



NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of Money Matters Financial Services Limited will be held on Wednesday, September 8, 2010 at 3:00 p.m. at Kilachand Conference Room, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400 020, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2010 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
- To declare a final dividend on equity shares for the financial year ended March 31, 2010.
- To appoint a director in place of Mr. R. N. Bhardwaj, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a director in place of Dr. B. Samal, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s. Haribhakti & Co., Chartered Accountants, Mumbai (Registration No. 103523W), in place of M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, Kolkata (Registration No. 310041E) who vide their letter dated June 18, 2010, have expressed their unwillingness to be so re-appointed, as the Auditors of the Company, to hold such office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting, on such remuneration plus out of pocket expenses, if any, as may be mutually agreed upon between the Board of Directors of the Company and the new Auditors.

SPECIAL BUSINESS

- To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Pramod Kasat who was appointed as an Additional Director of the Company with effect from April 16, 2010, holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

- To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 310 read with Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its approval for the appointment of Mr. Pramod Kasat, as the Whole-time Director of the Company for a period of three years from April 16, 2010 to April 15, 2013 on the remuneration and other terms and conditions as given below:-

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Pramod Kasat, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Kasat the above remuneration as the minimum remuneration except Performance Incentive, for a period not exceeding three years from the date of his appointment by way of salary,

I. Period	For a period of three (3) years i.e. from April 16, 2010 to April 15, 2013
II. Designation	Whole-time Director
III. Power & Responsibilities	He will exercise all such powers and duties as may be entrusted to him by the Board of Directors from time to time.
IV. Remuneration Structure	
1) Salary	In the range of ₹ 7.50 lacs to ₹ 11.00 lacs per month (with such annual/special increment within the aforesaid range as may be decided by the Board of Directors or any Committee thereof, in its absolute discretion from time to time).
2) Performance Incentive	As may be determined by the Board of Directors or any Committee thereof every year.
3) Medical Reimbursements	Subject to maximum of ₹ 15,000/- per annum.
4) Perquisites	i) Provident fund in accordance with Rules of the Company. ii) Medclaim Insurance coverage for self and family as per the Rules of the Company. iii) Leave encashment as per Company Policy.
	iv) Stock Options – As may be decided by the Compensation & Remuneration Committee / Board of Directors from time to time according to the Company's ESOP 2009.



5) Other Benefits	The Company shall provide him with a chauffer driven car subject to maximum expenses of ₹ 75,000/- per month & such other benefits as may be decided by the Board or its Committee from time to time.
6) Other Terms & Conditions	i) The terms and conditions of the appointment of Mr. Kasat as the Whole-time Director may be altered and varied from time to time by the Board of Directors of the Company or any Committee thereof as it may, in its absolute discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto. ii) He shall not be paid any sitting fee for attending the meetings of Board of Directors or any Committee thereof.

perquisites and other allowances and benefits as specified above subject to receipt of the requisite statutory/regulatory approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things in its absolute discretion, as it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution as may be otherwise considered by it to be in the best interest of the Company.”

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Sanjiv Kapoor who was appointed as an Additional Director of the Company on July 10, 2010, holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the Shareholders at their General Meetings and pursuant to section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby granted to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors to borrow for the purpose of the business of the Company from time to time on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained and/or to be

obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the Paid up Capital of the Company and its Free Reserves that is to say, Reserves not set apart for any specific purpose, so that the total amounts up to which the moneys may be borrowed by the Board of Directors shall not at any time exceed ₹ 500 crores (Rupees Five Hundred Crores).”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution through postal ballot:**

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the Shareholders at their General Meetings and pursuant to section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans and/or other credit facilities availed/to be availed by the Company up to a sum not exceeding ₹ 750 crores (Rupees Seven Hundred Fifty Crores).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as may be authorized by the Board of Directors be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 16, 94 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the Authorized Share Capital of the Company be and is hereby increased from ₹ 452,500,000/- (Rupees Forty Five Crores Twenty Five Lacs) divided into 45,250,000 (Four Crores Fifty Two Lacs Fifty Thousand) equity shares of ₹ 10/- (Rupees Ten) each to ₹ 550,000,000/- (Rupees Fifty Five Crores) divided into 55,000,000 (Five Crores Fifty Lacs) equity shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard.”

12. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 13, 16, 94 and 97 and all other applicable provisions, if any, of the Companies Act, 1956 and other approvals and sanctions required, if any, the existing equity shares each of the face value of ₹10/- (Rupees Ten) in the Share Capital of the Company presently issued, subscribed and fully paid up be sub-divided into Two equity shares of the face value of ₹ 5/- (Rupees Five) each credited as fully paid-up.

RESOLVED FURTHER THAT each of the un-issued shares of the face value of ₹10/- (Rupees Ten) each in the Authorized Share Capital be also sub-divided into Two equity shares of the face value of ₹ 5/- (Rupees Five) each.

RESOLVED FURTHER THAT the existing certificates of shares be called back by the Board of Directors and cancelled and that new certificates in respect of the equity shares of the face value of ₹ 5/- (Rupees Five) each be issued in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960.

RESOLVED FURTHER THAT consequent upon increase in the Authorized Share Capital and sub-division of equity shares each having a face value of ₹ 10/- (Rupees Ten) into Two equity shares of ₹ 5/- (Rupees Five) each, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

- V. The Authorised Share Capital of the Company is ₹ 55,00,00,000/- (Rupees Fifty Five Crores) divided into 11,00,00,000 (Eleven Crores) equity shares of ₹ 5/- (Rupees Five) each with power to increase, reduce or divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine a record date for the proposed sub-division as may be practicable in consultation with the Bombay Stock Exchange Limited, where the shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper, and also to seek listing of such securities at the Stock Exchange(s) and to settle any question, dispute or difficulty that may arise in regard to the sub-division of shares as aforesaid.”

13. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Pramod Kasat, Whole-time Director of the Company be granted 1,388,000 (Thirteen Lacs Eighty Eight Thousand) Stock Options under the Company’s Employees Stock Option Plan 2009, which exceeds 1% of the issued share capital of the Company as on April 19, 2010 being the date of the Compensation & Remuneration Committee meeting whereat the proposal for granting of Stock Options to Mr. Pramod Kasat was first considered.”

14. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with

1. the provisions of section 81(1A) and all other provisions applicable, if any, of the Companies Act, 1956 (‘the Act’) including any statutory modifications or re-enactments thereof for the time being in force,
2. the provisions of the Memorandum and Articles of Association of the Company,
3. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI ICDR Regulations’),



4. the provisions of the Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited, where the shares of the Company are listed,
5. the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under,

and subject to

1. the applicable statutes, guidelines, regulations, approvals, consents, permissions or sanctions of the Central Government, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other appropriate and/or concerned authorities, institutions or bodies (the 'Approvals'); and
2. such conditions or modifications as may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution);

Consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on such occasion or occasions, in one or more tranches, as may be determined by the Board in the course of domestic and/or international offering(s), to domestic and/or foreign institutions, non-resident Indians, Indian public companies, corporate bodies, trusts, mutual funds, venture capital funds, foreign venture capital investors, banks (including co-operative banks and regional rural banks), insurance companies, provident funds, pension funds, superannuation funds, national investment fund, stabilising agents, anchor investors, Qualified Institutional Buyers as defined under clause 2.1(zd) of SEBI ICDR Regulations by way of Qualified Institutions Placement(s) under Chapter VIII of the SEBI ICDR Regulations, individuals or otherwise, whether shareholders of the Company or not and/or through a public issue, rights issue, composite issue, and/or on a private placement basis, Indian Depository Receipts (IDRs) under Chapter X of the SEBI ICDR Regulations, equity shares, preference shares convertible into equity shares (or otherwise) or any other instruments/securities including warrants representing either equity shares and/or convertible/exchangeable securities linked to equity shares including but not limited to Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) (hereinafter referred to as "Securities"), through one or more Prospectus, and/or Letter of Offer or Shelf Information Memorandum for issue and allotment of Securities not exceeding an amount of ₹ 750 crores (Rupees Seven Hundred Fifty crores), including premium, if any, in aggregate (including green shoe option, if any).

RESOLVED FURTHER THAT

1. In the case of issue of the Securities by way of Qualified Institutions Placement, the allotment of Securities shall only be made to "Qualified Institutional Buyers" within the meaning of clause 2.1(zd) of the SEBI ICDR Regulations and at such a price to be determined with respect to the Relevant Date so that the price paid by each investor shall not be less than the price arrived in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations;
 2. In the case of the issue of the Securities by way of Qualified Institutions Placement, the "Relevant Date" shall mean :
 - (i) in case of allotment of equity shares, the date of the meeting in which the Board decides to open the proposed issue;
 - (ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as may be decided by the Board in its absolute discretion;
- Or such date or at such price as may be prescribed and made applicable under the provisions of SEBI ICDR Regulations as amended and in force at the relevant point of time.
3. Without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any terms or conditions or combination/s of terms or conditions in accordance with prevalent market practices or as the Board may in its absolute discretion deem fit, including but not limited to terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/or holders of any Securities, or variation of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities;
 4. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:
 - a) to dispose of, from time to time, such of the Securities as are not subscribed, in such manner, as the Board may deem fit in its absolute discretion;

- b) to decide on the terms of the issue of Securities, including the form, timing, issue price, number of equity shares resulting from conversion, allottees under the issue;
- c) to enter into and execute all such agreements/arrangements as the case may be with any lead managers, underwriters, stabilising agents, anchor investors, bankers, escrow bankers, financial institutions, solicitors, advisors, guarantors, depositories, custodians and other intermediaries (the "Agencies") in relation to the Issue of Securities and to remunerate any of the Agencies for their services in any manner including payment of commission, brokerage, fee or the like, to enter into or execute all such agreements / arrangements / Memoranda of Understanding / documents with any authorities / agencies, listing of the shares / securities (including the resultant equity shares to be issued as per the terms of the issue of the said Securities) on any Indian or overseas Exchange (s) as the Board may in its absolute discretion deem fit;
- d) to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
- e) to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements or documents;
- f) to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company;
- g) to list the Securities on any Indian or Overseas Exchange (s) as the Board may in its absolute discretion deem fit."
15. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution through postal ballot:**
- "RESOLVED THAT** pursuant to the provisions of section 372A and other applicable provisions of the Companies Act, 1956, consent be and is hereby accorded to the Board of Directors or any Committee thereof as may be authorized by the Board of Directors to invest in the share capital of any body corporate, make loans, give guarantees or provide security in connection with loans made by any other person to, or to any other person by, any body corporate from time to time for the purpose of Company's business any sum or sums of money as it may deem proper notwithstanding that the moneys to be so invested, loan granted, guarantees given or security provided together with moneys already invested, loans granted, guarantees given or security provided, exceed 60% of the paid up capital of the Company and its free reserves or 100% of free reserves, whichever is greater, provided that the total amount of moneys to be so invested, loans granted, guarantees given or security provided by the Board shall not exceed ₹ 500 crores (Rupees Five Hundred Crores) outstanding at any point of time."
16. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**
- "RESOLVED THAT** pursuant to the provisions of section 314 and other applicable provisions of the Companies Act, 1956, if any, consent of the Company be and is hereby accorded permitting the Nominee Directors of the Company on the Boards of its subsidiaries to receive sitting fees for attending meetings of the Board of Directors/Committees of Directors of the Company's subsidiaries and/or receiving any commission or other benefits from such subsidiaries."

**By Order of the Board
For Money Matters Financial Services Limited**

Yogesh Kolwalkar
Vice President (Legal) & Company Secretary

Place: Ambavane, Pune
Dated: July 10, 2010

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY/(IES) TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE PROXY FORM, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, is annexed hereto.
3. Register of Members and the Share Transfer Books of the Company will remain closed from September 1, 2010 to September 8, 2010 (both days inclusive).



4. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after September 11, 2010, as under:

- a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) at the closure of business hours on August 31, 2010, and
- b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on August 31, 2010.

5. In accordance with the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot), Rules, 2001, the Resolutions proposed at Item Nos. 10 and 15 need to be passed through the postal ballot process. Accordingly, the Postal Ballot Notice containing draft resolutions under sections 293(1)(a) and 372A of the Companies Act, 1956 together with the relevant Explanatory Statements, Postal Ballot Form and postage pre-paid envelop are also being sent to shareholders for their approval.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of normal working hours on September 4, 2010. Shareholder's assent / dissent received at the address of the Scrutinizer after September 4, 2010 would be strictly treated as if a reply from the Shareholders has not been received, which is in accordance with the aforesaid Postal Ballot Rules.

The Company has appointed Mr. Alwyn D'souza of M/s. Alwyn D'souza & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot voting in a fair and transparent manner. The Scrutinizer will scrutinize and submit his report to the Chairman and the results of the postal ballot will be announced by the Chairman at the Sixteenth Annual General Meeting.

6. Members holding shares in physical form are advised to furnish, on or before August 31, 2010, particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments.

In respect of cases, where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.

7. Brief profiles of the Directors who are being appointed/ re-appointed at the ensuing Annual General Meeting are furnished in the Corporate Governance section, which forms part of this Annual Report.
8. Members/ Proxy holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall.
9. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
10. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company at 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, at least 15 days in advance, so as to keep the information ready at the Meeting.
11. Members attending the Annual General Meeting are requested to bring with them the following (as applicable)
 - (a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - (b) Members holding shares in physical form their Folio Numbers.
 - (c) Copy of the Annual Report & Notice (2009-10)
 - (d) The Attendance Slip duly completed as per the specimen signature lodged with the Company.
 - (e) Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorising their representative to attend and vote at the Annual General Meeting.

ANNEXURE TO NOTICE

Explanatory Statement under section 173(2) of the Companies Act, 1956

ITEM NO. 5

M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, Kolkata, the Statutory Auditors of the Company vide their letter dated June 18, 2010, have expressed their inability to be re-appointed as Auditors of the Company due to their pre-occupation. The Company has received a notice from a member along with a letter under section 224 of the Companies Act, 1956, informing the eligibility and signifying his intention to appoint M/s. Haribhakti & Co., Chartered Accountants, Mumbai, in place of the retiring Auditors. In terms of the provisions of section 225 of the Companies Act, 1956, the appointment of Auditors in place of the retiring Auditors of the Company requires the approval of the shareholders by way of an ordinary resolution.

Therefore, the Board recommends to pass the necessary resolution by way of an ordinary resolution to appoint M/s. Haribhakti & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, to hold such office till the conclusion of the next Annual General Meeting on a remuneration and out of pocket expenses, if any, as may be fixed by the Board of Directors.

A copy of the resignation tendered by the Auditors and eligibility letter of the new Auditors as referred to above are available for inspection of the members till the date of the meeting during business hours.

None of the Directors of the Company is concerned or interested in the proposed resolution.

ITEM NOS. 6 & 7

Mr. Pramod Kasat was appointed as an Additional Director of the Company with effect from April 16, 2010. Pursuant to section 260 of the Companies Act, 1956, Mr. Pramod Kasat holds office only up to this Annual General Meeting. As required under section 257 of the said Act, a notice has been received from a member alongwith a deposit of ₹ 500/- signifying her intention to propose Mr. Pramod Kasat as a candidate for the office of Director.

The Board of Directors also appointed Mr. Pramod Kasat as the Whole-time Director of the Company for a period of three (3) years with effect from April 16, 2010 on such remuneration and other terms and conditions as set out in the resolution, subject to the approval of the shareholders of the Company.

As per the provisions of sections 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, the appointment of and remuneration to Whole-time Director requires the approval of the shareholders of the Company by way of an ordinary resolution.

Information about the Whole-time Director:-

1) Background details – Mr. Pramod Kasat, an Indian national, aged about 40 years, is an engineer from BITS Pilani and an MBA Finance from Mumbai University. Mr. Kasat has over 17 years of Investment Banking, Corporate Financing experience, most recently with Credit Suisse, India as Director, Investment Banking and Global Markets Solution Group. Prior to Credit Suisse, he was with Deutsche Bank, IL&FS Group, Citibank NA etc.

2) Job profile and its suitability – Subject to the superintendence, direction and control of the Board, the Whole-time Director will be responsible for the business origination, execution and taking new business initiatives.

3) Remuneration proposed – As set out in the resolution at Item No. 7, the remuneration payable to Whole-time Director has the approval of the Compensation & Remuneration Committee.

4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person – Taking into consideration the size of the Company, nature of business, the profile of Mr. Pramod Kasat and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other similar companies.

5) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any – Besides, the remuneration proposed, Mr. Pramod Kasat does not have any other pecuniary relationship with the Company.

The Board of Directors recommends the resolutions for your approval as set out in Item Nos. 6 & 7.

None of the Directors except Mr. Pramod Kasat is concerned or interested in the said resolutions.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the terms of appointment of Mr. Pramod Kasat, Whole-time Director of the Company and Memorandum of Interest of Directors under section 302 of the Companies Act, 1956.

ITEM NO. 8

Mr. Sanjiv Kapoor was appointed as an Additional Director of the Company on July 10, 2010. Pursuant to section 260 of the Companies Act, 1956, Mr. Sanjiv Kapoor holds office only up to this Annual General Meeting. As required under section 257 of the said Act, a notice has been received from a member alongwith a deposit of ₹ 500/- signifying her intention to propose Mr. Sanjiv Kapoor as a candidate for the office of Director.

None of the Directors except Mr. Sanjiv Kapoor is interested or concerned in the proposed resolution. The Board of Directors commends passing of the resolution set out in Item No. 8 of the accompanying Notice.



ITEM NO. 9

Section 293(1)(d) of the Companies Act 1956, provides that the Board of Directors of a public company shall not, except with consent of the company in General Meeting borrow moneys in excess of the company's paid-up capital and free reserves (apart from the temporary loans obtained from the company's bankers in the ordinary course of business).

Your Board is of the view that the business would steadily grow in future, as a result of which the mobilization of funds through various means including by way of borrowings may be required. Therefore, it is considered desirable to set the limit of borrowings by the Board of Directors up to ₹ 500 crores apart from the temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

None of the Directors is interested or concerned in the proposed resolution. The Board of Directors commends passing of the resolution set out in Item No. 9 of the accompanying Notice.

ITEM NO. 10

Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors of a public company shall not, except with the consent of the company in the General Meeting, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company. Your Company may be borrowing moneys from time to time, for the purpose of its business apart from the working capital facilities obtained/to be obtained from banks in the ordinary course of business. This, in turn, would necessitate creation of security by way of suitable mortgages and/or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders.

The resolution proposed at Item No. 10 is to seek the permission of the members empowering the Board/Committee of Directors to mortgage and/or charge the immovable and/or movable properties of the Company to secure the loans, financial assistances/ credit facilities obtained/to be obtained by the Company from the lenders up to ₹ 750 crores.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Ordinary Resolution.

Your Directors consider the said resolution in the interest of the Company and therefore recommends the same for your approval through postal ballot.

ITEM NO. 11

In order to meet the additional requirement of funds for the Company's business, it is desirable to increase the Authorized Capital of the Company from ₹ 452,500,000/- to ₹ 550,000,000/- by creation of 9,750,000 equity shares of ₹ 10/- each.

None of the directors of the Company is interested or concerned in the proposed resolution. The Board of Directors commends passing of the resolution set out in Item No. 11 of the accompanying Notice.

ITEM NO. 12

The equity shares of the Company are presently listed on the Bombay Stock Exchange Limited and are being actively traded thereat.

In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, it is desirable to sub-divide the nominal value of the equity shares of the Company. Presently, the nominal value of the equity shares is ₹ 10/- each and it is proposed to sub-divide each equity share in the Authorized Capital of the Company into two (2) equity shares of ₹ 5/- each. However, sub-division of equity shares would require approval of the shareholders by way of an ordinary resolution.

Due to proposed increase in the Authorized Share Capital and sub-division of equity shares, the existing Capital Clause V in the Memorandum of Association of the Company relating to Share Capital of the Company needs relevant amendments. However, any amendment to the Memorandum of Association requires prior approval of the shareholders.

The Directors of the Company may be considered to be interested or concerned in the aforesaid resolution to the extent of shares, if any, held by them respectively. The Board of Directors commend passing of the resolution set out in Item No. 12 of the accompanying Notice.

ITEM NO. 13

The Board of Directors at its meeting held on April 19, 2010 had appointed Mr. Pramod Kasat as the Whole-time Director of the Company for a period of three (3) years with effect from April 16, 2010. The Compensation & Remuneration Committee at its meeting held on the aforesaid date had proposed to grant 1,388,000 Stock Options to him under the Company's Stock Option Plan 2009, which exceeds 1% of the issued capital of the Company as on April 19, 2010 being the date of the Compensation & Remuneration Committee meeting whereat the proposal for granting of Stock Options to Mr. Pramod Kasat was first considered.

As the Stock Options proposed to be granted to Mr. Kasat exceed 1% of the issued capital of the Company, consent of the members is being sought by way of a special resolution in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

None of the Directors except Mr. Pramod Kasat is interested or concerned in the proposed resolution. The Board of Directors commends passing of the resolution set out under Item No. 13 of the accompanying Notice.

ITEM NO. 14

Your Company is going through a buoyant growth cycle and needs more of own funds to augment its resources for growth, capital expenditure and for other corporate purposes.

It is, therefore, proposed to raise further capital:

- In Indian / international markets in one or more tranches.
- By way of public issue, rights issue, composite issue and/or on a private placement basis including allotment to Qualified Institutional Buyers by way of Qualified Institutions Placements as per Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations'), Indian Depository Receipts (IDRs), etc.
- By way of equity shares, preference shares convertible into equity shares (or other wise) or any other instruments/securities including warrants representing either equity shares and/or convertible/exchangeable securities linked to equity shares including but not limited to Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) (hereinafter referred to as 'Securities').
- By way of offerings of the Securities to domestic and/or foreign institutions, non-resident Indians, Indian public companies, corporate bodies, mutual funds, venture capital funds, foreign venture capital investors, banks (including co-operative banks and regional rural banks), insurance companies, provident funds, trusts, pension funds, superannuation funds, national investment fund, stabilising agents, anchor investors, Qualified Institutional Buyers as defined under Clause 2.1)(zd) of SEBI ICDR Regulations (by way of Qualified Institutions Placements) under Chapter VIII of the SEBI ICDR Regulations, individuals or otherwise, whether shareholders of the Company or not.

It is proposed that an aggregate amount not exceeding ₹ 750 crores (Rupees Seven Hundred Fifty crores), including premium, if any, be raised by issue and allotment of Securities as above (including green shoe option, if any) and at a price which is in accordance with the relevant SEBI/RBI guidelines/regulations/notifications, as may be applicable in this regard. The issue price of the Securities to be issued in the proposed offerings will be determined at the time of the offer depending on the then prevailing market conditions and in consultations with the merchant bankers.

As per Chapter VIII of the SEBI ICDR Regulations, the Qualified Institutions Placement shall be made at a price not less than the average of weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the relevant date.

The "Relevant Date", as per Chapter VIII of the SEBI ICDR Regulations, means -

- a) in case of allotment of equity shares, the date of the meeting in which the Board of Directors of the Company or the Committee of Directors duly authorized by the Board of Directors of the Company decides to open the proposed Issue;
- b) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board of Directors of the Company or the Committee of Directors duly authorized by the Board of Directors of the Company decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

Or such date or at such price as may be prescribed and made applicable under the provisions of SEBI ICDR Regulations as amended and in force at the relevant point of time.

For this purpose, the 'Stock Exchange' means any of the recognized stock exchanges in which the equity shares of the Company are listed and in which the highest trading volume in such equity shares has been recorded during the two weeks immediately preceding the relevant date or in such manner as may be prescribed and made applicable under the provisions of SEBI ICDR Regulations as amended and in force at the relevant point of time.

In the case of Qualified Institutions Placements, the allotment of equity shares will be made within a period of twelve months from the date of passing of the aforesaid Special Resolution.

The offerings of the Securities may require appointment of Merchant Bankers, Underwriters, Legal Advisors and Experts or such other Authority or Authorities to advise the Company especially in relation to the pricing of the Issue and to remunerate any of the said agencies in any manner including payment of commission, brokerage, fee or payment of their remuneration for their services. The detailed terms and conditions of the Issue as and when made will be determined in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other Experts in accordance with the terms of approval of the Government of India, Reserve Bank of India, SEBI and such other authorities as may be required.

Section 81(1A) of the Companies Act, 1956, provides, inter alia, that where it is proposed to increase the Subscribed Share Capital of the Company by allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Shareholders decide otherwise by



way of a Special Resolution. The Listing Agreement executed by the Company with the Bombay Stock Exchange Limited also provides that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the Shareholders decide otherwise.

The proposed Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and Experts or such other authority or authorities as need to be consulted including in relation to the pricing of the Issue in accordance with the normal practice, (b) powers to issue and market any Securities issued including the power to issue such Securities in such tranche or tranches ; and (c) for utilization of the Issue proceeds as the Board may deem fit, without being required to seek any further consent or approvals of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, SEBI ICDR Regulations, and in terms of the provisions of the Listing Agreements, and such other approvals as may be necessary, to issue and allot Securities as stated in the Special Resolution.

The proposed issue of Securities is in the interest of the Company and your Directors recommend the passing of the resolution as a special resolution.

None of the Directors of the Company is interested or concerned in any manner in the proposed resolution, except to the extent of equity shares held by them in the Company.

ITEM NO. 15

In order to facilitate smooth business operations, it would be desirable to set a limit up to which the Board of Directors/any Committee thereof can invest in the share capital of any body corporate, make loans, give guarantees or provide security in connection with loans made by any other person to, or to any other person by, any body corporate.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Ordinary Resolution.

Your Directors consider the said resolution in the interest of the Company and therefore recommends the same for your approval through postal ballot.

ITEM NO. 16

It is informed that your Company has nominated and/or in future may be required to nominate director(s) on the board of its subsidiaries, as and when any of its subsidiaries become material subsidiary in terms of the provisions of the listing agreement with the stock exchanges.

The Nominee Director(s) of the Company may receive sitting fees or some other pecuniary benefits from subsidiary companies for attending meetings of the Board or Committees of such subsidiaries. Generally, receipt of remuneration from the subsidiary company amounts to holding of an 'Office of Profit' and same has to be paid over to the holding company as prescribed under section 314 of the Companies Act, 1956.

However, it is proposed that Director(s) nominated by the Company on the board of its subsidiaries be permitted to receive sitting fees or any other payments that they may receive from subsidiaries of the Company. Pursuant to the provisions of section 314 of the aforesaid Act, shareholders' approval by way of a special resolution is required.

None of the Directors except Mr. R. N. Bhardwaj, who has been nominated by the Company on the Board of its wholly owned subsidiary, Money Matters Securities Private Limited and other Independent Directors who may get appointed as Nominee Directors on the Board of the Company's subsidiaries in future, are interested or concerned in the proposed resolution. The Board of Directors commends passing of the resolution set out in Item No. 16 of the accompanying Notice.

**By Order of the Board
For Money Matters Financial Services Limited**

Yogesh Kolwalkar
Vice President (Legal) & Company Secretary

Place: Ambavane, Pune

Dated: July 10, 2010

Registered Office:

1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400 020



MONEY MATTERS FINANCIAL SERVICES LIMITED

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

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I certify that I am a Member/Proxy for the Member of the Company.

I hereby record my presence at the SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held at Kilachand Conference Room, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai - 400 020 on Wednesday, the 8th day of September, 2010 at 3:00 p.m.

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual Report to the meeting.



MONEY MATTERS FINANCIAL SERVICES LIMITED

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

PROXY FORM

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I/We.....of in the district of being a member/members of the above named Company, hereby appoint of in the district of or failing him of in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 8th day of September, 2010 at 3:00 p.m. and at any adjournment(s) thereof.

Signed this day of 2010.

Affix
Revenue
Stamp of
₹ 1

Signature.....

Note : This proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.