

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of **Money Masters Leasing & Finance Limited** will be held on Tuesday, August 21, 2018 at 2.00 p.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, 2018, 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.
3. **Ratification of 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 a 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Varsha Sanghai & Co., Chartered Accountants., (Firm Registration No. 063381), as the statutory Auditors of the Company from conclusion of this Annual General Meeting till the conclusion of Twenty Sixth Annual General Meeting of the Company to be held in the year 2022 and at such remuneration 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. 100,00,000/- (Rupees One Crore 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 10,00,000 Preference Shares of the Company of Rs. 10/- each at par on preferential basis to Promoters and 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 approve issue of Equity shares on preferential basis:

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

"RESOLVED THAT pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulation /SEBI Regulations") as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India ("SEBI"), and provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchange, and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot, upto

- a) 23,15,200 Equity shares of Rs. 10/- (Rupees Ten only) each fully paid up, in one or more tranches on preferential basis, by converting existing 23,15,200 Preference Shares, details of which are given hereunder

and

- b) 10,09,800 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up, in one or more tranches on preferential basis to promoters, details of which are given hereunder,

And

- c) 8,75,000 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up, in one or more tranches on preferential basis to non promoters, details of which are given hereunder,

at a price, which is not lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, subject to minimum issue price of Rs. 10/- each.

Sr. no.	Name of Allottees	No. of Shares Allotted	Promoter/ Non Promoters	Type of Allotments
1.	Vivek Sadavarte jointly with Meena Sadavarte	187200	Non Promoter	Conversion of Preference Shares
		100000		Fresh Issue
	Total	287200		
2.	Meena Sadavarte jointly with Vivek Sadavarte	730000	Non Promoter	Conversion of Preference Shares
3.	Kelly K. Mistry	162500	Non Promoter	Conversion of Preference Shares
4.	Nafisa Bhavnagarwala jointly with Aliasgar Bhavnagarwala	106000	Non Promoter	Conversion of Preference Shares
5.	Tasneem Lakdawala jointly with Abbasali Lakdawala	470500	Non Promoter	Conversion of Preference Shares
		50000		Fresh Issue
	Total	520500		
6.	Habiba Bhavnagarwala jointly with Nafisa Bhavnagarwala	54000	Non Promoter	Conversion of Preference Shares
7.	Abbasali Lakdawala jointly with Tasneem Lakdawala	45000	Non Promoter	Conversion of Preference Shares
		55000		Fresh Issue
	Total	100000		
8.	Aquil Busrai	350000	Non Promoter	Conversion of Preference Shares
9.	Alauddin Parkar jointly with Mushtaq Parkar	210000	Non Promoter	Conversion of Preference Shares
10.	Hozef Darukhanawala jointly with Durriaya Darukhanawala	10,09,800	Promoter	Fresh Issue
11.	Aziza Sirguroh	50000	Non Promoter	Fresh issue
12.	Dhrub Kumar Dubey	100000	Non Promoter	Fresh issue
13.	Geeta Dhrub Dubey	20000	Non Promoter	Fresh issue
14.	Prashant Basrur	50000	Non Promoter	Fresh issue
15.	Nafisa Shoaib Khambati jointly with Shoaib Khambati	50000	Non Promoter	Fresh issue
16.	Syed Anjumbahar	50000	Non Promoter	Fresh issue
17.	Ratish Tagde	100000	Non Promoter	Fresh issue
18.	Shirin S Lakdawala jointly with Abbasali Lakdawala	50000	Non Promoter	Fresh issue
19.	Javid husain Parkar	50000	Non Promoter	Fresh issue
20.	Durriya yusuf Bengali	50000	Non Promoter	Fresh issue
21.	Shoaib Khambati jointly with Nafisa Khambati	50000	Non Promoter	Fresh issue
22.	Mitesh vasantray Sonpal jointly with Shakuntala Vasantray Sonpal	50000	Non Promoter	Fresh issue

“RESOLVED FURTHER THAT:

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date, for determination of the applicable price of equity shares is 22nd July, 2018, i.e. the day 30 days prior to the date of Annual General Meeting to be held, in terms of Section 62 of the Companies Act, 2013, to consider the proposed issue.”

1. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
2. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the Annual General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.
3. The Equity shares to be allotted to the Non-Promoters on a preferential basis as set out in the resolution shall be locked in for a period of one year as per requirements of SEBI (ICDR) Regulations.
4. The Equity shares to be allotted to Promoters on a preferential basis as set out in the resolution shall be locked in for a period of three years as per requirements of SEBI (ICDR) Regulations.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu and inter-se with the existing equity shares of the Company in all respects including dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/ duties to any of its members.

On behalf of Board of Directors of
Money Masters Leasing & Finance Limited

Sd/-

HozefDarukhanawala
Managing Director

Date: June 30, 2018

Place: Mumbai

*

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, Shakil Niwas, 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 August 20, 2018 to August 21, 2018 (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 July 20, 2018.
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. 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 June 30, 2018 has proposed to offer for subscription by way of allotment of preference shares upto 10,00,000 to promoters and/ or non promoters as and when need arises, in one or more tranche(s), at face value of Rs. 10/- each. The Special Resolution shall be valid till the holding of the next Annual General Meeting. 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 10,00,000 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 31st March, 2018;

Sr. no.	Category	No. of equity shares	% of shareholding
1.	Promoters	2468874	42.29
2.	Non Promoters	3369355	57.71

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 and to the extent of promoters being subscribed upto 3,00,000 preference shares out of the above 10,00,000 preference shares.

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

Item No. 5:

The Board of Directors in its meeting held on Saturday, the 3rd day of March, 2018 had approved the resolution for preferential allotment of equity shares and accordingly shareholders had also approved it in their Extra Ordinary General Meeting held on 24th April, 2018. However, due to some inadequate disclosures, as pointed out by Bombay Stock Exchange Limited, it was decided by the Board of Directors in its meeting held on 30th June, 2018 to pass a fresh resolution in this connection. Accordingly the earlier resolution passed in the EOGM held on 24th April, 2018 stands null and void.

Based on the above discussions, the Board resolved to issue, offer and allot upto 23,15,200 Equity Shares of Rs.10/- each on preferential basis by conversion of existing Preference Shares into Equity shares and 10,09,800 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up, to promoters and 8,75,000 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up to Non promoters.

Equity Shares to be allotted on preferential basis, as mentioned above, shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of the Companies Act, 2013 read with relevant provisions of SEBI (LODR) Regulation, 2015, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution.

The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

The proposed preferential allotment of shares is to achieve growth plans of the Company and to meet the funding requirements including but not limited to investments, redemption of preference shares, to fund capital expenditure and/or working capital requirements and general corporate purposes.

(ii) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

Mr. Hozef Darukhanawala, Managing Director jointly with Mrs. Durraiya Darukhanawala, Director are intended to subscribe for 10,09,800 Equity Shares of Rs. 10/- each. Except both of them, no other promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

(iii) Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

(iv) Voting Rights and Dividend:

The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

(v) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is 22nd July, 2018. [i.e. 30 days prior to the date of the Annual General Meeting]].

(vi) Particulars of Subscribers to Equity Shares:

Following are the relevant details about subscribers:

Sr. no.	Name of proposed Subscribers	Pre Preferential shareholding of the company*		Shares proposed to be allotted	Post preferential shareholding	
		No. of shares	% of		No. of	% of

			holding		shares	holding
1	Vivek Sadavarte jointly with Meena Sadavarte	78678	1.35	287200	365878	3.64
2	Meena Sadavarte jointly with Vivek Sadavarte	100000	1.71	730000	830000	8.27
3	Kelly K. Mistry	0	-	162500	162500	1.62
4	Nafisa Bhavnagarwala jointly with Aliasgar Bhavnagarwala	10000	0.17	106000	116000	1.16
5	Tasneem Lakdawala jointly with Abbasali Lakdawala#	833606	14.28	520500	1354106	13.49
6	Habiba Bhavnagarwala jointly with Nafisa Bhavnagarwala	0	0	54000	54000	0.54
7	Abbasali Lakdawala jointly with Tasneem Lakdawala	6250	0.11	100000	106250	1.06
8	Aquil Busrai	90000	1.54	350000	440000	4.38
9	Alauddin Parkar jointly with Mushtaq Parkar	0	0	210000	210000	2.09
10	Hozef Darukhanawala jointly with Durriaya Darukhanawala\$	1727562	29.59	10,09,800	2737362	27.27
11	Aziza Sirguroh	0	0	50000	50000	0.50
12	Dhrub Kumar Dubey	10000	0.17	100000	110000	1.10
13	Geeta Dhrub Dubey	8332	0.14	20000	28332	0.28
14	Prashant Basrur	0	0	50000	50000	0.50
15	Nafisa Shoaib Khambati Jointly with Shoaib Khambati	38500	0.66	50000	88500	0.88
16	Syed Anjumbahar	0	0	50000	50000	0.50
17	Ratish Tagde	0	0	100000	100000	1.00
18	Shirin S Lakdawala jointly with Abbasali Lakdawala	10000	0.17	50000	60000	0.60
19	Javid husain Parkar	0	0	50000	50000	0.50
20	Durriya yusuf Bengali	0	0	50000	50000	0.50
21	Shoaib Khambati jointly with Nafisa Shoaib Khambati	40375	0.69	50000	90375	0.90
22	Mitesh vasantray Sonpal jointly with Shakuntala Vasantrai Sonpal	0	0	50000	50000	0.50

The post issue shareholding is based on assumption of subscription and allotment of 42,00,000 equity shares as proposed in the resolution set out at in this AGM Notice. Subject to the approval of the Board, the actual post issue shareholding may vary based on actual subscription and allotment made.

While calculating %, it is rounded off to the nearest rupee.

(vii) Shareholding Pattern Pre and Post Preferential Issue:

Category of shareholders	Pre Allotment		Post Allotment	
	No. of shares	% of total voting rights	No. of shares	% of total voting rights
Promoter/ Promoter Group	2468874	42.29	3478674	34.65

Banks, FIs, Insurance Companies, FIs etc.	-	-	--	-
Body Corporate	197500	3.38	197500	1.97
Individuals	3121855	53.47	6312055	62.88
NRI	10000	0.17	10000	0.10
Clearing Members	10000	0.17	10000	0.10
Other- HUF	30000	0.52	30000	0.30
Total	5838229	100.00	10038229	100.00

The post issue shareholding is based on assumption of subscription and allotment of 42,00,000 equity shares as proposed in the resolution set out at in this AGM Notice. Subject to the approval of the Board, the actual post issue shareholding may vary based on actual subscription and allotment made.

While calculating %, it is rounded off to the nearest rupee.

(viii) Change in Management:

The issue of Equity shares will not result in any change in the management or control of the Company.

(ix) Lock in of Equity Shares:

The Equity shares to be allotted to Promoters and to Non-Promoters on a preferential basis as set out in the resolution shall be locked in for a period of three years and one year respectively as per requirements of SEBI (ICDR) Regulations.

(x) Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of Equity shares as aforesaid on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue or in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.

(xi) Undertaking:

The Company hereby undertakes that:

- It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(x) Others:

The certificate of the Statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall

be open for inspection at the Registered Office of the Company on all working days except Saturday, Sundays and Public holidays between 11.00 a.m.to 1.00 p.m. till the date of Annual General Meeting.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

Since 10,09,800 equity shares are proposed to be subscribed by Mr. Hozef Darukhanawala jointly with Durraiya Darukhanawala, both of them are interested in this resolution.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any, except as mentioned above.

The Board recommends passing of the resolution set out at Item No. 5 of this notice.