

March 11, 2013

The Secretary,
Corporate Relationship Department
Bombay Stock Exchange 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 4th March, 2013 along with Postal Ballot Form under Section 192A of the Companies Act, 1956, seeking the consent of the members for the following:

1. Reclassification of the Authorized Share Capital of the Company under Sections 16 & 94 of the Companies Act, 1956 by way of Ordinary Resolution.
2. Authorization for raising finance through issue of Securities under Sections 81 & 81(1A) of the Companies Act, 1956 upto an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) by way of Special Resolution.

This is for your information and record.

Thanking You,
For Magma Fincorp Limited


Girish Bhatia
Company Secretary

Encl: As above



MAGMA FINCORP LIMITED

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

NOTICE OF THE POSTAL BALLOT

Notice pursuant to Section 192A of the Companies Act, 1956

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, the resolutions set out hereunder for the purpose of reclassification of the Authorised Share Capital of the Company and authorization for raising finance through issue of Securities are proposed to be passed as Ordinary Resolution and Special Resolution respectively by means of postal ballot.

E-Voting Option

We are pleased to offer e-voting facility as an alternate for our Members which would enable the Members to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on Saturday, 13th April, 2013 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website www.magma.co.in. The result of the postal ballot shall also be announced through newspaper advertisement.

Item No. 1

ORDINARY RESOLUTION

Reclassification of the Authorized Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be necessary, consent of the members be and is hereby accorded that the existing Authorised Share Capital of the Company of Rs. 596,00,00,000/- (Rupees Five Hundred Ninety Six Crores Only) comprising of 22,00,00,000 (Twenty Two Crores) Equity Shares of the face value of Rs. 2/- (Rupees Two) each aggregating to Rs. 44,00,00,000/- (Rupees Forty Four Crores) and 5,52,00,000 (Five Crores Fifty Two Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred) each aggregating to Rs. 552,00,00,000/- (Rupees Five Hundred Fifty Two Crores) be and is hereby reclassified into 26,50,00,000 (Twenty Six Crores Fifty Lakhs) Equity Shares of the face value of Rs. 2/- (Rupees Two) each aggregating to Rs. 53,00,00,000/- (Rupees Fifty Three Crores only) and 5,43,00,000 (Five Crore Forty Three Lakhs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each aggregating to Rs. 543,00,00,000/- (Rupees Five Hundred and Forty Three Crores only) and Clause V of the Memorandum of Association of the Company be accordingly altered.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association be substituted by the following new Clause V:

"The Authorised Share Capital of the Company is Rs. 596,00,00,000/- (Rupees Five Hundred Ninety Six Crores Only) divided into 26,50,00,000 (Twenty Six Crores Fifty Lakhs) Equity Shares of the face value of Rs. 2/- (Rupees Two) each aggregating to Rs. 53,00,00,000/- (Rupees Fifty Three Crores only) and 5,43,00,000 (Five Crore Forty Three Lakhs) Preference Shares of Rs. 100/- each (Rupees One Hundred only) each aggregating to Rs. 543,00,00,000/- (Rupees Five Hundred and Forty Three Crores only) with power to increase or reduce the Share Capital of the Company and to divide the shares in the share capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate and/or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof or the Company Secretary of the Company be and are hereby severally authorised to take all such actions and do all such deeds as are necessary to reclassify the existing Authorized Share Capital of the Company in the manner as set out hereinabove and for this purpose to sign, verify, execute and file all necessary forms, agreements and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, West Bengal and 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 the abovementioned reclassification."

Item No.2

SPECIAL RESOLUTION

Authorization for raising finance through issue of Securities

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

"RESOLVED THAT pursuant to the provisions of Sections 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Companies Act") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where equity shares of the Company of face value Rs. 2/- each (the "Equity Shares") are listed (the "Listing Agreements") 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"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force), as amended from time to time 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, Department of Industrial Policy & Promotion ("DIPP") 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, Foreign Investment Promotion Board, 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 (hereinafter referred to as “the requisite approvals”) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot the 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 or a combination of the foregoing (hereinafter referred to as the “Securities”), for an amount not exceeding Rs. 500 crores (Rupees Five Hundred 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 Public Issue(s) and / or Private Placement(s) and /or Rights Issue and / or Qualified Institutional Placement (QIP) in terms of Chapter VIII of SEBI (ICDR) Regulations and / or any other permitted modes through a 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 market price or prices in such manner and on such terms and conditions as may be determined and as the Board may in its absolute discretion deem appropriate at the time of such issue or allotment considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Advisors, Book Running Lead Managers, 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 the Securities are offered, issued and allotted under Chapter VIII of SEBI (ICDR) Regulations to Qualified Institutional Buyers, the same shall be at such price to be determined by the Board at its absolute discretion, subject to compliance with the SEBI (ICDR) Regulations and/or other applicable law, including, if permitted, at a discount or premium to the floor price under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in the event of the issue of Securities as aforesaid by way of Qualified Institutions Placements in terms of Chapter VIII of SEBI (ICDR) Regulations:

- 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 81(1A) and other applicable provisions, if any of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Securities;
- b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations and the discount, if any, shall be as permitted by the applicable provisions of SEBI (ICDR) Regulations;
- 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 of 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 Company may enter into any arrangement with any agencies or bodies as are authorized by the Board 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 Company be and is hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer documents(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 the Board may in its absolute discretion deem 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 inter se* and with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT such of these Securities to be issued as are not subscribed may be disposed of by the Board in such manner and/or on such terms as the Board may deem fit and proper, in its sole and absolute discretion.

RESOLVED FURTHER THAT the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, 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 arrangements, 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 the Board may deem fit at its absolute discretion, 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 by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board 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 including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific size of the offering, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above authorized persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- e. Deciding upon the issue structure;
- f. Determining the issue opening and closing dates;
- g. Determining the issue price of the Securities;
- h. Allotment of Securities;
- i. Opening such bank accounts and demat accounts as may be required for the transaction;
- j. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- k. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- l. Making applications for listing of the Securities of the Company on one or more Stock Exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned Stock Exchange(s); and
- m. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

Registered Office :

“Magma House”, 24, Park Street,
Kolkata-700 016 (West Bengal)
4th March, 2013

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

Sd/-
Girish Bhatia
Company Secretary

NOTES

1. Explanatory statement pursuant to Sections 173(2) and 192A and other applicable provisions of the Companies Act, 1956, in respect of the business set out above is annexed hereto.
2. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the Company in respect of the resolutions under Postal Ballot Notice dated Monday, 4th March, 2013 shall be determined through Postal Ballot.
3. The Investment Committee of the Board of Directors which has been authorized in this regard has appointed M/s. A. K. Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
4. The voting rights of the Members shall be reckoned as on Friday, 1st March, 2013 which is the cut-off date.
5. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Saturday, 13th April, 2013, at the registered office of the Company which will be placed on the notice board 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 also be announced through newspaper advertisement.
6. The Scrutinizer’s decision on the validity of a Postal Ballot Form shall be final.
7. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
8. In case a member(s) desires to exercise vote by Postal Ballot Form, he is requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Business Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Friday, 12th April, 2013. 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.

9. In case a member desires to exercise vote by using e-voting facility then he has to carefully follow the instructions given under the heading "Instructions" of Postal Ballot Form. He can use the facility and log in any number of times till he has voted on the resolution or till the end of the voting period i.e. Friday, 12th April, 2013, whichever is earlier.
10. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A OF THE COMPANIES ACT, 1956

Item No. 1

The Company proposes to raise the capital to augment its long term working capital requirements in view of the projected growth in the business of the Company, strengthen the financial position of the Company by augmenting its long term resources, redemption of preference shares from time to time and to meet the capital adequacy norms prescribed by the Reserve Bank of India ("RBI") from time to time as applicable to the Company. The present authorised equity share capital may not be sufficient if further equity shares are issued. Accordingly your Board proposes to reclassify the present authorised share capital as per the details given in the Ordinary Resolution as set out in the Notice.

Therefore the Board recommends the Resolution contained in Item No. 1 to be passed by the members so as to enable it to reclassify the authorized share capital.

None of the Directors is in any way concerned or interested in the resolution.

Item No. 2

The Company proposes to raise the capital to augment its long term working capital requirements in view of the projected growth in the business of the Company, strengthen the financial position of the Company by augmenting its long term resources, redemption of preference shares from time to time and to meet the capital adequacy norms prescribed by the Reserve Bank of India ("RBI") from time to time as applicable to the Company.

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 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 through Public Issue(s) and/or Private Placement(s) and /or Rights Issue and/or Qualified Institutional Placement (QIP) in terms of Chapter VIII of SEBI (ICDR) Regulations and / or any other permitted modes through a prospectus and/or an offer document and/or such other documents/writings/circulars / memoranda in such manner for an amount not exceeding Rs. 500 crores (Rupees Five Hundred 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:

- 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 81(1A) and other applicable provisions, if any of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Securities;
- The pricing of the Securities to be issued to QIBs pursuant to Chapter VIII of the SEBI (ICDR) Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI (ICDR) Regulations. The discount, if any, shall be as permitted by the applicable provisions of SEBI (ICDR) Regulations. The Board may, at its absolute discretion, decide the pricing for the shares to be offered, issued and allotted in the Qualified Institutional Placement;
- 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;
- 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 of the previous financial year;
- 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 also under 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 81(1A) of the Act.

Therefore the Board recommends the Resolution contained in Item No. 2 to be passed by the members so as to enable it to issue further Securities.

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

The proposed issue is in the interest of the Company and your Directors recommend the Resolution for your approval.

The Directors of the Company may be deemed to be concerned or interested in the Resolution at Item No. 2 to the extent of the Securities may be offered to them or to the companies/institutions of which they are Directors or members.

Registered Office :

"Magma House", 24, Park Street,
Kolkata-700 016 (West Bengal)
4th March, 2013

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

Sd/-
Girish Bhatia
Company Secretary



MAGMA FINCORP LIMITED

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

POSTAL BALLOT FORM

Pursuant to Section 192A of the Companies Act, 1956

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 Resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated Monday, 4th March 2013 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	No. of Shares	Please (✓) in the appropriate box below	
			I/We assent to the resolution ('FOR')	I/We dissent to the resolution ('AGAINST')
1	Ordinary Resolution Reclassification of the Authorized Share Capital of the Company under Sections 16 & 94 of the Companies Act, 1956			
2	Special Resolution Authorization for raising finance through issue of Securities under Sections 81 & 81(1A) of the Companies Act, 1956 upto an amount not exceeding Rs.500 crore			

Place:

Date:

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

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	User ID	Password/ PIN

Note: 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 Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular 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 Investment 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). 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. Unsigned, incomplete, incorrect Forms will be rejected.
5. Members may not use all their votes and may not cast all their votes in the same way.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Friday, 12th April, 2013. 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 the Form is signed by an Authorized representative of a Body Corporate, Trust, Societies or any other entity, a certified true copy of the Board resolution or a specific authorization of such other entity as the case may be, giving requisite authority to the person voting on the Postal Ballot Form should accompany 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.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. Friday, 1st March, 2013.
12. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders and proxy shall not be exercised for Postal Ballot.
13. Members are requested not to send any other paper alongwith the Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of members.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012 of Securities and Exchange Board of India and in line with the "**Green initiative in the Corporate Governance**" launched by the Ministry of Corporate Affairs, the Company is pleased to extend e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under:

- i. Open the web browser and log on to the e-voting website: www.evotingindia.com.
- ii. Now click on 'Shareholders'.
- iii. Now, select the "Electronic Voting Sequence Number" (EVSN) alongwith "Magma Fincorp Limited" from the drop down menu and click on "SUBMIT".
- iv. Now fill up the following details in the appropriate boxes:

	For Demat Holding	For Physical Holding
Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-id	For NSDL- 8 character DP ID + 8 digit Client ID For CDSL - 16 digit Beneficial Owner ID	Registered Folio Number with the Company
Password	Your unique Password has been printed on the Postal Ballot Form.	Your unique Password has been printed on the Postal Ballot Form.
PAN or Default Number	Enter the 10 digit alphanumeric Permanent Account Number issued to you by Income Tax Dept.	Enter the Permanent Account Number /Default Number (9999999999)

The members who have already voted on an earlier instance of voting through CDSL, should use the same login details. In case they do not remember such password, they may go to the option “Forgot password” and proceed.

- v. After logging in the details of the “User id, Password, PAN or Default Number”, the Members holding shares in physical form will reach directly to the voting screen. However, Members holding shares in Demat form will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e date of birth, mobile number and email id. Kindly remember the changed password as this can be used for voting on the future postal ballot resolution(s) for Magma Fincorp Limited or any other Company.
- vi. On the voting page, you will now see Resolution Description and other option for voting YES/NO against Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
- vii. Click on the Resolution File Link if you wish to view the complete Postal Ballot Notice.
- viii. Enter the number of Shares (which represents no. of votes) under each of the heading of the Resolution, if you want to vote YES/NO but not exceeding your total holding.
- ix. After you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote click on CANCEL and accordingly modify your vote.
- x. Once you voted the resolution, you will not be allowed to modify your vote.
- xi. You can log in any number of times till you have voted in the resolution or till the end of the voting period (i.e. Friday, 12th April, 2013), whichever is earlier.
- xii. In case you have any queries or issues regarding e-voting, please contact on helpdesk.evoting@cdslindia.com or on bhatia.g@magma.co.in
- xiii. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also 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 aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

Registered Office :

“Magma House”,
24 Park Street,
Kolkata-700 016
West Bengal
4th March, 2013

For Magma Fincorp Limited

**Sd/-
Girish Bhatia
Company Secretary**