

Date : \_\_\_\_\_  
 To  
 The Board of Directors  
 Money Matters Financial Services Limited  
 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.

Dear Sir,  
 In exercise of my / our rights as Warrant holder(s), I/We hereby apply for the Equity Shares of the company against the Detachable Warrants registered in my/our name on the Register of Warrant holders and submit the following particulars together with the Original Warrant Certificate / photocopy of the delivery instruction in "Off-market" mode, or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant and Cheque / Demand Draft for the relevant amount.  
 I/We authorize you to put my/our names on the Register of Members in respect of the Equity Shares applied for by me/us and which may be allotted by the company pursuant to this Application.  
 I/We solemnly declare that I am/we are not applying for the Equity Shares in contravention of Section 269SS of the Income Tax Act, 1961.

In Case of Non Residents whichever is applicable				
<input type="checkbox"/> I am / We are Non resident Indian(s) (NRIs) / Persons of Indian Origin residing abroad and have remitted funds from abroad through approved banking channels from the funds held in my / our Non resident (External) Account in India (NRE A/c), Foreign Currency Non-Resident Account (FCNR A/c) or Indian Rupee drafts Purchased abroad.				
<input type="checkbox"/> I am / We are not applying for the Equity shares as nominee(s) of any person(s) who is / are resident (s) in India.				
<input type="checkbox"/> We are Foreign Institutional Investors (FIIs) registered with SEBI and have remitted funds from Special Rupee Deposit Account. I am / We are Foreign shareholders not being NRIs / FIIs.				
<input type="checkbox"/> I am / We are Non resident Indian(s) / Person of Indian Origin residing abroad applying through NRO account applying through non-repatriable basis.				
Number of Warrants Exercised (Refer Instruction I) Block I	Number of Equity Shares Applied for (Refer Instruction I) Block II	Applicable Conversion Price (Refer Instruction II & III) Block III	Total Amount Payable Block IV (Block II & III) in figures	Total Amount Payable in words

Details of Warrants Exercised (Physical form)

Number of Warrants Exercised (Refer Instruction I) Number should match Block I	Distinctive Number(s)

Details of Warrants Exercised (Dematerialised form)

Number of Warrants Exercised (Refer Instruction I) Number should match Block I		DP-ID			Client - ID	
	Full Name	Fathers Name	Age	* PAN No.	Specimen Signature	
Sole/First Applicant						
Second Applicant						
Third Applicant						

\* In case actual number is not available mention status clearly as not applicable / Applied for but not allotted

Contact No. of Sole / First holder : \_\_\_\_\_

Occupation of Sole / First holder : \_\_\_\_\_  
 Email Id of Sole / First holder : \_\_\_\_\_  
 Address of Sole / First holder : \_\_\_\_\_

* Application by Residents		Details of Nominee Name	
Amount paid by Cheque / Bank Draft No.			
Dated		Address : _	
Drawn on Bank (Name)			
Branch			
* Application by Non Residents			
NRE/FCNR/NRO/Special NRE/Other A/c No.		If Minor Date of Birth : _____ Guardian : _____	
Amount in figures			

\* Strike off whichever is not applicable

Account Details for refunds, if any.

	A/c No.	Bank and Branch Address
* Savings/Current A/c		
* NRE/FCNR/NRO/Special NRE/Other		

\* Strike off whichever is not applicable

I/We want the Equity shares in

- Physical Form  
 Electronic Form

Existing Folio No:  
 (Please fill in the particulars mentioned below)

_____ Client ID	_____ DP Name	_____ Depository Name' NSDL/CDSL
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\* Strike off whichever is not applicable

I/We understand that: i) in case of allotment of Equity Shares to me/us, my/our Beneficiary Account as mentioned above would get credited to the extent of allotted shares; ii) in case of allotment of Equity Shares to me/us, if Equity Shares cannot be credited to my/our Beneficiary Account for any reasons whatsoever, including my/our names in this application not being identical with the Beneficiary Account details. I/we will be given Physical Certificate(s)

Signature(s) as per specimen recorded with the Company/Depository  
 [All Joint Shareholders must sign in the same sequence and as per specimen recorded with the Company/Depository]

Number of Warrants exercised	DP ID	Client ID	Distinctive No. (Physical form)	Number of Equity shares Applied for	Applicable Conversion Price	Total Amount Paid

Along with Cheque\* / DD No. \_\_\_\_\_ dated \_\_\_\_\_ for Rs. \_\_\_\_\_ drawn on \_\_\_\_\_ for the Allotment of Equity Shares mentioned herein of Money Matters Financial Services Limited  
 \* Subject to realization

Receiving Authority's Signature

(These conditions are integral part of the application form for exercise of Warrants)

**I. Exercise of Warrants**

Each Warrant shall be convertible into one equity share of a face value of Rupees Ten (10) each, during the Warrant Exercise Period. In the event that there is any share split of the equity shares of the Company prior to the exercise of Warrants, then, the Warrant holder, who exercises his right to exercise the Warrant, shall be entitled to such number of equity shares in order for the aggregate face value of the number of equity shares issued to the warrant holder shall be equal to Rupees Ten (10).

One Warrant shall entitle the holder to receive one Equity Share upon exercise. The Warrants can be freely and separately traded till the same are tendered for exercise. The market lot for Warrants is one.

Exercise of Warrants on the respective exercise Date(s) will be carried out without the need for the Company to take any further approvals, however the Warrant-holders should independently check if they require any approvals.

The Board subject to the terms of the Letter of Offer dated February 21, 2009, Memorandum and Articles of Association, the approvals from the Government of India and RBI and provisions of the Companies Act, any other legislative enactments and rules as may be applicable will proceed to convert the Warrants in accordance with the applicable laws and as per the revised schedule approved by the warrants holders in their meeting held on December 16, 2009.

**II. Warrant exercise Price / Applicable exercise Price**

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 the 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 shall be valid for period of three months; would be advertised by Company in an English National Daily, one Marathi National Daily with wide circulation and a Regional Language Daily circulated at the place where Registered Office is situated. The applicable exercise price shall be advertised within three working days of the beginning of the exercise period.

**III. Warrant Exercise Period**

Warrant Exercise Period shall be the period commencing after 6 months from the date of allotment i.e. March 27, 2009 upto 60 months from the date of allotment of the Equity Shares and Warrants as per the revised schedule approved by the Warrants holders at their meeting held on December 16, 2009.

Warrant holders can exercise their right to apply for the exercise of Warrants into Equity Shares at the Warrant exercise Price at any time during the Warrant Exercise Period.

**SCHEDULE FOR EXERCISE OF WARRANTS**

Activity	Time Period as defined herein	Indicative Relevant Date
Commencement Of 3 <sup>rd</sup> Warrant Exercise Period	From the completion of the 33 <sup>rd</sup> month from the date of Allotment	December 27 2011
3 <sup>rd</sup> Advertisement for Warrant Conversion Price / Applicable Conversion Price	Within three (3) working days of the beginning of the third exercise period.	By December 30, 2011
3 <sup>rd</sup> Warrant Conversion Price / Applicable Conversion Price would be applicable upto	Three (3) months	March 26, 2012
3 <sup>rd</sup> Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Conversion Price	By April 09, 2012
Commencement Of 4 <sup>th</sup> Warrant Exercise Period	From the completion of the 45 <sup>th</sup> month from the date of Allotment	December 27, 2012
4 <sup>th</sup> Advertisement for Warrant Conversion Price / Applicable Conversion Price	Within three (3) working days of the beginning of the third exercise period.	By January 01, 2013
4 <sup>th</sup> Warrant Exercise Price / Applicable Exercise Price would be applicable upto	Three (3) months	March 26, 2013
4 <sup>th</sup> Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Conversion Price	By April 09, 2013
Commencement Of 5 <sup>th</sup> Warrant Exercise Period	From the completion of the 57 <sup>th</sup> month from the date of Allotment	December 27, 2013
5 <sup>th</sup> Advertisement for Warrant Conversion Price / Applicable Conversion Price	Within three (3) working days of the beginning of the third exercise period.	By January 01, 2014
5 <sup>th</sup> Warrant Conversion Price / Applicable Conversion Price would be applicable upto	Three (3) months	March 26, 2014
5 <sup>th</sup> Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Conversion Price	By April 09, 2014
End of Warrant Exercise Period	Completion of the 60 <sup>th</sup> month from the date of allotment	March 26, 2014

**IV. Allotment of shares arising from Warrant exercise (Applicable Allotment Date)**

The application for the warrant exercise can be made at any time immediately after the announcement of Warrant exercise Price. The Company will allot the shares within 10 working days from the date of expiry of exercise period.

**V. Procedure for exercise of Detachable Warrants - Application for issue of Equity Shares should be made on the prescribed Warrant Exercise Application Form ("application" or "application form").**

- In case of Warrants held in Physical Form: During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to the Company at 1-B, Court Chambers, 35 Sir Vitthal Das Thackersey Marg, New Marine Lines, Mumbai-400020 by filling up the requisite particulars on the Warrant Exercise Application Form along with Original Warrant Certificate. It should be 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 Dematerialized Form: During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to the Company at 1-B, Court Chambers, 35 Sir Vitthal Das Thackersey Marg, New Marine Lines, Mumbai-400020. It should be accompanied by cheque/demand draft favoring "Money Matters Financial Services Limited" for the requisite amount.

Warrant holders should concurrently transfer their dematerialized Warrant holdings to the Demat Account opened with NSDL called "Money Matters Financial Services Limited" opened for this purpose with IL&FS Securities Services Limited by marking this as an off market transaction. The detail of the Demat Account number is 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.

The Application Form can be downloaded from the Company's website: [www.money-matters.in](http://www.money-matters.in).

In case application form along with the cheque/demand draft towards full payment of the exercise price do not reach the Company by the end of Warrant Exercise Period i.e. by the end of 60<sup>th</sup> month from the date of allotment, the same shall lapse

**VI. For Non Resident Applicant: Non Resident Applicant must submit their application to the Company at 1 -B, Court Chambers, 35 Sir Vitthal Das Thackersey Marg, New Marine Lines, Mumbai- 400020 .**

**VII. IMPERSONATION**

As a matter of abundant caution, attention of the applicant's is specifically drawn to the provisions of subsection (1) of Section 68A of the Companies Act, 1956 which is reproduced below: "Any person who

- a. makes in a fictitious name an application to a Company for acquiring or subscribing for, any shares therein, or
- b. otherwise induces a Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years."

**Please Note**

In any peculiar situation (like standing Instructions for no credit without proper authorization, investor closing his account with the DP whose name and DP-ID have been stated in the Application Form before the Registrar give electronic credit for allotment in the said account), if the Registrar are unable to give credit into the warrant holders beneficiary account, the registrar would forward the consolidated physical share certificate at the same address mentioned in his/her application and neither the Company nor the Registrar shall be held responsible for any financial / notional loss suffered by the warrant holder.

All communications relating to warrant exercise should be addressed to the Registrar at the following address giving the full name of the Applicant. DP / Client ID, Distinctive Numbers in case of Physical Warrant Certificates and Date on which the Application was made at their address as mentioned below.

M/s. MCS Limited :  
 Unit : Money Matters Financial Services Limited  
 Kashiram Jamnadas Bldg. Office NO. 21/22,  
 Ground Floor, 5 P.D. Mello Road, (Ghadiyal Godi)  
 Masjid (East), Mumbai 400 009 Tel:022-23726253/54/55

## **General Instructions to Warrant Holders**

1. The Warrant Holder has to strictly follow the Conversion Price as mentioned in the letters. The Company at its discretion can reject the conversion application and return the same to the Warrant holder's in the event the conversion price applied by the warrant holder is different from the conversion price as computed by the Company. Warrant holders can contact the Secretarial Department of the Company or the Registrar for their doubts relating to conversion price.
2. Where payment is made by demand draft purchased from NRE/FCNR/NRO account as the case may be, an Account Debit Certificate from the issuing Bank confirming that the Demand Draft has been issued by debiting the NRE/FCNR/NRO account should be enclosed with the Warrant Application form and demand draft in absence of the above, the application shall be considered incomplete and will be liable to be rejected.
3. Allotment/Credit of shares will be in the same order as mentioned in the Register of Warrant Holders. Hence, Warrant holders shall ensure that the name or order of names given in the application form is exactly the same as the name or order of names in which the physical certificate is held. In case the application form is submitted in single or joint names, investors should ensure that the Depository Account is also held in the same single or joint names and are in the same sequence in which they appear in the Application Form.
4. Caution:
  - a. Each Warrant Application Form should be accompanied by a single instrument for payment.
  - b. Cheques/Demand Drafts should be payable at Mumbai for the full amount and upcountry instructions/payment for less amounts will be rejected.
  - c. Investors are advised not to close or transfer their demat account between the period of application for exercise of warrant(s) till the time of allotment/receipt of credit in their account so as to avoid rejection of credit from the Depositories and resultant delay in receiving the intimation of allotment.