



### NOTICE

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the Members of M Power Micro Finance Private Limited will be held on Saturday, 6<sup>th</sup> June, 2015 at 11:00 a.m. the Registered Office of the Company at B-212, Arjun Centre, Plot No. 231, Govandi Station Road, Govandi, Mumbai - 400 088, to transact the following business :

#### Ordinary Business:

**Item No. 1.** To receive, consider and adopt the Financial Statements for the year ended 31<sup>st</sup> March, 2015 and Balance Sheet as of that date together and reports of the Directors and Auditors thereon.

**Item No. 2.** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendation made by the Audit Committee of the Board, M/s. G. M Kapadia & Co, Chartered Accountants, Mumbai (Firms Registration No. 104767W), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. Ramanujam Boovarahan & Co., Chartered Accountants, Chennai (Firms Registration No. 002945S), who shall hold office from the conclusion of this 6<sup>th</sup> Annual General Meeting till the conclusion of the Annual General Meeting for the year ending 31<sup>st</sup> March, 2020, subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

#### Special Business:

**Item No. 3** **Increase in Borrowing limits of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of all the resolutions pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of `125 Crore (Rupees One Hundred twenty five Crore), over and above the aggregate of the paid up share capital and free reserves of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."





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**Item No. 4.**      **Creation of Charges on the assets of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of all the resolutions pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding `125 Crore (Rupees One Hundred twenty five Crore).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

**Item No. 5**      **Adoption of new set of Article of Association**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to settle any question, difficulty or doubt that may arise in this regard and to give effect to this resolution either on its own or by delegating all or any of its powers to any of the Director or any other officer of the Company."

**Item No. 6.**      **Cancellation of Special Resolution passed on 28th January, 2015**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** the following resolution passed by the members of the Company at the Extraordinary General Meeting held on 28<sup>th</sup> January, 2015 be cancelled:

**Increased in Authorised share capital and to Alter Memorandum of Association**





**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby Increased from existing 13,00,00,000 (Rupees Thirteen Crore Only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of `10/- (Rupees Ten Only) each and 10,00,000 (Ten Lac) Optionally Convertible Preference Shares of `10/- (Rupees Ten Only) each to 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lac) Optionally Convertible Preference Shares of `10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered and replaced by the following clause:

V. "The Authorised Share Capital of 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lac) Optionally Convertible Preference Shares of 10/- (Rupees Ten Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and action and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including setting any question that may arise in this regard."

**Item No. 7.**

**Appointment of Mr. K. M Vishwanathan as whole time director**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and approval of board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. K. M Vishwanathan as Whole Time Director of the Company for a period of 5 years with effect from June 6<sup>th</sup>, 2015."

**"FURTHER RESOLVED THAT** pursuant to the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and approval of the board, the Company be and is hereby accorded to pay a remuneration of Rs. 25.92 Lacs (Rupees Twenty Five Lacs Ninety Two Thousand Only) per Annum to Mr. K. M Vishwanathan w.e.f 1<sup>st</sup> April, 2015, the details of which are given in the Explanatory Statement annexed hereto."

**"FURTHER RESOLVED THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to



seek such approval/ consent from the government departments, as may be required in this regard.

**"FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. K. M Vishwanathan, Whole Time Director, including the components of the above mentioned remuneration payable to subject to the overall cap of Rs.50 Lacs (Rupees Fifty Lacs )

**Item No. 8**

**Appointment of Mr. K. V Balaji as a whole time director**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and approval of board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. K. V. Balaji as Whole Time Director of the Company for a period of 5 years with effect from June 6<sup>th</sup>, 2015."

**"FURTHER RESOLVED THAT** pursuant to the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and approval board, the Company be and is hereby accorded to pay a remuneration of Rs. 23.4 Lacs (Rupees Twenty three Lacs Forty Thousand) per annum to Mr. K. V. Balaji w.e.f 1<sup>st</sup> April, 2015, the details of which are given in the Explanatory Statement annexed hereto."

**"FURTHER RESOLVED THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

**"FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. K. V. Balaji, Whole Time Director, including the components of the above mentioned remuneration payable to subject to the overall cap of Rs 45 Lacs (Rupees Forty Five lacs) per annum."

**Item No. 9**

**Issue of Non-convertible debentures, in one or more series/tranches**

**"RESOLVED THAT** subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members be and is hereby accorded to the Board of Directors of the Company to raise funds for its general corporate purposes by way of issuance of Rated, Listed, Taxable, Senior, Secured, Redeemable Rupee denominated non-convertible debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of





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Directors provided that the aggregate amount of non-convertible debentures offered/proposed to be offered shall not exceed 10,00,00,000/- (Rupees Ten Crore Only) for the period of one year from the date of this resolution.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution."

Date : 04/05/2015  
Place: Mumbai

For and on behalf of the Board of Directors,

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





**NOTES :**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

**The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

Members are requested to:

- (a) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
- (b) Quote their Regd. Folio Number in all their correspondence with the Company.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- 4) Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- 5) Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting.
- 6) Pursuant to SEBI circular, it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s)/ legal heirs are required to furnish a copy of their PAN to Company.

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"):**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 2**

The statutory Auditors, M/s. Ramanujam Boovarahan & Co., Chartered Accountants, Chennai, have expressed their unwillingness to be re-appointed as the auditors of the Company and it is proposed to appoint M/s. G. M Kapadia & Co, Chartered Accountants, as the statutory auditors of the Company.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Resolution appointing M/s. G. M Kapadia & Co, Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s. Ramanujam Boovarahan & Co. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the resolutions set out at item No. 2 of the Notice.

**Item No. 3 & 4:**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). At the Extra-ordinary General Meeting of the Company held on 24<sup>th</sup> June, 2014, the shareholders had accorded consent to the Board of Directors for borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of ` 75 Crore (Rupees Seventy Five Crore Only).

**Considering the Company's future growth plans, it is proposed to increase the above borrowing limits from the existing ` 75 Crore to an amount not exceeding at any time a limit of ` 125 Crore (Rupees Seventy Five Crore Only).**

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolutions contained in item no. 3 & 4 of the accompanying Notice, accordingly, seek members' approval for increasing the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for





the purpose) of the Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions.

**Item No. : 5**

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some of which are no longer in force. With the coming of the Companies Act, 2013 into force, several regulations of the existing AOA of the Company requires alterations or deletions at several places. Further, pursuant to Section 5 of the Companies Act 2013, to carry on the aforesaid amendments, it is mandatory to align the Articles of the Company with the Companies Act 2013. Accordingly, it is considered to alter AOA by adopting fresh set of Articles of Association. Therefore, your Directors recommend the Resolution as set out in Item Nos. 5 for the approval of the Shareholders.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the Resolutions as set out in Item No. 5.

**Item No. : 6**

The members of the Company at the Extraordinary General Meeting held on 28<sup>th</sup> January, 2015 have passed the following resolutions as a Special Resolution:

**Increased in Authorised share capital and to Alter Memorandum of Association**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby Increased from existing Rs. 13,00,00,000 (Rupees Thirteen Crore Only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of Rs.10/- (Rupees Ten Only) each and 10,00,000 (Ten Lac) Optionally Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of Rs.10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lac) Optionally Convertible Preference Shares of Rs.10/- (Rupees Ten Only ) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered and replaced by the following clause:

V. "The Authorised Share Capital of Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of Rs.10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lac) Optionally Convertible Preference Shares of Rs.10/- (Rupees Ten Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and action and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including setting any question that may arise in this regard."

The approval of the members was taken so as to enable the Company to raise the capital by issue of further shares to prospective investors. However, since no investment was coming forward, the management decided not to file the relevant forms with the Registrar of Companies so as to give effect to the resolution.





The consent of the members is therefore sought for cancellation of the aforesaid resolutions.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the Resolutions as set out in Item No. 6.

#### **ITEM NO. 7**

As per Companies Act 2013 Mr. K. M Vishwanathan appointed as a Whole-Time Director of the Company. The Board of Directors considers that for smooth and efficient running of the administrative affairs of the Company, the services of Mr. K. M Vishwanathan should be available to the Company for a further period of Five years with effect from 6<sup>th</sup> June, 2015

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 4, 2015, appointed him as a Whole Time Director of the Company for a further period of Five years with effect from 6<sup>th</sup> June, 2015 and Board has approved to pay Remuneration Rs. 25.92 Lacs (Rupees Twenty Five Lacs Ninety Two Thousand Only) per Annum w.e.f 1<sup>st</sup> April, 2015. Remuneration of next four years would be decided on yearly basis after taking approval from board and shareholders.

In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the annual salary proposed to be paid to Mr. K. M Vishwanathan, Whole Time Director w.e.f 1<sup>st</sup> April, 2015.

Consolidated Salary would be decided after taking approval from board and shareholders on yearly basis. In current financial year 2015-2016 board has approved the remuneration of Rs. 25.92 Lacs (Rupees Twenty Five Lacs Ninety Two Thousand Only) per Annum w.e.f 1<sup>st</sup> April, 2015.

In addition to the above, he shall be entitled to receive the following:-

- a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b) Provision of car along with driver for use for business purpose.
- c) Performance bonus

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 7 of the Notice.

Except Mr. K. M. Vishwanathan, none of the Directors or Key Managerial Personnel of the Company, including their relatives is, in any way concerned or interested in the resolution

#### **ITEM NO. 8**

As per Companies Act 2013 Mr. K. V. Balaji appointed as a Whole-Time Director of the Company The Board of Directors considers that for smooth and efficient running of the administrative affairs of the Company, the services of Mr. K. V. Balaji should be available to the Company for a further period of Five years with effect from 6<sup>th</sup> June, 2015



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In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 4, 2015, appointed him as a Whole Time Director of the Company for a further period of Five years with effect from 6th June, 2015. And Board has approved to pay Remuneration Rs. 23.4 Lacs (Rupees Twenty three Lacs Forty Thousand) per annum w.e.f 1<sup>st</sup> April, 2015. Remuneration of next four years would be decided on yearly basis after taking approval from board and shareholders.

Following are the details of the annual salary proposed to be paid to Mr. K. V. Balaji, Whole Time Director w.e.f 1<sup>st</sup> April, 2015.

Consolidated Salary would be decided after taking approval from board and shareholders on yearly basis. In current financial year board has approved the remuneration of Rs. 23.4 Lacs (Rupees Twenty three Lacs Forty Thousand) per annum w.e.f 1<sup>st</sup> April, 2015.

In addition to the above, he shall be entitled to receive the following:-

- a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b) Provision of car along with driver for use for business purpose.
- c) Performance bonus

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 8 of the Notice.

Except Mr. K. V. Balaji, none of the Directors or Key Managerial Personnel of the Company, including their relatives is, in any way concerned or interested in the resolution.

#### **ITEM NO. 9**

The Company proposes to issue Rated, Listed, Taxable, Senior, Secured, Redeemable INR denominated non-convertible debentures ('**Debentures**'), which shall not exceed 10,00,00,000/- (Rupees Ten Crore Only) for the period of one year from the date of this resolution, on private placement basis to entities who presently are not the Shareholders of the Company.

The salient features of the proposed issue are as per the following:

**(i) Objects of the issue**

To mobilize funds for funding current/future expansion plans/activities directly by the Company for working capital and general corporate purposes.

**(ii) The total number of Debentures to be issued**

100 number of Debentures of 10,00,000/- each.

**(iii) The price at which the allotment is proposed**

100 number of Debentures of 10,00,000/- each are proposed to be issued at par.

**(iv) The class or classes of persons to whom the allotment is proposed to be made**





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The Debentures are proposed to be issued to Hinduja Leyland Finance Limited, a company incorporated under the Companies Act, 1956 and registered with RBI as NBFC.

**(v) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer**

Promoters / Directors / Key Management Personnel of the company are not intending to participate/subscribe to the present offer.

**(vi) Proposed time within which the allotment shall be completed**

The allotment of Debentures will be completed within sixty days from the date of receipt of application money.

**(vii) The names of the proposed allottees and the percentage of post preferential offer that may be held by them**

Sr. No	Name of the proposed allottees	Number of Debentures to be allotted	Percentage
1	Hinduja Leyland Finance Limited	100 of 10,00,000/- each.	100%

**(viii) The change in control, if any, in the company that would occur consequent to the preferential offer**

There will be no change in control of the Company consequent to the present issue.

**(ix) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

The Company has not made any allotment of securities on preferential basis during the year.

**(x) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Allotted for cash.

**(xi) The pre issue and post issue shareholding pattern of the Company**

Sr. No.	Category	Pre Issue		Post Issue	
		No. of equity shares held	% of equity share holding	No. of equity shares held	% of shareholding
	PROMOTERS'S HOLDING:				
1	Indian :	-	-	-	-
	Individual	30,50,000	26.11	30,50,000	26.11
	Bodies Corporate	45,00,000	38.53	45,00,000	38.53



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	<b>Sub Total</b>	<b>75,50,000</b>	<b>64.64</b>	<b>75,50,000</b>	<b>64.64</b>
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	NON-PROMOTERS'S HOLDING:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	41,30,000	35.36	41,30,000	35.36
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	<b>Sub Total (B)</b>	<b>41,30,000</b>	<b>35.36</b>	<b>41,30,000</b>	<b>35.36</b>
<b>GRAND TOTAL</b>		<b>1,16,80,000</b>	<b>100.00</b>	<b>1,16,80,000</b>	<b>100.00</b>

The consent of the members is therefore, being sought to empower the Board of Directors to offer, issue and allot Debentures on private placement basis, on such terms and conditions and manner as may be decided by the Board, in its absolute discretion in the best interest of the Company. The resolution under section 42 of the Companies Act, 2013 has accordingly been placed before the members for its approval and the Board recommends resolution to be passed as Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions.

Date: 04/05/2015  
Place: Mumbai

For and on behalf of the Board of Directors,

  
K. M Vishwanathan  
DIN No. 02778043  
CEO and Director





**M POWER MICRO FINANCE PRIVATE LIMITED**

**CIN : U65999MH2009PTC197149**

**Regd. Office:** B-212, Arjun Centre, Plot No. 231, Govandi Station Road, Govandi, Mumbai, Maharashtra 400088

**Corporate office:** 3 rd Floor, Amin Chambers, 85 B Sampatroa Colony, Alkapuri, Vadodara 390007

**Phone:** 0265313141/42 **Website:** [www.mpowermicro.com](http://www.mpowermicro.com), **Email:** [contact@mpowermicro.com](mailto:contact@mpowermicro.com)

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**ATTENDANCE SLIP**

I hereby record my presence at the 6<sup>th</sup> Annual General Meeting of the M Power Micro Finance Private Limited held on Saturday, 6th June, 2015 at 11:00 a.m. at its Registered Office at **B-212, ARJUN CENTRE, PLOT NO. 231, GOVANDI STATION ROAD, GOVANDI, MUMBAI - 400 088**

Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Full name of the Member (IN BLOCK LETTERS) \_\_\_\_\_

Full name of Proxy (IN BLOCK LETTERS) \_\_\_\_\_

**Member's/Proxy's Signature**

**Note :** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall.



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**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the members	
Registered Address	
Email ID	
Folio No. / Client ID	

I/We being a member / members of \_\_\_\_\_ shares of the above named company, hereby appoint

1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him

2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, 6th June, 2015 At 11:00 A.M. at its Registered Office at B-212, Arjun Centre, Plot No. 231, Govandi Station Road, Govandi, Mumbai, Maharashtra 400088 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. 1 : Financial Statements for the year ended 31<sup>st</sup> March, 2015

Resolution No. 2 : Appointment of Statutory Auditors of the Company

Resolution No. 3 : Increase in Borrowing limits of the Company

Resolution No. 4 : Creation of Charges on the assets of the Company

Resolution No. 5 : Adoption of new set of Article of Association

Resolution No. 6 : Cancellation of Special Resolution passed on 28<sup>th</sup> January, 2015

Resolution No. 7 : Appointment of Mr. K. M. Vishwanathan as whole time director

Resolution No. 8 : Appointment of Mr. K. V. Balaji as a whole time director

Resolution No. 9 : Issue of Non-convertible debentures, in one or more series/tranches

Signed \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix Re.l  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> proxy holder

**Note :**

1. The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.