

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of **Money Masters Leasing & Finance Limited** will be held on Wednesday, June 29, 2016 at 4.00p.m. at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2016, the Profit and Loss Account for the year ended as on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Duraiya Hozef Darukhanawala(DIN: 00177073), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

1. Appointment of Statutory Auditor of the Company:

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Meena N. Shetty & Co., Chartered Accountants., (Firm Registration No.106130W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty First Annual General Meeting of the Company to be held in the year 2017 and to fix their remuneration for the financial year ending 31st March, 2017 as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. Issue of Redeemable Preference Shares worth Rs. 1,50,00,000/- (Rupees One Crore Fifty Lacs Only)

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment hereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the Listing Obligation and Disclosure Regulation, the guidelines and clarifications issued by the Securities and Exchange Board of India and any other statutory/regulatory authorities, and subject to such consents, approvals, permissions or sanctions as may be required under any legislation or rules and regulations for the time being in force and subject to the necessary approvals of the Government of India, Reserve Bank of India and all other appropriate authorities and institutions, if any, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of the concerned authorities or bodies; consent and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 7% Cumulative Redeemable 15,00,000 Preference Shares of the Company of Rs. 10/- each at par on preferential basis to Non Promoters on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT the said preference shares shall be issued and allotted on the following terms and conditions in terms of Rule 9 of Companies (Share capital and Debentures) Rules 2014:

- a. Each Preference shares shall carry a preferential right Vis-a-Vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
- b. Each Preference share shall be non-participating in the surplus funds
- c. Each Preference Share shall be paid dividend on cumulative basis
- d. Each Preference Share shall be redeemable after a period of not exceeding ten years from the date of its allotment
- e. Each Preference Shares has voting rights only in respect of certain matters as per provisions of Section 47(2) of the Companies Act, 2013

RESOLVED FURTHER THAT to give effect to the aforesaid resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it to any of its Directors or any other officer(s) of the Company and for the purpose of giving effect to this resolution, the Board acting on its own or through any of its Directors or any other person duly authorized in this regard by the Board, be and is hereby authorized to accept and make in the interest of the Company all such modifications and alterations to the aforesaid issue, and do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions / matters arising with respect to the issue and allotment as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as may be considered desirable or expedient by the Board or any such authorized person in the best interest of the Company and its shareholders."

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

"RESOLVED THAT pursuant to provisions of Sections 197 and 203 Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof, for the time being in force), the consent of the Company be and is hereby given for the re-appointment of Mr. Hozef Darukhanawala as a Managing Director of the Company for a period of three years w.e.f. October 01, 2016 to September 30, 2019 at a remuneration not exceeding Rs. 42 lacs p.a. and that Board of Directors are at liberty to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Hozef Darukhanawala;

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

Date: May 27, 2016
Place: Mumbai

On behalf of Board of Directors of
Money Masters Leasing & Finance Limited
Sd/-
HozefDarukhanawala
Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote at AGM on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as a proxy and in such a case, the said person shall not act as a proxy for any other person or member. The instrument appointing proxy should be duly completed and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. (Proxy form MGT-11 is annexed herewith).
2. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Universal Capital Securities Private Limited, having their office premises at 21, ShakilNiwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from June 28, 2016 & June 29, 2016 (Both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
6. Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent.
7. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least ten days in advance of the meeting so that the information can be made available at the meeting.
8. The copies of Annual Report are being dispatched to all the shareholders as are appearing in the register of members as on June 3, 2016.
9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ Demat form, the members may please contact their respective depository participant.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's Share Registrars and Transfer Agents.
11. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 4

The Company is expanding its business operations for which funding is required to be infused in the form of equity or preference shares. The Company has already identified the investors who can contribute to the funds by subscribing to the preference shares of the Company. Company seeks to take omnibus approval for issue of Preference Shares, so that it does not have to seek recurring approval for further Issuance. The issue proceeds will be utilized for general corporate purpose including meeting the working capital requirements. Accordingly, Board of Directors in its meeting held on May 27, 2016 has proposed to offer for subscription by way of allotment of preference shares upto 15,00,000 to the allottees as and when need arises, in one or more tranch(es), at face value of Rs. 10/- each. The Special Resolution shall be valid till the holding of the next AGM. The Special Resolution has been proposed under the provisions of section 62 of the Companies Act, 2013 ("the Act") in view of the fact that the shares will be offered to persons who may or may not be the existing members. The shares to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board. The preference shares shall rank pari-passu in all respects and carry the same rights including dividend as the existing preference shares. The Board believes that the proposed offer will be in the best interest of the Company and its members.

Following information is provided in terms of Rule 9(3) of Companies (Share Capital and Debenture) Rules, 2014:

1. the size of the issue and number of preference shares to be issued and nominal value of each share: Issue of 15,00,000 preference shares of Rs. 10/- each at issue price of Rs. 10/- each.
2. the nature of such shares : Redeemable Cumulative Preference Shares
3. the objectives of the issue: General Corporate Purpose and working capital
4. the manner of issue of shares: Preferential Allotment
5. the price at which such shares are proposed to be issued: at face value of Rs. 10/- each
6. the basis on which the price has been arrived at: at face value of Rs. 10/- each as approved by the Board of Directors
7. the terms of issue: 7% Cumulative Preference Shares
8. the terms of redemption: Redeemable at face value within 10 years from the date of allotment
9. the manner and modes of redemption: The proposed shares shall be redeemed out of profits or out of proceeds of fresh issue of preference shares
10. the expected dilution in equity share capital upon conversion of preference shares: N.A.
11. the current shareholding pattern of the company as on 27th May, 2016;

Sr. no.	Category	No. of equity shares	% of shareholding
1.	Promoters	1791100	38.35
2.	Non Promoters	2879483	61.65

The consent of the shareholders is being sought pursuant to the provisions of the Section 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of Listing Obligation and Disclosure Requirement Regulations.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution except to the extent of their shareholding in the company.

The board commends the special Resolution set out at item No.4 of the Notice for approval by the shareholders.

Item No. 5:

Mr. Hozef Darukhanawala was re- appointed as a Managing Directors in the year 2014 for the period of three years which is getting over in September 2016. It is required to re-appoint Mr. Hozef Darukhanawala as a Managing Director for the next three years as per Schedule V. Therefore approval of shareholders is accorded for the said reappointment. Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration up to the ceiling limits as specified in Schedule V and the Members' approval by way of a special resolution is required to be obtained. The Board has approved the re- appointment of Mr. Hozef Darukhanawala as a Managing Director for three years w.e.f. 1st October, 2016 at a remuneration not exceeding Rs. 42 lacs p.a. It is proposed to obtain Members approval by way of Special Resolutions, as stated herein above.

The Nomination and Remuneration Committee of the Board and the Board have accorded their approvals to the above in their respective meetings held on 27th May, 2016 and in the interest of the Company have recommended the aforesaid resolutions as set out in this Notice for approval. Since Company is having inadequate profits, it was decoded to follow Schedule V of the Companies Act 2013.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution except the appointee himself and Mrs. Duraiya Hozef Darukhanawala. The board commends the special Resolution set out at item No.5 of the Notice for approval by the shareholders.