

NOTICE TO MEMBERS

Notice is hereby given that the Fifth Annual General Meeting of the Members of the **M POWER MICRO FINANCE PRIVATE LIMITED** will be held on Saturday, the 26th day of July, 2014 at 11:30 a.m. at B-212, Arjun Centre, Plot no. 231, Govandi station road, Govandi-400088 Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint M/s. Ramanujam Bhoovarahan & Co., Chartered Accountants (Firm registration No. 002945S) as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting for the year ending 31st March, 2019 and to fix their remuneration.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Mr. Deepak Jain be and is hereby appointed as Director of the Company.”

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions contained in Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded for renewal of the guest house rent agreement for the F.Y. 2014-15 entered between Mr. K.M. Vishwanathan, Director and CEO of the Company, and this arrangement treated as related party transaction in all the applicable records.

FURTHER RESOLVED THAT Mr. K.V. Balaji, Director & COO of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”



M POWER
MICRO FINANCE PVT. LTD.

CIN NO.: U65999MH2009PTC197149

By Order of the Board
for M POWER MICRO FINANCE PRIVATE LIMITED


K. M. Vishwanathan
Director & CEO
DIN No. 02778043

Place : Mumbai
Date : 20th June, 2014

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013.

By Order of the Board
for M POWER MICRO FINANCE PRIVATE LIMITED



K. M. Vishwanathan
Director & CEO
DIN No. 02778043

Place : Mumbai
Date : 20th June, 2014

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3

Mr. Deepak Jain was appointed as Additional Director of the Company by the Board of Directors at their meeting held on 5th February, 2014 Pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company Mr. Deepak Jain holds office upto this Annual General Meeting.

The Board recommends the resolution at item No. 3 for approval of the members.

Except Mr. Deepak Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

Item No. 4

The Board of Directors of the Company ("the Board") at their meeting held on 20th June, 2014 accorded their approval to renew existing Guest house agreement entered between Mr. K. M. Vishwanathan. Further, Mr. K. M. Vishwanathan offered to give his flat located at 202, Vraj nandan, Nutan bhara Society Alkapuri, Vadodara at a rent of Rs 16,000/-pm.

Your Directors commend the resolution at item No. 4 for approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, except Mr. K. M. Vishwanathan who is interested to the extent of his shareholding interest in the Company, in the resolution.

By Order of the Board
for M POWER MICRO FINANCE PRIVATE LIMITED



K. M. Vishwanathan
Director & CEO
DIN No. 02778043

Place : Mumbai
Date : 20th June, 2014