



## NOTICE OF EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting of the Members of M Power Micro Finance Private Limited will be held on Saturday, 17<sup>th</sup> June, 2017 at 10:30 a.m. at the Registered Office of the Company situated 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 Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017, together with the Reports of the Board and the Auditors thereon;

**Item No. 2.** Declaration of Dividend to the Preference Shareholders;

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

**“RESOLVED THAT** final dividend of coupon rate of 12% per annum on 10,00,000/- Preference shares as recommended by the Board of Directors of the Company for the year ended 31<sup>st</sup> March, 2017 be and is hereby declared and shall be paid to the members whose name appear in the register of members as on date of the meeting.”

**Item No. 3.** Ratification of reappointment of Statutory Auditors

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and the resolution passed by the Shareholders at the 6<sup>th</sup> Annual General Meeting held on 6<sup>th</sup> June, 2015, the Company hereby ratifies the appointment of M/s. G. M Kapadia & Co, Chartered Accountants, Mumbai (Firms Registration No. 104767W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus out of pocket expenses.”



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

**Regional Office :** 3 rd Floor, Amin Chamber, 85 - B, Sampatrao Colony, Alkapuri, Vadodara-390007, Gujarat, India

**CIN No :** U65999MH2009PTC197149, **Phone :** 0265 2313141 / 42,

**Website :** www.mpowermicro.com, **Email :** contact@mpowermicro.com

**Special Business:**

**Item No. 4: To appoint Mr. D. R. Dogra as the Independent Director of the Company:**

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 the Section 149, 152 read with schedule IV, all other applicable laws of the Companies Act, 2013 read with the Companies (The Appointment and qualifications of Directors) Rules, 2014 and applicable RBI rules, regulations and guidelines upon recommendation by the Nomination & Remuneration Committee of the Board, Mr. D.R. Dogra (DIN: 00226775) be and is hereby appointed as an Independent Director on the terms and conditions enumerated in the Letter of appointment.”

**“RESOLVED FURTHER THAT** Mr. K.M. Vishwanathan(DIN: 02778043), Director & CEO of the Company be and is hereby authorised to do all such acts, deeds, things and matter to give effect to the aforesaid resolution.”

**Item no. 5: To appoint Mr. Rajesh Nuwal as the Nominee Director of the Company:**

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 the Section 161 read with Companies (The Appointment and qualifications of Directors) Rules, 2014 and applicable RBI rules, regulations and guidelines Mr. Rajesh Nuwal (DIN: 00009660) be and is hereby appointed as Nominee Director in the Company.

**RESOLVED FURTHER THAT** Mr. K.M. Vishwanathan (DIN: 02778043) Director & CEO of the Company be and is hereby authorised to do all such acts, deeds, things and matter to give effect to the aforesaid resolution.”

**Item No. 6: To reappoint Mr. Ramanathan Annamalai as an Independent Director:**

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 the Section 149, 152 read with schedule IV, all other applicable laws of the Companies Act, 2013 read with the Companies (The Appointment and qualifications of Directors) Rules, 2014 Mr. Ramanathan Annamalai (DIN: 02645247) be and is hereby re-appointed as an independent Director of the Company to hold office for the tenure of one year with immediate effect.”



**“RESOLVED FURTHER THAT** Mr. K.M. Vishwanathan (DIN:02778043), Director & CEO of the Company be and is hereby authorised to do all such acts, deeds, things and matter to give effect to the aforesaid resolution.


**Item No. 7: To adopt restated Articles of Association 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** pursuant to the provisions of Section 14 of the Companies Act, 2013 at a general meeting, the new Articles of Association of the Company, copies of which have been placed before the Board and initialled by the Chairman for the purposes of identification, be and is hereby approved and adopted as the Articles of Association of the Company in substitution of the existing articles.

**RESOLVED FURTHER THAT** Mr. K.M. Vishwanathan (DIN: 02778043) Director & CEO of the Company be and is hereby authorised to do all such acts, deeds and things to execute such other documents and writings as may be necessary to give effect to the above resolution.

**Date: 26/05/2017**  
**Place: Mumbai**

For and on behalf of the Board of Directors

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



**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.**

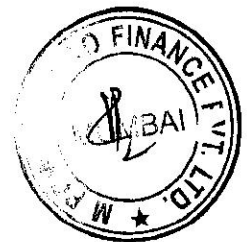
- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses 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 and holidays, during business hours up to the date of the Meeting.
- 5) Members desirous of obtaining any information in respect of financial statements 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.
- 7) A routemap for the easy location to the venue is given annexed with the Notice.



### **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.

**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 Businesses mentioned in the accompanying Notice:

**Item No. 4:**

Mr. D.R. Dogra, aged about 62 years shall be appointed as Non Executive Independent Director of the Company on the terms and conditions mentioned in the letter of appointment.

Mr. D R. Dogra is a Certified Associate of the Indian Institute of Bankers. Mr. Dogra holds a Bachelor's and a MS in agriculture from Himachal Pradesh University and MBA in Finance from University of Delhi.

The list of Companies in which directorship held with other companies is as under:

SN	Name of the Company
1	Welspun Corp Limited
2	G.R. Infraprojects Limited
3	Mercator Limited
4	S Chand And Company Limited
5	Gandhar Oil Refinery (India) Limited
6	AMPL Cleantech Private Limited
7	SK Restaurants Private Limited
8	Asirwad Micro Finance Limited
9	ITI Mutual Fund Trustee Private Limited
10	Vikas Publishing House Private Limited
11	Brickwork Risk & Investment Management Solutions Private Limited
12	Capri Global Capital Limited

As per provisions of the Section 149 of the Companies Act, 2013, an independent director can hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. Pursuant to Sec. 149 (7) Mr. D.R. Dogra has given his declaration that he meets the criteria of Sec. 149 (6) of the Companies Act, 2013.

Mr. D.R. Dogra fulfills the conditions specified in the Act, Rules for the appointment of the independent director and is independent of the management. The appointment of Mr. Dogra is now placed before the members in general meeting for their approval.

None of the directors/ key managerial personnel of your Company and their relatives , except Mr. D.R. Dogra are concerned or interested, financially or otherwise, in the above resolutions.



**Item No. 5:**

As per the terms and conditions of the Share Holders Agreement entered between the Company, promoters and the new investor Indianivesh Capitals Limited dated 29.03.2017, Mr. Rajesh Nuwal will be appointed as a Nominee Director for the new investor, Indianivesh Capitals Limited.

None of the directors/ key managerial personnel of your Company and their relatives, except Mr. Rajesh Nuwal are concerned or interested, financially or otherwise, in the above resolutions.

**Item No. 6:**

Mr. Ramanathan Annamalai is the Non Executive Independent Director of the Company. He shall continue as the Independent Director on the terms and conditions mutually agreed and enlisted in the letter of appointment.

As per provisions of the Section 149 of the Companies Act, 2013, an independent director can hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. Pursuant to Sec. 149 (7) Mr. Ramanathan Annamalai has given his declaration that he meets the criteria of Sec. 149 (6) of the Companies Act, 2013.

Mr. Ramanathan Annamalai fulfills the conditions specified in the Act, Rules for the appointment of the independent director and is independent of the management. The appointment of Mr. Annamalai is now placed before the members in general meeting for their approval.

None of the directors/ key managerial personnel of your Company and their relatives, except Mr. Ramanathan Annamalai are concerned or interested, financially or otherwise, in the above resolutions.

**Item No. 7:**

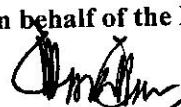
As per the Clause 2.3 of the Shareholders Agreement executed on 29.03.2017 between the Promoters, Company and the new Investor, Indianivesh Capitals Limited the Company shall adopt the restated Articles that set out the entire Agreement and understanding between the Parties with respect to the subject matter of it. The Shareholders Agreement executed on 29.03.2017 supersedes all other agreements, discussions and correspondence including the investment agreement dated 13<sup>th</sup> December, 2013.

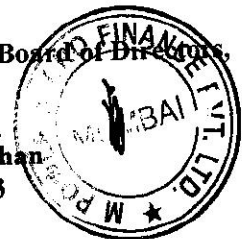
In terms of Section 14 of Act, any amendment/alteration in the Articles of Association of the Company requires approval of the Members of the Company by way of Special Resolution.

None of the Directors, key managerial personnel and their relatives is interested, financially or otherwise in the above Resolution.

**Date: 26/05/2017**  
**Place: Mumbai**

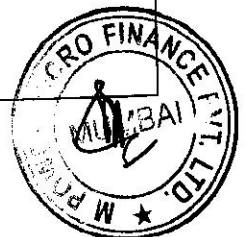
For and on behalf of the Board of Directors.

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



**Disclosure relating to Directors seeking appointment / reappointment at the Annual General Meeting scheduled to be held on 17th June, 2017 pursuant to Secretarial Standards on General Meetings**

Name of Director	Mr. D. R. Dogra	Mr. Rajesh Nuwal	Mr. Ramanathan Annamalai
DIN	00226775	00009660	02645247
Designation	Independent Director	Nominee Director	Independent Director
Date of Birth (Age)	21.09.1954	18.08.1968	25.12.1948
Date of first appointment on the Board	26.05.2017	26.05.2017	18.09.2012
Qualification	MBA	FCA and ICWA	MBA
Experience	39 Years	Over 20Years	41 Years
Shareholding in the Company	Nil	Nil	Nil
Number of meeting of the Board attended during the FY 2017	Nil	Nil	7
Number of meetings held during the tenure of Director	Nil	Nil	7
Directorships held in other Companies as on date	12	17	11
Particulars of Committee Chairmanship/ Membership held in other Companies	<b>Membership of Audit Committee</b> 1. Gandhar Oil Refinery (India) Limited 2. Asirvad Microfinance Limited 3. Vikas Publishing House Private Limited 4. Mercator Limited	<b>Audit Committee</b> 1. IndiaNivesh Limited – Member 2. IndiaNivesh Capitals Limited - Member  <b>Stakeholders Relationship Committee</b> 1. IndiaNivesh Limited- Member 2. IndiaNivesh Capitals Limited – Chairman	





	Chairmanship of Audit Committee  1. S Chand And Company Limited		
<b>Relationship with other Directors / KMP of the Company</b>	None	None	None
<b>Terms and Conditions of appointment/ re- appointment</b>	As per the appointment Letter dated 26.05.2017	As per the appointment letter dated 26.05.2017	As per the appointment letter dated 26.05.2017
<b>Remuneration sought to be paid</b>	NA	NA	NA
<b>Remuneration last drawn during FY 2016</b>	NA	NA	NA



**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)

**ATTENDANCE SLIP**

I hereby record my presence at the 8<sup>th</sup> Annual General Meeting of the M Power Micro Finance Private Limited held on Saturday, 17<sup>th</sup> June, 2017 at 10:30 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.

**M POWER MICRO FINANCE PRIVATE LIMITED**

**CIN : U65999MH2009PTC197149**

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

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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 ..... or failing him  
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 8<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, 17<sup>th</sup> June,  
2017 at 10:30 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.	Resolution(s)	For	Against
1	Adoption of Financial Statements for the year ended 31.03.2017		
2	To Declare Dividend for the year ended on 31.03.2017		
3	To ratify the reappointment of Statutory Auditors for the FY 2017-18		
4	To appoint Mr. D. R. Dogra as a Independent Director		
5	To appoint Mr. Rajesh Nuwal as a Nominee Director		
6	To reappoint Mr. Ramanathan Annamalai as Independent Director		
7	To adopt restated Articles of Association		

Signed ..... day of ..... 2017

Affix Re.1  
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.
2. A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

ROUTE MAP

