

Magma Fincorp Limited  
Regd. Office  
Magma House  
24 Park Street, Kolkata 700 016  
Tel : 91 33 4401 7350 / 7200  
Fax : 91 33 4401 7313  
CIN : L51504WB1978PLC031813  
Web : www.magma.co.in



23/02/2019

The Secretary,  
Corporate Relationship Department  
BSE Limited  
25<sup>th</sup> Floor, P. J. Towers, Dalal Street, Fort,  
Mumbai - 400 001

(Company Code - 524000)

Manager,  
Listing Department,  
National Stock Exchange of India Limited  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051

(Symbol - MAGMA)

Dear Sir,

**Sub: Postal Ballot Notice along with Postal Ballot Form**

Please find enclosed herewith Postal Ballot Notice along with Postal Ballot Form under Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any amendments thereto, seeking the consent of the members in respect of the following special business:

- a. Issuance of debt securities pursuant to Sections 23(1)(b), 42, 71 and 180 of the Companies Act, 2013, upto an overall ceiling of Rs. 3000 crores on Private Placement basis.
- b. Continuation of directorship of Mr. Satya Brata Ganguly, Independent Director, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018.

This is for your information and record.

Thanking You,  
For Magma Fincorp Limited

  
Shabnum Zaman  
Company Secretary  
ACS No. 13918

Encl: As above

Certified To Be True Copy  
For MAGMA FINCORP LIMITED



**MAGMA**  
Investing in the smallest dream


**MAGMA FINCORP LIMITED**

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

Phone: 033-4401 7200/350 • Fax: 033-4402 7731

CIN: L51504WB1978PLC031813

Website: [www.magma.co.in](http://www.magma.co.in) • Email: [shabnum.zaman@magma.co.in](mailto:shabnum.zaman@magma.co.in)

  
Company Secretary

### **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies  
(Management & Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('Act'), and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and relevant provisions of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any amendments thereto (hereinafter referred to as "Listing Regulations"), the resolutions appended below are proposed to be passed as Special Resolution by way of Postal Ballot including voting by electronic means ("e-voting").

The Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning the proposed resolutions and the reasons thereof is annexed herewith and is being sent to you along with Postal Ballot Form for your consideration.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1**

**Issuance of debt securities pursuant to Sections 23(1)(b), 42, 71 and 180 of the Companies Act, 2013, upto an overall ceiling of Rs. 3000 Crores on Private Placement basis**

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 71 and 180 of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 including any amendment thereto, Articles of Association of the Company read with relevant rules there under, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and amendment thereto in accordance with the Company's Policy for Resource Planning, relevant RBI Regulations and such other applicable laws (including any amendment(s), statutory modification(s) or re-enactment thereof), and subject to the permissions, consents, sanctions and approvals by any authority, as may be necessary, consent of the members of the Company be and is hereby accorded for the issue and allotment on private placement basis, in one or more series or tranches, in such classes and with such rights or terms as may be considered necessary, one or more of the following non convertible debt securities, that is to say, secured debentures, unsecured debentures, bonds, subordinated debt securities, covered bonds, or other debt securities, whether constituting a charge (including in the nature of pledge) on any specific or general assets of the company or not (herein inclusively referred to as "Debt Securities"), such that the aggregate value of such Debt Securities during financial year 2019-20 shall not exceed, excluding any Debt Securities already issued earlier or any re-issuance thereof, the limit of Rs. 3000 Crores (Rupees Three Thousand Crore only) to

Banks, Pension Funds, Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, Institutional Investors, Financial Institutions, Companies etc. as per the terms and conditions as stated in the Explanatory Statement.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board"), or any Committee thereof to deal with the matters relating to the finalization of the terms and conditions of such Debt Securities to be issued and allotted from time to time within the aggregate limit specified above, including, but not limited to, decide on any terms as amount payable on application and calls from time to time, and offer the same on private placement basis to any one or more investors including any Banks, Pension Funds, Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, Institutional Investors, Financial Institutions, Companies etc.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized and empowered to consider, transact and decide matters, from time to time, pertaining to the private placement of Debt Securities, including finalization and issuance of any offer letter, opening of a separate bank account and allot the Debt Securities in one or more tranches, including, where so considered appropriate, amount payable on application and further amounts as may be called from time to time and the allotment thereof, to sign, verify, execute and file all necessary forms and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, Kolkata, West Bengal, Securities and Exchange Board of India and/or such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the issue of Debt Securities and ensuring compliance and/or any actions as may be required under applicable law."

**ITEM NO. 2**

**Continuation of directorship of Mr. Satya Brata Ganguly, Independent Director, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder including any amendment, modification(s), variation or re-enactment(s) thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to Mr. Satya Brata Ganguly (DIN: 00012220), Independent Director, who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company up to 24 September 2019, being the date of expiry of his current term of office on the existing terms and conditions."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

**Registered Office :**

"Magma House",  
24, Park Street,  
Kolkata-700 016  
West Bengal  
15 February 2019

By order of the Board of Directors  
For Magma Fincorp Limited

Sd/-  
Shabnum Zaman  
Company Secretary  
ACS No.-13918

## **NOTES**

1. The Explanatory Statement pursuant to Section 102 of the Act and Rules made thereunder setting out the material facts and reasons thereof in respect of the proposed special business(es) set out above are annexed here to alongwith the Postal Ballot Form for your consideration.
2. The Management Committee of the Board pursuant to authorization in this regard by the Board of Directors of the Company has appointed Mr. Girish Bhatia, Practising Company Secretary (CP No. 13792) as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 8 February 2019. The voting rights of the Members shall be reckoned as on 8 February 2019, which is the cut-off date and a person who is not a Member as on the said date should treat this notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
4. The business set out in the Notice may also be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of the Listing Regulations.
5. Members desirous of exercising their votes through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Monday, 25 February 2019 at [9:00 A.M. IST] and will end on Tuesday, 26 March 2019 at [5:00 P.M. IST]. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
6. Member(s) desirous of exercising their votes by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on Tuesday, 26 March 2019 at [5:00 P.M. IST]. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered Member will also be accepted.
7. No Member can vote both by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.
8. All the material documents referred, if any, to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon on any working day from Monday, 25 February 2019 till Tuesday, 26 March 2019. Additionally, this notice shall also be placed on the website of the Company till the last date for receipt of the postal ballots from the Members.
9. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the postal ballot voting process will be declared on or before 5 P.M. on Thursday, 28 March 2019 at the Registered Office of the Company at Magma House, 24, Park Street, Kolkata-700 016. The result of the postal ballot, along with the Scrutinizer's Report will be posted on the Company's website [www.magma.co.in](http://www.magma.co.in) at its weblink i.e. <https://magma.co.in/about-us/investor-relations/secretarial-documents/download-secretarial-documents> and shall also be displayed on the Notice Board of the company at its Registered Office. The result of the postal ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s).

10. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final and binding.
11. The special resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 26 March 2019 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
12. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Magma Fincorp Limited, "Magma House", 24, Park Street, Kolkata – 700016 or at email : [shabnum.zaman@magma.co.in](mailto:shabnum.zaman@magma.co.in) or any query pertains to electronic voting may be addressed to Ms. Pallavi Mhatre, Assistant Manager and Mr. Pratik Bhatt, Executive, National Securities Depository Limited, "Trade World", 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 or at email : [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) and [PratikB@nsdl.co.in](mailto:PratikB@nsdl.co.in).
13. Corporate / Institutional Members (i.e. Members other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send a certified true copy of the board resolution / power of attorney / authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login details. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 110409 then user ID is 101456001***

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. Physical User Reset Password?" (if you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote. EVEN of the Company is **110409**.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Instructions:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [girishbhatia1956@gmail.com](mailto:girishbhatia1956@gmail.com) or [shabnum.zaman@magma.co.in](mailto:shabnum.zaman@magma.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. The Postal Ballot Notice shall be available on the website of the Company i.e. [www.magma.co.in](http://www.magma.co.in).
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The e-voting period commences on **Monday, 25 February 2019 at [9:00 A.M. IST]** and will end on **Tuesday, 26 March 2019 at [5:00 P.M. IST]**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 8 February 2019** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit his report to the Chairman of the Company or any other Director.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

The Company had passed a Special Resolution on 29 March 2018 for issue of debt securities upto Rs. 2000 Crores for the FY 2018-19. Your company needs to pass Special Resolution every year for issuance of debt securities pursuant to Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence, it is just an enabling resolution.

The Company issues various debt securities from time to time, such as secured non convertible debentures, unsecured non convertible debentures, subordinated debentures, etc. These debt securities are integral to the management of long term funds to be used for asset finance business of the Company and are considered essential for providing leverage to the Company.

As per broad plan for the financial year 2019-20 and pursuant to the SEBI Circular on incremental borrowings, the Company may be required to issue during the financial year debt securities upto Rs. 3000 Crores (Rupees Three Thousand Crore only). The nature of these securities may include secured debentures, unsecured debentures, bonds, subordinated debt securities, covered bonds, or other debt securities, whether constituting a charge (including in the nature of pledge) on any specific or general assets of the company or not (herein

inclusively referred to as "Debt Securities"), as permitted as per extant applicable regulations of the Reserve Bank of India for Non-Banking Financial Companies. These securities may be issued and allotted in one or more tranches on private placement basis to Banks, Pension Funds, Mutual Funds and other entities/ individuals including but not limited to Multilateral Development Organization, Institutional Investors, Financial Institutions, Companies etc.

Sl No.	Particulars	Terms and Conditions
1.	Type of securities proposed to be issued	Non Convertible Debt Securities, that is to say, Secured Debentures, Unsecured Debentures, Bonds, Subordinated Debt Securities, Covered Bonds, or other debt securities.
2.	Object of the issue	Funds to be used for asset finance business of the Company and for general corporate purposes of the Company.
3.	Type of issuance	Private placement.
4.	Total issue size	Rs. 3000 Crores (Rupees Three Thousand Crore only)
5.	Price of securities	The price of the securities shall be decided by the Management Committee in accordance with applicable laws.
6.	To be offered to	Banks, Pension Funds, Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, Institutional investors, financial institutions, companies etc.
7.	If Listed, name of Stock Exchange	BSE Ltd and/or National Stock Exchange of India Ltd or any other stock exchange as may be decided by the Board or any Committee thereof.
8.	Tenure of the instrument	For Secured – Not exceeding 10 years For Subordinated – at least 5 years For Unsecured –Not exceeding 10 years and/or Perpetual.
9.	Coupon/interest offered, schedule of payment of coupon/early redemption/interest and principal	As per the terms and conditions of Offer Document, as may be finalized and amended by the Management Committee of the Board of Directors from time to time.
10.	Special right/interest/privileges attached to the instrument and changes thereof	As per the terms and conditions of Offer Document, as may be finalized and amended by the Management Committee of the Board of Directors from time to time.
11.	Contribution by promoters or directors	None of the promoter or directors shall contribute in the proposed issuance, unless otherwise decided by the Management Committee as permissible under applicable law.

Pursuant to Section 42 of the Companies Act, 2013 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of members of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the non-convertible debt securities proposed to be issued during the year.

The Board of Directors, at its meeting held on 31 January 2019 has recommended the passing of the special resolution as set out in Item no. 1 of the Notice for Issuance of debt securities.

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

#### **Item No. 2**

The Members of the Company through postal ballot held on 25 September 2014 *inter alia* appointed Mr. Satya Brata Ganguly (DIN: 00012220) as Independent Director of the Company for a period of five consecutive years commencing from 25 September 2014 and expiring on 24 September 2019.



Pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, effective from 1 April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such continuation specifies the justification for such continuation.

The Board of Directors, at its meeting held on 31 January 2019, has unanimously decided the continuation of directorship of Mr. Satya Brata Ganguly with effect from 1 April, 2019 to 24 September, 2019, being the date of expiry of his current term of office.

Mr. Satya Brata Ganguly, born on 23 October 1942, is a Non-Executive Independent Director of the Company. He holds a bachelor's degree in chemical engineering from the Bihar Institute of Technology, Sindri. Mr. Ganguly was the Chairman and CEO of Exide Industries Limited. He was also awarded the title of Chairman Emeritus of Exide Industries. He also serves on the Board of Emami Ltd, West Bengal Industrial Development Corporation Ltd, among others.

Mr. Ganguly has been an active member of the Board and the Board Committees of which he is a member. Mr. Ganguly is a person of high repute and integrity. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive.

Details of Mr. Ganguly's attendance at the Board, Committee and General Meetings held during the last three financial years are given below:

Financial year	Board meeting	Audit Committee meeting	Nomination And Remuneration Committee meeting	Stakeholders Relationship Committee	Management Committee Meeting	Corporate Social Responsibility	Asset & Liability Committee	Review Committee	AGM
2018-19 (upto and including the date of this Notice)	4 out of 5	5 out of 5	2 out of 3	4 out of 4	14 out of 15	1 out of 1	3 out of 3	0 out of 1	Yes
2017-18	6 out of 6	5 out of 5	5 out of 6	3 out of 3	23 out of 25	1 out of 1	4 out of 4	-	Yes
2016-17	3 out of 4	3 out of 4	3 out of 4	3 out of 3	29 out of 30	1 out of 1	2 out of 4	-	Yes

The Board recommends the passing of the special resolution as set out in item no. 2 of the Notice for continuation of directorship of Mr. Ganguly, with effect from 1 April 2019 up to 24 September 2019, being the date of expiry of his current term of office.

Mr. Ganguly is said to be concerned or interested in the proposed resolution as it relates to continuation of his office as Non-Executive Independent Director. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

**Registered Office :**

"Magma House",  
24, Park Street,  
Kolkata-700 016  
West Bengal  
15 February 2019

By order of the Board of Directors  
For Magma Fincorp Limited

Sd/-  
Shabnum Zaman  
Company Secretary  
ACS No.-13918



Certified To Be True Copy  
For MAGMA FINCORP LIMITED

**MAGMA FINCORP LIMITED**  
Registered Office: "Magma House",  
24, Park Street, Kolkata – 700 016

Phone: 033-4401 7200/350 • Fax: 033-4402 7731

CIN: L51504WB1978PLC031813

Website: [www.magma.co.in](http://www.magma.co.in) • Email: [shabnum.zaman@magma.co.in](mailto:shabnum.zaman@magma.co.in)

  
Company Secretary

### POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013 read with Rule  
22 of the Companies (Management and Administration) Rules, 2014

Postal Ballot No.:

1. Name and Registered Address of the :  
Sole/First named Member
2. Name(s) of the Joint Holder(s), if any :
3. Ledger Folio / DPID/ Client ID No.\* :  
(\*Applicable to investors holding  
shares in dematerialized form)
4. Number of Share(s) held :
5. I/We exercise my/our votes in respect of the following Resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated Friday, 15 February 2019 by sending my/our assent or dissent to the following resolutions by placing (✓) mark in the appropriate box below (tick in both the boxes will render the ballot invalid):

Brief particulars of the resolution proposed	Type of Resolution	No. of Shares	Please (✓) in the appropriate box below	
			I/We assent to the resolution ('FOR')	I/We dissent to the resolution ('AGAINST')
Issuance of debt securities pursuant to Sections 23(1)(b), 42, 71 and 180 of the Companies Act, 2013, upto an overall ceiling of Rs. 3000 crores on Private Placement basis	Special			
Continuation of directorship of Mr. Satya Brata Ganguly, Independent Director pursuant to SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018	Special			

Place :

.....  
Signature of the Member or the Authorised Representative  
(as per instructions overleaf)

Date:

### ELECTRONIC VOTING PARTICULARS

EVEN ( E-Voting Event Number )	User ID	Password/PIN
110409		

- Note: (i) If the voting rights are exercised electronically, there is no need to use this form.  
(ii) Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.

## GENERAL INFORMATION

1. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
2. Member(s) can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case, if you opt for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both by physical ballot and e-voting, then e-voting shall prevail and voting done by physical ballot will be treated as invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

## PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if deposited in person or sent by courier or by Registered Post at the expenses of the registered Member, will also be accepted.
2. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Committee of the Board of the Directors of the Company which has been authorized in this regard.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). The Postal Ballot Form shall be rejected, if the signature in the Postal Ballot Form does not match with the signatures registered with Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first-named Member and in his/her absence, by the next-named Member.
4. An unsigned, incomplete, incorrectly completed, incorrectly ticked or wrongly signed Postal Ballot Forms will be treated as invalid.
5. Members may not use all their votes and may not cast all their votes in the same way.
6. The voting period ends on **Tuesday, 26 March 2019 (5:00 P.M. IST)**. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than close of business hours at 5:00 P.M on **Tuesday, 26 March 2019**. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in point no. 6 above.
8. In case of Members other than individuals, the Form shall be signed by an authorized representative of the Body Corporate, Trust, Societies or any other entity provided a certified true copy of the Board Resolution or a specific authorization, duly attested, of such other entity as the case may be, giving requisite authority to such Authorized Representative to sign the Postal Ballot Form is attached to the Postal Ballot Form.
9. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favour of such signatory should be enclosed with the Form.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date i.e. **Friday, 8 February 2019** and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
11. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (☑) in the appropriate column. Postal Ballot form bearing (☑) in both the column will render the form invalid.
12. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-address envelope, except duly-completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 8 above) in the enclosed self-addressed postage pre-paid envelope since such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. If at all two postal ballot forms are received from the same Member, the form received first shall only be considered for the purpose of determining majority.
14. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot contact the Company Secretary of the Company by sending email at [shabnum.zaman@magma.co.in](mailto:shabnum.zaman@magma.co.in) or call at +91 33 44027736.
15. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
16. The results of the voting by Postal Ballot will be declared at the Registered Office of the Company on Thursday, 28 March 2019 and the same will also be placed on the Company's website [www.magma.co.in](http://www.magma.co.in). at its web link at <https://magma.co.in/about-us/investor-relations/secretarial-documents/download-secretarial-documents/>. The result of the postal ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s).

### Registered Office :

"Magma House",  
24, Park Street,  
Kolkata-700 016  
West Bengal  
15 February 2019

By order of the Board of Directors  
For **Magma Fincorp Limited**

Sd/-  
Shabnum Zaman  
Company Secretary  
ACS No.-13918