

MONEY MATTERS FINANCIAL SERVICES LIMITED

Regd Off: 1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai – 400 020.
Web site: www.money-matters.in

Notice to Warrant holders

Commencement of Second Warrant Exercise Period

Commences on: 27th December, 2010	Ends on: 26th March, 2011
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As per the revised schedule approved by the warrants holders in their meeting held on December 16, 2009, the Second conversion of the warrant exercise period commences from 27th December, 2010 and ends on 26th March, 2011.

As per the terms of the issue of warrants the warrants shall be converted at an exercise price which is calculated as below:

Warrant exercise price shall be at a discount of 20% to the market price subject to a minimum of Rs.10/-.

And Market Price shall be calculated as under

Market Price (as adjusted for share split or issue of bonus shares)
Shall be the higher of the following:

- (a) The average price of the Equity Shares of the company computed as the average of the weekly high and low of the closing prices of the shares of the Company during the six months immediately preceding the month in which the exercise price is announced. The said high and low closing prices shall be the prices quoted on the exchange where the highest volumes of the shares of the company are recorded during the said period.
- (b) Average of the weekly high and low of the closing prices of the related shares during the two weeks preceding the month in which the exercise price is announced. The said high and low closing prices shall be the prices quoted on the exchange where the highest volumes of the shares of the company are recorded during the said period.

Provided further, that in the event of any share split or issue of bonus shares by our Company, the Issue Price stated above shall be adjusted accordingly, for the purpose of arriving at the applicable discount to the Market Price for Warrant Exercise. The applicable exercise price valid for period of three months; would be advertised by us in English National Daily, one Hindi National Daily with wide circulation and a Regional Language Daily circulated at the place where our Registered Office is situated. The applicable Exercise Price shall be advertised within three working days of the beginning of the exercise period or the expiry of the previously announced price.

Last 6 months average Price: Rs. 606.70 ps
Last 2 weeks average Price: Rs. 549.53 ps

The warrant conversion price will be as under:

The higher of the above: Rs. 606.70 ps
Less 20% Discount: Rs. 121.34 ps

Accordingly the warrant exercise price for the Second conversion Exercise period is Rs. 485.36 ps

The Company has opened a special depository account with NSDL* called, "*Money Matters Financial Services Limited*" opened for this purpose with IL&FS Securities Services Limited

The Details of the Account Number are as under:

DP ID – IN300095	Client ID - 11464147
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* Beneficial owners (holders of Warrants) having their beneficiary account with the CDSL must use the inter-depository delivery instruction slip for the purpose of crediting their Warrants in favour of the Special Depository Account with the NSDL.

Procedure for Conversion of Detachable Warrants being issued with rights shares under this Issue

Application for issue of Equity Shares should be made on the prescribed Warrant Exercise Application Form. This application form would be sent to all the Warrant holders separately. The same would also be available on request with our Secretarial department.

- **In case of Warrant held in Physical Mode:** During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to State Bank of India, Mumbai Samchar Marg Fort Mumbai -400023 India which will be intimated to the Warrant holders, in the Warrant Exercise Application Form by filling up the requisite particulars on the Warrant Exercise Application Form alongwith Original Warrant Certificate accompanied by a cheque / demand draft favoring "*Money Matters Financial Services Limited*" payable at Mumbai for the requisite amount.
- **In case of Warrants held in Dematerialisation Form:** During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to State Bank of India, Mumbai Samchar Marg Fort Mumbai -400023 India which will be intimated to the Warrant holders in the Warrant Exercise Application Form by filling up the said application form. It should be accompanied by cheque/demand draft favouring "*Money Matters*

Financial Services Limited” for the requisite amount. Warrant holders should concurrently transfer their dematerialised holdings to the Account opened by the Company as mentioned herein above. Details of the Account is as mentioned herein above and would also be mentioned in the Warrant Exercise Application Form.

The duly filled in Warrant Conversion Form, the copy of delivery instruction slip, original warrant certificate (wherever applicable), and the cheque/demand draft **should reach State Bank of India on or before 26th March, 2011..**

All the terms & conditions are as mentioned in the Letter of Offer dated February 21, 2009 and the revised schedule approved by the warrant holders in their meeting held on December 16, 2009.

For Money Matters Financial Services Limited

Sd/

(Prmod Kasat)

Whole Time Director

Date: January 20, 2011

Note:

1. The application form can also be downloaded from the Company’s website: www.money-matters.in and the same will be available to warrant holders by writing to us on contact@money-matters.in.
2. The warrants will be allotted within 10 working days from the end of the Second conversion warrant exercise period i.e. on or before 11th April, 2011. After the allotment the Company shall take the necessary action for listing the same with the designated exchange.
3. Please refer General Instructions while attached with application form while filling the Form.
4. For any clarifications the warrant holders may visit the company’s website (www.money-matters.in) or write to us on contact@money-matters.in for Terms of Warrants or may write to:

Money Matters Financial Services Limited, 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020 or Tel: 022-43548200 or fax at 022-22019051 or email at warrants@money-matters.in

M/s. MCS Limited, Kashiram Jamnadas Bldg. Office NO. 21/22, Ground Floor, 5 P.D’ Mello Road, (Ghadiyal Godi) Masjid (East), Mumbai 400 009, India. Contact person: Ms. Valsa Sajan email-id: mmfsl.warrants@gmail.com or mcspanel@yahoo.co.in, Tel No. (022) - 23726253/54/55, (022) - 67439092