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

May 29, 2015

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: Clause 31 of the Listing Agreement

Pursuant to Clause 31 of the Listing Agreement, please find attached herewith 6 copies of the Postal Ballot Notice dated 21st May, 2015 along with Postal Ballot Form under Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 seeking the consent of the members in respect of subscription by the Company to 2070 Redeemable Zero Coupon Non-Convertible Debentures and adoption of new set of Articles of Association of the Company.

This is for your information and record.

Thanking You,
For **Magma Fincorp Limited**

Kailash Baheti
Company Secretary

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

Encl: As above

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 : secretary@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) the resolutions appended are proposed to be passed as a special resolution by way of post/ through electronic means.

The explanatory statement in terms of the provisions of Section 102 (1) of the Act pertaining to the aforesaid resolutions setting out the material facts 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 the Postal Ballot Form. References to Postal Ballot(s) below include votes received electronically.

The Management Committee pursuant to the authorisation by the Board of Directors of the Company has appointed Vinod Kothari & Company, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot 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 on **Monday, 29th June 2015** at the Registered Office of the Company. The result of the postal ballot, along with the Scrutinizer's Report will be posted on the Company's website www.magma.co.in. 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 newspaper(s).

SPECIAL BUSINESS :

1. Subscription by Magma Fincorp Limited ('Company') to 2070 Redeemable Zero Coupon Non-Convertible Debentures issued by Celica Developers Private Limited ('Celica').

To consider and if thought fit, to pass the following resolution as a **Special Resolution** :

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the members of the Company do hereby ratify and provide their consent in respect of subscription by the Company to 2070 Redeemable Zero Coupon Non-Convertible Debentures, each having a face value of ₹ 10,00,000/- (Rupees Ten Lacs only) amounting to ₹ 207,00,00,000/- (Rupees Two Hundred and Seven Crores only) issued by Celica Developers Private Limited having a redemption period of 13 (Thirteen) months from the date of issue and on such other terms and conditions as has been provided in the Explanatory Statement to this Resolution.

RESOLVED FURTHER THAT Mr. Mayank Poddar, Chairman, Mr. Sanjay Chamria, Vice Chairman & Managing Director and Mr. Kailash Baheti, Company Secretary, be and are hereby jointly and severally authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution."

2. Adoption of new set of Articles of Association of the Company

To consider and if thought fit, to pass 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 ("Act") read with rules framed thereunder and Schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) the new set of Articles of Association which is available for inspection at the Registered Office of the Company and on the Company's website, be and is hereby approved and adopted in substitution and to the entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or Management Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things 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
21st May 2015

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

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

NOTES

1. 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 is annexed hereto.
2. The Management Committee pursuant to authorisation in this regard by the Board of Directors of the Company has appointed Vinod Kothari & Company, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. The voting rights of the Members shall be reckoned as on **15th May 2015** which is the cut-off date.
4. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the postal ballot voting process will be declared on **Monday, 29th June 2015**, at the registered office of the Company by placing the same along with the Scrutinizer's Report on the Company's website i.e. "www.magma.co.in". 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).
5. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
6. 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 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement.
7. Members desirous of exercising vote through electronic means, are requested to carefully follow the instructions given under the heading "Instructions" in Postal Ballot Form. The voting through electronic means will commence on **Friday, 29th May 2015 at [9:00 A.M. IST]** and will end on **Saturday, 27th June 2015 at [5:00 P.M. IST]**. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
8. 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 **Saturday, 27th June 2015**. 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.
9. All the material documents referred, if any, to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company, between 11.00 A.M. and 5.00 P.M. on any working day from **Friday, 29th May 2015 to Saturday, 27th June 2015** . 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.
10. Any query in relation to the resolutions proposed to be passed by Postal Ballot or any query pertains to electronic voting may be addressed to the Company Secretary, Magma Fincorp Limited, Magma House, 24, Park Street, Kolkata - 700016.

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

ITEM NO. 1

Celica Developers Private Limited (Celica) is the holder of 3,55,55,556 (Three Crores Fifty Five Lacs Fifty Five Thousand Five Hundred and Fifty Six) Compulsorily Convertible Preference Shares issued by Magma Advisory Services Limited (MASL) (MASL CCPS). MASL in turn holds the entire share capital of Magma Housing Finance (a Public Company with Unlimited Liability) (Wholly Owned Subsidiary of Magma Advisory Services Limited). Celica had issued Non-Convertible Debentures (Erstwhile Celica NCDs) amounting to ₹ 160,00,00,000/- (Rupees One Hundred and Sixty Crores only) to a certain investor (not a related party) and had pledged the MASL CCPS to the debenture trustee appointed in respect of that issuance.

The Company holds 100% (One Hundred percent) of the equity share capital of MASL. To completely negate the possibility of the MASL CCPS being sold to an outside party and to preserve the Company's rights in respect of the MASL CCPS as contemplated in the Option Agreement dated 4th February 2013 your approval has already been sought and received in the Extra-ordinary General Meeting held on 28th April 2015 approving the Option Agreement referred to above which will extend beyond 31st March 2015. Your Company has pursuant to the resolution passed by way of circulation passed by the Audit Committee of the Company on 1st April 2015 and the resolution passed at the meeting of the Board of Directors of the Company held on 2nd April 2015, subscribed to 2070 Redeemable Zero Coupon Non-Convertible Debentures issued by Celica amounting to ₹ 207,00,00,000/- (Rupees Two Hundred and Seven Crores only) (Celica NCDs/ NCDs) having a redemption period of 13 (Thirteen) months from the date of issue and on such other terms and conditions as listed out below :

Denomination of the Instrument/ Face Value	₹ 10 Lacs per Debenture
Issue Price	At Par
Debenture Trustee	IDBI Trusteeship Services Limited
Redemption date	1st May 2016

Redemption of NCDs	The NCDs will be redeemed, by Celica by making a payment of the face value of the NCDs plus the NCD Yield or in the manner provided for in the Option Agreement, executed by and between Celica and Magma Fincorp Limited, in respect of the CCPS. **"CCPS"** shall mean 3,55,55,556 (Three Crore Fifty Five Lakhs Fifty Five Thousand Five Hundred Fifty Six) non-redeemable, non-cumulative, non-participating, fully, mandatorily and compulsory convertible preference shares issued by Magma Advisory Services Limited, to Celica.
NCD Yield	12.50 % annualised.
Redemption Price of NCDs	Price payable for redemption of NCDs calculated as follows : Face Value*(1+NCD Yield) ^ ((Redemption Date – Issue Date) / 365)
Debenture Trustee Put Option	The Debenture Trustee shall be entitled to exercise certain rights available to the Company under the Option Agreement viz. the right to exercise Debenture Trustee Put Option in the name of and on behalf of the Company acting as its constituted attorney on the occurrence of the following events : (a) In the event that amounts sufficient to redeem the Debentures are not available in the Designated Account on the date being 1 (One) calendar day prior to the Maturity Date; and (b) In the event that amounts sufficient to redeem the Debentures are not available into the Designated Account on or prior to the date being 3 (Three) days after receipt by the Company of an Acceleration Notice issued by the Debenture Trustee, in terms of the Debenture Trust Deed. In such a case the Debenture Trustee shall (upon the instructions of the majority debenture holders) exercise the Debenture Trustee Put Option.
Sale of CCPS	In the event that the CCPS are proposed to be sold or transferred by the Company to any other person (other than any transfer to MFL under the terms of the Option Agreement), the Company shall be bound to ensure that the purchase price for sale or transfer are deposited into the Designated Account atleast 1 (One) Business Day prior to the actual transfer of the CCPS by the Company to the purchaser thereof ("Deposit Date") and that such purchase price is atleast equal to the amount required to redeem the Debentures, in full, on the Deposit Date. On the Deposit Date, the Company shall be obliged to utilise all monies deposited into the Designated Account as contemplated in Clause 13.1 of the Debenture Trust Deed to redeem the Debentures on the Deposit Date itself, unless the Company and the Debenture Trustee (acting upon the instructions of the Majority Debenture Holders) otherwise agree.
Security	• Exclusive charge by way of hypothecation over the Designated Account • First ranking pari passu charge by way of mortgage created over the immovable property being Shop No. 20 admeasuring covered area of 480 sq. ft. on the Ground Floor of 'Park Center', 24 Park Street, Kolkata – 700016 ("Mortgaged Property").
Capitalised terms used in the above terms and condition but not defined shall have the same meaning as ascribed to them in the Debenture Trust Deed & Option Agreement which will be available for inspection at the Registered Office of the Company during business hours from 11.00 A.M. to 5.00 P.M. on any working day from Friday, 29th May 2015 to Saturday, 27th June 2015.	

Celica is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013. Under Section 188 of the Companies Act, 2013 the following types of transactions require the approval of the shareholders of the Company if the monetary value thereof exceeds certain thresholds prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014:

(a) Sale, purchase or supply of any goods or materials;
(b) Selling or otherwise disposing of, or buying, property of any kind;
(c) Leasing of property of any kind;
(d) Availing or rendering of any services;
(e) Appointment of any agent for purchase or sale of goods, materials, services or property;
(f) Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
(g) Underwriting the subscription of any securities or derivatives thereof, of the company.

Although a transaction for subscription to the Celica NCDs, does not technically constitute a 'purchase of any goods or materials' or 'buying property of any kind' and accordingly does not strictly fall within the ambit of the types of transactions covered by Section 188 (which are set out above), as a matter of good corporate governance, the Board has decided to seek the approval of the shareholders of the Company, with respect to the Company's subscription of the Celica NCDs under the provisions of Section 188 of Companies Act, 2013.

Accordingly, the Resolution as set out in the Notice seeks your ratification and consent in respect of the Company's subscription to the Celica NCDs by way of a Special Resolution, as stated in the Notice convening the meeting.

In order to aid the shareholders in understanding the implications of the proposed Resolution, the following pertinent details are being provided:

Serial Number	Particulars	Disclosures
1.	Name of the Related Party	Celica Developers Private Limited
2.	Name of the director or key managerial personnel who is related	Mr. Mayank Podar, Chairman and Mr. Sanjay Chamria, Vice Chairman & Managing Director.
3.	Nature of relationship	Both the above named individuals are directors of Celica Developers Private Limited.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The Company had subscribed to 2070 Redeemable Zero Coupon Non-Convertible Debentures having a face value of ₹ 10,00,000/- (Rupees Ten Lacs only) each aggregating to ₹ 207,00,00,000/- (Rupees Two Hundred and Seven Crores only), having a redemption period of 13 (Thirteen) months from the date of issue on such terms and conditions as set out above.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	–

The Board of Directors recommends the aforesaid Resolution for your ratification and consent as a Special Resolution.

Since the value of Celica NCDs does not exceed 10% of the total consolidated turnover of the Company, the provisions of clause 49 of Equity Listing Agreement will not be applicable. As a matter of good corporate practice, Celica being a related party will not vote on the Resolution.

Other than as specified hereinbelow, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the Resolution.

Pursuant to the provisions of Section 102(2) of the Companies Act 2013, the extent of shareholding of Promoter, Director, and Key Managerial Personnel (KMP) of the Company in Celica is provided below:

Name of the Promoter of Magma Fincorp Limited	Extent of shareholding in Celica (%)
Kalpana Poddar	47.35
Microfirm Softwares Pvt Ltd	5.29

ITEM NO. 2

The existing Articles of Association (AoA) of the Company was based on the Companies Act, 1956 and several clauses/regulations in the existing AoA contain references to the specific section of the Companies Act, 1956 and some of which are no longer in force.

With the enactment of the Companies Act, 2013 and its allied rules, the provisions of the Companies Act, 1956 are getting repealed in a phased manner. The Board of the Company believe that it is desirable that the AoA of the Company be revised so that they reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the Listing Agreement and other SEBI Rules and Regulations applicable thereto. Since the proposed alterations, deletions, insertions etc. to the present AoA are numerous it is most convenient to adopt an entirely new set of regulations in place of those contained in its existing AoA incorporating all the proposed alterations. The proposed set of AoA of the Company is aligned to the new Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company as per the Companies Act, 2013 and other applicable law.

A copy of the draft AoA is available for inspection at the Registered Office of the Company during business hours from 11:00 A.M. to 5:00 P.M. on any working from Friday, 29th May 2015 to Saturday, 27th June 2015 and will also be available on the website of the Company.

The Board of Directors recommends the aforesaid Resolutions for your approval as Special Resolution.

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

Registered Office :
"Magma House",
24, Park Street,
Kolkata - 700 016
West Bengal

21st May 2015

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

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



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POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

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.: (Applicable to investors holding Shares in dematerialized form)

4. Class 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 **Thursday, 21st May 2015** by sending my/our assent or dissent to the following resolutions by placing (✓) mark in the appropriate box below:

Item No.	Brief particulars of the resolution proposed	Type of Resolution	No. of Share(s) held	Please (✓) in the appropriate box below	
				I/We assent to the resolution ('FOR')	I/We dissent to the resolution ('AGAINST')
1	Subscription by Magma Fincorp Limited ("Company") to 2070 Redeemable Zero Coupon Non-Convertible Debentures issued by Celica Developers Private Limited ("Celica")	Special			
2	Adoption of new set of Articles of Association of the Company	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
101782		

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.

INSTRUCTIONS

Member(s) can opt for only one mode of voting i.e. either by physical ballot or E-Voting. In case, if you are opting 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.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

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 Ballot Form, 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 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 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 **Saturday, 27th June 2015.** Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on **Saturday, 27th June 2015.** 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 Form should reach the Scrutinizer not 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. 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.

11. 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, 15th May 2015** and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

12 There shall be one postal ballot 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 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 postal ballot form received first shall only be considered for the purposes of determining majority.

15. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means contact Mr. Kailash Baheti, Company Secretary of the Company by sending email at secretary@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.

17. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website, i.e., www.magma.co.in.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).

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, 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:

   B) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:–

      i) Open email and open PDF file viz; "Magma e-Voting. pdf" with your Client id (in case shares are held in demat mode) and Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User Id" and "Password/PIN" for e-voting. Please note that the password is an initial password.

      ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

      iii) Click on Shareholder - Login.

      iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.

      v) On the first login, you need to change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. In case you have earlier logged in at www.evoting.nsdl.com for exercising your votes in respect of postal ballot of any other company and have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

      vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

      vii) Select "EVEN" of Magma Fincorp Limited.

viii) 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 you have voted on the resolution, you will not be allowed to modify your vote.

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 or secretary@magma.co.in with a copy marked to evoting@nsdl.co.in.

A) 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 overleaf.

(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 shareholders and e-voting user manual for shareholders 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 **Friday, 29th May 2015 at [9:00 A.M. IST]** and will end on **Saturday 27th June 2015 at [5:00 P.M. IST].** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 15th May 2015** 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 shareholder, the shareholder shall not be allowed to change it subsequently.

6. The Scrutinizer shall within a period not exceeding 3 (three) working days 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, forthwith to the Chairman of the Company.

Registered Office :

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

21st May 2015

For **Magma Fincorp Limited**

Sd/-

Kailash Baheti
Company Secretary

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