



MONEY MATTERS FINANCIAL SERVICES LIMITED

Registered Office: 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai – 400 020.

Web site: www.money-matters.in

December 26, 2011

Sub: Conversion of Warrants

Dear Warrant holders,

The Company had issued 1,80,00,400 (One Crore Eighty Lakh Four Hundred) detachable warrants along with the Equity Shares at the time of Rights issue and allotted the same on 27th March, 2009. The Warrants were listed on the Bombay Stock Exchange Limited (BSE) on 8th April, 2009.

As per the revised schedule for conversion of warrants, approved by the warrant holders at their meeting held on December 16, 2009, the third conversion of the warrant exercise period will commence on 27th December 2011 and will end on 26th March, 2012.

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 is valid for period of three months. Market Price is calculated as below:

Last 6 months average Price as per (a) above:	Rs. 90.71
Last 2 weeks average Price as per (b) above:	Rs. 96.93
The warrant conversion price will be as under:	
The higher of the above (a) & (b)	Rs. 96.93
Less 20% Discount:	Rs. 19.39

Accordingly the warrant exercise price for the 3rd Exercise period is **Rs. 77.54**

Procedure for Conversion of Detachable Warrants

Application for issue of Equity Shares should be made on the prescribed Warrant Exercise Application Form enclosed with this letter. The warrant holders shall:

- **In case of Warrant held in Physical Form:** The Warrant holder should send his application for issue of Equity Shares to the Company at 1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai-400020 by filling up the requisite particulars on the Warrant Exercise Application Form along with 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:** The Warrant holder should send his application for issue of Equity Shares to Company at 1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai-400020 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 Demat Account as mentioned herein below.

DP ID/Client ID - IN300095/11464147	DP Name IL& FS Securities Services Limited
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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 to the Company on or before 26th March, 2012.

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/-
(Harish Agrawal)
Company Secretary

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 : warrants@money-matters.in
2. The warrants will be allotted within 10 working days from the end of the third conversion of warrant exercise period. After the allotment the Company shall take the necessary steps for listing the same with the Stock exchanges.
3. Please refer General Instructions 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: warrants@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: 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: mcspanel@yahoo.co.in, Tel No. (022) - 23726253/54/55, (022) - 67439092