



Money Matters

MONEY MATTERS FINANCIAL SERVICES LIMITED

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

Sub : Conversion of Warrants

Dear Warrant holders,

The Company had issued 1,80,00,400 (One Crore Eighty Lakh Four Hundred) detachable warrants along with the Equity Shares at the time of Rights issue and allotted the same on 27th March, 2009. The Equity Shares and Warrants were listed on the Bombay Stock Exchange Limited (BSE) on 8th April, 2009. The warrants are due for conversion from the period commencing from the completion of 6th month till the end of 18th month (i.e. 27th September, 2009 to 26th September, 2010).

The First conversion of the warrant exercise period commences from 27th September 2009 and ends on 26th December, 2009.

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:

- 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.
- 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 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.

Last 6 months average Price:	Rs. 104.99 ps
Last 2 weeks average Price:	Rs. 134.34 ps
The warrant conversion price will be as under:	
The higher of the above:	Rs. 134.34ps
Less 20% Discount:	Rs 26.87ps

Accordingly the warrant exercise price for the 1st Exercise period is Rs. 107.47ps

The Company has opened a special depository account with NSDL* called, "Money Matters Financial Services Limited" opened for this purpose with IL&FS Securities Services Limited

The Details of the Account Number are 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.

Procedure for Conversion 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. 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 Warrant held in Physical Mode:** During the Warrant Exercise Period, the Warrant holder should send his application for issue of Equity Shares to Axis Bank Limited, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400020 India or at the collection centres mentioned herein below by filling up the requisite particulars on the Warrant Exercise Application Form alongwith Original Warrant Certificate 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 **Axis Bank Limited**, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400020 India or at the collection centres mentioned herein below by filling up the said application form. It should be accompanied by cheque/demand draft favouring “**Money Matters Financial Services Limited**” for the requisite amount. Warrant holders should concurrently transfer their dematerialised holdings to the Escrow Account as mentioned herein above.

Axis Bank Limited Authorised Collection Centres for Resident Applicants :

Ahmedabad : ‘Trishul’, Opposite Samaratheshwar Temple Law Garden, Ellis Bridge, Ahmedabad 380 006, Gujarat ; **Bangalore** : No. 9, M. G. Road Block A Bangalore 560001 ; **Bhubaneshwar** : C/O. Archbishop’S House Satyanagar, Bhubaneshwar 751 007; **Cochin (Kochi)** : 41/419, Ground Floor, Chicago Plaza, Rajaji Road Ernakulum, Kochi - 682 035 ; **Chennai** : 82, Dr.Radhakrishnan Salai Mylapore Chennai 600 004; **Coimbatore** : Vigneswar Cresta, No.1095, Avinashi Road Pappanaickenpalayyam Coimbatore - 641 037 ; **Guwahati** : Ground Floor, Chibber House G.S. Road, Dispur, Guwahati 781 005, Assam; **Hyderabad** : 6-3-879/B, G. Pulla Reddy Bldg. First Floor, Begumpet Road Hyderabad 500 016 ; **Indore** : Kamal Palace 1, Yeshwant Colony Y N Road, Indore 452003; **Jaipur** : O-15, Green House Ashok Marg, C-Scheme Jaipur 302 001; **Kolkata** : Ground & First Floors 7, Shakespeare Sarani Kolkata 700 071 ; **Kanpur** : 18/179, The Mall,, Opp Phool Bagh Kanpur 208 001, Dist-Kanpur Uttar Pradesh ; **Ludhiana** : Shop No.3, Lgf Surya Towers 108, The Mall, Ludhiana (Punjab) 141 001 ; **Mangalore** : Essel Towers, Bunts Hostel Circle Mangalore - 575 003 ; **Mumbai** : Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400020, Universal Insurance Bldg. Ground Floor Sir. P. M. Road, Fort, Mumbai 400 001; **New Delhi** : “Statesman House” 148, Barakhamba Road New Delhi 110 001 ; **Patna** : Saket Towers, S.P. Verma Road Patna 800 001, Bihar ; **Pune** : Sterling Plaza, Plot No.1262/B Jangli Maharaj Road Near Deccan Gymkhana, Pune 411004; **Rajkot** : “Titan”, Near K K V Circle Kalawad Road Rajkot - 360 005; **Vadodara** : Vardhaman Complex Opp GB Circle, Near Pizza Hut Race Course Circle (South), Vadodara 390 015

For Non Resident Applicant : Non Resident Applicant must submit their application to **Axis Bank Limited** : Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400020.

The duly filled in Warrant Conversion Form, the copy of delivery instruction slip, original warrant certificate (wherever applicable), and the cheque/demand draft **should reach Axis Bank Limited on or before 19th December 2009**. The conversion request reaching after 19th December 2009 will be processed during the subsequent conversion period.

All the terms & conditions are as mentioned in the Letter of Offer dated February 21, 2009.

For Money Matters Financial Services Limited

Sd/

(Rajesh Sharma)

Chairman & Managing Director

Date: 29th September, 2009

Note:

1. The application form can also be downloaded from the Company’s website : www.money-matters.in.
2. The warrants will be allotted within 10 working days from the end of the first conversion of warrant exercise period i.e. on or before 8th January, 2010. After the allotment the Company shall take the necessary action for listing the same with the designated exchange.
3. Please refer General Instructions while filling the Form.
4. For any clarifications the warrant holders may visit the company’s website (www.money-matters.in) for Terms of Warrants or may write to:
Money Matters Financial Services Limited : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020 or Tel: 022-43548200/66518015 or fax at 022-22019051 or email:warrants@money-matters.in

M/s. MCS Limited : 77/2A, Hazra Road, Kolkata 700 029, India. Contact person: Mr. Alok Mukherjee email-id: mmfsl.warrants@gmail.com or mcskol@rediffmail.com, Tel No. (033) - 24541892/24541893