



MAGMA FINCORP LIMITED

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

Phone: +91 33-4401 7200/350 • Fax: +91 33-4402 7731

CIN: L51504WB1978PLC031813 • Website: www.magma.co.in

Email: secretary@magma.co.in

NOTICE

To all the Members of the Company

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting of the Shareholders of Magma Fincorp Limited shall be held at Kala Kunj Auditorium, 48, Shakespeare Sarani, Kolkata – 700 017, West Bengal at 3.00 P.M. on Saturday, 1 August 2015 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31 March 2015 including the Audited Balance Sheet as at 31 March 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2015 including the Audited Balance Sheet as at 31 March 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare Dividend on Equity and Preference Shares for the year ended 31 March 2015.
3. To appoint a Director in place of Mr. Mayank Poddar (holding DIN 00009409) who retires by rotation and being eligible, seeks re-appointment.
4. To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants having Registration No. 101248W/W-100022 of Bangalore, as Statutory Auditors of the Company from the conclusion of the 35th Annual General Meeting (2014-15) till the conclusion of the 36th Annual General Meeting (2015-16) of the Company and to authorize the Board of Directors to fix their remuneration on yearly basis and in this

regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, appointment of M/s. B S R & Co. LLP, Chartered Accountants having Registration No. 101248W/W-100022 of Bangalore, as Statutory Auditors of the Company from the conclusion of the 35th Annual General Meeting (2014-15) till the conclusion of the 36th Annual General Meeting (2015-16) of the Company, be and is hereby ratified for the financial year 2015-16, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit."

SPECIAL BUSINESS

5. Appointment of Ms. Ritva Kaarina Laukkanen as Non-Executive Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Articles of Association of the Company and the Listing Agreement, Ms. Ritva Kaarina Laukkanen (holding DIN 06882930), who was appointed as an Additional Director of the Company with effect from 14 October 2014, by the Board of Directors, on the

recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company who shall be liable to retirement by rotation.”

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

Kailash Baheti
Company Secretary
ACS No. 5612
Address:
26, Prince Anwar Shah Road,
Flat 5C, Block- Tudor,
Kolkata- 700 033

Registered Office:
Magma House,
24 Park Street,
Kolkata-700016
Date : 21 May 2015

NOTES :

1. Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder with respect to Special Business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

Proxy/Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 27 July 2015 to Saturday, 1 August 2015 (both days inclusive) for determining the name of Members eligible for dividend on equity shares if declared at the meeting.
5. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company’s Registrar and Share Transfer Agents before the closure of the Register of Members for registration.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Dividend on Equity Shares, if declared at the Meeting will be paid to those members, whose names shall appear in the Company’s Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before the close of working hours of the Company as on Saturday, 25 July 2015. In respect of the shares held in Electronic Form, the Dividend will be paid to those persons whose names shall appear as beneficial owners as at the end of the business hours on Saturday, 25 July 2015 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
8. Dividends which remain unpaid / unclaimed over a period of seven years from the date of transfer to the unpaid dividend account will have to be transferred by the Company to Investor Education and Protection Fund of the Central Government under Section 205A and Section 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified. Accordingly, all unpaid / unclaimed amounts in respect of dividends paid by the Company for the year ended 31 March 2008 have to be transferred to the said Fund

by 28 September 2015. Shareholders are requested to encash the dividend before the due date of transfer i.e., before 28 September 2015. Shareholders are advised to encash the unpaid Dividend Warrants for the year ended 31 March 2008 or any subsequent year, before transfer to the above referred Fund by writing a request to the Company Secretary, Magma Fincorp Limited, Secretarial Department, "Magma House", 7th Floor, 24, Park Street, Kolkata- 700 016. No claim will be entertained thereafter by the Company. The details of the dates on which dividend should be transferred to the aforesaid fund is given below :-

Financial Year	Date of Declaration	Due for Transfer
2007-2008	23 August 2008	28 September 2015
2008-2009	11 September 2009	17 October 2016
2009-2010	15 July 2010	20 August 2017
2010-2011	21 June 2011	27 July 2018
2011-2012	12 July 2012	17 August 2019
2012-2013	18 July 2013	23 August 2020
2013-2014	31 July 2014	5 September 2021

The Company has uploaded the information in respect of the unpaid and unclaimed dividend amounts lying with the Company, as on the date of the last Meeting held on 31 July 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.magma.co.in.

9. The Shareholders of the Company at their 30th Annual General Meeting held on Thursday, 15 July 2010 approved the sub-division of the Equity Shares of the face value of ₹ 10/- each fully paid-up into 5 (five) Equity Shares of the face value of ₹ 2/- each fully paid-up. Accordingly, the Company had fixed Monday, 16 August 2010 as the Record Date to determine the shareholders eligible to receive the sub-divided Equity Shares and the holders of physical shares were advised through several shareholders communications to surrender the old share certificate of the face value of ₹ 10/- to receive the share certificate of the face value of ₹ 2/-. The shareholders who have not yet surrendered the old share certificate, are again requested to claim new sub-divided Equity Shares of the face value of ₹ 2/- each by surrendering the old shares of the face value of ₹ 10/- each immediately at Registered Office of the Company.
10. Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013,

has mandated usage of electronic mode for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchanges. Payment of dividend through electronic mode is beneficial to the Members since the risks associated with receiving payment through dividend warrants such as loss in transit/ misplacement/ revalidation etc. can be easily mitigated.

Therefore, Members are advised to avail National Electronic Clearing Service (NECS) facility whereby the dividend will be directly credited electronically to their respective Bank Accounts. Members holding the Company's shares in dematerialized mode are requested to provide NECS particulars to their respective Depository Participants, if they have not done so already. Members holding the Company's shares in physical form who have not opted for NECS are requested to provide their NECS particulars in the enclosed 'NECS Mandate Form' and forward the same duly filled in and signed to the Company's Registrar and Share Transfer Agent (RTA) i.e. M/s. Niche Technologies Private Limited, D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata – 700 001 at nichetechpl@nichetechpl.com, at the earliest to avail this facility.

11. Members holding shares in physical form are requested to intimate change in their registered address or bank particulars, mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's RTA and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
12. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.
13. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.

14. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at secretary@magma.co.in. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
16. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
17. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
18. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.
19. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
20. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints, if any, or contact Ms. Shabnum Zaman, Deputy Company Secretary at the Registered Office of the Company (Phone: +91 33 4402 7736; Email: shabnum.zaman@magma.co.in).
22. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment/ re-appointment of the Director, a statement containing details of the concerned Directors is given below :

Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting

Name	Mr. Mayank Poddar	Ms. Ritva Kaarina Laukkanen
Date of Birth	12 November 1953	25 September 1954
DIN	00009409	06882930
Age	61	60
Date of Appointment	18 December 1978	14 October 2014
Qualification	<ul style="list-style-type: none"> ● Bachelor of Commerce 	<ul style="list-style-type: none"> ● Bachelor of Science. Concentrated on Accounting and Computer Science. ● Master of Science. Majored in Finance and Managerial Economics. ● Sloan Fellowship Executive Program (now called Executive MBA). Focus on General Management. ● Executive Development Program(6 Weeks).

Name	Mr. Mayank Poddar	Ms. Ritva Kaarina Laukkanen
Expertise in specific functional area	More than 30 years of experience in Finance business. Contributes in policy formulation and provides overall support and guidance to the Board and management.	Senior financier with over 30 years of experience in international investment and financial markets with focus on emerging markets and development finance.
List of outside *Directorships held excluding Alternate Directorship.	<ul style="list-style-type: none"> ● Magma HDI General Insurance Company Limited ● Magma ITL Finance Limited ● Magma Housing Finance (A Public Company with Unlimited Liability) ● Magma Advisory Services Limited ● Fluence Advisory Services Limited ● Jaguar Advisory Services Private Limited ● Celica Developers Private Limited ● Microfirm Capital Private Limited (Formerly Microfirm Softwares Private Limited) ● Smitkriti Enterprises Private Limited 	Nil
Membership/Chairmanship of ** Committees of the Board of Directors of the Company	Member of the Audit Committee and Stakeholders' Relationship Committee.	Nil
Chairman/Member of the **Committee of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil
Number of shares held in the Company	Nil	Nil

* Excludes Directorships in Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

** Includes only Audit Committee and Stakeholders' Relationship Committee.

23. Members may note that the Notice of the Meeting will be available on the Company's website www.magma.co.in. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.
24. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form

at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, except Saturdays, from 10:00 A.M to 12:00 Noon.

25. **Voting through electronic means:**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19 March 2015 and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the

Members using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) and the same will be provided by National Securities Depository Limited (NSDL).

- ii. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- iii. The remote e-voting period commences on Wednesday, 29 July 2015 (9.00 A.M. IST) and ends on Friday, 31 July 2015 (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 close of working hours on Saturday, 25 July 2015 (‘Cut-off date’) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting on Friday, 31 July 2015 after 5.00 P.M. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

Process and Manner for Members Opting for Remote E-Voting

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely “Magma e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.

- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the remote e-voting home page opens, click on remote e-voting> Active Voting Cycles.
- viii. Select “EVEN” (Remote E-voting Event Number) of Magma Fincorp Limited. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. 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 nivedita@vinodkothari.com with a copy marked to evoting@nsdl.co.in and secretary@magma.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

xiv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25 July 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company/ Depositories):

i. Initial password is provided in the enclosed attendance slip: EVEN (Remote E-voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares

either in physical form or in dematerialized form, as on the closing working hours of Cut-off Date and not casting their vote electronically, may cast their vote at the Meeting.

ii. M/s. Vinod Kothari & Company, Practising Company Secretaries, Kolkata, who have consented to act as the scrutinizer and are available for the purpose of ascertaining the requisite majority, have been appointed as the scrutinizer to scrutinize the remote e-voting process/ballot/poll in a fair and transparent manner.

iii. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

iv. Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.magma.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited and National Stock Exchange of India Limited.

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

ITEM NO. 5

The Board of Directors of the Company had appointed Ms. Ritva Kaarina Laukkanen as an Additional Director of the Company with effect from 14 October 2014. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intention to propose Ms. Laukkanen's appointment as a Director of the Company.

Ms. Laukkanen, is a senior financier and has over 30 years of experience in international investment and financial markets with focus on emerging markets and development finance. At present she is the Chairman of the Board of Finnfund, the Finnish Government Owned Development Finance Company,

Director of the Board [representing International Finance Corporation] of Acleda Bank Pic, Cambodia, an SME bank operating in Cambodia/Laos/Myanmar, Partner of Sagacitas Finance Partners Ltd., a Helsinki based consulting company providing advice on international finance, Pro bono work primarily with EM focused non-profit organization.

The Board considers that the expertise of Ms. Laukkanen should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 5 of the Notice for your approval. Ms. Laukkanen is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Laukkanen along with her relatives do not hold any shares in the Company.

Except Ms. Laukkanen 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.

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

Kailash Baheti
Company Secretary
ACS No. 5612
Address:

Registered Office:
Magma House,
24 Park Street,
Kolkata-700016
Date : 21 May 2015

26, Prince Anwar Shah Road,
Flat 5C, Block- Tudor,
Kolkata- 700 033



MAGMA FINCORP LIMITED

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

Phone : +91 33-44017200/350 • Fax : +91 33-44027731

CIN : L51504WB1978PLC031813 • Website : www.magma.co.in

Email: secretary@magma.co.in

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

DATE : 1 AUGUST 2015

TIME : 3:00 P.M.

VENUE : KALA KUNJ AUDITORIUM, 48, SHAKESPEARE SARANI, KOLKATA – 700 017

Envelope No. :

Name and Registered address :
of Sole / first named member

Name(s) of Joint Holders, if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

Please tick in the box Member Proxy

Member's Signature

Name of the Proxy in Block Letter

Proxy's Signature

Note : Shareholder / Proxyholder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand over at the entrance duly signed.

ELECTRONIC VOTING PARTICULARS

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

Note : Please read the notes / instructions printed on the Notice carefully before exercising your vote.



MAGMA FINCORP LIMITED

Registered Office : "Magma House", 24, Park Street, Kolkata – 700 016.
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CIN : L51504WB1978PLC031813 • Website : www.magma.co.in
Email: secretary@magma.co.in

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L51504WB1978PLC031813
Name of the Company : Magma Fincorp Limited
Registered office : "Magma House", 24, Park Street, Kolkata-700 016
Name of the member(s) :
Registered address :
E-mail ID :
Folio No. / DP ID / Client ID* :

I / We, being the member(s) of shares of Magma Fincorp Limited, hereby appoint

- 1. Name :
Address :
E-mail ID :
Signature :or failing him/her
- 2. Name :
Address :
E-mail ID :
Signature :or failing him/her
- 3. Name :
Address :
E-mail ID :
Signature :or failing him/her

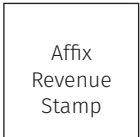
as my / our proxy to attend and vote (on a ballot or polling paper) for me / us and on my / our behalf at the Annual General Meeting of the Members of the Company, to be held on the Saturday, 1 August 2015 at 3.00 P.M. at Kala Kunj Auditorium, 48, Shakespeare Sarani, Kolkata – 700 017, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Resolution	Vote (Please mention No. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare Dividend on Equity and Preference Shares for the financial year ended 31 March 2015.			
3.	To appoint a Director in place of Mr. Mayank Poddar (holding DIN 00009409) who retires by rotation and being eligible, seeks reappointment.			
4.	To ratify appointment of M/s. B S R & Co. LLP, Chartered Accountants having Registration No. 101248W/W-100022 of Bangalore, as Statutory Auditors of the Company from the conclusion of the 35th AGM (2014-15) till the conclusion of the 36th AGM (2015-16) of the Company and to authorize the Board of Directors to fix their remuneration on yearly basis.			
Special Business				
5.	Appointment of Ms. Ritva Kaarina Laukkanen as Non-Executive Director of the Company.			

Signed thisday of.....2015

Signature of Shareholder

Signature of Proxy holder(s)



Note : This form of Proxy in order to be effective should be duly submitted and deposited at the Registered Office of the Company, not less than (48) forty-eight hours before the commencement of the meeting.

* Applicable for Members holding shares in Electronic Form

MAGMA FINCORP LIMITED

CIN : L51504WB1978PLC031813, Registered Office : "MAGMA HOUSE", 24, Park Street,
Kolkata - 700 016, Website : www.magma.co.in, Phone No.: 91 33 4401 7350/7200
Email: **secretary@magma.co.in**

21 May 2015

Dear Shareholders,

Submission of PAN details

We request you to submit details of your **Income Tax Permanent Account Number (PAN)** as in terms of directive of Securities and Exchange Board of India, submission of these details by every participant in the Securities / Capital Market has become mandatory.

Kindly return the slip appended below, duly filled in and signed with self-attested copies of PAN cards of all holders including jointholders, to the Company or the RTA. If you are holding shares in electronic form, please furnish these details to your Depository Participant.

In case you have already submitted the PAN details, kindly ignore this letter.

For MAGMA FINCORP LIMITED

Kailash Baheti

Company Secretary

ACS No. 5612

Address:

26, Prince Anwar Shah Road,

Flat 5C, Block- Tudor,

Kolkata- 700 033

Name :

Address :

.....

To

Niche Technologies Private Limited

Unit : Magma Fincorp Limited

D-511, Bagree Market, 5th Floor

71, B. R. B. Basu Road

Kolkata – 700 001.

We give below the PAN details together with self-attested photocopies of the PAN card. Kindly record the same against my/our names.

Folio No..... Tel No. :

E-mail :

Name of the Shareholder	PAN	* Signature

* In case of account holder(s) other than individuals, kindly submit an attested copy of the required authorization alongwith the specimen signatures of the authorized signatories.



Niche Technologies Private Limited

Unit : **Magma Fincorp Limited**

D-511, Bagree Market, 5th Floor

71, B. R. B. Basu Road

Kolkata – 700 001.

Re. : Payment of Dividend through NECS

I wish to participate in the National Electronic Clearing Service (NECS) introduced by the Reserve Bank of India.

I do not wish to participate in the NECS. However, kindly print the bank particulars given below on the Dividend Warrant being issued to me.

1. Registered Folio No. :
2. Shareholder' s Name :
3. Shareholder's Address :
4. Income Tax Permanent Account Number (PAN) : 10 digits (PAN should be latest and correct) :
5. Particulars of Bank :
 - a. Name of the Bank :
 - b. Branch Name and Address :
 - *c. 9 digit Code Number of the Bank and Branch as appearing on the MICR cheque issued by the Bank (Please attach photocopy of a cheque or a cancelled blank cheque issued by your bank for verifying the accuracy of the code number) :

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 - d. Account type (Please tick) : Savings Current Cash Credit
 - e. Account No. (as appearing on the MICR cheque book) :

I hereby declare that the particulars above given are correct and complete. I undertake to inform any subsequent changes in the above particulars before the relevant book closure date(s). If the payment is delayed or not effected at all for any reason(s) beyond the control of the Company, I will not hold the Company responsible.

Date:

Signature of the First Holder

Delete whichever is not applicable.

* The nine digit code number of your bank and branch is mentioned on the MICR band next to the cheque number.

