

## M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

Registered Office: 152, Narayan Dhuru Street, 2<sup>nd</sup> Floor, Room No. 24, Mumbai – 400003

Tel No: 022-22721563 Website: [www.m3globalfinance.com](http://www.m3globalfinance.com)

Email Id: [m3globalfinance@gmail.com](mailto:m3globalfinance@gmail.com)

### NOTICE

Dear Member (s),

#### NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act 2013 ('the **Act**') read with Rule 22 of Companies (Management and Administration) Rules 2014 (including any statutory modification or re-enactments thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time, in relation to the following resolutions which is proposed to be passed as special/ordinary resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "**Form**") for your consideration.

The Board of Directors of the Company (the "**Board**") has appointed Mr. Sridhar Narayanan (Membership No: F5661) a practicing Company Secretary, as the scrutinizor as required under Rule 22 of Companies (Management and Administration) Rules 2014 ("**Scrutinizer**") for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original, duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e.5.00 p.m. on Tuesday, January 17, 2017.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the postal ballots including e-voting, the Scrutinizer will submit his report to the Chairman or any other authorised Director of the Company. The result of the postal ballot would be announced by the Chairman or any other authorised Director of the Company on or before Friday, January 20, 2017 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the stock exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz [www.m3globalfinance.com](http://www.m3globalfinance.com).

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## SPECIAL BUSINESS

### ITEM NO 01

Amendment of objects clause and to alter the Memorandum of Association of the Company as per the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any and Schedule I of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the following existing clauses of the Memorandum of Association of the Company be amended in the below manner:

- a. *The Objects Clause (Clause III of MoA) will now have 2 parts viz. Part (a) - ‘The Objects to be pursued by the Company on its incorporation’ and Part (b) ‘Matters which are necessary for furtherance of the Objects specified in Part A’.*
- b. *The Objects to be pursued by the Company on its incorporation under Clause III (a) be substituted and replaced by following Objects:*
  1. *To carry on the business of Investment/finance Company in all its branches and to invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any shares, stocks, Debentures, Debenture stock, bonds, obligations, negotiable instruments, hedge instruments, warrants, certificates, premium notes, Treasury Bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options futures, money market securities, marketable or non-marketable, securities, derivatives, and other instruments and securities issued, guaranteed or given by any government, semi-government, local authorities, public sector undertakings, companies, corporations, co-operative societies, trusts, funds, State, Dominion sovereign, Ruler, Commissioner, Public body or authority, Supreme, Municipal, Local or otherwise and other organisations/entities persons and to acquire and hold controlling and other interests in the securities or partnership interest or loan capital of any issuer company or companies or partnership firms or limited liability partnerships.*
  2. *To carry on the business of investment banking, underwriting, portfolio management services, financial planning and advisory services including tax planning and advisory, estate planning and setting of trust(s) for the same, financial consultancy, broking and sub- broking for securities, commodities and currencies, asset management, venture capital fund, private equity fund, custodial services, factoring, real estate broking including planning and advisory activities, acting as an intermediary and advisors for purchase and sale of Artwork, credit reference agencies, referral arrangement(s), credit rating agencies, housing finance, foreign exchange broking, credit cards, money changing business, micro credit and rural credit in accordance with and to the extent permissible under the applicable regulations in respect of each of the above activities in India or elsewhere and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas.*

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3. *To carry on the business of providing financial, management and facilitation services, including but not limited to identifying investment opportunities, conducting analysis and assessment, providing investment recommendations and consultancy service for making available infrastructure (including but not limited to administrative, managerial, logistical, financial, communication and information technology facilities/services) to venture capital funds, including the trustees, beneficiaries and contributories or such funds, other funds (including but not limited to funds for providing debt financing investing in equity, equity linked securities and all other instruments as permitted under applicable laws), trusts, investment companies, joint ventures, corporate, institutional, group and individual investors to facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligation, shares, stocks and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.*
4. *To act as an asset manager of any trust or fund including any mutual fund, growth fund, hedge fund, infrastructure fund, income or capital funds, tax or exempted funds, provident funds, gratuity funds, pension funds, superannuation funds, charitable funds or consortia and/or all other funds and/or to provide advisory and/or consultancy services for financial services, financial services, consultancy, exchange of research information and analysis on a commercial basis, render corporate advisory services and/or manage a portfolio of securities and/or to pursue such other activities as may be necessary for attainment of these purposes.*
5. *To act as a securitization and reconstruction company and to carry on the business of securitization and/or asset reconstruction and for that purpose to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether secured by mortgage of movables or hypothecation or charge on movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired or otherwise; to purchase, acquire, invest, transfer, sell, dispose of or trade in or issue to public or private investors securities or instruments or certificates issued thereof on a discretionary basis or non- discretionary basis on behalf of any person or persons (whether individual, firm, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or trusts, pensions funds, offshore funds, public body or authority, supreme, local or trust, pension funds, offshore funds, charities or other associations or entities whether in private or public sector.*
6. *To undertake and carry on, in India and/or abroad the business of buying, selling, leasing, financing of physical assets supporting productive/economic activity such as automobiles, tractors, lathe machines, generator sets, earth moving and material handling equipments, transportation equipment, moving on own power and general purpose industrial machines, buying, selling, discounting, assigning, securitizing, factoring any types of receivables, financial assets, debts, actionable claims, both present or future, and syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipment, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, as also services of*

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*every kind and description, whether in full or part, from or to any company, person, bank, financial institution or entity and pay consideration/receive consideration for the same.*

- 7. To carry on the business of a loan and finance company and to lend and advance money or give credit to such persons or companies and on such terms as it may seem expedient and in particular against the security of gold, bullion, vehicles, property whether moveable or immovable or any other asset, right, title, interest etc. for the purchase of gold, bullion, consumer durable products, paintings, sculptures or any other item or thing having artistic or aesthetic value or for any other purpose as the Company may deem fit and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.*
  - 8. To carry on and undertake the business of providing or acting as direct selling agents, distributors, advisors, referrer, franchisees, licensees, authorized sales agents, representatives, arrangers and consultants to provide financial, managerial, operational, administrative, advisory, commercial, legal, taxation, electronic data processing, computer and other consultancy services, to prospective investors, depositors, insurance client, customer, client for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, other securities, mutual funds units, equity and preference shares and other type of securities of companies, life and non-life insurance products, all types of structured products designed by the Company or any other company(ies), off-shore products designed by foreign entities, investment banking or portfolio management services, venture capital fund or private equity fund subscriptions or services, any other types of products or properties whether moveable or Immovable, mortgages, personal and commercial loans by way of lending, factoring, leasing, hire purchase or installment purchase or similar schemes of all types and descriptions and for all purposes, both secured and unsecured, issuing or selling of credit and debit cards, loyalty cards, discount cards, privilege cards and other products of similar type and descriptions.*
  - 9. To provide and undertake and act as financial consultants, management consultants and provide advisory, consultancy, operational, support services in various fields such as management, finance, administration, taxation both direct and indirect, statistics, human relations including personnel selection and recruitment, marketing, accountancy, business planning, diversification, new products and technology, Including the making of estimates, preparing evaluations and economic studies, preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all related business and to supply, provide, maintain, any consultancy and other similar services to government, industry, trade, commerce and persons.*
- c. The Liability Clause (Clause IV of MoA) be amended as “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”*

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolutions.”

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### **ITEM NO 02**

#### **Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013**

To consider and, if thought fit, to pass the following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of section 5 and 14 and Schedule I of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

### **ITEM NO 03**

#### **Appointment of Mr Amit Vijay Rajpal (DIN: 07557866) as a Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr Amit Vijay Rajpal (DIN: 07557866) who was appointed as an Additional Non-Executive Non-Independent Director and the Chairman of the Board by the Board of Directors with effect from December 05, 2016 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Act and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### **ITEM NO 04**

#### **Appointment of Mr Makarand Ram Patankar (DIN: 01584128) as a Whole-Time Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Makarand Ram Patankar (DIN: 01584128), who was appointed an Additional Director of the Company with effect from December 05, 2016 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment

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and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 & 197 and subject to Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof) and such other approvals/ sanctions as may be necessary, the Company hereby approves the appointment of Mr Makarand Ram Patankar (DIN: 01584128), as Whole-time Director of the Company for a period of 5 (five) years w.e.f December 05, 2016 on the terms and conditions including as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as set out in the explanatory statement which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

**RESOLVED FURTHER THAT**, any Director of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

### **ITEM NO 05**

#### **Appointment of Mr Kapil Kapoor (DIN: 00178966) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Kapil Kapoor (DIN: 00178966), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on December 05, 2016 , in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from December 05, 2016.”

### **ITEM NO 06**

#### **Appointment of Ms Sutapa Banerjee (DIN: 02844650) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Sutapa

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Banerjee (DIN: 02844650), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on December 05, 2016 , in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from December 05, 2016 .”

### ITEM NO 07

#### Appointment of Ms Sucheta Dalal (DIN: 01351168) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Sucheta Dalal (DIN: 01351168), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on December 05, 2016 , in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from December 05, 2016 .”

### ITEM NO 08

#### Approval for assignment of amount receivable from M/s Chitra Insultec Private Limited

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules framed there under (including any statutory modification(s) and re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and the Articles of Association of the Company, the approval, consent and ratification of the shareholders of the Company be and is hereby granted to the Board of Directors of the Company to assign up to and not exceeding an amount of INR 25,00,000/- (Indian Rupees Twenty-five Lakh only) receivable from Chitra Insultec Private Limited, to the persons listed in the table below, towards full and final settlement of unsecured short term loans availed by the Company:

Names of the Lenders	Amounts loaned (in rupees)
Mehta Corporation	15,00,000
Siddhi Finance	10,00,000

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

By Order of the Board of Directors

.....  
Makarand Ram Patankar  
Whole Time Director  
DIN: 01584128  
51 Shobhana Flat  
No 10, Sion West  
Mumbai - 400022

Place: Mumbai,

Date: December 05, 2016

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**NOTES:**

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 setting out the material facts in respect of the items of the business mentioned in the Notice is annexed thereto as **Annexure I**.
2. The Notice is being sent to all the Members, whose name appear in the Register of Members/list of beneficial owners as received from NSDL and CDSL on specified date for the purpose, being December 05, 2016. As per Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice is being served on the Members through electronic means who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier.
3. The Company is pleased to offer its e-voting facility as an alternate to all its members to enable them to cast their votes electronically instead of casting their vote through Form. The Company has entered into an agreement with the National Securities Depository Limited for facilitating e-voting to enable the



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members to cast their votes electronically. If a member has opted for e-voting then he/she should not cast his/her vote through physical Form and vice-versa. In case, a Member cast his/her votes through e-voting and also through Form, then voting done through e-voting shall prevail and voting received through Form shall be treated as invalid. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Form can download the Form from the Company's Website, accessed with the web link-

<http://www.m3globalfinance.com/investors.php>.

4. Members are requested to note that the voting process through Postal Ballot and by electronic mode will commence from 9.00 a.m. on Sunday, December 18, 2016 and end at 5.00 p.m. on Tuesday, January 17, 2017.
5. Voting rights of the members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the specified date.
6. The resolution mentioned in this Notice shall be declared as passed if the number of votes cast in its favour (assent) are not less than three times the number of votes cast, if any, against (dissent) the said resolution by means of postal ballot including voting by electronic means and passing of the resolutions shall be deemed to have been duly passed at the general meeting of the Company convened in that behalf.
7. As consented by Mr. Sridhar Narayanan (Membership No: F5661) a practicing Company Secretary, the Company has appointed him as the Scrutiniser for conducting the Postal ballot and electronic voting ("e-voting") process thereto in accordance with the provisions of the law and rules made there under in a fair and transparent manner.
8. Members are requested to notify change in address and email id if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No and in case of physical shares to the Registrar and Transfer Agent of the Company.
- 9. The procedure and instructions for voting through physical Form:**
  - a. The proposed special/ordinary resolution together with the statement setting out the material facts, the reasons for the resolution and a Form are being sent to the members for their consideration and voting. Members are requested to send the Form duly completed in all respects and signed in the attached self-addressed postage pre-paid business reply envelope so as to reach the scrutiniser not later than the close of business hours i.e. 5.00 p.m. hours on January 17, 2017 .The envelope bears the name of Mr. Sridhar Narayanan (Membership No: F5661) a practicing Company Secretary appointed as the Scrutinizer by the Board.
  - b. Any Form received from any members beyond the close of business hours i.e. 5.00 p.m. hours on January 15, 2017 will not be valid and the voting shall be treated as invalid.
  - c. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 152, Narayan Dhuru Street, 2<sup>nd</sup> Floor, Room No: 24, Mumbai - 400003 or at

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the Scrutinizer's (Mr. Sridhar Narayanan) address at A-104, Cypress, Swapnanagari, Mulund West, Mumbai 400 080

- d. A Member has to convey his/her assent or dissent in the Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Form bearing (✓) mark both the column will render the Form invalid
  - e. The Form should be completed and signed by the Member. An unsigned Form will be rejected.
  - f. In case of joint holding, the Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Form. There will be only one Form for every folio irrespective of the number of joint Member(s).
  - g. In case of shares held by Companies, Trusts, Societies etc., a duly completed Form should be signed by its authorized signatory. In such cases the duly completed Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory (ies).
  - h. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
  - i. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Form will be final.
  - j. A Member may request for a duplicate Form, if so required from the Company. However, the duly completed duplicate Form should reach the Scrutinizer not later than the date and time specified in Point (a) above.
  - k. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
  - l. Members are requested not to send any other paper along with the Form (except those authorised by the Company) in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
  - m. The Resolutions, if assented by requisite majority, shall be considered as passed on Friday, the January 20, 2017 (i.e. the date of Declaration of the Postal Ballot Result).
10. The Company is pleased to offer its e- voting facility as an alternate to all its members to enable them to cast their votes electronically instead of casting their vote through Postal Ballot Form. The Company has entered into an agreement with the National Securities Depository Limited for facilitating e-voting to enable the members to cast their votes electronically. If a member has opted for e- voting then he/ she should not cast his/ her vote through physical Postal Ballot Form and vice versa. In case a Member casts his/ her votes through e-voting and also through Postal ballot Form, then voting done through e-voting shall prevail and voting received through Postal Ballot Form shall be treated as invalid. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal ballot Form from the Company's website accessed with the web link.

### 11. The Procedure and Instructions for voting through electronic means

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- a. The e-Voting period shall commence from 9.00 a.m. on Sunday, December 18, 2016 and end at 5.00 p.m. on Tuesday, January 17, 2017.

During the period shareholders of the Company holding shares either in physical form or in dematerialised form may cast their votes electronically. The e-voting module will be disabled for voting thereafter and the Members will not be able to cast their votes electronically beyond the date and time as mentioned above that is 5.00 p.m. on Tuesday, January 17, 2017.

### (i) In case of Shareholders receiving an e-mail from NSDL

- a. Open e-mail and open PDF file viz. "Postal Ballot Notice\_Dec - Jan final" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.
- b. Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- c. Click on Shareholder – Login
- d. If you are already registered with NSDL for e-Voting, you can use your existing User ID and password for casting your vote
- e. If you are logging for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password.
- f. The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- g. Once the e-Voting Home page opens, click on e-Voting> Active Voting Cycles.
- h. Select Electronic Voting Event Number ("EVEN") of M3 Global Finance Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens
- i. Cast your vote(s) by selecting appropriate options and click on "Submit" and also "Confirm" when prompted
- j. Upon confirmation, the message "Vote cast successfully" will be displayed..
- k. Once the votes on the resolution are cast, the Shareholder shall not be allowed to change the same subsequently
- l. Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter/ Power of Attorney, etc. together with the attested specimen signatures of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [\[m3globalscrutinizer@gmail.com](mailto:[m3globalscrutinizer@gmail.com). in or [\[Alternate email ID if any\]](mailto:[Alternate email ID if any]) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- m. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- n. You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s)

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### (ii) In case of Shareholders receiving physical copies of the Notice of Postal Ballot

- a. Initial password, User ID and Electronic Voting Event Number (“EVEN”) are provided at the bottom of the Form
- b. Please follow all the steps from Point (b) to (n) above, to cast your vote.

12. For any query relating to e-voting process, you may refer the Frequently Asked Questions (“FAQs”) and voting manual available at under help section or write an email to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact the Registrar and Transfer Agent at [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)

13. Further questions relating to e-voting or the resolutions proposed to be passed through PBT, may be addressed to Mr. Makarand Ram Patankar, Whole Time Director, 152, Narayan Dhuru Street, 2nd Floor, Room No. 24, Mumbai – 400003, Email: [mpatankar@3iindia.com](mailto:mpatankar@3iindia.com), Phone No. 9820073220

### ANNEXURE I:

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

##### Item No 01:

##### Alteration of the Objects Clause of the Memorandum of Association of the Company

The existing Memorandum of Association (“MOA”) of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from April 1, 2014 (“the Act”) require certain amendments to existing MoA of the Company more specifically in the objects and liability clauses of MoA. Further, it is proposed to replace existing main objects of the Company by new main objects but in consonance with its current business operations of the Company (Non-depositing taking NBFC activities) and there would be no change in the nature of business activities.

In view of the requirements, following amendments are proposed in existing MoA of the Company:

- a. The Objects Clause (Clause III of MoA) will now have 2 parts viz. Part (a) - ‘The Objects to be pursued by the Company on its incorporation’ and Part (b) ‘Matters which are necessary for furtherance of the Objects specified in Part A’.
- b. The Objects to be pursued by the Company on its incorporation under Clause III (a) be substituted and replaced by following Objects:
  1. To carry on the business of Investment/finance Company in all its branches and to invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any shares, stocks, Debentures, Debenture stock, bonds, obligations, negotiable instruments, hedge instruments, warrants, certificates, premium notes, Treasury Bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options futures, money market securities, marketable or non-marketable, securities, derivatives, and other instruments and securities issued, guaranteed or given by any

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government, semi-government, local authorities, public sector undertakings, companies, corporations, co-operative societies, trusts, funds, State, Dominion sovereign, Ruler, Commissioner, Public body or authority, Supreme, Municipal, Local or otherwise and other organisations/entities persons and to acquire and hold controlling and other interests in the securities or partnership interest or loan capital of any issuer company or companies or partnership firms or limited liability partnerships.

2. To carry on the business of investment banking, underwriting, portfolio management services, financial planning and advisory services including tax planning and advisory, estate planning and setting of trust(s) for the same, financial consultancy, broking and sub-broking for securities, commodities and currencies, asset management, venture capital fund, private equity fund, custodial services, factoring, real estate broking including planning and advisory activities, acting as an intermediary and advisors for purchase and sale of Artwork, credit reference agencies, referral arrangement(s), credit rating agencies, housing finance, foreign exchange broking, credit cards, money changing business, micro credit and rural credit in accordance with and to the extent permissible under the applicable regulations in respect of each of the above activities in India or elsewhere and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas.
3. To carry on the business of providing financial, management and facilitation services, including but not limited to identifying investment opportunities, conducting analysis and assessment, providing investment recommendations and consultancy service for making available infrastructure (including but not limited to administrative, managerial, logistical, financial, communication and information technology facilities/services) to venture capital funds, including the trustees, beneficiaries and contributories or such funds, other funds (including but not limited to funds for providing debt financing investing in equity, equity linked securities and all other instruments as permitted under applicable laws), trusts, investment companies, joint ventures, corporate, institutional, group and individual investors to facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligation, shares, stocks and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
4. To act as an asset manager of any trust or fund including any mutual fund, growth fund, hedge fund, infrastructure fund, income or capital funds, tax or exempted funds, provident funds, gratuity funds, pension funds, superannuation funds, charitable funds or consortia and/or all other funds and/or to provide advisory and/or consultancy services for financial services, financial services, consultancy, exchange of research information and analysis on a commercial basis, render corporate advisory services and/or manage a portfolio of securities and/or to pursue such other activities as may be necessary for attainment of these purposes.
5. To act as a securitization and reconstruction company and to carry on the business of securitization and/or asset reconstruction and for that purpose to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether secured by mortgage of movables or hypothecation or charge on movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired or otherwise; to purchase, acquire, invest, transfer, sell,

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dispose of or trade in or issue to public or private investors securities or instruments or certificates issued thereof on a discretionary basis or non- discretionary basis on behalf of any person or persons (whether individual, firm, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or trusts, pensions funds, offshore funds, public body or authority, supreme, local or trust, pension funds, offshore funds, charities or other associations or entities whether in private or public sector.

6. To undertake and carry on, in India and/or abroad the business of buying, selling, leasing, financing of physical assets supporting productive/economic activity such as automobiles, tractors, lathe machines, generator sets, earth moving and material handling equipments, transportation equipment, moving on own power and general purpose industrial machines, buying, selling, discounting, assigning, securitizing, factoring any types of receivables, financial assets, debts, actionable claims, both present or future, and syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipment, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, as also services of every kind and description, whether in full or part, from or to any company, person, bank, financial institution or entity and pay consideration/receive consideration for the same.
7. To carry on the business of a loan and finance company and to lend and advance money or give credit to such persons or companies and on such terms as it may seem expedient and in particular against the security of gold, bullion, vehicles, property whether moveable or immovable or any other asset, right, title, interest etc. for the purchase of gold, bullion, consumer durable products, paintings, sculptures or any other item or thing having artistic or aesthetic value or for any other purpose as the Company may deem fit and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
8. To carry on and undertake the business of providing or acting as direct selling agents, distributors, advisors, referrer, franchisees, licensees, authorized sales agents, representatives, arrangers and consultants to provide financial, managerial, operational, administrative, advisory, commercial, legal, taxation, electronic data processing, computer and other consultancy services, to prospective investors, depositors, insurance client, customer, client for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, other securities, mutual funds units, equity and preference shares and other type of securities of companies, life and non-life insurance products, all types of structured products designed by the Company or any other company(ies), off-shore products designed by foreign entities, investment banking or portfolio management services, venture capital fund or private equity fund subscriptions or services, any other types of products or properties whether moveable or immovable, mortgages, personal and commercial loans by way of lending, factoring, leasing, hire purchase or installment purchase or similar schemes of all types and descriptions and for all purposes, both secured and unsecured, issuing or selling of credit and debit cards, loyalty cards, discount cards, privilege cards and other products of similar type and descriptions.

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9. To provide and undertake and act as financial consultants, management consultants and provide advisory, consultancy, operational, support services in various fields such as management, finance, administration, taxation both direct and indirect, statistics, human relations including personnel selection and recruitment, marketing, accountancy, business planning, diversification, new products and technology, Including the making of estimates, preparing evaluations and economic studies, preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all related business and to supply, provide, maintain, any consultancy and other similar services to government, industry, trade, commerce and persons.
- c. The Liability Clause (Clause IV of MoA) be amended as “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”

The alteration of MOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the shareholders shall be taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence the approval of the shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on December 5, 2016 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution.

A copy amended MoA of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned in the Item No 01 hereinabove.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

### **Item No 02:**

#### **Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013**

The Articles of Association (“AoA”) of the Company is presently in force since its incorporation of the Company i.e. year 1988. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('the Act'). The Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing AoA of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

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It is thus expedient to adopt new set of AOA (primarily based on Table F set out under the Act), in place of existing AoA of the Company instead of amending the AoA by alteration/incorporation of provisions of the Act. Hence the Board of Directors at its meeting held on December 05, 2016 decided to adopt new set of AoA in place of existing AoA of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Act, the consent of the members by way of special resolution is required for adoption of new set of AoA of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new AoA of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned in the Item No 02 hereinabove.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

### **Item No 03:**

#### **Appointment of Mr Amit Vijay Rajpal (DIN: 07557866) as a Director**

Mr Amit Vijay Rajpal (DIN: 07557866) was appointed as an Additional Non-Executive Non-Independent Director and the Chairman of the Board by the Board of Directors with effect from December 05, 2016 in terms of Section 161(1) of the Companies Act, 2013.

The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. The profile and specific areas of expertise and other details pursuant to Regulation 36 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr Amit Vijay Rajpal is provided as **Annexure A** to this notice.

Pursuant to Section 152 and 160 of the Companies Act, 2013 the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr Amit Vijay Rajpal as a Director, liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mr Amit to whom the resolution relates, is interested or concerned in this Resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

### **Item No 04:**

#### **Appointment of Mr Makarand Ram Patankar (DIN: 01584128) as a Whole-Time Director**



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The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr Makarand Ram Patankar (DIN: 01584128) as an Additional Director on December 05, 2016 in terms of Section 161 & other applicable provisions of Companies Act, 2013 to hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from a Member along with deposit of requisite amount proposing his candidature for Office of the Director of the Company. The Company's business activities have grown in last couple of years and as per the current market trend and future projections, the Company expects substantial increase in its activities in coming years. Since, Mr. Manish Arvindlal Shah has resigned from Whole-Time Directorship of the Company; it was felt necessary to have an eminent and experienced professional as the Whole-time Director of the Company, who could assist in day to day activities of the Company.

Therefore, the Board of Directors of the Company (after considering the recommendation of the Nomination & Remuneration Committee) at its meeting held on December 05, 2016, subject to the approval of shareholders, appointed Mr Makarand Ram Patankar as Whole-Time Director of the Company for a period of 5 years commencing from December 05, 2016. The profile and specific areas of expertise and other details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr Makarand Ram Patankar is provided as **Annexure A** to this notice.

Considering his rich experience and knowledge, the Board of Directors proposed the appointment of Makarand Ram Patankar as Whole-Time Director of the Company on the following terms & conditions:

### **Remuneration**

*Salary including allowances of Rs. 2,50,000 (Rupees Two Lakhs and Fifty Thousand) per month with annual increments of as decided by the Nomination and Remuneration Committee of the Company.*

### **OTHER TERMS**

- (a) He will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.
- (b) He will be liable to retire by rotation.
- (c) The aforesaid appointment may be terminated by either side giving three months' notice in advance.

In the event of inadequacy or absence of profits, the Company shall pay to Mr Makarand Ram Patankar the above remuneration as minimum remuneration but not exceeding the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be specified by the Central Government from time to time as minimum remuneration

### **Functions**

The Whole-time Director shall discharge such functions as are delegated to him by the Board of Directors and/or Chairman & Managing Director.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No. 4 of the Postal Ballot Notice as Special Resolution, by casting their vote through the Postal Ballot Form/ E-Voting as explained in the notes appended herewith.

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Except Mr. Makarand Ram Patankar, being an appointee, None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

### **Item No 05:**

#### **Appointment of Mr Kapil Kapoor (DIN: 00178966) as an Independent Director**

The Board, at its meeting held on December 5, 2016, appointed Mr Kapil Kapoor (DIN: 00178966) as an Additional Independent Director of the Company with effect from December 5, 2016 pursuant to Section 161 of the Companies Act, 2013, read with Article 137 of the Articles of Association of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of INR 100,000/- proposing the candidature of Mr Kapil Kapoor for the office of independent director, to be appointed as such under the provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr Kapil Kapoor to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr Kapil Kapoor to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of Members for the appointment of Mr Kapil Kapoor as an independent director of the Company for a period of 5 (five) years with effect from December 5, 2016 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr Kapil Kapoor, the independent director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

The profile and specific areas of expertise and other details pursuant to Regulation 36 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr Kapil Kapoor is provided as **Annexure A** to this notice. A copy of the draft letter for the appointment of Mr Kapil Kapoor as an independent director setting out the terms and conditions is also available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days except Saturdays, between 11.00 a.m. to 6.00 p.m.

No director, key managerial personnel or their relatives, except Mr Kapil Kapoor to whom the resolution relates, is interested or concerned in the Resolution mentioned in the Item No 05 hereinabove.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

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### **Item No 06:**

#### **Appointment of Ms Sutapa Banerjee (DIN: 02844650) as an Independent Director**

The Board, at its meeting held on December 5, 2016 appointed Ms Sutapa Banerjee (DIN: 02844650) as an Additional Women Independent Director of the Company with effect from December 5, 2016 , pursuant to Section 161 of the Companies Act, 2013, read with Article 137 of the Articles of Association of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of INR 100,000/- proposing the candidature of Ms Sutapa Banerjee for the office of independent director, to be appointed as such under the provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Ms Sutapa Banerjee to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, from her to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of Members for the appointment of Ms Sutapa Banerjee as an independent director of the Company for a period of 5 (five) years with effect from December 5, 2016 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms Sutapa Banerjee, the independent director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management.

The profile and specific areas of expertise and other details pursuant to Regulation 36 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Ms Sutapa Banerjee is provided as **Annexure A** to this notice. A copy of the draft letter for the appointment of Ms Sutapa Banerjee as an independent director setting out the terms and conditions is also available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days except Saturdays, between 11.00 a.m. to 6.00 p.m.

No director, key managerial personnel or their relatives, except Ms Sutapa Banerjee to whom the resolution relates, is interested or concerned in the Resolution mentioned in the Item No 06 hereinabove.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

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### **Item No 07:**

#### **Appointment of Ms Sucheta Dalal (DIN: 01351168) as an Independent Director**

The Board, at its meeting held on December 05, 2016, appointed Ms Sucheta Dalal (DIN: 01351168) as an Additional Women Independent Director of the Company with effect from December 05, 2016, pursuant to Section 161 of the Companies Act, 2013, read with Article 137 of the Articles of Association of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of INR 100,000/- proposing the candidature of Ms Sucheta Dalal for the office of independent director, to be appointed as such under the provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Ms Sucheta Dalal to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, from her to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of Members for the appointment of Ms Sucheta Dalal as an independent director of the Company for a period of 5 (five) years with effect from December 5, 201 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms Sucheta Dalal, the independent director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management.

The profile and specific areas of expertise and other details pursuant to Regulation 36 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Ms Sucheta Dalal is provided as **Annexure A** to this notice.. A copy of the draft letter for the appointment of Ms Sucheta Dalal as an independent director setting out the terms and conditions is also available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days except Saturdays, between 11.00 a.m. to 6.00 p.m.

No director, key managerial personnel or their relatives, except Ms Sucheta Dalal to whom the resolution relates, is interested or concerned in the Resolution mentioned in the Item No 07 hereinabove.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

### **ITEM NO 08**

#### **Approval for assignment of amount receivable from M/s Chitra Insultec Private Limited**

The Company has advanced INR 25, 00,000/- (Indian Rupees Twenty-five Lakh only) to M/s Chitra Insultec Private Limited as short term advances ("ST Advances"). This amount is appearing as an 'asset' on the balance sheet of the Company, and as a 'liability' on the balance sheet of the M/s Chitra Insultec Private

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Limited. In light of the same, the Company now desires to assign such ST Advances receivable from M/s Chitra Insultec Private Limited to the lenders as specified below for full and final settlement of the short term loans provided by such lenders:

Names of the Lenders	Amounts loaned to the Company (in INR)
Mehta Corporation	15,00,000
Siddhi Finance	10,00,000

Pursuant to Section 180(1)(a) of the Companies Act, 2013 and in terms of Rules 22 of the Companies (Management and Administration) Rules, 2014 and in light of the above, the approval of shareholders by way of special resolution is required through postal ballot mode. The Board at their meeting held on December 05, 2016 have considered and recommended this item for the shareholders' approval.

Hence, the Board recommends the Resolution at Agenda Item No. 08 of the Notice for approval of the shareholders by a Special Resolution. No director, key managerial personnel or their relatives are interested or concerned in this Resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

By Order of the Board of Directors

.....  
Makarand Ram Patankar  
Whole Time Director  
DIN: 01584128  
51 Shobhana Flat  
No 10, Sion West  
Mumbai - 400022

Place: Mumbai,

Date: December 05, 2016

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### Annexure A– Brief profile of the Directors being appointed

Particulars	Mr Amit Vijay Rajpal	Mr Makarand Ram Patankar
<b>Qualification</b>	Masters Degree in Business Management from the IIM, Calcutta	Bachelor Degree in Science (Hons.) in Chemistry and a MBA Post Graduate from the University of Pune
<b>Experience/Expertise</b>	He has over 15 years of experience in the financial services industry.  He also served as a Managing Director of Morgan Stanley for a period of 11 years.	He has over 40 years of experience in financial services, logistics and pharmaceuticals industries.  He was a Founder Member of M/s. Information Interface India Private Limited
<b>Date of appointment on the Board of the Company</b>	Appointment on the Board as a Director w.e.f December 05, 2016	Appointment on the Board as a Whole Time Director w.e.f December 05, 2016
<b>Details of shares held in the Company/other interested Companies</b>	57.2 % in M/s. Information Interface India Private Limited	50% in Pioneer (Express Services) Private Limited, 31.17% in Fullstop Solutions Private Limited and 15.6% in Information Interface India Private Limited
<b>List of Companies in which outside Directorships are held</b>	M/s. Information Interface India Private Limited	1) Information Interface India Private Limited 2) Pioneer (Express Services) Private Limited 3) Fullstop Solutions Private Limited
<b>Chairman / Member of the Committees of other Companies on which he / she is a Director</b>	None	None
<b>Category</b>	Non-Executive Director (Non-Independent)	Whole Time Director (Executive)
<b>Relationship with other Directors</b>	None	None

Particulars	Mr Kapil Kapoor	Ms Sutapa Banerjee
<b>Qualification</b>	Bachelor of Arts degree in Economics from the University of Delhi and a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management (IIM), Ahmedabad	Postgraduate Diploma at XLRI Jamshedpur
<b>Experience/Expertise</b>	Mr Kapil started his professional career in 1987 with Nestle India Limited.  He was also a part of the management team of Bausch & Lomb serving in Russia, Ukraine, East Africa, SAARC region, subsequently re-located to Thailand on becoming the Country Manager of Bosch & Lomb and subsequently	Closed to 24 years in the financial services industry across 2 large multinational banks (ANZ Grindlays and ABN AMRO), and a boutique Indian Investment bank (Ambit) where she built and headed several businesses.  A well-recognized thought leader in the Wealth Management space having headed and successfully

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	<p>got promoted as the commercial director in 1998 with regional responsibility for South East Asia.</p> <p>He served as the Chairman and Non-Executive Director of Info Edge (India) Limited, on the Board of Trustees of the International Foundation for Research and Education (Ashoka University).</p> <p>He also held the position of Global Chief Operating Officer for Timex Group USA, Inc. from Oct 2009 until May 2013 and various other positions within the Timex Group between 2000 and 2009 such as Managing Director, Chairman, Senior Vice President of the Asia-Pacific Region</p>	<p>built from scratch the Private Wealth businesses in both ABN AMRO Bank and Ambit Capital,</p> <p>Ms Sutapa was voted one of the 'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 - the only Indian and one of only two winners from Asia.</p> <p>As CEO she led Ambit Private Wealth to 'Best Private Bank in India in the 2013 AsiaMoney polls.</p> <p>In 2012 she was shortlisted in the 50 most Powerful Women' by Fortune India. Ms Sutapa is an Advanced Leadership Fellow (2015) of Harvard University. Currently she consults in the Wealth and Investments Management area and serves as an Independent Director on several boards of companies (JSW Group, IL&amp;FS Group) and non-profits (Oxfam India and Dignity Foundation).</p> <p>She also represents Women's World Banking as a Nominee Director on the board of their investee company Ananya Finance in India. Her area of study at Harvard was Responsible Investing and Business Practices and the use of a Gender Lens. She currently works, writes and speaks actively in this space.</p>
<b>Date of appointment on the Board of the Company</b>	Appointment as an Independent Director w.e.f 05.12.2016	Appointment as an Independent Director w.e.f 05.12.2016
<b>Details of shares held in the Company/other interested Companies</b>	2.5% in Info Edge (India) Limited	Nil
<b>List of Companies in which outside Directorships are held</b>	<ol style="list-style-type: none"> <li>1) Info Edge (India) Limited</li> <li>2) (International Foundation for Research and Education</li> </ol>	<ol style="list-style-type: none"> <li>1) IL&amp;FS Engineering and Construction Company Limited</li> <li>2) JSW Holdings Limited</li> <li>3) JSW Cement Limited</li> <li>4) Ananya Finance for Inclusive Growth Private Limited</li> <li>5) ISSL Market Services Limited</li> <li>6) IL&amp;FS Securities Services Limited</li> <li>7) Oxfam India</li> <li>8) JSW Industrial Gases Private Limited</li> </ol>
<b>Chairman / Member of the Committees of other Companies on which he /</b>	Member of Nomination and Remuneration Committee and the Chairman of Stakeholders	Member of Audit Committee of JSW Holdings Limited

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she is a Director	Relationship Committee of Info Edge (India) Limited	
Category	Independent Director (Non-executive)	Independent Director (Non-executive)
Relationship with other Directors	None	None

Particulars	Ms Sucheta Dalal
Qualification	Bachelor of Science, Bachelor of Law and Master of Law.
Experience/Expertise	<p>Ms Sucheta Dalal is considered one of the best known names in investigative journalism. She was awarded the Padma Shri by the Government of India in 2006 for her outstanding investigative journalism spanning over 2 decades including exposing the Harshad Mehta scam in 1992.</p> <p>In 1993, she was awarded the Chameli Devi Award for outstanding journalism as well as Femina's Woman of Substance Award after breaking the Harshad Mehta scam story. Ms Dalal has worked with some of India's leading newspapers. She was the financial editor of the The Times of India and Consulting Editor with Indian Express and Financial Express. She has also worked with The Economic Times and Business Standard.</p> <p>Ms Dalal has served as a member of the NR Narayana Murthy committee on Corporate Governance in 2003, and a member of the primary market advisory committee of the SEBI. She takes active interest in consumer and investor related issues and has been a member of the Investor Protection and Education Fund set up by the Government of India under the Department of Company Affairs. She has co-authored a book on the securities scam with her husband Mr Debashis Basu called The Scam: Who Won, Who lost, who got away (1993) subsequently updated as The Scam: From Harshad Mehta to Ketan Parekh. This book is in its 8th print run and 3rd edition.</p> <p>In March 2000, she wrote a biography of A.D. Shroff, Considered a financial genius in the 1950s. She has also co-authored a 2-volume book of interviews - Pathbreakers 1&amp;2 with Debashis Basu. She directs the socially-oriented reporting at Moneylife, the Foundation's activities and grievance redressal activities.</p>
Date of appointment on the Board of the Company	Appointment as an Independent Director w.e.f 05.12.2016
Details of shares held in the Company/other interested Companies	50% in Moneylife Advisory Services Private Limited and 50% in Moneylife Digital Private Limited
List of Companies in which outside Directorships are held	Moneylife Advisory Services Private Limited and Moneylife Digital Private Limited
Chairman / Member of the Committees of other Companies on which he / she is a Director	None
Category	Independent Director (Non-executive)
Relationship with other Directors	None



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## POSTAL BALLOT FORM

Registered Folio No	DP ID No.	Client ID No	No of shares held

Name and Address of the Sole/  
First Named Shareholder  
Joint Holder's Name (if any)

I/ We hereby exercise, my/our vote in respect of the resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated December 05, 2016 by sending my/our assent or dissent to the said resolutions by placing a tick mark ✓ in the appropriate box below

Item No.	Description	No of shares held	I/We assent to the resolution (FOR)	I/ We dissent to the Resolution ( AGAINST)
1	Special Resolution for the Amendment of objects clause and to alter the Memorandum of Association of the Company as per the Companies Act, 2013			
2	Special Resolution for the Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013,			
3	Ordinary Resolution for the Appointment of Mr Amit Vijay Rajpal (DIN: 07557866) as Non-Executive Non-Independent Director, liable to retire by rotation			
4	Special Resolution for the Appointment of Mr Makarand Ram Patankar (DIN: 01584128) as a Whole-Time Director, liable to retire by rotation			
5	Ordinary Resolution for the Appointment of Mr Kapil Kapoor (DIN: 00178966) as an Independent Director for a term of 5 (five) consecutive years commencing from December 05, 2016.			
6.	Ordinary Resolution for the Appointment of Ms Sutapa Banerjee (DIN: 02844650) as an Independent Director for a term of 5 (five) consecutive years commencing from December 05, 2016.			
7,	Ordinary Resolution for the Appointment of Ms Sucheta Dalal (DIN: 01351168) as an Independent Director for a term of 5 (five) consecutive years commencing from December 05, 2016.			
8.	Special Resolution for the Approval for assignment of amount receivable from M/s Chitra Insultec Private Limited			

PLACE:  
DATED:

\_\_\_\_\_  
Signature of the Shareholder

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## ELECTRONIC VOTING PARTICULARS

EVEN ( E- Voting Event Number)	USER ID	Password
105647 of M3 Global Finance Limited		

### INSTRUCTIONS FOR POSTAL BALLOT

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot may send duly completed form in the enclosed self-addressed Business Reply Envelope. The envelope bears the name of Mr. Sridhar Narayanan, (Membership No: F5661), a Practicing Company Secretary, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 152, Narayan Dhuru Street, 2<sup>nd</sup> floor, Room No. 24, Mumbai 400003 or at the Scrutinizer's address at Mr. Sridhar Narayanan A- 104, Cypress, Swapnanagri, Mulund ( West), Mumbai 400 080.
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5.00P.M on Tuesday, January 17, 2017.. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark ( ✓ ) in the appropriate column. Postal Ballot Form bearing ( ✓ ) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc. a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorized signatory(ies)
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.

## **M3 Global Finance Limited**

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11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on December 05, 2016.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot should reach the Scrutinizer not later than the date and time specified in Point No. 4 above.
13. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company has been paid.
14. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorized by the Company) in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The Resolutions, if assented by requisite majority, shall be considered as passed on Friday, the January 20, 2017 (i.e. the date of Declaration of the Postal Ballot Result)
16. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Post Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-Voting facility as well as sends his vote through physical vote, the vote cast through physical Postal Ballot only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto for detailed instructions with respect to electronic voting.