

10 June 2021

Corporate Relationship Department

BSE Limited

25th Floor, P.J. Towers, Dalal Street, Fort,
Mumbai – 400 001

Company Code - 524000

The Manager

Listing Department,

National Stock Exchange of India Limited

“Exchange Plaza”

Bandra- Kurla Complex, Bandra (E),

Mumbai – 400 051

Symbol - MAGMA

Sub: Outcome of Board Meeting held on 10 June 2021

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), this is to inform you that the Board of Directors at their meeting held today *inter alia* has approved the following:

1. Appointment of Chief Internal Auditor of the Company

Appointment of Mr. Anup Kumar Agarwal as the Chief Internal Auditor of the Company as per the provisions of the Companies Act, 2013 w.e.f 10 June 2021 for a period of five years.

2. Execution of Shareholders' Agreement entered into between Rising Sun Holdings Private Limited, existing promoters and the Company and consequent alteration of Articles of Association of the Company

Pursuant to the completion of the preferential issue of 49,37,14,286 equity shares of the Company to Rising Sun Holdings Private Limited (RSHPL) along with Mr. Sanjay Chamria and Mr. Mayank Poddar, members of the promoter and promoter group of the Company, and completion of the open offer by the said allottees, RSHPL holds a controlling stake in the Company and is classified as a 'promoter' of the Company, along with the existing members of the promoter and promoter group of the Company ('Existing Promoters').

Accordingly, the Company, RSHPL and Existing Promoters have entered into a Shareholders' Agreement ('SHA') dated 10 June 2021 to record the terms and conditions on which their

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relationship in respect of the affairs of the Company will be governed.

To give effect to the terms of the SHA, it is proposed that the Articles of Association of the Company are altered to record the provisions of the SHA. To give effect to the aforementioned, the existing Articles of Association of the Company will be amended by inserting a new 'Chapter VII' to the existing Articles of Association.

3. Approval of the Postal Ballot Notice for seeking shareholders' approval.

The Board has decided to seek approval of Members of the Company by way of Postal Ballot pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended in respect of the following matters:

- a. Approval for change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company:
- b. Alteration in Articles of Association of the Company.

Mr. Girish Bhatia, Practising Company Secretary, Kolkata, (CP No. 13792) has been appointed as Scrutinizer for conducting the Postal Ballot only through E- voting process in a fair and transparent manner. The Company has fixed 4 June 2021 as the cut-off date for ascertaining the list of the Shareholders to whom the Postal Ballot Notice will be sent for reckoning the voting rights.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015 is given in the enclosed Annexure A and Annexure B.

You are requested to take note of the same.

Thanking you,

Yours faithfully,

For Magma Fincorp Limited


Shabnum Zaman
Company Secretary

Annexure A

Appointment of Mr. Anup Kumar Agarwal as the Chief Internal Auditor of the Company.

Sr No.	Details of event that needs to be provided	Information of such event
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Mr. Anup Kumar Agarwal has been appointed as Chief Internal Auditor of the Company
2	Date of appointment/ cessation (as applicable) Term of appointment;	Date of appointment- 10 June 2021 The office of Mr. Anup Kumar Agarwal is for a period of 5 years effective from 10 June 2021 to 9 June 2026.
3	Disclosure of relationships between Directors (in case of appointment as a Director)	Not Applicable
4	Brief profile (in case of appointment);	Mr. Anup Kumar Agarwal has around 2 decades of experience across multiple industries, viz. Financial, Equipment, Construction, Education, Infrastructure, Textile, etc. He has spearheaded multiple domains viz., Credit/ Risk, Sales, Business Development, Loan Origination, Relation Management, Legal, IT, IT Applications, Digital Marketing, etc. while working with State Bank of India, Kotak Mahindra Bank and Citibank across multiple divisions and geographies. He has expertise in Credit & Risk across various lending products, like Project Finance, Trade Finance, Working Capital, Retail and Commercial Lending. Spear-headed the ISMS and IS Audit in his previous assignment. Mr. Agarwal is a qualified Chartered Accountant, Cost Accountant and MBA Finance.

Annexure B

Execution of Shareholders' Agreement entered into between Rising Sun Holdings Private Limited, existing Promoters and the Company (related party transaction)

Sr No.	Details of event that needs to be provided	Information of such event
1	Name(s) of parties with whom the agreement is entered	i) The Company ii) Rising Sun Holdings Private Limited iii) Existing members of promoter and promoter group
2	Purpose of entering into the agreement	Pursuant to the completion of the preferential issue of 49,37,14,286 equity shares of the Company at a price of Rs. 70/- to Rising Sun Holdings Private Limited (RSHPL) along with Mr. Sanjay Chamria and Mr. Mayank Poddar, members of the promoter and promoter group of the Company, and completion of the open offer by the said allottees, RSHPL holds a controlling stake in the Company and is classified as a 'promoter' of the Company, along with the existing members of the promoter and promoter group of the Company ('Existing Promoters'). Accordingly, the Company, RSHPL and Existing Promoters have entered into a Shareholders' Agreement ('SHA') dated 10 June 2021 to record the terms and conditions on which their relationship in respect of the affairs of the Company will be governed.
3	Shareholding, if any, in the entity with whom the agreement is executed	RSHPL - 45,80,05,352 shares (59.92%) Sanjay Chamria - 1,78,57,143 (2.34%) Mayank Poddar - 1,78,57,143 (2.34%)
4	Significant terms of the agreement (in brief) special rights	1. RSHPL has the right to nominate for appointment of all of the non-independent directors of the Company. Rising Sun has the right to appoint Chairman. 2. RSHPL has the right to recommend to the nomination and remuneration committee of the Company individuals for appointment as independent directors of the Company. 3. Each committee constituted by the board shall consist of at least 1 (one) director nominated by RSHPL. 4. All decisions of the Board will be taken by simple majority, which shall include at least one (1) affirmative vote by a Director nominated by RSHPL.

5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes. Rising Sun Holdings Private Limited is the Holding Company of Magma and is classified as the Promoters of the Company w.e.f 21 May 2021; Mr. Sanjay Chamria and Mr. Mayank Poddar are the existing promoters of the Company.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Yes
7	In case of issuance of shares to the parties, details of issue price, class of shares issued	Please refer to point no. 2
8	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Please refer to point no. 4