

30 March 2018

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



The Secretary
Corporate Relationship Department
BSE Limited
25th Floor, P. J. Towers, Dalal Street, Fort,
Mumbai - 400 001

(Company Code - 524000)

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

(Symbol - MAGMA)

Sub.: Disclosure of Voting Result of Postal Ballot in terms of Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the result of the Postal Ballot which was announced today on 30 March 2018 at the Registered Office of the Company w.r.t the following matters as set out in the Notice dated 23 February 2018:

Special Resolution:

1. 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 for the financial year 2018-19

Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792), Scrutinizer appointed for conducting the Postal Ballot process submitted his Report to the Company today i.e. 30 March 2018. On the basis of the report received from the Scrutinizer, the resolutions w.r.t the aforesaid matters have been declared as passed with requisite majority by means of Postal Ballot on 29 March 2018 i.e. the last date of e-voting and receipt of postal ballot forms.

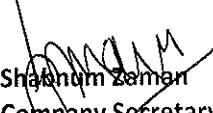
A copy of the Scrutinizer's Report alongwith certified copy of Minutes of the proceedings is enclosed herewith for your information and record.

The Postal Ballot results are also being hosted on our Company's website www.magma.co.in at its weblink i.e. <https://magma.co.in/about-us/investor-relations/secretarialdocuments/download-secretarial-documents/> and will be published in newspapers.

This is for your information and record.

Thanking You,
Yours Faithfully,

For Magma Fincorp Limited


Shaanum Zaman
Company Secretary
ACS No. 13918
Encl: As above

The brief analysis of the results of the voting through e-voting and Postal Ballot Form are as under:


Particulars	Special Resolution
Date of announcement of Postal Ballot/E-voting results	30.03.2018
Date of the Notice of Postal Ballot	23.02.2018
Record date for reckoning voting rights	16.02.2018
Total number of shareholders on record date	17414
No. of Shareholders present in meeting either in person or through proxy Promoters and Promoter Group : Public : Total	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	Not Applicable

Item No.1

Details of Agenda	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
Resolution Required	Special Resolution
Mode of Voting	E-Voting+Postal Ballot
Whether Promoter / Promoter group are interested in the agenda or resolution ?	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2)* 100
Promoter & Promoter Group	E-Voting	65752083	65572003	99.7261	65572003	0	100.0000	0.0000
	Postal Ballot Form		180080	0.2739	180080	0	100.0000	0.0000
Public – Institutional Holders	E-Voting	122281681	107026805	87.5248	106990109	36696	99.9657	0.0343
	Postal Ballot Form		-	-	-	-	-	-
Public-Non Institutions	E-Voting	48994908	28335155	57.8329	28334925	230	99.9992	0.0008
	Postal Ballot Form		6730	0.0137	6718	12	99.8217	0.1783
Total		237028672	201120773	84.8508	201083835	36938	99.9816	0.0184

For Magma Fincorp Limited


 Shabnum Zaman
 Company Secretary
 ACS No. 13918

Report of the Scrutinizer(s)

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies
(Management and Administration) Rules, 2014 as amended upto date]**

To,
The Chairman / Director of
MAGMA FINCORP LIMITED
CIN – L51504WB1978PLC031813
“Magma House”, 24 Park Street
Kolkata – 700 016.

Dear Sir,

Subject : Passing of Resolution contained in the Notice Dated 23 February 2018 by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 framed thereunder with regard to Special Resolution under Section 41, 71 and 180(1)(c) of the Companies Act, 2013 (the Act)

The Management Committee of the Board of Directors of Magma Fincorp Limited (hereinafter referred to as the “Company”) pursuant to authorisation in this regard by the Board of Directors of the Company has at their Meeting held on 23 February, 2018 appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer for the Postal Ballot / Remote Electronic Voting (e-voting) pursuant to Sections 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) for the Resolution(s) in respect of the matter(s) as set out in the Notice of Postal Ballot proposed to be transacted by way of Postal Ballot / e-voting.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and the Rules framed thereunder as also under the Listing Regulations relating to voting through e-voting and postal ballot process and for the Resolutions proposed in the Notice of Postal Ballot of the Company dated 23 February, 2018.

My responsibility as a Scrutinizer is restricted to making Scrutinizer’s Report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on the Report generated from e-voting system provided by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facilities for voting through electronic means and votes cast through Postal Ballot Forms in respect of the resolutions as contained in the Postal Ballot Notice.



As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode and e-voting) received from the Members of the Company, I hereby submit my report as under :

1. The Company had appointed NSDL as Service Provider, for the purpose of extending the facility of e-voting to the Members of the Company through their website www.evoting.nsdl.com. M/s. Niche Technologies Private Limited is the Registrar and Transfer Agent (RTA) of the Company.
2. The Company on 26 February 2018 completed the despatch of Postal Ballot Forms alongwith self-addressed postage prepaid envelope to its Members whose Email IDs are not registered with the Company but whose name(s) appeared on the Register of Members / list of beneficiaries as on 16 February, 2018. In respect of those members whose E-Mail IDs are registered with the Company, the Postal Ballot Form alongwith the Notice and Explanatory Statement were sent by email on the same day through NSDL. Members were also given the option to vote electronically on e-voting platform, provided by the NSDL as alternate, for its Members to enable them to cast their votes electronically instead of responding to Postal Ballot Form physically.
3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the e-voting facility was kept open for thirty (30) days period commenced on Wednesday, 28 February, 2018 at 9:00 A. M. IST and remained open till 5:00 P. M. IST on Thursday, 29 March, 2018 and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on e-voting platform provided by NSDL. The last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours on Thursday, 29 March, 2018 (5:00 P. M.).
4. The Members of the Company holding shares as on **“Cut-off Date” i.e. Friday, 16 February 2018** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated 23 February 2018.
5. The requisite Public Advertisement with respect to despatch of Postal Ballot was published in the daily Newspaper viz. “The Financial Express” (in English language) and “Aajkaal” (in Bengali language) on 28 February, 2018.
6. Particulars of all the Postal Ballot Forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose. The Postal Ballot Forms were kept under my safe custody.
7. The Postal Ballot Forms and the votes casted e-voting were duly unblocked in the presence of 2 (two) witnesses – Mr. Saroj Kumar Murarka of 124, Bangur Avenue, Block-C, 2nd Floor, Kolkata – 700 055 and Mr. Deepak Kumar Sharma of Hanskalipool, Shantinagar Sarani, Near Indira Gandhi Statue, Howrah – 711 109. They have signed below in confirmation of the votes being unblocked in their presence. The forms were scrutinised and the shareholdong was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 16 February, 2018 as



maintained by the Company. Votes cast by e-voting were matched with the Register of Members of the Company / list of beneficiaries and checked for duplication viz.voting by both physical and electronic mode. The votes downloaded from the e-voting system were collated on 29 March, 2018 after 5:00 P. M. Duplicate votes detected were invalidated.



Saroj Kumar Murarka



Deepak Kumar Sharma

8. All Postal Ballot Forms received and votes cast through e-voting upto 5:00 P.M. on 29 March, 2018, the last date and time fixed by the Company for receipt of forms, were considered for my scrutiny. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and RTA with respect to number of shares held on 16 February, 2018 and authentication, wherever required, lodged for the purpose.
9. No envelope containing Postal Ballot Forms were received after 5:00 P.M. on 29 March, 2018.
10. I did not find any defaced or mutilated ballot papers.

Summary of total votes casted (aggregate of e-voting and voting through Postal Ballot Form) is as follows :

Particulars		
Total number of shareholders on Cut-off Date i.e.16 th February, 2018		17,414
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :		Not Applicable

Special Resolution No.1 : Issuance of debt securities pursuant to Sections 42, 71 and 180(1)(c) of the Companies Act, 2013, upto an overall ceiling of Rs.2,000 Crores on Private Placement basis.

Particulars	No. of votes contained in -						Percentage (%)
	E-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	83	200897037	48	186798	131	201083835	99.9816
Dissent	4	36926	3	12	7	36938	0.0184
Total	87	200933963	51	186810	138	201120773	100.0000
Abstain / Invalid			1	165			



11. Submit herewith my consolidated Scrutinizer's Report on the results of voting through e-voting and voting through Postal Ballot Form as under :

Item No.1

Details of Agenda	Issuance of debt securities pursuant to Sections 42, 71 and 180(1)(c) of the Companies Act, 2013, upto an overall ceiling of Rs.2,000 Crores on Private Placement basis.
Resolution Required	Special Resolution
Whether Promoter / Promoter group are interested in the agenda or resolution ?	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	E-Voting	65752083	65572003	99.7261	65572003	0	100.0000	0.0000
	Postal Ballot Form		180080	0.2739	180080	0	100.0000	0.0000
Public – Institutional Holders	E-Voting	122281681	107026805	87.5248	106990109	36696	99.9657	0.0343
	Postal Ballot Form		-	-	-	-	-	-
Public-Non Institutions	E-Voting	48994908	28335155	57.8329	28334925	230	99.9992	0.0008
	Postal Ballot Form		6730	0.0137	6718	12	99.8217	0.1783
Total		237028672	201120773	84.8508	201083835	36938	99.9816	0.0184

Based on the aforesaid results, the Resolution No.1 as contained in the Notice dated 23 February, 2018 have been passed with the requisite majority.

All the relevant records relating to the voting through Postal Ballot Forms are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,



Place : Kolkata
Date : 30/03/2018

GIRISH BHATIA
COMPANY SECRETARIES
Flat No. 5B, Shubham Apartment
19-B, Alipore Road
Kolkata-700 027
C.P. No.- 13792

GIRISH BHATIA
Company Secretary in Practice

Girish
(CS GIRISH BHATIA)

Practising Company Secretary
FCS : 3295 CP : 13792

COUNTERSIGNED BY
For MAGMA FINCORP LIMITED

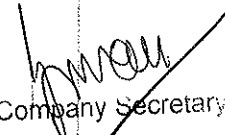
Mayank Poddar
Mayank Poddar
Chairman Emeritus & Wholetime Director

MINUTES OF THE PROCEEDINGS NO. 2/2017-18 HELD ON FRIDAY, THE 30 MARCH 2018 AT 5:00 P.M. AT THE REGISTERED OFFICE OF MAGMA FINCORP LIMITED, RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE SPECIAL RESOLUTION UNDER VARIOUS SECTIONS OF THE COMPANIES ACT, 2013 AS SET OUT IN THE NOTICE DATED 23 FEBRUARY 2018

Present:

Certified To Be True Copy
For MAGMA FINCORP LIMITED

- | | | |
|----|---|--------------------------|
| 1. | Mr. Mayank Poddar | Chairman for the meeting |
| 2. | Mr. Kazi Md. Nesar Ahammed | Member |
| 3. | Ms. Shabnum Zaman | Company Secretary |
| 4. | Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792), | Scrutinizer |


Company Secretary

SPECIAL RESOLUTION:

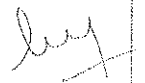
ITEM NO. 1

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 180(1)(c) of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 including any amendment thereto, read with relevant rules there under, 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 member 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 2018-19 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 Explanatory 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

CHAIRMAN'S
INITIALS



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."

Summary of the Postal Ballot votes casted through Physical Mode is as follows:

S No.	Particulars	Special Resolution No. 1
1.	Total No. of Postal Ballot Forms Received	52
2.	Total No. of Invalid Postal Ballot Forms	1
3.	Total No. of Valid Postal Ballot Forms	51
4.	Total No. of Valid Postal Ballot Forms in Favour of the Resolution	48
5.	Total No. of Valid Postal Ballot Forms Against the Resolution	3
7.	Total No. of Votes/Shares casted	186810
8.	Total No. of Votes/Shares in favour the Resolution	186798
9.	Total No. of Votes/Shares against the Resolution	12

Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:

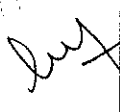
	Particulars	Special Resolution No. 1
1.	Total No. of votes/ shares casted through e-voting system	200933963
2.	Total No. of votes/ shares casted in favour of the resolution	200897037
3.	Total No. of votes/ shares casted against the resolution	36926

Summary of total votes casted (aggregate of Physical & Electronic Voting System) is as follows:-

Resolution no. 1- 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

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	186798	200897037	201083835	99.9816
2	Against	12	36926	36938	0.0184
	Total			201120773	100.0000

CHAIRMAN'S INITIALS


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The brief analysis of the results of the voting through e-voting and Postal Ballot Form are as under:

Particulars	Special Resolution No. 1 and 2
Date of announcement of Postal Ballot/E-voting results	30.03.2018
Date of the Notice of Postal Ballot	23.02.2018
Record date for reckoning voting rights	16.02.2018
Total number of shareholders on record date	17414
No. of Shareholders present in meeting either in person or through proxy Promoters and Promoter Group : Public : Total	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	Not Applicable

[Signature]
Company Secretary

Item No.1

Details of Agenda	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
Resolution Required	Special Resolution
Mode of Voting	E-Voting+Postal Ballot
Whether Promoter / Promoter group are interested in the agenda or resolution ?	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2)* 100
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	Postal Ballot Form		180080	0.2739	180080	0	100.0000	0.0000
Public - Institutional Holders	E-Voting	122281681	107026805	87.5248	106990109	36696	99.9657	0.0343
	Postal Ballot Form		-	-	-	-	-	-
Public-Non Institutions	E-Voting	48994908	28335155	57.8329	28334925	230	99.9992	0.0008
	Postal Ballot Form		6730	0.0137	6718	12	99.8217	0.1783
Total		237028672	201120773	84.8508	201083835	36938	99.9816	0.0184

The Chairman thereafter stated that the above Resolution set out in the Notice dated 23 February 2018 was duly approved and passed by requisite majority and the last date of e-voting and receipt of postal ballot forms i.e. Thursday, 29 March 2018 is the date of passing of the said Resolution.

Place: **KOLKATA**

Date of entry in minute book: **30.03.2018**

Date of signing: **30.03.2018**

[Signature]
CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S
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