



**MONEY MATTERS FINANCIAL SERVICES LIMITED**

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

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**NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956**

Dear Members,

Notice is hereby given that pursuant to Section 192A read with Section 17, 18 and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 (the “Rules”) and the provisions of the Memorandum and Articles of Association of the Company, the Company herewith seeks your approval to the enclosed Special Resolutions in relation to the matters detailed in this notice.

In terms of Section 17 of the Act, any change to the objects clause of a company, including restriction or abandonment of any Object(s) in a company’s memorandum, requires the approval of the shareholders by way of a Special Resolution.

The Company proposes to amend the objects clause of its Memorandum of Association to enlarge key objects through the expansion of its existing clauses 1 and 2 in connection with its existing NBFC activities and removing objects 3, 4 and 5 pertaining to unrelated activities which the Company was not previously engaged in and does not seek to pursue in its present business plans.

The Board of Directors has recommended that the objects clause may therefore be suitably amended to enable the Company to enlarge the area of operations covered by non- banking financial & advisory activities.

The Company therefore seeks consent of the members for the said proposals as contained in the Special Resolutions appended below. An Explanatory Statement pertaining to the said Resolutions setting out all material facts and the reasons for which such Resolutions are proposed is also annexed.

Accordingly, the said Special Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your kind consideration. The Company has appointed Mr. Nilesh Shah of M/s. Nilesh Shah & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

As a measure of good corporate governance and having regard to the interests of all public shareholders of the Company, the Board of Directors of the Company, at its meeting held on 14<sup>th</sup> March 2011 has constituted a specific committee comprising of two independent directors and a company representative, who shall be responsible for examining the Report prepared by the Scrutinizer and submitting the results of the Postal Ballot, to the Chairman.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage paid envelope (if posted in India), so as to reach the Scrutinizer at the Company’s Registered Office at 1-B, First Floor, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020, not later than the close of working hours on Monday, 18<sup>th</sup> April, 2011.

The Scrutinizer will then submit his report to the Committee, upon completion of scrutiny of the Postal Ballot. The Committee shall, upon review of the report of the Scrutinizer, present a report with the results of the Postal Ballot to the Chairman. Upon review of the Committee's Report by the Chairman, the results of the Postal Ballot will be announced on Thursday, 21<sup>st</sup> April, 2011, at 5:00 pm at the Company's Registered Office. The results of the Postal Ballot will also be displayed on the Notice Board at the registered office and posted on the Company's website: <http://www.money-matters.in/>, besides being communicated to the Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

The Resolutions, being Special Resolutions, shall be declared as passed if votes cast in favour of the resolutions are not less than three-fourths (75%) of the total votes cast. The date of declaration of the results of the postal ballot i.e. 21<sup>st</sup> April, 2011 shall be the date on which the resolution would be deemed to have been passed.

#### **Amendments to the Objects Clause of the Memorandum of Association:**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 17, 18 and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") including any statutory modifications or re-enactments thereof for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and the applicable statutes, guidelines, regulations, approvals, consents, permissions or sanctions of the Central Government and any other appropriate and/or concerned authorities, institutions or bodies (the "Approvals"), the Memorandum of Association of the Company be altered in the following manner, namely:

- A. The Objects of the Company as contained in sub clauses 1 and 2 in clause III (A) of the Memorandum of Association be and are hereby enlarged in the following manner:
  - (a) The existing sub-clause 1 is hereby renumbered as sub-clause 1(a).
  - (b) The following paragraph shall be inserted as sub-clause 1(b):

To carry on the business of finance company and deploy funds and other monies of the Company for the purchase, sale, exchange, surrender, subscription, acquisition, undertaking, holding, auction, conversion or otherwise dealing in shares, stocks, units, debentures, debenture-stocks, bonds, mortgages, obligations and securities, savings investments, negotiable instruments, warrants, certificates, premium notes, treasury bills, obligations, deposits, commercial papers, options futures, money market securities, marketable or non-marketable securities, derivatives, and other instruments and securities of any kind issued, guaranteed or by any government, semi-government, local authorities, public sector undertakings, corporations, co-operative societies, trusts, funds, state, dominion, Sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise and other organizations / entities, persons and companies including securities issued by asset reconstruction companies or securitization companies and other companies in any manner or guaranteed by any company, corporation or undertaking of whatever nature, whether incorporated or otherwise constituted and / or to carry on business as an investment trust company and to underwrite, sub-underwrite, invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign

governments, state, dominions, sovereigns, municipalities or public authorities or bodies and issued or guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

- (c) The following paragraph shall be inserted as sub-clause 1(c):

To carry on hire purchase and leasing business and to undertake all types of leasing and hire purchase business by lease or let on hire or the hire purchase system, all kinds of machinery, plant, equipment, ships, vehicles, aircrafts, rolling stock, factories, furniture, apparatus, appliances, including office and communication systems, consumer goods and articles of every description, movable and immovable property and to finance durable, industrial and commercial goods of all descriptions and instruments of all descriptions and to arrange or syndicate leasing or hire purchase, bill discounting, purchase, finance discounting, rediscounting bills of exchange, discount and acceptance house, arrange for acceptance or co-acceptance of bills and to act as a finance company, lessors and hire purchaser of all kinds of property, lending or advancing money on the security of movable or immovable property, legal claims, chose in action or other rights and assets to business undertaking and industries and to carry on the business of managers, advisors, consultants to the public issues, merchant banking, portfolio management, bill discounting, underwriting, sub-underwriting and other related services.

- (d) The following paragraph is inserted as sub-clause 1(d):

To carry on the business of investment advisor, merchant banker, underwriter, portfolio manager, debt arranger, advisor for debt issuance and to carry on investment advisory services, financial consultancy services, stock broking, asset management activities, venture capital, custodial services, factoring, credit reference agencies, credit rating agencies, housing finance, foreign exchange broking, credit cards managing services, money changing, offering term loan(s), Inter-Corporate Deposits, offering all kinds of credit facilities, whether secured or unsecured, to provide micro credit and rural credit in accordance with and to the extent permissible under the applicable regulations in respect of each of the above activities in India or elsewhere, and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas and to carry on the business or vocation of acting as advisers and consultants on all matters relating to corporate, commercial and industrial management, including trading, personnel, advertising and public relations, and to prepare evaluations, feasibility studies, project reports, and to give guidance and surveys and suggest ways and means for improving efficiency in investment opportunities, trades, business and organisations, and industries of all kinds in India and elsewhere and to carry on and continue any business, profession, vocation and to provide consultancy to resolve problems relating to business, administration, finance, organization, management, commencement or expansion of industry and to carry on in India or elsewhere, the business of consultants, advisors, and counselors in the field of financial restructuring, securitisation, derivatives, intellectual property rights (IPR), investment advisory, management consultancy, pay roll management, portfolio management services, or any other fund based or non-fund related activity and to structure / effect mergers and acquisitions, corporate restructuring, establishment of internal control systems, international and domestic public offering, amalgamation, corporate and securities laws and anti trust laws to venture capital funds, offshore funds and to provide consultancy to prepare technological/ economic reports, project reports and advise in organizing of implementing mergers, acquisitions, amalgamations, rehabilitation of any undertaking, business concerns, partnership firm, corporate bodies and to provide

consultancy relating to licenses, patents, trade marks, corporates and/or commercial law, valuations, copy rights, designs, detailed engineering, financial and/or technical collaborations, joint ventures, transfer of technology, human resource development, and to provide professional services in the field connected with finance, taxation, investments, accountancy, industrial and commercial activities in relation to the business transactions carried out by the Company.

(e) The existing sub-clause 2 is hereby renumbered as sub-clause 2(a).

(f) In the new sub-clause 2(a):

- (i) The word "... *and* ..." be inserted between the words "...*securities*..." and "...*finance*...", as appearing in the second and third line;
- (ii) the words "... *and real estate*", as appearing in the third line be deleted.

(g) The following paragraph is inserted as sub-clause 2(b):

To carry on business as advisor, administrator and/or manager of investment funds, mutual funds, (both local as well as offshore), growth funds, income or capital funds, taxable or tax exempt funds, provident funds, pension funds, superannuating funds, charitable funds, trust funds, managing investment pool(s) of any person or bodies of persons whether incorporated or not, and carry on the mutual fund business, investment in equity and other securities to contribute to the development of capital market and/or for providing facility for participation by subscribers and holders of units in the mutual funds and in the profit or income arising from the acquisition, holding, management and disposal of the securities and other investment whatsoever and for that purpose to promote, establish, manage and carry on various schemes as may be sanctioned by all concerned authorities and conducive to the management of the company whether directly or for the benefit of any person or persons and subject to requisite statutory approvals if any, to carry on the business of securitization and/or asset reconstruction and for that purpose to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether unsecured or secured by mortgage of immovable properties or hypothecated by movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired, or otherwise and to carry on business as advisor to administrators and/or managers of investment funds, concerning shares, stocks, debentures, debenture stocks, bonds, units obligations, securitised debts, promissory notes, participation certificates, policies, money market investments, securities of the Central and State Governments, companies, corporations, municipal, local or other bodies or authorities or other securities or investments of any kind or description whether in India or in any foreign country whether directly or for the benefit of any person or persons.

(h) The following paragraph is inserted as sub-clause 2(c):

To carry on the business as Securities Brokers, Share and Stock brokers, finance and investment brokers, sub-brokers, under-writers, sub-underwriters and consultants for and to purchase, acquire, hold, sell, buy, invest, trade, exchange, deal, barter, borrow, lend, guarantee, offer, comfort for, pledge, hypothecate, charge and/or deal in investment instruments of all kinds and types, whether securities or not, including shares, stocks, debentures, bonds, cumulative convertible preference shares, certificates of deposits, commercial papers, participation certificates, other securities

by original subscription, coupons, warrants, options and such other derivatives, and other mutual funds or any other securities issued by governments, corporations, co-operatives, firms, trusts, societies, authorities etc. whether situated in India or abroad and to carry on financial operations of all kinds including hire-purchase, leasing, credit rating, money changing's, stock exchange membership to arrange bought out deals, to arrange placement of securities and to carry on business of management consultancy or to engage in activities such as portfolio management services, research in to various investment opportunities, or any other non-fund related activity, to be provided to venture capital funds, private equity funds, foreign institutional investors, investment funds, mutual funds, hedge funds or any other investors (whether private or public and whether local or offshore), for the purpose of investing the funds from time to time in various forms of investments in India.

B. Sub-clauses 3, 4 and 5 in clause III (A) of the Memorandum of Association be and are hereby omitted.

FURTHER RESOLVED THAT the Board of directors of the Company be and are hereby severally authorized to sign and file necessary forms with the Registrar of Companies/ Ministry of Corporate Affairs and with such other authorities as may be required and to accept such modification, alteration as may be suggested by any authority including the office Registrar of Companies Maharashtra, Mumbai to give effect to the above resolution.”

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE  
COMPANIES ACT, 1956**

Your Company is a registered Non Deposit Accepting Systematically Important Non-Banking Financial Company regulated by the Reserve Bank of India and is currently engaged in the following key businesses, namely, non-banking financial activities, financial advisory services, debt capital market services, other general non- banking financial activities as permitted by Reserve bank of India.

Your Company proposes to amend the objects clause of its Memorandum of Association to enlarge key objects in connection with its existing NBFC activities and removing objects pertaining to unrelated activities which the Company has no intention of commencing or otherwise engaging in.

In this connection, the Company wishes to focus on its NBFC-related activities through the expansion of its existing clauses 1 and 2, while removing objects 3, 4 and 5 for activities where the Company has not engaged in previously and does not seek to pursue in its present business plans .

The Board of Directors recommend that the objects clause may therefore be amended by way of expanding the existing objects 1 and 2 and removing objects 3, 4 and 5 for activities that are not connected or otherwise relate to the NBFC activities of the Company.

The Board of Directors of the Company recommend the amending of the objects as contained in the enclosed proposed resolutions to amend the objects clause of the Company.

None of the Directors of the Company are interested or concerned in any manner in the proposed resolutions. Copy of Memorandum of Association with the proposed amendment is available at the Registered office of the Company for the inspection of the Members between 11.00 a.m. to 3.00 p.m. on any working day up to 18<sup>th</sup> April, 2011.

By Order of the Board of Directors  
For **MONEY MATTERS FINANCIAL SERVICES LIMITED**

Mumbai,  
14<sup>th</sup> March, 2011

**CHAIRMAN AND MANAGING DIRECTOR**