

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

NOTICE

Dear Member (s),

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

Notice is given pursuant to Section 110 of the Companies Act 2013 (the “**Act**”) read with Rule 22 of Companies (Management and Administration) Rules 2014 (the “**Rules**”), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the “**ICDR Regulations**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”) 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 has proposed to obtain the consent of the Shareholders for the matter as considered in the Resolutions appended below. Thus in terms of Section 110 of the Act read with the Rules and the Takeover Regulations as also to facilitate wider participation in the approval process by the Shareholders residing at different locations it is proposed to obtain their consent by way of postal ballot. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

The Board of Directors of the Company (the “**Board**”) has appointed Mr. Sridhar Narayanan (Membership No: F5661) a practicing Company Secretary, as the scrutinizer 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 Wednesday, February 15, 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

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

result of the postal ballot would be announced by the Chairman or any other authorised Director of the Company on or before Friday, February 17, 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.

SPECIAL BUSINESS

ITEM NO 01

To increase the Authorised Share Capital from Rs. 44,00,00,000/- to Rs. 3,00,00,00,000/-

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of shareholders in the General Meeting, to increase the Authorised Share Capital of the Company from existing Rs. 44,00,00,000/- (Rupees Forty-Four Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 90,00,000 (Ninety Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores only) divided into 15,00,00,000 (Fifteen crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,00,000 (Fifteen crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

“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.”

ITEM NO 02

To approve alteration of Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of shareholders in the General Meeting, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs3,00,00,00,000/- (Rupees Three Hundred Crores only) divided into 15,00,00,000 (Fifteen crore) Equity Shares of Rs. 10/-

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

(Rupees Ten only) each and 15,00,00,000 (Fifteen crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary forms with Registrar of Companies.”

ITEM NO 03

To issue up to 4,732,433 Compulsory Convertible Preference Shares.

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

“RESOLVED THAT pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR Regulations)”) and the listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, 4,732,433 (Forty Seven Lakhs Thirty Two Thousand Four Hundred and Thirty Three) Compulsorily Convertible Non Cumulative Preference Shares (“CCPS”) (each such CCPS being convertible into one Equity Share of the Company) of face value of Rs. 10/- (Rupees Ten only) each at a price which may be determined in accordance with Chapter VII of the ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, to Strategic India Equity Fund (the “Investor” or the “Allottee” or the “Proposed Allottee”) on a preferential basis (the “Preferential Allotment”).

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

Proposed Allotment Details

S. No.	Name of the Proposed Allottee	No. of CCPS to be issued
1.	Strategic India Equity Fund	4,732,433

“RESOLVED FURTHER THAT the Preferential Allotment shall be on the following terms and conditions:

- i) The CCPS to be offered, issued and allotted to Strategic India Equity Fund shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ii) The “Relevant Date” for the Preferential Allotment, as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares to be allotted pursuant to the preferential allotment shall be 16 January, 2017 being the date 30 days prior to the date of the last date of voting of Postal Ballot being 15 February, 2017;
- iii) The holders of the CCPS shall have an option to apply for conversion of CCPS and be allotted Equity Share, at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment. If the CCPS are not converted into Equity Shares at the option of the Allottee within 18 months from the date of the allotment, the CCPS shall compulsorily be converted into Equity Shares at the end of the 18 month from the date of allotment of the CCPS;
- iv) The CCPS and Equity Shares (upon conversion of CCPS) allotted will be subject to the applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT i) The consideration price of the CCPS shall be received from the Allottee’s Bank accounts; ii) The CCPS to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; iii) the Equity Shares allotted to Allottees upon conversion of CCPS shall rank pari-passu with the then existing Equity Shares of the Company, from the date of their allotment; iv) The Allottees shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard; v) The Equity Shares allotted upon conversion of CCPS shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009; vi) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of CCPS, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.”

“RESOLVED FURTHER THAT subject to the provisions of ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the offer, issue and allotment of the CCPS and vary, modify or alter any relevant terms and conditions, including size of the preferential issue to the Investor, as it may deem expedient.”

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of CCPS and Equity Shares upon conversion of the CCPS.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid 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: January 11, 2017

Registered Office:

152, Narayan Dhuru Street,

2nd Floor, Room No. 24,

Mumbai – 400003

CIN: L65910MH1988PLC239746

Website: www.m3globalfinance.com

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

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 January 11, 2017. 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 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 Monday, January 16, 2017 and end at 5.00 p.m. on Wednesday, February 15, 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.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

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 Wednesday, February 15, 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 Wednesday, February 15, 2017 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, 2nd Floor, Room No: 24, Mumbai - 400003 or at 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, over-written, 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.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

- 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 February 17, 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.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

11. The Procedure and Instructions for voting through electronic means

- a. The e- Voting period shall commence from 9.00 a.m. on Monday, January 16, 2017 and end at 5.00 p.m. on Wednesday, February 15, 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 Wednesday February 15, 2017.

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

- a. Open e-mail and open PDF file viz. **“Postal Ballot Notice_IIIfinal”** 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. in or with a copy marked to evoting@nsdl.co.in

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

- 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
- 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)

(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 or contact the Registrar and Transfer Agent at 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, Phone No. 9820073220

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

ANNEXURE I:

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

The explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated January 11, 2017 and shall be taken as forming part of the notice.

ITEM NO. 1:

The present authorized share capital of the company Rs 44,00,00,000/- (Rupees Forty-Four Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of face value Rs. 10/- (Rupees Ten only) and 90,00,000 (Ninety Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each. The company is proposing to issue equity shares to promoters and others on preferential basis. Considering the same, the Board has approved, subject to the shareholders approval, an increase in the authorized share capital to Rs.3,00,00,00,000 divided into 15,00,00,000 equity shares of Re.10/- each and 15,00,00,000 Preference Shares of Rs. 10/- each.

Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in authorized share capital and consequent amendments in the capital clause of the Memorandum of Association of the company requires approval of the members. Approval of the members is, therefore, sought in terms of the said sections.

Your directors recommend the above Ordinary resolution for your approval. None of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution.

ITEM NO .2:

Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, amendment in the capital clause of the Memorandum of Association of the company is required on an increase in authorized share capital and consequently approval of the members is sought in terms of the said sections.

ITEM NO. 3

The Company is a non-deposit taking non-banking finance company engaged in the business of advancing secured/ unsecured long term and short term loans. The Company recently underwent a change in control and the incoming management plans to rapidly expand operations.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

The company will need funds for its expansion and it is proposed to raise funds by way of issue of 4,732,433 (Forty Seven Lakhs Thirty Two Thousand Four Hundred and Thirty Three) Compulsorily Convertible Non Cumulative Preference Shares (“CCPS”) (each such CCPS being convertible into one Equity Share of the Company) of face value of Rs. 10/- (Rupees Ten only) each at a price which may be determined in accordance with Chapter VII of the ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, to Strategic India Equity Fund (the “Investor”) on a preferential basis (the “Preferential Allotment”).

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue is in accordance with the provisions of SEBI (ICDR Regulations), Takeover Regulations and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given below:

The object of the issue through preferential offer:

The proceeds will be utilized for furthering the objects of the Company including growing the loan book, invest in systems, processes and infrastructure, beefing up the management team, for general corporate purposes and other purposes as may be permitted by applicable laws.

Issue Size, number of CCPS to be issued:

Issuance of 4,732,433 CCPS of face value of Rs. 10/- each at a price which may be determined in accordance with Chapter VII of the ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, to Strategic India Equity Fund.

Relevant Date:

The “Relevant Date” for the Preferential Allotment, as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares to be allotted pursuant to the preferential allotment shall be 16 January, 2017 being the date 30 days prior to the date of the last date of voting of Postal Ballot being 15 February, 2017

Pricing of Preferential Issue

The CCPS are to be allotted in accordance with the SEBI (ICDR) Regulations. The price of the CCPS to be allotted to Strategic India Equity Fund will be based on the minimum price

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

determined under the SEBI (ICDR) Regulations. The price may also be modified in accordance with the ICDR Regulations and may be such other price which shall be determined in accordance with Chapter VII of the ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

Terms of Issue of Equity Shares:

- a) The consideration price of the equity shall be received from Allottee's banks accounts; Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot: 4,732,433 CCPS of face value of Rs. 10/- each; the pricing for the Preferential Allotment will be in line with SEBI (ICDR) Regulations;
- b) The CCPS and Equity Shares (upon conversion of CCPS) allotted will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI Regulations. The entire pre preferential allotment shareholding of the Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of the trading approval. The Equity Shares allotted shall not be transferred by the Allottee till the trading approval is granted by recognized stock exchanges and for a period of three years and one year thereof as the case may be; The Equity Shares to be issued and allotted upon conversion of CCPS shall be listed and traded on BSE Limited (BSE) and other regional stock exchanges on which Company's shares are listed and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

Shareholding pattern before and after the Preferential Allotment:

The Shareholding pattern giving the present position as also considering full allotment of CCPS to the Allottee and equity shares arising out of the conversion thereof, as per Resolution of the Notice is given below:

Name of Shareholders	Pre issue shareholding (Equity + CCPS + Warrants already issued)		Present Preferential Issue	Post Issue and conversion Shareholding	
	No. of Shares held	% of Shares	No. of Share	No. of Shares held	% of Shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals / HUF					
(b) Central Govt. / State Govt.					
(c) Bodies Corporate	32,936,000	92.52%		32,936,000	81.66%
(d) Financial Institutions / Banks					
(e) Any Other (Specify)					

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

Sub Total (A) (1)	32,936,000	92.52%		32,936,000	81.66%
(2) Foreign					
Individuals (Non- residents Individuals/ Foreign Individuals					
(b) Bodies Corporate					
(c) Institutions					
(d) Any other (Specify)					
Sub Total (A) (2)	0	0.00%		0	0.00%
Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	32,936,000	92.52%		32,936,000	81.66%
(B) Public shareholding					
(1) Institutions					
(a) Mutual Funds / UTI					
(b) Financial Institutions / Banks					
(c) Central Government / State Government(s)					
(d) Venture Capital Funds					
(e) Insurance Companies					
(f) Foreign Institutional Investors					
(g) Foreign Venture Capital Investors					
(h) Foreign Bodies Corp			4,732,433	4,732,433	11.73%
Sub- Total (B) (1)	0	0.00%		4,732,433	11.73%
B 2 Non- Institutions					
(b) Individuals					
(i) Individuals- i. Individual shareholders holding nominal share capital upto Rs. 2 lakhs	737,205	2.07%		737,205	1.83%
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	751,166	2.11%		751,166	1.86%
(Any other (Specify)	1,175,629	3.30%		1,175,629	2.91%
NRI	200	0.00%		200	0.00%
Clearing member	168,312	0.47%		168,312	0.42%
Bodies Corporate	1,007,117	2.83%		1,007,117	2.50%
Sub- Total (B) (2)	2,664,000	7.48%		2,664,000	6.61%
Total Public shareholding (B)= (B)(1) + (B)(2)	2,664,000	7.48%	4,732,433	7,396,433	18.34%
Total (A) + (B)	35,600,000	100.00%	4,732,433	40,332,433	100.00%

The Company had issued 25,00,000 CCPS and 2,95,00,000 Warrants to the Promoter - Information Interface India Private Limited on December 05, 2016. Both instruments are convertible into Equity Shares of Rs. 10/- each as prescribed under Regulation 75 of the ICDR Regulations at the discretion of the Promoter.

Presumption: Post Shareholding pattern has been prepared on the assumption that entire CCPS has been converted into equity shares. This may, however, vary depending upon any other corporate action in between.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

Warrants may be exercised within 18 months (Eighteen months) from the date of allotment. In the event of failure to convert the warrants to equity shares within 18 months, the warrants shall lapse, and the amount paid for the subscription of warrants by the investor to the Company shall stand forfeited.

The above shareholding pattern has been prepared on the basis of shareholdings as on **January 06, 2017**.

Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern. However, there shall not be any change in the management/ control of the Company.

Change in Management/ Control

The issue of CCPS and their conversion into equivalent number of equity shares will not result in any change in the management or control of the Company.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed Allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of Allottee	Post-Issue Equity Shareholding (Assuming full conversion of CCPS)		Post-Issue Equity Shareholding (Assuming full conversion of CCPS)	
		Number	Percentage		Percentage
1.	Strategic India Equity Fund	Nil	Nil	4,732,433	11.73%

Strategic India Equity Fund is a company incorporated under the laws of Mauritius on 12 April 2016 as a public company limited by shares, licensed by the FSC as a Category 1 global business license company under the Financial Services Act 2007 and authorised as a collective investment scheme under the Securities Act 2005. The Investor is managed by a professional investment manager, which is licensed by the FSC as a Category 1 global business license company under the Financial Services Act 2007, and regulated by Financial Services Commission, Mauritius. The investment decisions are approved by its board of directors.

Related party details

The Investor is not related to the Company, promoters or directors of the Company.

Proposed time limit within which the allotment shall be complete:

In terms of Regulation 74(1) of SEBI (ICDR) Regulations the allotment of CCPS pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of the special resolution approving allotment.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchanges or the central government, the allotment shall be completed within a period of 15 days from the date of such approval.

The entire amount payable on the CCPS shall be received by the Company prior to allotment.

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

Auditor's Certificate:

A copy of the Company's Statutory Auditors certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2009 shall be made available for inspection at the Corporate Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date for voting under Postal ballot..

The Board of Directors believe that the proposed Preferential Allotment is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the other Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution except to the extent of their individual shareholding in the Company.

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: January 11, 2017

Registered Office:

152, Narayan Dhuru Street,

2nd Floor, Room No. 24,

Mumbai – 400003

CIN: L65910MH1988PLC239746

Website: www.m3globalfinance.com

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

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 January 11, 2017 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	Increase in Authorised Share Capital			
2	Amendment in Capital clause in the Memorandum of Association			
3	Issue of shares on Preferential basis			

PLACE:

DATED:

Signature of the Shareholder

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

ELECTRONIC VOTING PARTICULARS

EVENT (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, 2nd floor, Room No. 24, Mumbai 400003 or at the Scrutinizer's address at Mr. Sridhar NarayananA- 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 Wednesday February 15, 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).

M3 Global Finance Limited

CIN No: L65910MH1988PLC239746

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

Tel No: 022-22721563 Website: www.m3globalfinance.com

Email Id: m3globalfinance@gmail.com

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.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on January 11, 2017.
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 February 17, 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.