



MONEY MATTERS FINANCIAL SERVICES LIMITED

Originally incorporated as "Daiwa Securities Limited" on November 15, 1994 and obtained its Certificate for Commencement of Business on November 28, 1994 under The Companies Act 1956. The Company's name was changed to Dover Securities Limited on May 19, 1999 and a fresh Certificate of Incorporation was obtained. Our registered office was at 501, Shubham, 1, Sarojini Naidu Sarani, Kolkata-700017, and was shifted to 1-B, 1st Floor, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai-400020 vide special resolution passed by members on June 16, 2007 and confirmed by CLB Eastern Region, Kolkata vide its order dated August 01, 2007 and the Company has received order of Change of Registered Office under Section 18 (3) by the Registrar of Companies Maharashtra, Mumbai dated August 24, 2007. Subsequently the name of the company was changed from Dover Securities Limited to Money Matters Financial Services Limited vide fresh Certificate of Incorporation consequent upon change of name issued by Registrar of Companies, Maharashtra, Mumbai dated October 06, 2008.

Money Matters Financial Services Limited
Registered Office: 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.
The Board of Directors Tel.: +91 22 4354 8200; **Fax:** +91 22 2201 9051;
E-mail: warrants@money-matters.in
Website: www.money-matters.in

Date : _____

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 to State Bank of India at the address mentioned overleaf.
 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. 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 & Block 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	
Amount paid by Cheque / Bank Draft No.	Details of Nominee Name
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
-----------------	---------------	----------------------------------

* 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 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 realisation

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 exercises 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

III. Market Price (as adjusted for share split or issue of bonus shares)

Shall be the higher of the following:

(a) The average price of the Equity Shares of the Company computed as the average of the weekly high and low of the closing prices of the shares of the Company during the six months immediately preceding the month in which the exercise price is announced. The said high and low closing prices shall be the prices quoted on the exchange where the highest volumes of the shares of the Company are recorded during the said period.

(b) Average of the weekly high and low of the closing prices of the related shares during the two weeks preceding the month in which the exercise price is announced. The said high and low closing prices shall be the prices quoted on the exchange where the highest volumes of the shares of the Company are recorded during the said period.

Provided further, that in the event of any share split or issue of bonus shares by our company, the Issue Price stated above shall be adjusted accordingly, for the purpose of arriving at the applicable discount to the Market Price for Warrant Exercise.

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

IV. 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 in 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. The Warrants not tendered for exercise during the Warrant Exercise Period along with the relevant exercise Price shall lapse.

V. 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 the previous applicable exercise price. The above exercise cycle will be repeated for each subsequent 3 months period during Warrant Exercise Period.

SCHEDULE FOR EXERCISE OF WARRANTS

Activity	Time Period as defined herein	Indicative Relevant Date
Allotment	-	March 27, 2009
Commencement Of Warrant Exercise Period	From the completion of the 6th month from the date of Allotment	September 27, 2009
1st Advertisement for Warrant Exercise Price / Applicable Exercise Price	Within three (3) working days of the beginning of the exercise period	By September 30, 2009
1st Warrant Exercise Price / Applicable Exercise Price would be applicable upto	Three (3) months	December 26, 2009
1st Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Exercise Price	By January 08, 2010
Commencement Of 2nd Warrant Exercise Period	From the completion of the 21st month from the date of Allotment	December 27, 2010
2nd Advertisement for Warrant Conversion Price / Applicable Conversion Price	Within three (3) working days of the beginning of the second exercise period	By December 30, 2010
2nd Warrant Conversion Price / Applicable Conversion Price would be applicable upto	Three (3) months	March 26, 2011
2nd Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Conversion Price	By April 11, 2011
Commencement Of 3rd Warrant Exercise Period	From the completion of the 33rd month from the date of Allotment	December 27, 2011
3rd 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
3rd Warrant Conversion Price / Applicable Conversion Price would be applicable upto	Three (3) months	March 26, 2012
3rd Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Conversion Price	By April 09, 2012
Commencement Of 4th Warrant Exercise Period	From the completion of the 45th month from the date of Allotment	December 27, 2012
4th 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
4th Warrant Exercise Price / Applicable Exercise Price would be applicable upto	Three (3) months	March 26, 2013
4th Allotment Date	Ten (10) working days from the date of expiry of the previous Applicable Conversion Price	By April 09, 2013
Commencement Of 5th Warrant Exercise Period	From the completion of the 57th month from the date of Allotment	December 27, 2013
5th 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
5th Warrant Conversion Price / Applicable Conversion Price would be applicable upto	Three (3) months	March 26, 2014
5th 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 th month from the date of allotment	March 26, 2014

VI. Procedure for exercise of Detachable Warrants being issued with rights shares under this Issue

Application for issue of Equity Shares should be made on the prescribed Warrant Exercise Application Form ("application" or "application form"). This application form would be sent to all the Warrant holders separately. The same would also be available on request with our Secretarial department.

In case of Warrants held in Physical Mode: During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to **State Bank of India, Mumbai Samchar Marg Fort Mumbai - 400023 India** 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 Dematerialisation Form: During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to **State Bank of India, Mumbai Samchar Marg Fort Mumbai - 400023 India** or at the collection centres mentioned herein below. It should be accompanied by cheque/demand draft favoring "Money Matters Financial Services Limited" for the requisite amount.

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

DP ID - IN300095	Client ID-11464147
------------------	--------------------

* 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 will be sent by the Company to all the Warrant holders.

The Application Form would also be available to all warrant holders on request with the Registrar during the Warrant Exercise Period and can be downloaded from the Company's website www.money-matters.in.

In case the Warrants along with the cheque/demand draft towards full payment of the exercise Price do not reach the State Bank of India/Company by the end of Warrant Exercise Period i.e. by the end of 60th month from the date of allotment in this issue, the same shall lapse.

For Non Resident Applicant: Non Resident Applicant must submit their application to State Bank of India: Mumbai Samchar Marg Fort Mumbai -400023.

VII. General Instructions

(Refer separate sheet of General Instructions attached herewith)

VIII. IMPERSONATION

As a matter of abundant caution, attention of the applicants 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:

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