



**MONEY MATTERS FINANCIAL SERVICES LIMITED**

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

Website: [www.money-matters.in](http://www.money-matters.in)

**NOTICE OF POSTAL BALLOT  
(Pursuant to section 192A of the Companies Act, 1956)**

Dear Member(s),

Notice is hereby given pursuant to section 192A (2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 that the enclosed draft resolutions are proposed to be passed by Postal Ballot relating to:

- a) Setting a limit under section 293(1)(a) of the Companies Act, 1956, up to which the Board/Committee of Directors can 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; and
- b) Setting a limit under section 372A of the Companies Act, 1956, up to which the Board of Directors/Committee of Directors 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.

The Company is therefore, seeking your approval as required under the provisions of section 293(1)(a) and section 372A of the Companies Act, 1956 for the proposals listed at para a) and para b) respectively as per the draft resolutions given below. An Explanatory Statement setting out material facts and reasons for such resolutions is annexed.

Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, makes it mandatory that such approvals are to be obtained by means of a postal ballot. These rules enable the shareholders to vote on the matters specified in the rules without attending the General Meeting of the Company.

In view of the above, the Company seeks Shareholders' approval to the following resolutions which are also referred to in Item Nos. 10 and 15 respectively of the Notice of the 16<sup>th</sup> Annual General Meeting of the Company.

Accordingly, the said draft Resolutions and the Explanatory Statement are being sent to you along with the Postal Ballot Form for your consideration and approval. You are requested to carefully read the instructions printed on the Postal Ballot and return the same duly completed and signed, 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. Your assent / dissent received at the address of the Scrutinizer after September 4, 2010 would be strictly treated as if a reply from you 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 16<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, September 8, 2010, at Kilachand Conference Room, Indian

Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400 020. Additionally, the results will be put up on the Company's website - [www.money-matters.in](http://www.money-matters.in) and announced through a newspaper advertisement.

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

Sd/-

**Yogesh Kolwalkar  
Vice President (Legal) &  
Company Secretary**

Place: Ambavane, Pune

Dated: July 10, 2010

- Encl:** 1. Resolutions along with Explanatory Statement.  
2. Postal Ballot form and postage prepaid self addressed envelope.

**DRAFT RESOLUTIONS PUT THROUGH POSTAL BALLOT:**

1. 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)(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 (the ‘Board’) for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board 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 Rs. 750 crores (Rupees Seven Hundred Fifty Crores only).

**RESOLVED FURTHER THAT** the Board 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 in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

2. 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 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 (the ‘Board’) 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 not withstanding that the moneys to be so invested, loans 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 Rs.500 crores (Rupees Five Hundred Crores only) outstanding at any point of time.”

**Explanatory Statement under section 173(2) read with section 192A(2) of the Companies Act, 1956**

**Item No. 1**

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 Members' 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. 1 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 Rs. 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.

**Item No. 2**

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 Special Resolution.

Your Directors consider the said Resolution in the interest of the Company and therefore recommends the same for your approval.

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

**Sd/-**

**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.