

Annexure - I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U65999MH2009PTC197149
Registration Date	19 th November, 2009
Name of the Company	M POWER MICRO FINANCE PRIVATE LIMITED
Category	Company limited by shares
Sub-Category of the Company	NBFC – Micro Finance Company – Non-Government Company
Address of the Registered office and contact details	B-212, Arjun Centre, Plot No. 231, Govandi Station Road, Govandi, Mumbai – 400088 Website: www.mpowermicro.com; Email: contact@mpowermicro.com
Whether listed company	Yes - Debenture Listed Company
Name, Address and Contact details of Registrar and Transfer Agent	NSDL Database Management Ltd. 4 th Floor, Trade World, A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Contact details: 022 4914 2700

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sl. No.	Name & Description of Main Services	NIC Code of the Product / Service	% to total turnover of the company
1.	Micro Finance	65999	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

SN	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% of shares held	Applicable section
1	IndiaNivesh Capitals Limited	L51909MH1983PLC267005	Holding	57.18	2 (46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i.) Category-wise Shareholding:

Particulars	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	36,80,000	36,80,000	24.48%	-	36,80,000	36,80,000	19.14%	-5.34%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Others	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	36,80,000	36,80,000	24.48%	-	36,80,000	36,80,000	19.14%	-5.34%
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	36,80,000	36,80,000	24.48%	-	36,80,000	36,80,000	19.14%	-5.34%
A. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	44,02,687	44,02,687	29.29%	78,51,487	41,89,359	1,20,40,846	62.64%	33.35%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital funds Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	44,02,687	44,02,687	29.29%	78,51,487	41,89,359	1,20,40,846	62.64%	33.35%
2. Non Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital	-	7,20,000	7,20,000	4.79%	2,00,000	5,20,000	7,20,000	3.75%	-1.04%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	62,28,800	62,28,800	41.44%	13,50,000	14,30,000	27,80,000	14.46%	-26.98%
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) Non-Resident (Non-Rep)	-	-	-	-	-	-	-	-	-
ii) Non-Resident (Rep)	-	-	-	-	-	-	-	-	-
iii) Trust	-	-	-	-	-	-	-	-	-
iv) OCB	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	69,48,800	69,48,800	46.23%	15,50,000	19,50,000	35,00,000	18.21%	-28.02%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	1,13,51,487	1,13,51,487	75.52	94,01,487	61,39,359	1,55,40,846	80.85%	5.33
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,50,31,487	1,50,31,487	100%	94,01,487	98,19,359	1,92,20,846	100.00	-

ii.) Shareholding of Promoters:

S N	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. K. M. Vishwanathan	29,30,000	19.49	-	29,30,000	15.24	-	-4.25%
2.	Mr. K. V. Balaji	7,50,000	4.99	-	7,50,000	3.90	-	-1.09%
Total		3,680,000	24.48	-	3,680,000	19.14	-	-

iii.) Change in Promoters' Shareholding:

There was no change in the shareholding of Promoters during the year under review.

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. K.M. Vishwanathan				
	At the Beginning of the Year	29,30,000	19.49%	29,30,000	19.49%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ Sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the Year	29,30,000	15.24%	29,30,000	15.24%
2.	K.V. Balaji				
	At the Beginning of the Year	7,50,000	4.99%	7,50,000	4.99%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ Sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	7,50,000	3.90%	7,50,000	3.90%

iv.) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mrs. Suman Sultania				
	At the beginning of the Year	22,98,800	15.29%	0	0
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	14.09.2017 Decrease by Transfer of 22,98,800	15.29%	-	-
	At the End of the year	0	0	0	0
2	Mrs. Sunita Agarwal				
	At the beginning of the Year	11,50,000	7.65%	0	0
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	14.09.2017 Decrease by Transfer of 11,50,000	7.65%	-	-
	At the End of the year	0	0	0	0
3	IndiaNivesh Capitals Limited				
	At the beginning of the Year	33,51,487	22.30%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	Nil	Nil	14.09.2017 Increase by Transfer 22,98,800 14.09.2017 Increase by Transfer 11,50,000 30.03.2018 Increase Allotment 41,89,359	15.29% 7.65% 21.80%
	At the End of the year	-	-	1,09,89,646	57.18%
4	AU Small Finance Bank Limited (Formerly AU Financiers (India) Limited)				
	At the beginning of the Year	10,51,200	6.99%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	10,51,200	5.47%
5	Sudhir Rameshbhai Kolte				
	At the beginning of the Year	3,30,000	2.20%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	3,30,000	1.72%

6	Uma Maheshwari Sunil Chettiar				
	At the beginning of the Year	3,00,000	2.00%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	3,00,000	1.56%
7	P. Swethambira				
	At the beginning of the Year	3,00,000	2.00%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	3,00,000	1.56%
8	D. Sathya Moorthi				
	At the beginning of the Year	3,00,000	2.00%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	3,00,000	1.56%
9	Manish Tiwari				
	At the beginning of the Year	2,50,000	1.66%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	2,50,000	1.30%
10	R. Rajagopalan				
	At the beginning of the Year	2,50,000	1.66%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	2,50,000	1.30%
11	Ajit Kumar				
	At the beginning of the Year	2,50,000	1.66%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	2,50,000	1.30%
12	V. C. Kumanan				
	At the beginning of the Year	2,50,000	1.66%	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the End of the year	-	-	2,50,000	1.30%

v.) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Mr. K. M. Vishwanathan (Managing Director & CEO)				
At the beginning of the year	29,30,000	19.49%	29,30,000	19.49%
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil			
At the End of the year	29,30,000	19.49%	29,30,000	15.24%
2. Mr. K.V. Balaji (Whole Time Director)				
At the beginning of the year	7,50,000	4.99%	7,50,000	3.90%
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil			
At the End of the year	7,50,000	4.99%	7,50,000	3.90%
3. Mr. Rajesh Nuwal (Nominee Director of IndiaNivesh Capitals Limited)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	-	-	-	-
4. Desh Raj Dogra (Independent Director)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	-	-	-	-
5. Ramanathan Annamalai (Independent Director)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding	-	-	-	-

during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
At the End of the year	-	-	-	-
6. Vanaja Shankar (Independent Director)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	-	-	-	-
7.Vibhuti Harsh (Company Secretary)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	-	-	-	-
8.Mr. Shrikant Sapre (CFO)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	-	-	-	-

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment
Amount in INR

Indebtedness of the financial year	*Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
At the beginning	945,370,602	79,166,665	-	1,024,537,267
i) Principal Amount				
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4,812,068	-	-	4,812,068
Total (i+ii+iii)	950,182,670	79,166,665	-	1,029,349,335
Change in Indebtedness during the financial year				
Addition	1,595,000,000	50,000,000	-	1,645,000,000
Reduction	972,188,920	16,666,668	-	988,855,588
Net Change	622,811,080	33,333,332	-	656,144,412
At the end				
i) Principal Amount	1,568,181,682	112,499,997	-	1,680,681,679
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5,932,403	-	-	5,932,403
Total (i+ii+iii)	1,574,114,085	112,499,997	-	1,686,614,082

* Includes Non convertible debentures

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

A.) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in INR)

SN	Particulars of Remuneration	Name of Directors		Total
		Mr. K. M. Vishwanathan (Managing Director)	Mr. K. V. Balaji (Whole-time Director)	
1.	Gross salary	36,00,000	30,00,000	66,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit – - Others, specify	-	-	-
5.	Others, please specify- <i>Bonus</i>	-	-	-
6.	Total (A)	36,00,000	30,00,000	66,00,000
7.	Ceiling as per the Act	No ceiling as the Company is Pvt. Ltd. Company		

B.) Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors				Amount in INR
		Mr. A. Ramanathan	Ms. Vanaja Shankar	Mr. Desh Raj Dogra	Mr. Rajesh Nuwal	Total
1	Independent Directors - Fee for attending Board and committee meetings - Commission - Others, please specify	37,500	52,500	45,000	-	1,35,000
	Total (1)	37,500	52,500	45,000	-	1,35,000
2	Other Non-Executive Directors - Fee for attending board / committee meetings - Commission - Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	37,500	52,500	45,000	-	1,35,000
	Total Managerial Remuneration	37,500	52,500	45,000	-	1,35,000
	Overall Ceiling as per the Act	As per the Companies Act, 2013				

C.) Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Amount in INR

Sl. No	Particulars of Remuneration	Name of KMP			Total
		*Mr. Ankit Kumar Bathwal (CFO)	**Mr. Shrikant Sapre (CFO)	Ms. Vibhuti Harsh (CS)	
1.	Gross salary	6,11,500	5,06,394	7,76,533	18,94,427
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit – - others, specify	-	-	-	-
5.	Others, please specify- <i>Bonus</i>				
	Total	6,11,500	5,06,394	7,76,533	18,94,427
Ceiling As per Act		Not Applicable			

* Mr. Ankit Kumar Bathwal resigned w.e.f. 31.10.2017

** Mr. Shrikant Sapre was appointed w.e.f. 29.01.2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NA

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding Fess imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of Board of Directors

Place: Mumbai
Date: 10.05.2018

Sd/-
K. M. Vishwanathan
Managing Director & CEO
DIN: 02778043

Sd/-
K. V. Balaji
Whole-time Director
DIN: 02776220