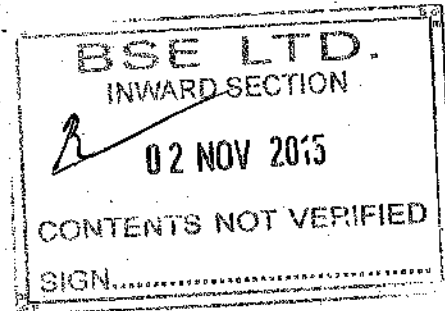




Annexure - 1

26th October, 2015
To,
The Manager,
Stock Exchange Ltd.
Mumbai



Dear Sir,

Re: Compliance under Listing Agreement for the half year ending on 30.09.2015

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 as on 30th September, 2015 and Credit Rating thereof:

Series / Tranche	Name of Debenture Holder	Date of Allotment	Date of Listing	No. of NCDs	Face value (Rs. in Cr.)	Amt. of Issue (Rs. in cr.)	Latest Credit Rating
CBO II 2014 Non Convertible debentures	Hinduja Leyland Finance Limited	30 th July 2014	22 nd August 2014	70	0.10	7.00	ICRA A-(SO)
CBO VIII 2015 Non Convertible debentures	Hinduja Leyland Finance Limited	24 th June, 2015	9 th September, 2015	100	0.10	10.00	ICRA BBB+(SO)
CBO X 2015 Non Convertible debentures	Mahindra and Mahindra Financial Services Limited	26 th August, 2015	7 th September, 2015	75	0.10	7.50	ICRA A-(SO)

2. 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.

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.



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

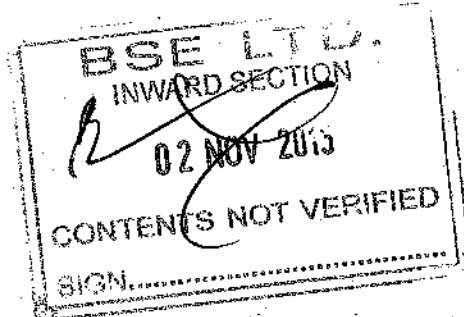


"Nurture Dreams Transform Lives"

26th October, 2015

M POWER
MICRO FINANCE PVT. LTD.

To,
The Business Head,
GDA Trusteeship Limited
Mumbai



Dear Sir,

Sub: Listed Issue of Non Convertible Debentures ("NCDs") aggregating to INR 24.5 Crs- Statutory Compliance – Half Yearly Report for the half year ending September 30, 2015.

Ref: CBO II- Rs. 7 Crs, CBO VIII-Rs. 10 Crs. and CBO X – Rs. 7.5 Crs, aggregating to Rs. 24.5 Cr.

With reference to above and your Letter No. DT/Half Yearly/Sep/2015-16, dated 25th September, 2015, we hereby submit the following information.

1. Compliance under Listing Agreement:

Please find enclosed Annexure I in duplicate. Kindly do countersign and return to us at the earliest. After receipt of acknowledgement we would submit it with stock exchange.

2. Detail of Debenture Holders:

We have issued debentures only to M/s. Hinduja Leyland Finance Limited and M/s. Mahindra & Mahindra Financial Services Limited, for which GDA Trusteeship Services Limited act as Debenture trustee.

3. Copies of Insurance policies insuring the properties secured for the NCDs :

The Company has created the charge against unsecured receivables in favor of GDA Trusteeship Limited

4. Details of Complaints:

We have not received any complaints during last half year ending as on 30th September 2015. Please refer Annexure -3 which need to be provided by SEBI vide circular dated 16th April 2012.

5. Copies of Documents:

Please find following Document in attachment.

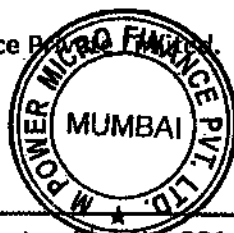
- I. Unaudited Balance Sheet and Statement of Profit and Loss Account as on date of 30.09.2015

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

Thanking You,

For M Power Micro Finance Pvt. Ltd.


K M Vishwanathan
CEO & Director
DIN : 02778043



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4. The Asset Coverage Ratio is 0.12 times. (Based on the Unaudited Balance Sheet as at 30 September, 2015)
5. The Debt Equity Ratio is 5.62. (Based on the Unaudited Balance Sheet as at 30th September, 2015)
6. The due date of payment of principal and interest and the actual date of payment for the half-year ending on 30.09.2015 are as under:

Details of redemption & payment of interest during last half year ending 30.09.2015:

Series / Tranche	Due date of payment	Actual date of payment	Principal Amt.	Interest Amt.	Total Amt. Paid
CBO II 2014	28 th April, 2015	23 rd April, 2015	2,916,690	522,227	3,438,917
CBO II 2014	28 th May, 2015	25 th May, 2015	2,916,620	473,709	3,390,329
CBO II 2014	28 th June, 2015	24 th June, 2015	2,916,690	456,949	3,373,639
CBO II 2014	28 th July, 2015	23 rd July, 2015	2,916,690	410,548	3,327,238
CBO II 2014	28 th Aug, 2015	25 th Aug, 2015	2,916,620	391,670	3,308,290
CBO II 2014	28 th Sept, 2015	22 nd Sept, 2015	2,916,690	359,032	3,275,722
CBO VIII 2015	24 th July, 2015	21 st July, 2015	4,166,600	1,046,252	5,212,852
CBO VIII 2015	24 th Aug, 2015	19 th Aug, 2015	4,166,700	1,036,261	5,202,961
CBO VIII 2015	24 th Sept, 2015	21 st Sept, 2015	4,166,700	991,205	5,157,905
CBO X 2015	28 th Sept, 2015	21 st Sept, 2015	3,124,950	839,397	3,964,347

7. 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.
8. The due date of principal and interest of the above said NCDs during next half-year i.e. 01.10.2015 to 31.03.2016 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 Oct, 2015	3,232,497
CBO II 2014	Principal + Interest	28 th Nov, 2015	3,210,373
CBO II 2014	Principal + Interest	28 th Dec, 2015	3,169,336
CBO II 2014	Principal + Interest	28 th Jan, 2016	3,145,165
CBO II 2014	Principal + Interest	28 th Feb, 2016	3,112,455
CBO II 2014	Principal + Interest	28 th March, 2016	3,069,303
CBO VIII 2015	Principal + Interest	23 rd Oct, 2015	5,051,401
CBO VIII 2015	Principal + Interest	24 th Nov, 2015	5,097,025
CBO VIII 2015	Principal + Interest	24 th Dec, 2015	4,994,983
CBO VIII 2015	Principal + Interest	22 nd Jan, 2016	4,925,001
CBO VIII 2015	Principal + Interest	24 th Feb, 2016	4,982,330
CBO VIII 2015	Principal + Interest	24 th March, 2016	4,840,834
CBO X 2015	Principal + Interest	26 th Oct, 2015	3,806,989
CBO X 2015	Principal + Interest	26 th Nov, 2015	3,847,595
CBO X 2015	Principal + Interest	28 th Dec, 2015	3,837,045
CBO X 2015	Principal + Interest	26 th Jan, 2016	3,737,633
CBO X 2015	Principal + Interest	26 th Feb, 2016	3,747,349
CBO X 2015	Principal + Interest	28 th March, 2016	3,714,520



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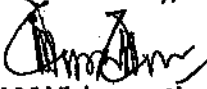
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MICRO FINANCE PVT. LTD.

9. The Cash-Flow of the Company is adequate for payment of interest and redemption of principal of the NCDs issued.
10. 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 30.09.2015.
11. In terms of Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, for NBFC, no Debenture Redemption Reserve is required to be created in the case of privately placed debentures. The 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.
12. The half-yearly results for the half-year ending on 30.09.2015 are attached as per the format in Annexure-II of Listing Agreement.
13. No event as detailed in clause 19 of the Listing Agreement has taken place during half year ending on 30th September, 2015, requiring this company to notify to Stock Exchange or Debenture Trustees.
14. Certificate for utilization of funds from Issuer - Enclosed herewith
15. Declaration about Status of Security in Annexure-II
16. The name, designation and contact details of "Compliance Officer" of this company are as under:
 - (A) Name of Compliance Officer : Mr. Biraj Pancholi
 - (B) Designation : Company Secretary
 - (C) Correspondence Address : 3rd Floor, Amin Chambers, 85-B Sampatrao Colony, Alkapuri, Vadodara- 390007, Gujarat
 - (D) Phone, Fax No. : 07043339384
 - (E) Email ID : cs@mpowermicro.com
17. 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.

Thanking you,

Yours sincerely,


K M Vishwanathan
Authorized Signatory



Countersigned by:
For GDA Trusteeship Ltd



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Debenture Trustees
Annexure – 1 (Contd...)

Unaudited Financial Results for the Half Yearly ended 30th September, 2015

M POWER MICROFINANCE PVT . LTD

Reg.Offc: B/212, Arjun Centre, Plot No,231, Govandi Station Road, Govandi Mumbai-400088, Maharashtra. CIN No.U65999MH2009TC197149.

Tel: 022-40155773 Email Id: contact@mpowermicro.com , Website:www.mowermicro.com

UNAUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED 30th SEPTEMBER, 2015

(As per SEBI (Issue & Listing of Debt Securities) Regulations, 2008 & SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012

Particulars	(Rs. in Lacs)			
	6 months ended (30/09/2015)	Corresponding 6 months ended in the previous year (30/09/2014)	Year to Date figures for current Period ended (30/09/2015)	Previous accounting year ended (31/03/2015)
	Unaudited	Unaudited	Unaudited	Audited
1. Interest earned (a)+(b)+(c)+(d)	994.87	452.24	994.87	1099.79
(a) Interest/disc. on advances/ bills	913.50	425.42	913.50	1001.64
(b) Income on investments	-	-	-	-
(c) Interest on balances with Reserve Bank of India and other inter bank funds	-	-	-	-
(d) Others (includes Processing Fees & Others)	81.37	26.82	81.37	98.15
2. Other Income	41.61	22.17	41.61	55.08
3. Total Income (1+2)	1036.48	474.41	1036.48	1154.87
4. Interest Expended	558.98	201.53	558.98	527.68
5. Operating Expenses (i)+(ii)	315.33	174.5	315.33	440.21
(i) Employees cost	249.42	124.55	249.42	313.49
(ii) Other operating expenses	65.91	49.95	65.91	126.72
(All items exceeding 10% of the total expenditure excluding interest expenditure may be shown separately)				
6. Total expenditure ((4+5) excluding provision and contingencies	874.31	376.03	874.31	967.89
7. Operating Profit before Provisions and Contingencies (3-6)	162.17	98.38	162.17	186.98



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8. Provisions (other than tax) and Contingencies	19.98	17.60	19.98	42.69
9. Exceptional Items	-	-	-	-
10. Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8-9)	142.19	80.78	142.19	144.29
11. Tax expense	19.76	15.78	19.76	27.52
12. Net Profit(+)/ Loss(-) from Ordinary Activities after tax (10-11)	122.43	65.00	122.43	116.77
13. Extraordinary items (net of tax expense)	-	-	-	-
14. Net Profit (+)/ Loss (-) for the period (12-13)	122.43	65.00	122.43	116.77
15. Paid-up equity share capital (Face Value Rs. 10/- Per Share)	1168.00	1168.00	1168.00	1168.00
16. Reserves excluding Revaluation Reserves (as per balance sheet of previous accounting year)	66.84	(107.35)	66.84	(55.59)
17. Analytical Ratios				
(i) Capital Adequacy Ratio	17.61%	25.84%	17.61%	18.07%
(ii) Earnings Per Share (EPS)	1.05	0.56	1.05	1.00
18) NPA Ratios	-	-	-	-
a) Gross NPA	14.69	2.04	14.69	9.21
b) % of Gross NPA	0.16%	0.06%	0.16%	0.14%
c) Return on Assets	3.63%	3.68%	3.63%	2.98%

Notes (as per RBI requirements)


- The above results for the half year ended 30th September 2015, has been subjected to limited review by the statutory auditors of the company and approved by the Board of Directors at its meeting held on 24th, October, 2015 in terms of clause 29 of the debt Listing Agreement.
- Employee cost under Operating expenses to include all forms of consideration given by the company in Exchange for services rendered by employees. It should also include provisions for post employment benefits to the extent applicable.
- Extraordinary items as defined in Accounting Standard 5 as income or expenses that arise from the ordinary activities of the enterprise and therefore, are not expected to recur frequently or regularly.
- Previous year / half year figures have been regrouped where necessary to conform to current year / half year classification.

Place : Mumbai

Date: 24/10/2015



For M Power Micro finance Pvt. Ltd.


K M Vishwanathan
Chairman



Annexure – 2

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(s) 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 30th September, 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.

For M Power Micro Finance Private Limited.


K M Vishwanathan
CEO & Director
DIN : 02778043





Details of Complaints

A) Status of Investor Grievance:

No. of Complaints pending at the end of previous half-year (30.09.2015)	No. of Complaints received during the half-year (01.04.2015 to 30.09.2015)	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					

For M Power Micro Finance Private Limited.


K M Vishwanthan
CEO & Director
DIN : 02778043





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MICRO FINANCE PVT. LTD.

To Whom So Ever It May Concern

We certify that the proceeds of the below mentioned NCD issuances for which GDA Trusteeship Limited acts as Debenture Trustee, were utilized for the purpose as mentioned in the Information Memorandum of the respective issues.

Series / Tranche	Name of Debenture Holder	Date of Allotment	Date of Listing	No. of NCDs	Face value (Rs. in Cr.)	Amt. of Issue (Rs. in Cr.)
CBO II 2014 Non Convertible debentures	Hinduja Leyland Finance Limited	30 th July 2014	22 nd August 2014	70	0.10	7.00
CBO VIII 2015 Non Convertible debentures	Hinduja Leyland Finance Limited	24 th June, 2015	9 th Sept, 2015	100	0.10	10.00
CBO X 2015 Non Convertible debentures	Mahindra and Mahindra Financial Services Limited	26 th August, 2015	7 th Sept, 2015	75	0.10	7.50

For M Power Micro Finance Private Limited.


K M Vishwanthan
CEO & Director
DIN : 02778043





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MICRO FINANCE PVT. LTD.

Computation of Asset Cover Ratio as at 30.09.2015

Particulars	Rs. In Cr.
Book Debts and Receivables	
Receivables under financing activity	66.51
Other current assets and receivables	3.08
Other Receivables(Margin Deposit)	7.66
Cash and bank balances	5.00
Advances recoverable in cash or in kind or for value to be received, Good	-
Total receivables, book debts and other receivables (A)	82.25
Loans secured by first pari-passu charge	
Loan from banks against hypothecation of assets under finance, book debts and other receivables.	49.12
Secured Redeemable Non Convertible Debentures	18.85
Total Secured Loans (B)	67.97
Security Cover (A) / (B)	1.21

For M Power Micro Finance Private Limited.


K M Vishwanthan
CEO & Director
DIN : 02778043





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CALCULATION OF ASSET COVER

Particulars	Rs. In Cr.		
	Amount	Amount	Amount
Total Loans / Borrowings			67.86
TOTAL ASSETS RECEIVABLES AS ON 31/09/2015 (A)			65.09
Less:			
Term Loan & Working Capital Limits against hypothecated assets	42.36		
Add: Asset Cover	1.78	44.14	
Assets Charged / to be charged to Trustee: GDA Trusteeship Ltd. For below mentioned series			
For NCD Series: (18.85		
Add: Asset Cover	1.98	20.83	
(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 30/09/ 2014 (B)		64.97	64.97
Assets Free From Encumbrance (A) – (B)			0.12

For M Power Micro Finance Private Limited.


K M Vishwanthan
CEO & Director
DIN: 02778043



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