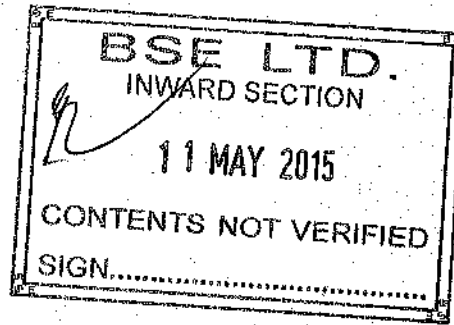




M POWER

MICRO FINANCE PVT. LTD.



8th May, 2015

The Business Head
GDA Trusteeship Limited
Mumbai

Subject: Issue of Non Convertible Debentures ("NCDs") aggregating to INR 7 Crs- Statutory Compliance - Half Yearly Report for the half year ending 31st March, 2015.

Dear Sir,

With reference to your letter no. DT/half Yrly/March/2014-15, dated 25th March, 2015. Here we were prepared all documents as per Agreement with Stock Exchange.

1. Certificate from Chartered Accountant in support of the Asset Cover ratio and the debt equity Ratio as on 31st March, 2015

2. Details of latest Rating NCDs:

Series / Tranche	Date of Allotment	Date of Listing	No. of NCDs	Face value (Rs. in cr.)	Amt. of Issue (Rs. in cr.)	Latest Listing Rating
CBO II 2014 Non Convertible debentures	30 th July 2014	22 nd August 2014	70	0.10	7.00	(ICRA) A (SO) rating given by ICRA in 5 th May, 2015, And MFI 3+ by CARE in June 2014.

The latest Credit Rating in respect of the said issues is mentioned in the statement and we confirm that credit rating is not downgraded in respect of any of the above issues, since the respective dates of the said NCDs issues.

3. Copies of Documents: Please find following Document in attachment.

1. Audited Balance Sheet and Statement of Profit and Loss Account as on date of 31.03.2015.



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



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Please find arrange all document as per specified format attached Annexure. Kindly take the same on records.

4. **Certificate of Borrowed fund:** Certificate from Statutory Auditor of the Company M/s M Power Micro Finance Private Limited, borrowed NCD fund has been utilized for Regular Business & Working Capital requirements of the Company.
5. Copies of Insurance Policies for the properties mortgaged or charged in favour of the Trustees to secure NCDs.
Company have created the charge against our unsecured receivables in favour of GDA trusteeship Services Limited.
6. Creation of Debenture Redemption Reserve as stipulated in the Debenture Trust Deed/ Companies Act 2013 and regulations /SEBI guidellnes amended from time to time.

In terms of notification dated 3-4-2014, issued by Ministry of Corporate Affairs, Debenture Redemption Reserve (DRR) is not required to be created for issue of privately placed debentures by a NBFC registered with RBL Therefore, there has been no requirement for the Company to create Debenture Redemption Reserve and as such Company has not created any Debenture Redemption reserve;

7. Debenture maturing date will be 28th July, 2016.

Thanking You,
For M Power Micro Finance Private Limited


K M Vishwanthan
CEO & Director



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

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MICRO FINANCE PVT. LTD.

Annexure - I

The Manager,
Stock Exchange Ltd.
Mumbai

Dear Sir,

Re : Compliance under Listing Agreement for the half year ending on 31st March, 2015

With reference to the above, we submit herewith the information and documents as per the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008 and SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 and the Listing Agreement there under, as mentioned below:

1. Following issues of Non-Convertible Debentures have been listed with your Stock Exchange:

Details of listed NCDs:

Series / Tranche	Date of Allotment	Date of Listing	No. of NCDs	Face value (Rs. in cr.)	Amt. of Issue (Rs. in cr.)	Latest Listing
CBO II 2014 Non Convertible debentures	30 th July 2014	22 nd August 2014	70	0.10	7.00	At 5 th by ICRA

The latest Credit Rating in respect of the said issues is mentioned in the statement under Sr. No.1 above and we confirm that credit rating is not downgraded in respect of any of the above issues, since the respective dates of the said NCDs issues.

2. The Asset Coverage Ratio is 5.16 times.
3. The Debt Equity Ratio is 5.04.
4. The due date of payment of principal and interest and the actual date of payment for the half-year ending on 31st March, 2015 are as under:

Details of redemption & payment of interest during last half year ending 31st March, 2015:

Series / Tranche	Type (Principal and Interest)	Due date of payment	Principal Amount (Rs.)	Interest Amount (Rs.)	Actual date of payment
------------------	-------------------------------	---------------------	------------------------	-----------------------	------------------------



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CBO 2014	II	Principal and Interest	28 th Oct, 2014	29,16,690	6,94,774	21 st Oct, 2014
CBO 2014	II	Principal and Interest	28 th Nov, 2014	29,16,620	6,85,423	25 th Nov, 2014
CBO 2014	II	Principal and Interest	28 th Dec, 2014	29,16,690	6,31,613	24 th Dec, 2014
CBO 2014	II	Principal and Interest	28 th Jan, 2015	29,16,690	6,20,145	22 nd Jan, 2015
CBO 2014	II	Principal and Interest	28 th Feb, 2015	29,16,620	5,87,505	24 th Feb, 2015
CBO 2014	II	Principal and Interest	28 th Mar, 2015	29,16,690	5,00,900	25 th Mar, 2015

5. The due date of principal and interest of the above said NCDs during next half-year i.e. 01.04.2015 to 30.09.2015 are as under:

Details of redemption & interest due in the next half-year:

Series / Tranche	Type (Principal / Interest)	Due date of payment	Amount (Rs.)
CBO II 2014	Principal+Interest	28 th April, 2015	3,438,917
CBO II 2014	Principal+Interest	28 th May, 2015	3,390,329
CBO II 2014	Principal+Interest	28 th June, 2015	3,373,639
CBO II 2014	Principal+Interest	28 th July, 2015	3,327,238
CBO II 2014	Principal+Interest	28 th August, 2015	3,308,290
CBO II 2014	Principal+Interest	28 th September, 2015	3,275,722

We do not expect default in payment of principal / interest due in next half year.

6. The assets of the Company which are secured for the NCDs issued are sufficient to discharge the claims of the debenture-holders as and when they become due.
7. We confirm that the proceeds the above said issues by the Company were utilized for the purpose as mentioned in the Information Memorandum of the respective issues.
8. The Cash-Flow of the Company is adequate for payment of interest and redemption of principal of the NCDs issued.
9. We confirm that we have complied with all the provisions of relevant Regulations in relation to the issue and listing of NCDs issued by us and outstanding on 31st March, 2015.
10. This company is 'Non-Banking Financial Company' and the NCDs mentioned above are privately placed and hence no 'Debenture Redemption Reserve' is required to be created.
11. The yearly results for the year ending on 31st March, 2015 are attached as per the format in Annexure-I of Listing Agreement.



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MICRO FINANCE PVT. LTD.

12. No event as detailed in clause 19 of the Listing Agreement has taken place during year ending on 31.03.2015, requiring this company to notify to Stock Exchange or Debenture Trustees.
13. The name, designation and contact details of "Compliance Officer" of this company are as under:
- (A) Name of Compliance Officer : Ms. Rekha Hemnani
(B) Designation : Finance Manager
(C) Correspondence Address : 3rd Floor, Amin Chambers, 85-B Sampatrao Colony, Alkapuri, Vadodara- 390007 Gujarat
(D) Phone, Fax No. : 08511176129
(E) Email ID : rekha.hemnani@mpowermicro.com
14. We confirm that the information submitted as above is true and correct and the undersigned has authority to submit the same to you and that we are aware that above information is expected to be placed on the website of your Stock Exchange and that of Debenture Trustees.
15. Please find enclosed Annexure I in duplicate. Kindly do countersign and return to us at the earliest. After receipt of acknowledgement please submits it with stock exchange mark acknowledge copy to us.
16. Declaration about Declaration about Status of Security in Annexure -II.
17. We have not received any complaints during last half year ending as on 31st March, 2015. Please refer annexure -III which needs to be provided by SEBI vide circular dated 16th April 2012.

Thanking you,

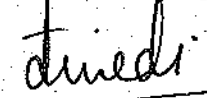
Yours sincerely,

K M Vishwanathan


Authorized Signatory



Countersigned by:
For GDA Trusteeship Ltd



Debenture Trustees

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

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Annexure – 2

18th April, 2015

Declaration about Status of Security

We hereby certify and declare that as on date, the value of the assets charged to the GDA Trusteeship Ltd. the Debenture Trustees in respect of Non-Convertible Debentures issued by this Company in pursuance of the Trust Deed executed by this Company, is adequate to cover the outstanding amount of the NCDs / Bonds, with the agreed margin and that the assets are free from encumbrances debts save and except those specifically agreed to by the Debenture Trustee.

Further that the security for the said NCDs / Bonds are in the nature of loan assets / receivables, are also charged to the lender banks, on pari-passu basis and that the Lead Bank, on behalf of all the consortium banks has given its consent for sharing of said assets on pari-passu basis and that the NCDs issued till 31st March, 2015 are within the limit authorized by the Lead Bank. Further, that the said assets forming the security are the performing assets and adequate systems and procedures are in place for monitoring their repayments and adequate provisions are made for the bad and doubtful debts.

M POWER MICRO FINANCE PVT. LTD.


AUTHORISED SIGNATORY
Authorized Signatory

For RAMANUJAM and BOOVARAHAN
Chartered Accountants


Chartered Accountant **S. V. VISHWANATHAN**
Partner
M. No. 053073



Annexure - III

Details of Complaints:

A) Status of Investor Grievance:

No. of Complaints pending at the end of previous half-year (30.09.2014)	No. of Complaints received during the half-year (30.09.2014 to 31.03.2015)	No. of Complaints resolved during the half-year
NIL		

B) Details of complaints pending for more than 30 days:

No. of Complaints pending for more than 30 days	Nature of complaints			Steps taken for redressal	Status of complaint (if redressed, date of redressal)
	Delay in payment of interest	Delay in payment of redemption	Any other		
NIL					

M POWER MICRO FINANCE PVT. LTD


AUTHORISED SIGNATORY

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M POWER

MICRO FINANCE PVT. LTD.

Computation of Asset Cover Ratio as at 31.03.2015

Particulars	Rs. In cr.
Book Debts and Receivables	
Receivables under financing activity	59.06
Other current assets and receivables	2.07
Other Receivables(Margin Deposit)	7.40
Cash and bank balances	49
Advances recoverable in cash or in kind or for value to be received, Good	
Total receivables, book debts and other receivables (A)	70.02
Loans secured by first pari-passu charge	
Loan from banks against hypothecation of assets under finance, book debts and other receivables.	41.24
Secured Redeemable Non Convertible Debentures	4.67
Total Secured Loans (B)	45.91
Security Cover (A) / (B)	1.53

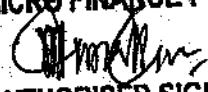
M POWER MICRO FINANCE PVT. LTD.

 AUTHORISED SIGNATORY



CALCULATION OF ASSET COVER

As on 31 st March 2015			Rs. In cr.
Particulars	Amount	Amount	Amount
Total Loans / Borrowings			55.91
TOTAL ASSETS RECEIVABLES AS ON 31/03/2015 (A)			59.06
Less:			
Term Loan & Working Capital Limits against hypothecated assets	41.24		
Add: Asset Cover	0.65	41.89	
Assets Charged / to be charged to Trustee : GDA Trusteeship Ltd. For below mentioned series			
For NCD Series:	4.67		
Add: Asset Cover	0.49	5.16	
(Assets provided in excess due to rounding off)	-----		
Proposed NCD Series			
Add: Asset Cover (-- time)			
(Assets provided in excess due to rounding off)		---	
TOTAL ASSETS HYPOTHECATED ON 31/03/ 2015 (B)		47.05	47.05
Assets Free From Encumbrance (A) - (B)			12.01

M POWER MICRO FINANCE PVT. LTD.


AUTHORISED SIGNATORY

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

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



RAMANUJAM and BOOVARAHAN
Chartered Accountants

4/56, Kalpataru, Flat 1A, K.B.Dasan Road, Alwarpet,
Chennai - 600 018. Telefax : 24354650
E-mail : rbca1989@gmail.com

CERTIFICATE

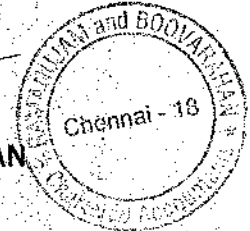
On the basis of examination and verification of Books of Accounts and other relevant documents and records maintained by **M/s M Power Micro Finance Private Limited**, having its registered office at **B-212, ARJUN CENTRE, PLOT NO. 231, GOVANDI STATION ROAD, GOVANDI, MUMBAI - 400 088**, We hereby certify that the security provided for the secured debenture amount outstanding as on 31st March, 2015 as mentioned in the annexure attached with this Certificate, is adequate.

This Certificate is issued at the specific request of **M/s M Power Micro Finance Private Limited**, for the purpose of issuing to **M/s. GDA Trusteeship Limited**, Trustees of the Debenture Trust.

For **RAMANUJAM and BOOVARAHAN**
Chartered Accountants

V. Shekhar

SHEKHAR VISHWANATHAN
Partner
Membership No. 053073



Place: Chennai
Date: 18th April, 2015



Report for the Half year ended 31st March, 2015

1. Assets charged as per Trust Deed:

Hypothecation against Book debt as per Trust Deed

Assets of charged as of 31st March, 2015 Trust Deed/ Deed of Confirmation:

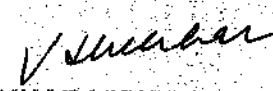
Sl. No.	Debenture Trust Deed Date & Amount	Debentures Outstanding & Issued as on 31 st March, 2015 (Rs in Crs)	Asset Cover	Security Reqd (Rs in Crs)	Security Provided (Rs in Crs)
1	Deb Trust Deed Date: 30 th July, 2014 Name of Trustee: M/s. GDA Trusteeship Limited Amount : 7 Crs	4.67	5.16	5.16	5.16

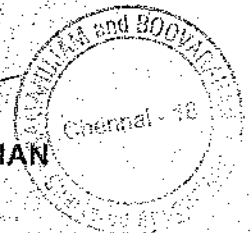
2. Details of Secured debentures outstanding as of 31st March, 2015

Trust Deed Date	Debentures Amount Trust Deed-wise (Rs. In Crores)	Debentures Outstanding & Issued as of 31 st March, 2015 (Rs. In Crores)
30 th July, 2014	7 Crs	4.67
	Total	4.67 Cr

3. Debt-equity ratio of M Power Micro Finance Private Limited as of 31st March, 2015 is 5.04.

For RAMANUJAM and BOOVARAHAN
Chartered Accountants


SHEKHAR VISHWANATHAN
Partner
Membership No. 053073



Place: Chennai
Date: 18th April, 2015



CONFIDENTIAL

Ref No: ICRA/SFR/CHE/15-16/2472 E

May 05, 2015

Mr. K.M. Vishwanathan
Chief Executive Officer
MPower Microfinance Private Limited
3rd Floor, Amin Chamber
85-B Sampatrao Colony
Alkapuri, Vadodara- 390007

Dear Sir,

Re: Surveillance of rating assigned to Rs. 7.00 crore (present o/s Rs. 4.37 crore) Non Convertible Debentures (NCD) of MPower Microfinance Private Limited (MPower) under the Pooled NCD Programme - IFMR Capital CBO II 2014¹

As you would be aware, in terms of the mandate letter received from its clients, ICRA Limited is required to review all its ratings, on an annual basis, or as and when the circumstances so warrant.

The Rating Committee of ICRA, after due consideration, has revised the rating for the captioned NCDs from [ICRA]A-(SO)[†] to [ICRA]A(SO).

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the aforesaid instrument.

ICRA reserves the right to suspend, withdraw or revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to the aforesaid instrument.

You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

Should you require further clarification, please do not hesitate to get in touch with us.

With kind regards,
Yours faithfully,

For ICRA Limited

Kalpesh Gada
Head - Structured Finance

Vibhor Mittal
Assistant Vice President

CC: GDA Trusteeship Services Limited (Trustee)

¹ Under the current transaction, nine issuers had simultaneously issued NCDs aggregating to Rs. 74 crore, which was credit enhanced by a common partial guarantee

[†] For complete rating definition please refer to ICRA Website www.icra.in or any of the ICRA Rating Publications