

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



24/11/2017

The Secretary,
Corporate Relationship Department
BSE Limited
25th 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,

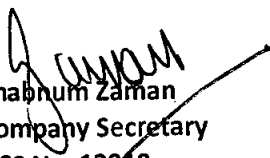
Sub: Postal Ballot Notice along with Postal Ballot Form

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 matter:

1. Authorization to raise finance for an amount not exceeding Rs. 750 crores through further issue of Securities
2. To amend the Articles of Association (AoA) of the Company to incorporate enabling provisions in the AoA with respect to consolidation and re-issuance of debt securities as suggested by SEBI in its circular CIR/IMD/DF-1/67/2017 dated 30 June 2017 by insertion of Clause No. 9A after Clause No. 9 in Chapter I of the AoA, and to delete Chapter IV of the AoA with respect to Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (FMO) since the Cumulative Non-Convertible Redeemable Preference Shares issued to FMO has been redeemed by the Company and accordingly all the rights, obligations and liabilities pursuant to Subscription and Shareholders' Agreement with FMO has been discharged.

This is for your information and record.

Thanking You,
For Magma Fincorp Limited


Shabnum Zaman
Company Secretary
ACS No. 13918

Encl: As above



Shabnum Zaman
Company Secretary

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

Email: shabnum.zaman@magma.co.in

NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and relevant provisions of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (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").

SPECIAL BUSINESS:

ITEM NO. 1

Authorization to raise finance for an amount not exceeding Rs. 750 crores through further Issue of Securities

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, 41, 42, 62(1)(c), 71 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the "Companies Act 2013") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), Foreign Exchange Management Act, 1999, as amended ("FEMA") and rules and regulations framed thereunder as amended from time to time and in accordance with, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended (including any amendment(s), statutory modification(s) or re-enactment thereof) and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), Registrar of Companies, the Stock Exchanges and/ or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GOI and/ or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include Management Committee of the Board or any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Members be and is hereby accorded to create, offer, issue and allot the Equity Shares and/ or fully convertible debentures, bonds, preference shares convertible into Equity Shares or any other securities whether convertible into Equity or with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, and/ or Global Depository Receipts ("GDRs") and/ or American Depository Receipts ("ADRs") and/ or other Depository Receipts or otherwise, in the course of domestic and/ or international offerings representing either equity shares and/ or convertible securities or equity linked instruments or a combination of the foregoing (hereinafter referred to as the "Securities"), for an amount not exceeding Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only) inclusive of permissible green shoe option, for cash and at such premium, as the Board deems fit in Indian and/ or any other currency(ies) or equivalent in Indian and/ or any other currency(ies) to all eligible investors including but not limited to Residents and/ or Non-residents, whether Institutions, Incorporated Bodies, Foreign Institutional Investors, Qualified Institutional Buyers as defined in Regulation 2(1)(zd) of SEBI (ICDR) Regulations, Banks, Mutual Funds, Insurance Companies, Pension Funds, Trusts, Stabilizing Agents and/ or otherwise and/ or a combination thereof, whether or not such investors are members, promoters, directors or their relatives/ associates of the Company, in the course of domestic and/ or international offerings through Private Placement(s) and/ or Qualified Institutions Placement ("QIP") in terms of Chapter VIII of SEBI (ICDR) Regulations and/ or any other permitted modes through a private placement offer letter / placement document / prospectus and/ or an offer document and/ or such other documents/ writings/ circulars/ memoranda in such manner, for cash at such

time or times in such tranche or tranches at such price or prices at a discount or premium to the market price or prices in such manner and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors, wherever necessary, in consultation with the Advisors, Merchant Bankers and all such agencies as may be involved or concerned in such offerings of securities so as to enable the Company to list at any Stock Exchange in India and/ or Luxembourg and/ or London and/ or New York and/ or Singapore and/ or Hong Kong and/ or any of the Overseas Stock Exchanges as may be permissible.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/ or in the market and/ or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and other applicable provisions, as amended from time to time.

RESOLVED FURTHER THAT in the event of the issue of Securities as aforesaid by way of Qualified Institutions Placement in terms of Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time:

- a) The relevant date for the purpose of determining the pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, and/ or other applicable regulations, be the date of the meeting in which the Board or duly authorised Committee thereof decides to open the proposed issue of the Securities, subsequent to the receipt of Members' approval in terms of Section 62(1)(c) and other applicable provisions and rules, if any, of the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Securities;
- b) The pricing shall be determined in compliance with principles and provisions set out in the Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Board may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Securities shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Securities shall be fully paid up on its allotment, which shall be completed within 12 months of the date of passing the Special Resolution by the Members of the Company;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;
- e) The Securities shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board may enter into any arrangement with any agencies or bodies as may be authorized for the issue of the Securities including the depository receipts (including by way of GDRs or ADRs) represented by underlying shares in the capital of the Company or such other Securities as may be required with such features and attributes as are prevalent in international/ domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/ or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the consent of the Members of the Company be and is hereby accorded to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer document(s), determining the form and manner of the issue, including the class of investors to whom the securities are to be issued and allotted, number of securities to be allotted, issue price, face value, execution of various transaction documents, as may be deemed fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed and the same shall rank pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, collection bank, lawyers, advisors and all such agencies as may be involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized Stock Exchange(s), to affix common seal of the Company on any arrangement, contracts/agreements, memorandum, documents etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/ or other intermediaries as may be appointed by the Company in relation to the issue of Securities, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of any of the Equity Shares, including finalization of the number of Equity Shares to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the Investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as may be deemed fit to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of the Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper and to do all acts, deeds, matters and things in connection therewith and incidental thereto as may be deemed fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board or any Committee thereof be and is hereby authorized to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to creation, issue and allotment of Securities.”

Item No. 2

To approve amendment to the Articles of Association of the Company

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, consent of the shareholders of the Company be and is hereby accorded to amend the Articles of Association (AoA) of the Company in the following manner:

1. insertion of following Clause No. 9A after Clause No. 9 in Chapter I of the AoA:

Sub-division, consolidation, re-issuance and cancellation of Debentures

9A. The Board may from time to time at its discretion, by a resolution passed at a meeting of the Board re-issue and/or consolidate Debentures or other securities and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company in accordance with provisions of Applicable Law.

Any Debentures or other securities may be consolidated and/or re-issued at a discount, subject to provisions of Section 53 of Act and Applicable Law, premium or otherwise and may be re-issued for such periods and/or at such rate of interest as the Board may think fit subject to applicable provisions existing at the time of re-issue, and with or without conversion and/or on such terms and conditions and with such privileges, rights and conditions in connection with such Debentures.

2. *deletion of Chapter IV of the AoA with respect to Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (FMO).*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :

“Magma House”,
24, Park Street,
Kolkata-700 016
West Bengal
13 November 2017

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 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
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, Practicing 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 10 November 2017. The voting rights of the Members shall be reckoned as on 10 November 2017 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 purposes only.
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 Listing Regulations.
5. Members desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Tuesday, 21 November 2017 at [9:00 A.M. IST] and will end on Wednesday, 20 December 2017 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 vote 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 Wednesday, 20 December 2017 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 to, if any, 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 Tuesday, 21 November 2017 till Wednesday, 20 December 2017. 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 at 5:00 P.M. on Friday, 22 December 2017 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 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 resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
12. Any query in relation to the resolution 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 or any query pertains to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: rajivr@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

1. 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:

- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:-
 - i. Open the attached PDF file "**Magma e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.
NOTE: Members already registered with NSDL for e-Voting will not receive the PDF file "Magma e-voting.pdf".
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
NOTE: Shareholders who forgot the User Details / Password can use "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
 - v. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file "**Magma e-voting.pdf**" 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 e-Voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of **Magma Fincorp Limited** which is **108013**. Now you are ready for 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 girishbhatia1956@gmail.com or shabnum.zaman@magma.co.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i) Initial password is provided at the bottom of Postal Ballot form enclosed separately.
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
2. The Postal Ballot Notice shall be available on the website of the Company i.e. www.magma.co.in.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and evoting user manual for Members available at the "Downloads" section of www.evoting.nsd.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 **Tuesday, 21 November 2017 at [9:00 A.M. IST] and will end on Wednesday, 20 December 2017 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, 10 November 2017** 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 or any other Director of the Company.

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

Item No. 1

The Company is contemplating to raise finance by way of issue of Securities to augment long term working capital requirements, strengthen the financial position of the Company by augmenting its long term capital resources, meeting capital adequacy norms prescribed by the RBI from time to time as applicable to the Company and general corporate purposes as may be determined by Board from time to time.

The Company has been exploring various avenues for raising funds by way of issue of Equity Shares and /or Global Depository Receipts (“**GDRs**”) and /or American Depository Receipts (“**ADRs**”) and /or other Depository Receipts or otherwise in the course of domestic and / or international offerings representing either equity shares and/ or fully convertible debentures, bonds, preference shares convertible into Equity Shares or any other securities whether convertible into Equity or with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares or a combination of the foregoing (hereinafter referred to as the “**Securities**”) to all eligible investors including but not limited to Residents and / or Non-residents, whether Institutions, Incorporated Bodies, Foreign Institutional Investors, Qualified Institutional Buyers as defined in Regulation 2(1)(zd) of SEBI (ICDR) Regulations, Banks, Mutual Funds, Insurance Companies, Pension Funds, Trusts, Stabilizing Agents and / or otherwise and/or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company, in the course of domestic and / or international offerings Private Placement(s) and/or Qualified Institutional Placement (QIP) in terms of Chapter VIII of SEBI (ICDR) Regulations and / or any other permitted modes through a private placement offer letter / placement document / prospectus and/or an offer document and/or such other documents/writings/ circulars / memoranda in such manner for an amount not exceeding Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only), inclusive of permissible green shoe option, for cash and at such premium, as the Board deems fit at such price or prices at a discount or premium to the market price or prices in such manner, in one or more tranche or tranches, and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Securities issued shall rank pari passu inter se.

In the event of the issue of Securities as aforesaid by way of Qualified Institutional Placements in terms of Chapter VIII of SEBI (ICDR) Regulations, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, and/or other applicable regulations, be the date of the meeting in which the Board or duly authorised Committee thereof decides to open the proposed issue of the Securities, subsequent to the receipt of Members’ approval in terms of Section 62(1)(c) and other applicable provisions and rules, if any, of the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Securities;
- b) The pricing shall be determined in compliance with principles and provisions set out in the Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Board may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Securities shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Securities shall be fully paid up on its allotment, which shall be completed within 12 months of the date of passing this Resolution;
- d) The total amount raised in such manner, including the over allotment option as per the terms of the issue of Securities, would not exceed 5 times of the Company’s net worth as per the audited balance sheet for the previous financial year;
- e) The Securities shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

For making any further issue of shares to any person(s) other than existing Equity Shareholders of the Company as per the provisions of SEBI (ICDR) Regulations, approval of Members is required to be obtained by way of passing a Special Resolution, in pursuance to Section 62(1)(c) of the Companies Act, 2013.

The Board recommends the passing of the resolution as set out in the item no. 1 above for approval of the Members as a Special Resolution.

This Special Resolution is only an enabling one, seeking authority for the Board to raise funds from time to time as may be required.

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

Item No. 2

The Board at its meeting held on 2 August 2017 had approved the following amendment in the existing Articles of Association (AoA) of the Company, subject to the approval of the Members of the Company:

- a. Incorporate enabling provisions in the AoA with respect to consolidation and re-issuance of debt securities as suggested by SEBI in its circular CIR/IMD/DF-1/67/2017 dated 30 June 2017 by insertion of Clause No. 9A after Clause No. 9 in Chapter I of the AoA.
- b. Deletion of Chapter IV of the AoA with respect to Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (FMO) since the Cumulative Non-Convertible Redeemable Preference Shares issued to FMO has been redeemed by the Company and accordingly all the rights, obligations and liabilities pursuant to Subscription and Shareholders' Agreement with FMO has been discharged.

A copy of the draft Articles of Association is available for inspection at the Registered Office of the Company during business hours 10.00 A.M. and 12:00 Noon on any working day from Tuesday, 21 November 2017 till Wednesday, 20 December 2017 and is also available on the website of the Company.

The Board recommends the passing of the resolution as set out in the item no. 2 above for approval of the Members as a Special Resolution.

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

Registered Office :

"Magma House",
24, Park Street,
Kolkata-700 016
West Bengal
13 November 2017

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

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



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

Email: shabnum.zaman@magma.co.in

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 :
Sole / first named Member

2. Name(s) of 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 Monday, 13 November 2017 by sending my/our assent or dissent to the following resolution 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')
Authorization to raise finance for an amount not exceeding Rs. 750 crores through issue of Securities	Special			
To approve amendment to the Articles of Association of the Company	Special			

Place :
Signature of the Member or the Authorised Representative

Date :
(as per instructions overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password/PIN
108013		

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.

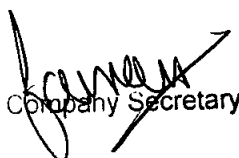
PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

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 **Wednesday, 20 December 2017 (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 **Wednesday, 20 December 2017**. 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, 10 November 2017** 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 columns 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 or call at +91 33 4402 7736.
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 Friday, 22 December 2017 and the same will also be placed on the Company's website 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
13 November 2017

Certified To Be True Copy
For MAGMA FINCORP LIMITED


Company Secretary

By order of the Board of Directors
For Magma Fincorp Limited

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