other hand. Both of these could impede business growth.

- (t) **The Issuer may be required to increase/maintain solvency margin, which may result in changes to business and accounting practices that would harm business and results of operations and/or dilute the shareholding of existing Promoters.**

The Issuer is subject to the solvency margins prescribed by IRDAI. Pursuant to Section 64VA of the Insurance Act, 1938, every insurer is required to maintain an excess of value of assets over the amount of liabilities of, not less than 50% (Fifty percent) of the amount of minimum capital as stated under the Insurance Act, 1938. IRDAI may also in the future require compliance with other financial conditions, ratios and standards. Compliance with such regulatory requirements in the future may require alteration of its business and accounting practices or take other actions that could materially harm its business and operating results.

The Issuer's solvency margin as of September 30, 2023, stands at 2.02 times, which is above the prescribed limit of 1.50 times, as stipulated by IRDAI (Assets, Liabilities and Solvency Margin of General Insurance Business) Regulations, 2016 and subsequent Circulars and Orders. The Issuer has a board approved Risk Retention & Reinsurance framework. The retention levels are fixed at appropriate level with a view of protecting shareholders' capital and free reserves and are in line with the framework approved by the Board. In case of any situation where there is a possibility of Solvency ratio going below the limit prescribed by the Authority, or if the statutorily required solvency margin increases, or for other reasons we cannot comply with the statutory solvency ratio requirements and the minimum solvency ratio of 1.50, we may need to raise additional capital in order to meet such requirements. Further, if we are not able to maintain the minimum solvency ratio, it may have material adverse impact on the business operations of the Issuer. We may be required to finalise a plan with the IRDAI indicating measures to correct the deficiency within a specified period of time. As part of the corrective measures, we may be required to raise additional capital which may lead to a dilution of Promoters/investors' shareholdings in the Issuer. Further, if we are not able to maintain the solvency ratio, the IRDAI has wide discretionary powers which may include directives to cease transacting any new business and change our business strategy, which may, in turn impact our growth.

Our ability to obtain additional capital from external sources in the future is subject to a variety of uncertainties, including but not limited to, our future financial condition, results of operations, cash flow, regulatory approvals, changes in regulations relating to capital raising activities, our credit rating, general market conditions for capital raising activities, and other economic and political conditions in and outside India. In addition, the IRDAI and other regulatory bodies may not permit additional equity issuances or other forms of financing that we may wish to pursue and may restrict the types of investors

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

who may provide us with equity financing, in particular foreign investors. Our raising of capital from external sources on commercial terms required by new investors may result into dilution of shareholding by the existing Promoters from the current 74.54% upto even 51% in the Company.

Also, we may not be able to obtain additional capital in a timely manner or on acceptable terms or at all. Our solvency regime is different from those of other countries. Therefore, our solvency ratio might not be comparable to that of insurance companies in other countries with which an investor in the Equity Shares might be familiar. The present framework of determination is a factor-based approach with factors and computational methodology prescribed in the ALSM Regulation. However, internationally, there is a concerted movement by regulators to move away from a factor-based approach to a risk-based approach for the determination of an insurance Issuer's capital. Any such shift by the IRDAI to adopt a risk-based approach, could potentially affect our capital requirements and consequently our capital position, which in turn could lead to the need for a capital infusion. The inability of the Issuer to raise the Capital from existing and prospective investors as and when required may impede the Issuer's growth prospects.

(u) Misconduct by Issuer's agents, employees, distribution partners or other third parties are difficult to detect and deter and could harm Issuer's brand and Issuer's reputation or lead to regulatory sanctions or litigation against the Issuer.

Misconduct by Issuer's agents, employees, distribution partners or other third parties could result in violations of law, regulatory sanctions, litigation or serious reputational or financial loss to the Issuer, as well as financial loss to Issuer's customers. Such misconduct could include:

- a. engaging in mis-selling, misrepresentation or fraudulent, deceptive or otherwise improper activities when marketing or selling products.
- b. binding the Issuer to transactions that exceed authorised limits.
- c. improperly using or disclosing confidential information.
- d. making illegal or improper payments.
- e. falsifying documents or data.
- f. recommending products, services or transactions that are not suitable for Issuer's customers.
- g. misappropriation of funds.
- h. engaging in unauthorised or excessive transactions to the detriment of Issuer's customers; or
- i. otherwise not complying with applicable laws or the Issuer's internal policies and procedures.

The Issuer may be also subjected to fraudulent behaviour and disclosures by customers and third parties in respect of other areas of operations, including money laundering and forgery, which may negatively impact Issuer's ability to comply with applicable regulations and have an adverse impact on Issuer's results of operations, profitability and reputation.

While the Issuer has implemented, and continue to implement, measures aimed at detecting and preventing fraud and other misconduct by way of Board approved policy and procedures, the Issuer may not be able to detect or prevent such fraud or misconduct in a timely fashion, which may harm the Issuer's reputation and adversely affect Issuer's business, results of operations and financial condition.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

SECTION O

DECLARATION FROM DIRECTOR

- a. The Company is in compliance with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act, IRDAI and the rules and regulations made thereunder.
- b. The compliance with the said Companies Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of the Debentures, if applicable, is guaranteed by the Central Government.
- c. The monies received under the Issue shall be used only for the purposes and objects indicated in the Placement Memorandum.
- d. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

I am authorized by the Board of Directors of the Company vide resolution by circulation dated November 01, 2023 to sign this Placement Memorandum and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of Placement Memorandum and matters incidental thereto have been complied with whatever is stated in Placement Memorandum and in the attachments thereto is true, correct and complete and no information material to the subject matter of Placement Memorandum has been suppressed or concealed and is as per the original records maintained by the Promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to Placement Memorandum.

NOTE TO INVESTORS

Investment in non-convertible securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of 'Risk Factors' contained under Section N of this Placement Memorandum. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

For Magma HDI General Insurance Company Limited

RAJIVE
KUMARASWAMI

Digitally signed by RAJIVE
KUMARASWAMI
Date: 2023.12.27 15:52:22 +05'30'

Authorised Signatory

Name: Rajive Kumaraswami

Title: Managing Director & CEO

Date: December 27, 2023

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

**ANNEXURE I - TRUSTEE CONSENT LETTER
(ATTACHED SEPERATELY)**

**ANNEXURE II - CREDIT RATING LETTER
(ATTACHED SEPERATELY)**

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ANNEXURE III

APPLICATION FORM

Date: _____
Application Form No: _____
By: _____

To
The Compliance Officer
Magma HDI General Insurance Company Limited

Dear Sir,

We have read and understood the Terms and Conditions of the issue of Debentures contained in the Placement Memorandum including the Risk Factors described in the Placement Memorandum dated December 27, 2023 and have considered these in making our decision to apply. We bind ourselves to these Terms and Conditions and wish to apply for allotment of these Debentures. The amount payable on application as shown below is remitted herewith. On allotment, please place our name(s) on the Register of Debenture Holder(s).

(Please carefully read the instructions on the next page before filling this form)

No. of debentures applied (in figures)	
No. of debentures applied (in words)	
Amount (Rs. In figures)	
Amount (Rs. In words)	
NEFT/RTGS Details	
Date	

Applicant's Name & Address in full (please use capital letters)

Telephone:	Fax:

Status: Banking Company () Insurance Company () Others () – please specify ()

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Name of Authorised Signatory	Designation	Signature

Details of Bank Account (from which the subscription money is remitted)

Bank Name & Branch	
Beneficiary Name	
Nature of Account	
Account No.	
IFSC/NEFT Code	
UTR No. *	

*** Please enclose RTGS along with this form.**

We hereby confirm that the payment(s) made towards subscription of the Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Non-Cumulative, Subordinated, Non-Convertible Debentures is made from our bank account(s).

We understand that the interest/principal will be paid to the bank accounts of the beneficiaries as per the list and details of the beneficiaries provided by the Depository i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the record date. We are agreeable to holding the Debentures of the Company in dematerialised form.

Depository Details

DP Name	
DP ID	
Client ID	

(*) We understand that in case of allotment of debentures to us/our Beneficiary Account as mentioned above would be credited to the extent of debentures allotted.

Taxpayers PAN / GIR No.	IT Circle/Ward/District	() Not Allotted
Tax Deduction Status	() Fully Exempt	() Tax to be deducted at Source

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

List of KYC docs. To be attached with the Application Form:

- Constitution Documents: Certificate of Incorporation, Certificate of commencement of Business, Memorandum & Articles of Association, Regd. Trust Deed in case of Trust, SEBI Registration Certificate in case of Mutual Fund.
- ID Proofs: Certified Copy of PAN Card, Demat Client Master Report
- Address Proof: Form 18 (under Companies Act, 1956) or INC-22 (under Companies Act, 2013) filed with ROC or Certified copy of latest utility bills.
- Authorizing docs: Power of Attorney / Board Resolution with specimen signatures certified by the Company Secretary
- Any other document as specified in the Placement Memorandum or as may be demanded by the Company or as may be required to be provided under applicable law by the applicant.

We understand and confirm that the information provided in the Placement Memorandum is provided by the Issuer and the same has not been verified by any legal advisors to the Issuer and other intermediaries and their agents and advisors associated with this Issue. We confirm that we have for the purpose of investing in these Debentures, carried out our own due diligence and made our own decisions with respect to investment in these Debentures and have not relied on any representations made by anyone other than the Issuer, if any.

We understand that: (i) in case of allotment of the Debentures to us, our Beneficiary Account as mentioned above would get credited to the extent of the allotted Debentures, (ii) we must ensure that the sequence of names as mentioned in the Application Form matches the sequence of name held with our Depository Participant, (iii) if the names of the Applicant in this application are not identical to and also not in the same order as the Beneficiary Account details with the above mentioned Depository Participant or if the Debentures cannot be credited to our Beneficiary Account for any reason whatsoever, the Company shall be entitled at its sole discretion to reject the application.

We undertake that upon sale or transfer to a subsequent investor or transferee ("**Transferee**"), we shall convey all the terms and conditions contained herein and in this Placement Memorandum to such Transferee. In the event of any Transferee (including any intermediate or final holder of the Debentures) suing the Issuer (or any person acting on its or their behalf) we shall indemnify the Issuer and also hold the Issuer and each of such person harmless in respect of any claim by any Transferee.

For Authorised Signatory(ies)

Initial of the Officer of the Company designated to keep the record
(Tear here)

ACKNOWLEDGEMENT SLIP

Application No:

Date:

No. of debentures applied (in figures)	
No. of debentures applied (in words)	
Amount (Rs. In figures)	
Amount (Rs. In words)	
NEFT/RTGS	

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

For all further correspondence, please contact the Compliance Officer.

INSTRUCTIONS

- ⤴ Application must be completed entirely in English, using BLOCK LETTERS.
- ⤴ Procedure for Issue shall be in accordance with Electronic Book Mechanism Guidelines.
- ⤴ A signature can be made either in English or in any other Indian language.
- ⤴ Application Forms duly completed in all respects, must be lodged at the Company's Registered Office.
- ⤴ All transfers/RTGS must be made payable to "ICCL". Details for RTGS payments are mentioned herein below:

Name of Bank	ICICI Bank
IFSC Code	ICIC0000106
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS
Name of Bank	HDFC Bank
IFSC Code	HDFC0000060
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS
Name of Bank	Yes Bank
IFSC Code	YESB0CMSNOC
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS

- ⤴ Cheques, cash, money orders, postal orders and stock invest will NOT be accepted.
- ⤴ As a matter of precaution against possible fraudulent encashment of interest warrants due to loss/misplacement, one is requested to mention the full particulars of the bank account, as specified in the Application Form.
- ⤴ Interest warrants will then be made out in favour of the bank for credit to one's account. In case the full particulars are not given, cheques will be issued in the name of the applicant at their own risk.
- ⤴ One should mention their Permanent Account Number or the GIR number allotted under Income-Tax Act, 1961 and the Income-Tax Circle/Ward/District. In case where neither the PAN nor GIR number has been allotted, the fact of non-allotment should be mentioned in the Application Form in the space provided.
- ⤴ The application would be accepted as per the terms of the issue outlined in the Placement Memorandum.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

- ⤴ The payment(s) towards subscription of the securities shall be made from the bank account(s) of the applicants.
- ⤴ Please send the dully filled and signed Application Form to our corporate office address - Equinox Business Park, Tower 3, 2nd Floor, Unit number 1B & 2B, LBS Marg, Kurla (West), Mumbai – 400070 OR EMAIL to ncd@magma-hdi.co.in

ANNEXURE IV

Annual Report and Auditor's Report of the Company for FY 2022-23, 2021-22, and 2020-21

(Kindly refer Company website on the following links and also annexed separately below this Placement Memorandum)

Annual Reports:

FY 2022-23: <https://www.magmahdi.com/documents/20127/290701/Annual+Report+FY-23.pdf>

FY 2021-22: <https://www.magmahdi.com/documents/20127/290701/MAGMA+HDI+ANNUAL+REPORT+FY+2021-2022.pdf>

FY 2020-21:

https://www.magmahdi.com/documents/20127/289120/Magma+HDI_Annual+Report+2021.pdf

Auditor's Reports:

FY 2022-23: <https://www.magmahdi.com/documents/20127/290701/Annual+Report+FY-23.pdf>

FY 2021-22: <https://www.magmahdi.com/documents/20127/290701/MAGMA+HDI+ANNUAL+REPORT+FY+2021-2022.pdf>

FY 2020-21:

https://www.magmahdi.com/documents/20127/289120/Magma+HDI_Annual+Report+2021.pdf

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ANNEXURE V

DISCLOSURE PRESCRIBED UNDER PAS-4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014

This Annexure contains relevant information and disclosures required for the purpose of issuing of the Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PART A

PRIVATE PLACEMENT OF 20,000 (TWENTY THOUSAND) UNSECURED, RATED, UNLISTED, REDEEMABLE, FULLY PAID UP, NON-CUMULATIVE, SUBORDINATED NON-CONVERTIBLE DEBENTURES, AGGREGATING UPTO Rs. 200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) (THE “DEBENTURES” or “NCDs”), INCLUDING A BASE ISSUE OF 100,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY) AND GREEN SHOE OPTION OF RS. 100,00,00,000/- (RUPEES ONE HUNDRED CRORE ONLY) ISSUED ON PRIVATE PLACEMENT BASIS (THE “ISSUE”).

ISSUE OPENING DATE	ISSUE CLOSING DATE	PAY-IN DATE	DEEMED DATE OF ALLOTMENT
Wednesday December 27, 2023	Wednesday December 27, 2023	Thursday December 28, 2023	Thursday December 28, 2023

DISCLAIMER

The Disclosure Documents contain relevant information and disclosures required for the purpose of issuing of the Series 1 Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Issuer proposes to issue a Private Placement Memorandum (in compliance with the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021) (together the “Disclosure Document(s)”), together with the Application Form to eligible investors inviting subscription to the Series 1 Debentures. Any application by a person to whom the Disclosure Document(s) including the Private Placement Offer Letter have not been sent by the Issuer shall be rejected without assigning any reason.

1. General Information:

- i. **Name, address, website, if any and other contact details of the Company, indicating both Registered office and the Corporate Office:**

Sr. No.	Particulars	Details
1.	Name of the Company	Magma HDI General Insurance Company Limited
2.	Registered Office	Development House, 24 Park Street, Kolkata – 700016

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

3.	Corporate Office	Equinox Business Park Tower 3, 2 nd Floor, Unit Number 1B & 2B, LBS Marg, Kurla (West), Mumbai – 400070, Maharashtra Phone: +91-22-69123000
4.	Web site address	www.magmahdi.com
5.	Compliance Officer	Ms. Sweta Bharucha (Company Secretary) Equinox Business Park Tower 3, 2 nd Floor, Unit Number 1B & 2B, LBS Marg, Kurla (West), Mumbai – 400070, Maharashtra Phone: +91-22-69123000
6.	Chief Finance Officer (CFO)	Mr. Gaurav Parasrampur Equinox Business Park Tower 3, 2 nd Floor, Unit Number 1B & 2B, LBS Marg, Kurla (West), Mumbai – 400070, Maharashtra Phone: +91-22-69123000

- ii. **Date of Incorporation of the Company:** June 26, 2009
- iii. Business carried on by the Company and its subsidiaries with the details of branches or units, if any.
Please refer to Section E of the Placement Memorandum
- iv. **Brief particulars of the management of the Company:**
Please refer to Section E of the Placement Memorandum
- v. **Name, address, DIN and occupations of the directors:**
Please refer to Section G of the Placement Memorandum
- vi. **Management's perception of Risk Factors:**
Please refer to Section N of the Placement Memorandum.
- vii. **Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:**
 - (i) Statutory Dues: Refer Clause (xii) of Section G of the Placement Memorandum.
 - (ii) Debentures and interest thereon: Nil
 - (iii) Deposits and interest thereon: Nil
 - (iv) Loans from banks and financial institutions and interest thereon: Nil

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

viii. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the Issue:

Ms. Sweta Bharucha (Company Secretary)
Magma HDI General Insurance Company Limited
Equinox Business Park
Tower 3, 2nd Floor, Unit Number 1B & 2B, LBS Marg,
Kurla (West), Mumbai – 400070, Maharashtra
Phone: +91-22-69123000
Email ID: companysecretary@magma-hdi.co.in

ix. Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder: Nil

2. Particulars of the Offer:

I. Financial Position of the Company for last 3 (three) financial years and the stub period ended September 30, 2023:

Rs in crore

Financial Particulars	FY21	FY22	FY23	H1FY24 \$
Turnover	1,349.04	1,815.18	2,588.29	1,320.69
Net Profit/ (Loss)- After Tax	19.40	(12.46)	(287.17)	(28.11)
Net worth	425.31	412.26	861.00	1015.70

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors

ii	Date of passing of Board Resolution	November 1, 2023
iii	Date of passing of resolution in general meeting, authorizing the offer of securities	NA
iv	Kind of securities offered and class of security, the total number of shares or other securities to be issued;	Unsecured, subordinated, listed, rated, redeemable, taxable, noncumulative, non-convertible debentures in the nature of 'Subordinated Debt' in accordance with the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2022. The Debentures shall be fully paid up in cash.
v	Price at which the security is being offered, including premium if any, along with justification of the price	Rs. 1,00,000/- (Rupees One Lakh) per Debenture
vi	Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	Not Applicable

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

vii	Relevant date with reference to which the price has been arrived at	Not Applicable	
viii	The class or classes of persons to whom the allotment is proposed to be made	Refer to "Eligible Investors" as mentioned in the Term sheet	
ix	The proposed time within which the allotment shall be completed	Refer Section H - Procedure and time schedule for allotment and issue of securities should be disclosed.	
x	The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	Nil	
xi	The change in control, if any, in the company that would occur consequent to the private placement	Since the securities being issued are non-convertible in nature, there is no change in control of the Company pursuant to the Issue.	
xii	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA, since allotment will be in cash	
xiii	Amount, which the Company intends to raise by way of securities	Rs. 200,00,00,000/- (Rupees Two Hundred Crores only)	
xiv	Terms of raising of securities:	Duration, if applicable:	Tenor: 10 years with a Call Option to the Issuer at the end of 5 years and every year thereafter
		Rate of Interest:	p.a. payable annually and on maturity
		Mode of Payment	NEFT / RTGS
		Mode of Repayment	Electronic clearing services (ECS)/credit through RTGS system/funds transfer
xv	Proposed time schedule for which the Issue/private placement offer cum application Letter is valid	Issue Opening Date: December 27, 2023. Issue Closing Date: December 27, 2023 Pay in date: December 28, 2023 Deemed Date of Allotment: December 28, 2023	
xvi	Purpose and objects of the Issue/Offer	The funds raised through the Issue of Debentures is in terms of IRDAI (Other Forms of Capital) Regulations, 2022. The funds raised shall be utilized in the normal course of the Issuer's business activities, which would also strengthen the Issuer's solvency ratio and support the business growth of the Company.	

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

xvii	Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of such objects	Nil																								
xviii	Principal terms of assets charged as security, if applicable	Not Applicable as the Debentures are unsecured.																								
xix	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the ongoing concern status of the Company and its future operations	Save and except as mentioned in clause “e” of Issuer’s business-related risks under Section N of this Placement Memorandum, there are no significant and material orders passed by the Regulators, Courts and Tribunals impacting the ongoing concern status of the Company and its future operations																								
xx	The pre-issue and post issue shareholding pattern of the company (as on last quarter date)	Pre-issue shareholding pattern as on latest quarter ended September 30, 2023, is provided in this Placement Memorandum. There will not be in change in shareholding pattern post issuance of the Series 1 Debentures as there are no equity instruments being issued. Pre-Issue and Post Issue Shareholding: <table> <tr> <th>Category of Shareholder</th><th>No. of Shares</th><th>%</th></tr> <tr> <td colspan="3">Indian Promoter</td></tr> <tr> <td>Sanoti Properties LLP</td><td>174,125,381</td><td>64.70</td></tr> <tr> <td>Jaguar Advisory Services Private Limited</td><td>2,25,00,000</td><td>8.36</td></tr> <tr> <td>Celica Developers Private Limited</td><td>3,59,65,787</td><td>13.36</td></tr> <tr> <td>Celica Developers Private Limited Jh: Vanita Chamria</td><td>111</td><td>0.000</td></tr> <tr> <td>Celica Developers Private Limited Jh: Harshvardhan Chamria</td><td>111</td><td>0.000</td></tr> <tr> <td>Celica Developers</td><td>222</td><td>0.000</td></tr> </table>	Category of Shareholder	No. of Shares	%	Indian Promoter			Sanoti Properties LLP	174,125,381	64.70	Jaguar Advisory Services Private Limited	2,25,00,000	8.36	Celica Developers Private Limited	3,59,65,787	13.36	Celica Developers Private Limited Jh: Vanita Chamria	111	0.000	Celica Developers Private Limited Jh: Harshvardhan Chamria	111	0.000	Celica Developers	222	0.000
Category of Shareholder	No. of Shares	%																								
Indian Promoter																										
Sanoti Properties LLP	174,125,381	64.70																								
Jaguar Advisory Services Private Limited	2,25,00,000	8.36																								
Celica Developers Private Limited	3,59,65,787	13.36																								
Celica Developers Private Limited Jh: Vanita Chamria	111	0.000																								
Celica Developers Private Limited Jh: Harshvardhan Chamria	111	0.000																								
Celica Developers	222	0.000																								

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

		Private Limited Jh: Sanjay Chamria		
		Foreign Promoter		
		HDI Global SE	3,20,00,000	11.89
		Others		
		Magma HDI General Insurance Company ESOP Trust*	18,47,542	0.69
		Aggregate holding of Management Team**	26,75,650	1.00
		Total	26,91,14,804	100.00
		# The 11.90% stake held by HDI Global SE has been acquired by Sanoti Properties LLP (9.90%) and Mr. Keki Mistry (1.99%) in November 2023 *The beneficial ownership of 18,47,542 equity shares in aggregate held by Magma HDI General Insurance Company ESOP Trust is with 25 employees of the Company, pursuant to the exercise of options under MHD I ESOP 2018. **The shares are held by 12 employees of the Company. The shareholding pattern of the Company shall remain unchanged after the Issue. The shareholding pattern of the Company shall remain unchanged after the Issue. The Debentures being non-convertible, there will be no change in the paid-up capital due to conversion and there will be no change in the balance of the share premium account.		

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

3. **Mode of payment for subscription:**

The subscription amount must be paid by Identified investors in designated bank account, the details of which are given below:

Name of Bank	ICICI Bank
IFSC Code	ICIC0000106
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS
Name of Bank	HDFC Bank
IFSC Code	HDFC0000060
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS
Name of Bank	Yes Bank
IFSC Code	YESB0CMSNOC
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Mode	NEFT/RTGS

4. **Disclosure with regard to interest of directors, litigation, etc:**

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer/ Issue and the effect of such interest in so far as it is different from the interests of other persons	Nil
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last 3 (three) years immediately preceding the year of the issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory	As per Note 1 hereto.

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

authority upon conclusion of such litigation or legal action shall be disclosed			
Remuneration of directors (during the current year and last 3 (three) financial years)	Financial Year	Amount (Rs. In Crores)	
	2020-21	3.66	
	2021-22	4.40	
	2022-23	5.02	
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of the private placement offer cum application letter including with regard to loans made or guarantees given or securities provided	As per Note 2 hereto.		
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of the private placement offer cum application letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	Nil		
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of the private placement offer cum application letter in the case of the Company and all of its subsidiaries and if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of the private placement offer cum application letter and if so, section-wise details thereof for the Company and all of its subsidiaries	There were no inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of the private placement offer cum application letter. There were no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this private placement offer cum application letter		

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	There are no acts of material frauds committed against the Company in the last 3 (three) years
--	--

5. Financial Position of the Company:

The capital structure of the company in the following manner in a tabular form: The authorised, issued, subscribed and paid-up capital (number of securities, description and aggregate nominal value)	Share Capital (as on 30.09.2023)	Rs. (In Crore)
	Authorised	Rs. 3,50,00,00,000 comprising of 35,00,00,000 Equity Shares of Rs.10 each
	Issued, Subscribed and Fully Paid- up	Rs. 269,11,48,040 comprising 26,91,14,804 shares of Rs.10/- each
Size of the Present Offer	Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) including a base issue of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) and green shoe option of Rs. 100,00,00,000/- (Rupees One Hundred Crore only)	
Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable)	Rs. 269,11,48,040 N. A	
Share Premium Account: a. Before the offer: b. After the offer:	Rs. 1,080.94 crores Rs. 1,080.94 crores	
Details of the share capital of the Issuer as on September 30, 2023:	Please refer to Section G of the Placement Memorandum	
Details of allotments made by the Company in the last one year prior to the date of the private placement offer cum application letter for consideration other than cash and details of the consideration in each case.	Nil	
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years	As per Note 3 hereto.	

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

immediately preceding the date of issue of the private placement offer cum application letter	
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	As per Note 3 hereto.
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of the private placement offer cum application letter	As per Note 3 hereto.
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of the private placement offer cum application letter	As per Note 3 hereto.
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	Nil

Note 1: Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.

Tax litigation details of Celica Developers Private Limited as on 31st March 2023, one of the Promoters of the offeree Company:

Particulars	Number of cases	Amount involved (Rs.in crore)
Income tax	4	1.10

Note 2: Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided:

Rs. In crore

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Name of related party	Nature of transaction	Transaction value for the year ended 31 March 2021	Transaction value for the year ended 31 March 2022	Transaction value for the year ended 31 March 2023
Joint Venture				
Poonawalla Fincorp Limited (formerly Magma Fincorp Limited) (upto 30.05.2022)	Equity Share Capital	5.46	-	-
	Share premium	21.04	-	-
	Premium deposit received	133.58	72.52	10.77
	Premium deposit adjusted for policies issued	137.60	71.37	11.09
	Corporate agent commission	10.46	6.29	1.13
	Interest income Received on NCDs	7.88	7.88	7.88
	Interest income Accrued on NCDs	7.87	7.88	1.96
	Premium for policies underwritten	1.01	0.62	5.14
	Claims paid against policies issued	0.06	0.38	0.63
HDI Global SE	Premium Ceded	0.61	0.11	0.23
	Claims on premium ceded	0.09	0.05	-
	Payments of reinsurance balances	0.52	0.10	0.20
	Receipts against Reinsurance Claims	-	0.12	-
	RI Commission income on premium ceded	0.10	0.02	0.03
Celica Developers Private Limited	Premium for policies underwritten	0.01	0.01	0.01
	Reimbursement of Expenses	-	1.43	1.95
	Security Deposit Given	-	-	-
Investing Party and its Group Companies				
Rising Sun Holdings Private Limited (upto 30.05.2022)	Subordinated Debentures (Sub-Debt) issued	-	100.00	-
	Interest Accrued on Sub-Debt	-	0.05	2.18

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Sanoti Properties LLP (w.e.f. 31.05.2022)	Equity Share Capital	-	-	91.35
	Share Premium	-	-	642.46
	Reimbursement of Expenses	-	-	0.09
Poonawalla Housing Finance Limited (formerly Magma Housing Finance Limited) (upto 30.05.2022)	Premium deposit received	11.38	14.10	1.91
	Premium deposit adjusted for policies issued	11.53	10.33	2.41
	Premium for policies underwritten	0.29	0.30	1.69
	Advance Received against Policies	-	-	0.31
	Claims paid against policies issued	0.01	0.13	0.16
HDI Global Network AG	Premium ceded	72.76	66.23	74.78
	Claims on Premium ceded	4.75	4.76	15.15
	RI Commission income on premium ceded	7.22	6.55	7.45
	Receipts against Reinsurance Claims	-	2.91	-
	Receipts of reinsurance balances	1.23	-	-
	Payments of reinsurance balances	50.94	55.61	52.90
Private Company in which Director is a Director				
Devsar Vyapaar Private Limited	Premium for policies underwritten	0.0001	0.0001	-
CLP Business LLP	Payment of Rent	0.18	0.19	0.20
	Security Deposit Given	-	-	0.08
Magma Ventures Private Limited (Formerly Magma Consumer Finance Private Limited)	Premium for policies underwritten	0.004	-	0.003
Celica Automobiles Private Limited	Premium for policies underwritten	0.001	0.001	0.002
Celica MotoCorp Private Limited	Premium for policies underwritten	0.001	-	0.002
Entities in which Directors or their Relatives have Significant Influence				
Speed Inc	Commission on insurance premium	0.001	-	-

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Solvex Properties & Services Private Limited	Payment of Utility Charges	-	0.08	0.10
	Advertisement & Publicity Expenses	-	-	0.04
Celica Properties Private Limited	Premium for policies underwritten	0.01	0.01	-
Mayank Poddar HUF	Premium for policies underwritten	0.001	0.001	0.001
Key Managerial Personnel				
Key Managerial Person	Managerial remuneration	6.95	9.93	12.25
	Premium for policies underwritten	0.01	0.01	0.01
	Equity Share Capital	0.90	-	-
	Share Premium	3.47	-	-
Relatives of Directors/ Key Managerial Personnel				
Subramania Kumaraswami	Premium for policies underwritten	0.0002	0.0002	0.0002
Mansi Poddar Tulshan	Premium for policies underwritten	0.004	0.004	0.004
Ashita Poddar Khaitan	Premium for policies underwritten	0.003	0.003	0.003
Manasi Mittal	Premium for policies underwritten	0.001	0.001	0.001
Shaili Poddar	Payment of Rent	0.09	0.09	0.11
	Security Deposit Refunded back	-	-	-
Directors				
Kailash Nath Bhandari	Payment of sitting fess	0.20	0.25	0.25
	Reimbursement of expenses	-	-	0.003
Sunil Mitra	Payment of sitting fess	0.15	0.18	0.20
V K Viswanathan	Payment of sitting fess	0.20	0.25	0.25
Suvalaxmi Chakraborty ¹	Payment of sitting fess	0.12	0.08	-
Sandhya Sharma ² Gadkari	Payment of sitting fess	-	-	0.09

1 Resigned w.e.f. December 27, 2021

2 Appointed w.e.f. November 08, 2022

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

Note 3:

- a) Profits of the Company, before and after making provision for tax, for the 3 (three) financial years, immediately preceding the date of issue of private placement offer cum application letter, and the stub period ended September 30, 2023**

Rs. in crore

Particulars	FY 21	FY 22	FY 23	H1FY24 \$
Profit / (Loss) Before Tax	25.65	(16.76)	(287.35)	(32.31)
Profit / (Loss) After Tax	19.40	(12.46)	(287.17)	(28.11)

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors.

- b) Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid), and the stub period ended September 30, 2023**

Particulars	FY 21	FY 22	FY 23	H1FY24 \$
Dividend paid (Including dividend distribution tax) (Rs. in Crore)	-	-	-	-
Interest Coverage Ratio*	409	(62)	(30)	(4)

*Interest Expense / EBDIT

\$ The financial statements for the period of H1FY24 have been audited by Statutory Auditors.

- c) Summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of private placement offer cum application letter.**

Please refer Section F.

- d) Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of private placement Offer cum application letter:**

Please refer to Section F of the Placement Memorandum

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ANNEXURE VI -TRUSTEE AGREEMENT (ATTACHED SEPERATELY)

ANNEXURE VII -BOARD RESOLUTION (ATTACHED SEPERATELY)

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ANNEXURE VIII - IN-PRINCIPLE APPROVAL OF STOCK EXCHANGE



DCS/COMP/RM/IP-PPDI/378/23-24

December 18, 2023

Magma HDI General Insurance Company Limited
Development House
24 Park Street
Kolkata – 700016

Dear Sir/Madam

Re: Private Placement of 25,000 Unsecured, Rated, Listed, Redeemable, Fully Paid Up, Non-Cumulative, Subordinated Non-convertible Debentures, aggregating up to Rs. 250 Crore including Green Shoe option of Rs. 150 Crore (The “Debentures” or “NCDs”), (The “Issue”).

We acknowledge receipt of your application on the online portal on December 18, 2023, seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing of captioned security subject to fulfilling the following conditions at the time of seeking listing:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations, directions, circulars of the Exchange, SEBI or any other statutory authorities, documentary requirements from time to time.
6. Compliance with below mentioned circular dated June 10, 2020 issued by BSE before opening of the issue to the investors.:
<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20200610-31>
7. Issuers, for whom use of EBP is not mandatory, specific attention is drawn towards compliance with Chapter XV of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and BSE Circular No 20210519-29 dated May 19, 2021. Accordingly, Issuers of privately placed debt securities in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 or ILDM Regulations for whom accessing the electronic book platform (EBP) is not mandatory shall upload details of the issue with any one of the EBPs within one working day of such issuance. The details can be uploaded using the following links [Electronic Issuance - Bombay Stock Exchange Limited \(bseindia.com\)](#).

THIS PRIVATE PLACEMENT MEMORANDUM IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE INSURANCE REGULATORY DEVELOPMENT AUTHORITY OF INDIA (OTHER FORMS OF CAPITAL) REGULATIONS, 2022

ANNEXURE IX – DUE DILIGENCE CERTIFICATE BY DEBENTURE TRUSTEE (Attached separately)