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

MAGMA
Investing in the smallest dream

21 February 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: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice dated 15 February 2017 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:

a. Issuance of debt securities pursuant to Sections 42, 71 and 180(1)(c) of the Companies Act, 2013, upto an overall ceiling of Rs. 2000 crores on Private Placement basis.

This is for your information and record.

Thanking You,
For **Magma Fincorp Limited**

Shabnam Zaman
Company Secretary
ACS No. 13918

Encl: As above

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
Email: shabnum.zaman@magma.co.in

NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to Sections 108 and 110 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 resolution appended below is proposed to be passed as a Special resolution by way of Postal Ballot/ through electronic means.

The Statement in terms of the provisions of Section 102(1) of the Act pertaining to the aforesaid resolutions setting out the material facts and reasons thereof is annexed herewith and is being sent to you along with a Postal Ballot Form for your consideration.

Voting through electronic means

We are pleased to offer the facility to vote through electronic means in addition to voting by post. Voting through electronic means is optional. Please carefully read and follow the instructions on voting through electronic means printed in this Postal Ballot Notice. References to Postal Ballot(s) below include votes received electronically.

The Management Committee of the Board pursuant to the authorisation by the Board of Directors of the Company has appointed Mr. Mohan Ram Goenka, Company Secretaries in Practice (CP No. 2551), Partner, MR & Associates, Kolkata as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any other Director of the Company, upon completion of scrutiny of votes cast by post and votes cast through electronic means and the result of the postal ballot will be declared at 5 P.M. on Saturday, 25 March 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, National Securities Depository Limited (NSDL) and also be published in newspaper(s). The resolution, if approved, will be taken as passed effectively on the date of declaration of results.

SPECIAL BUSINESS:

Issuance of debt securities pursuant to Sections 42, 71 and 180(1)(c) of the Companies Act, 2013, upto an overall ceiling of Rs. 2000 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 42, 71 and 180(1)(c) of the Companies Act, 2013 read with relevant rules thereunder, 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), 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 2017-18 shall not exceed, excluding any Debt Securities already issued earlier or any re-issuance thereof, the limit of Rs. 2000 crores (Rupees Two 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 Statement.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the 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 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."

Registered Office :

"Magma House",
24, Park Street,
Kolkata-700 016
West Bengal
15 February 2017

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

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

NOTES

1. The 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. Mohan Ram Goenka, Company Secretaries in Practice (CP No. 2551), Partner, MR & Associates, Kolkata 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 February 2017. The voting rights of the Members shall be reckoned as on 10 February 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 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 Thursday, 23 February 2017 at [9:00 A.M. IST] and will end on Friday, 24 March 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 is 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 Friday, 24 March 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, if any, to in the 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 Thursday, 23 February 2017 till Friday, 24 March 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 P.M. on Saturday, 25 March 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. 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.

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: Shareholders 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.nsdl.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.nsdl.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 **105989**.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 **goenkamohan@hotmail.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 e-voting user manual for members available at the "Downloads" section of 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 **Thursday, 23 February 2017 at [9:00 A.M. IST] and will end on Friday, 24 March 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 February 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 of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company had passed a Special Resolution in March 2016 for issue of debt securities upto Rs. 1800 crores for the FY 2016-17. 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 financial plans for the financial year 2017-18, the Company may be required to issue during the financial year debt securities upto Rs. 2000 crores (Rupees Two Thousand Crore only) for general corporate purposes of the Company as per the terms and conditions as mentioned below. 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.	Type of issuance	Private placement
3.	Total issue size	Rs. 2000 Crores (Rupees Two Thousand Crore only)
4.	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.
5.	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.
6.	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
7.	Coupon/interest offered, schedule of payment of coupon/interest and principal	As per the terms and conditions of Offer Document, as may be finalized by the Management Committee of the Board of Directors from time to time.
8.	Special right/interest/privileges attached to the instrument and changes thereof	As per the terms and conditions of Offer Document, as may be finalized by the Management Committee of the Board of Directors from time to time.

Pursuant to Section 42 of the Companies Act, 2013 read with relevant rules 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 recommends the passing of the resolution as set out 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
15 February 2017

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

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

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; 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 Holders, if any :

3. Ledger Folio / DP ID & Client ID No. :

4. Number of Shares held :

5. I/We exercise my/our votes in respect of the following Resolution to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated Wednesday 15 February 2017 by sending my/our assent or dissent to the following resolution by placing (✓) mark in the appropriate box below:

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 42, 71 and 180(1)(c) of the Companies Act, 2013, upto an overall ceiling of Rs. 2000 crores on Private Placement basis	Special			

Place :

Date :

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

ELECTRONIC VOTING PARTICULARS

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

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 rejected.
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 **Friday, 24 March 2017 (5:00 P.M. IST).** Duly completed Postal Ballot Forms should reach the Scrutinizer not later than close of business hours at 5 P.M on **Friday, 24 March 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 no later than the date specified at item 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 February 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. There shall be one postal ballot form for every Folio No. / DP ID & Client ID irrespective of the number of joint holders.
13. 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.
14. 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.
15. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot contact Company Secretary of the Company by sending email at shabnum.zaman@magma.co.in or call at +91 33 4402 7736
16. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
17. The results of the voting by Postal Ballot will be declared at the Registered Office of the Company on Saturday, 25 March 2017 and the same will also be placed on the Company's website www.magma.co.in. at its weblink 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 also be published in the newspaper(s).

Registered Office :

"Magma House",
24, Park Street,
Kolkata-700 016
West Bengal
15 February 2017

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

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