

NOTICE

NOTICE is hereby given that the Twenty-Ninth (29th) Annual General Meeting ("AGM") of the Members of **Money Masters Leasing & Finance Limited** will be held on Friday, 29th September 2023 at 3.30 p.m. IST 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 Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of the Board of Directors and the Auditors thereon.**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023 along with the Reports of Board of Directors and the Auditors thereon laid before this meeting, be and are hereby received, considered, and adopted."

2. **To appoint a Director in place of Mr. Ratish Tagde (DIN: 00024465), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.**

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 152 of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, Mr. Ratish Tagde (DIN: 00024465), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as the Managing Director of the Company, for a period of 3 (Three) years with commencing from 1st October, 2022 to 30th September, 2025, whose office shall not be liable to retire by rotation, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and the terms of remuneration in such manner as may be agreed between the Board of Directors and Mr. Hozef Abdulhusaain Darukhanwala.

RESOLVED FURTHER THAT the Board of Directors of the Company or Ms. Anjum Bahar Sayed, Chief Financial Officer or Mrs. Tripti Jain CS & Compliance Officer, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including filing of the necessary forms with the Ministry of Corporate Affairs and intimating any other concerned authority or such other regulatory body and for matters connected therewith or incidental thereto."

4. **Appointment of Mr. Javid Husain Parkar (DIN: 10265911), as an Independent Director (Non-Executive) of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), the Articles of Association of the Company, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“the SEBI Listing Regulations”); and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Javid Husain Parkar (DIN: 10265911), who was appointed as an **Additional (Non-Executive and Independent) Director** for a term of 5 (five) consecutive years with effect from 10th August 2023, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company with effect from for a term of 5 consecutive years effective today i.e. 10th August, 2023 to 9th August, 2028 (both days inclusive), not liable to retire by rotation, on such terms and conditions including Remuneration as detailed in the Explanatory Statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits prescribed under the Act.

RESOLVED FURTHER THAT any of the Directors and/or any Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

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

**Date: 4th September, 2023
Place: Mumbai**

**Hozef Darukhanawala
Managing Director
DIN: 00177029**

**Registered Office: 4, Akash Deep,
Ground Floor, TPS VI 1st Road,
Milan Subway, Santacruz (West)
Mumbai -400054**

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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 3 and 4 of the Notice is annexed hereto.
3. As required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Director seeking appointment forms an integral part of this Notice.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.
6. Members/Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. The Members, desiring any information relating to the accounts, are requested to write to the Company Secretary at the Registered Office of the Company on or before 18th September, 2023, so as to enable the management to keep the requisite information ready.
8. The relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. upto to the date of the Meeting.
9. Electronic copy of the Annual Report and this Notice, inter-alia, indicating the process of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants unless the member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of aforesaid documents are being sent by the permitted mode
10. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Universal Capital Securities Private Limited ("Hereafter it will be referred as Universal"), having their office premises at 21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
11. Members holding shares in physical mode are requested to register their e-mail addresses with Universal, and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to Universal in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.
12. This notice will also be placed on the website of the Company i.e www.moneymasterscc.in.
13. 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 23rd September 2023 to 29th September, 2023 (Both days inclusive).
14. 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.

15. 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.
16. 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.
17. 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.

In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.

18. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed HRU & Associates., Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
19. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 22nd September, 2023 i.e., a day prior to commencement of book closure date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
20. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 A.M. (IST) on Tuesday, 26th September, 2023 and will end at 5.00 P.M. (IST) on Thursday, 28th September, 2023. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
21. The detailed instructions and other information relating to remote e-voting are as under:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on

	company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Members whose email ids are not registered with the DPs for procuring User ID and Password and registration of email ids for e-voting for the resolutions set out in this Notice:

- Members whose shares are held in physical mode are requested to provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to mm.moneymasters@gmail.com
- Members whose shares are held in demat mode are requested to provide DPID+CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested

scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to mm.moneymasters@gmail.com. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.

3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned document.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemanshu.upadhyay14@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. Only those Members, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Tejas Chaturvedi at evoting@nsdl.co.in

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

Item no. 3 - Re-appointment of Mr. Hozef Abdulhusaain Darukhanwala as Managing Director:

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th September, 2022 re-appointed Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as the Managing Director for a period of 3 (three) years with effect from 1st October, 2022 to 30th September 2025, subject to approval of the Members on the terms and conditions as specified in the resolution. The terms and conditions have been approved by the Nomination and Remuneration Committee and the Board of the Company.

Broad particulars of the terms of appointment and remuneration payable to Mr. Hozef Abdulhusaain Darukhanwala are as under:

- a. Period: 3 (Three) Years w.e.f. 1st October, 2022 to 30th September, 2025
- b. Remuneration per annum:

Salary	INR. 18,00,000/- (Indian Rupees Eighteen Lakhs Only)
Perquisites and Allowances-	-
Others	-

The annual increments which will be effective 1st April each year, will be decided by the Board based on recommendation of the Committee and will be merit-based and taking into account the Company's performance as well.

- c. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits, or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above.
- d. The terms and conditions of the appointment of the Managing Director and/or the Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director subject to such approvals as may be required.
- e. When in any financial year, the Company has no profits or its profits are inadequate, the Remuneration including the performance linked bonus and allowances and reimbursements as aforesaid will be paid to Mr. Hozef Abdulhusaain Darukhanwala as minimum remuneration for that year and in accordance with the applicable provisions of the Act, Rules thereunder and Schedule V to the Act, and subject to the approval of the Central Government, if required and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, as applicable.

The information as required to be disclosed with provisions of Schedule V to the Act is provided below:

I. General Information

1.	Nature of industry	Engaged in the business of providing loans for personal, domestic appliances, asset purchase to individuals. We also provide loans for vehicle and equipment on hire purchase which constitutes more than 80% of our turnover. The company funds small and medium enterprises, startup businesses for machineries and consumer goods, which are to be used for commercial activity
2.	Date or expected date of commencement of commercial production	Company in operation since 1994
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	As on 31 st March, 2023 Total revenue from Operations – Rs. 226.64 Lakhs Profit Before Tax – Rs. 67.88 Lakhs Profit After Tax – Rs. 48.88 Lakhs
5.	Foreign Investments or collaborations, if any	There are no foreign investments or collaboration

II. Information about the appointee:

1.	Background details	Mr. Hozef Abdulhusaain Darukhanwala is the Managing Director and is in-charge of the overall management of the affairs of the Company. Graduated in Commerce from Narsee Monjee Collage of
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		Commerce & Economics in the year 1978, started his career with Bombay Mercantile Cooperative Bank Ltd from where he resigned as Branch in Charge, after 13 years of experience, went on to join Samata Sahakari Bank Ltd as Director and then as Executive Vice Chairman & Managing Director, was associated with the bank for 18 years. Over all 40 years of Banking experience, in the retail banking. He is also the promoter Director of Money Masters Leasing & Finance Ltd. Has handled day to day affair of the Company since inception				
2.	Past remuneration	Financial Year	2022-23			
		Salary	INR. 18,00,000/-			
		Perquisites and Allowances-	-			
		Others	-			
3.	Recognition or awards	-				
4.	Job profile and his suitability	Mr. Hozef Abdulhusaain Darukhanwala is the Managing Director and is in-charge of the overall management of the affairs of the Company, business development.				
5.	Remuneration proposed	Financial Year	2023-24	2024-25	2025-26	
		Salary	23,40,000	23,40,000	30,42,000	
		Perquisites and Allowances-	-	-	-	
		Others	-	-	-	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to them are commensurate with remuneration of similar senior levels in similar sized domestic companies.				
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He is a promoter of the Company and hold 27,37,362 Equity shares (i.e 27.27%) of Rs. 10/- each				

III. Other Information

1.	Reason of loss	Not Applicable
2.	Steps taken or proposed to be taken for improvement	Not Applicable
3.	Expected productivity increase in and profits in measurable terms	Not Applicable

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Hozef Abdulhusaain Darukhanwala, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolutions set out in Item Nos. 3 of this Notice.

The Memorandum of Terms of appointment of Mr. Hozef Abdulhusaain Darukhanwala setting out the terms of appointment is available for inspection at the registered office of the Company.

The Board of Directors of the Company recommends the passing of the Resolution set out in Item No. 3 of this Notice as Special Resolution, for approving the appointment of Mr. Hozef Abdulhusaain Darukhanwala as the Managing Director under the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and requests your approval for the same

Item no. 4 - Appointment of Mr. Javid Husain Parkar as an Independent Director (Non-Executive) of the Company:

Pursuant to Section 161 of the Companies Act, 2013, the Board, on May 26, 2023, appointed Mr. Javid Husain Parkar as an Additional Director (Non-Executive) in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from 10th August, 2023 to 9th August, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mr. Javid Husain Parkar:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- iii. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- v. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- vi. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

The Nomination and Remuneration Committee and the Board are of the view that the association of Mr. Vaswani and the rich experience & vast knowledge he brings with him, would benefit the Company as he possesses requisite skills, expertise, and competencies in the context of the Company's businesses, particularly in the areas of Financial Management, Finance and Banking.

The resolution seeks the approval of members for the appointment of Mr. Javid Husain Parkar (DIN: 10265911), as an Independent Director of the Company for a term of 5 (five) years effective 10th August, 2023 to 9th August, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members is sought for the appointment of Mr. Javid Husain Parkar (DIN: 10265911), as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Javid Husain Parkar, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members

Details of Directors as required in Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards on General Meetings

Particulars	Mr. Hozef Abdulhusaain Darukhanwala	Mr. Javid Husain Parkar
Age	64 years	57 years
Qualifications	B.com	B.com
Experience (including expertise in specific functional area) / Brief Resume	Mr. Hozef Abdulhusaain Darukhanwala is the Managing Director and is in-charge of the overall management of the affairs of the Company. He has Graduated in Commerce from Narsee Monjee Collage of Commerce & Economics in the year 1978, started his career with Bombay Mercantile Cooperative Bank Ltd from where he resigned as Branch In Charge, after 13 years of experience, went on to join Samata Sahakari Bank Ltd as Director and then as Executive Vice Chairman & Managing Director, was associated with the bank for 18 years. Over all 40 years of Banking experience, in the retail banking. He is also the promoter Director of Money Masters Leasing & Finance Ltd. Has handled day to day affair of the Company since inception	Mr. Javid Husain Parkar is graduate with 35+ years of experience in finance and banking. Currently, he is Branch in charge of Bombay Mercantile Co-op. Bank Ltd.
Terms and Conditions of Appointment / Reappointment	Managing Director, for a tenure of 3 (three) years from 1 st October, 2022 to 30 th September 2025	As per the resolution at item no. 4 of the Notice convening Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Rs. 18 Lakhs	-
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of the Notice	He shall be entitled to sitting fee for attending Board / Committee meetings and commission, if paid, for FY 2023 and onwards.
Date of first appointment on the Board	4 th October, 1995	10 th August, 2023
Shareholding in the Company	27,37,362 Equity Shares & 7,41,312 Equity shares held by his relative	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company except Mrs. Duraiya Hozef Darukhanawala who is the spouse of the Mr. Hozef Abdulhusaain Darukhanwala	Not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the year 2022-23	6	-
Directorships of other Boards.	Panchgani Leisure Line Hospitality Private Limited	-
Membership/ Chairmanship of Committees of other Boards.	Member of Committees in Money Masters Leasing and Finance Limited 1. Audit Committee 2. Stakeholders Relationship Committee:	-

Particulars	Mr. Ratish Tagde
Age	57 years
Qualifications	B.com, FCS
Experience (including expertise in specific functional area) / Brief Resume	Mr. Ratish Tagde holds a bachelor's degree in commerce as well as Fellow member of The Institute of Companies Secretaries of India. Currently associated on the board of Listed Public and Private

	Companies. He has more than 20 years experiences in Managing Compliances under various Act and Regulation.
Terms and Conditions of Appointment / Reappointment	Re-appointment as a Director, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	-
Date of first appointment on the Board	18 th January, 2022
Shareholding in the Company	1,00,000 Equity Shares & 2,20,000 Equity Shares held by his relative
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the year 2022-23	6
Directorships of other Boards.	Krishna Ventures Limited Gandhar Media Limited Rudra Mahima Business Venture Limited Perfect Company Advice Private Limited Raga Cafe Private Limited Insync Digital Media Private Limited Perfect-Octave Private Limited FFEL Trading Business Private Limited Innovative Health Tech Solutions Private Limited Raga Cafe LLP
Membership/ Chairmanship of Committees of other Boards.	Member of Committees in Money Masters Leasing and Finance Limited 1. Stakeholders Relationship Committee: Member of Committees in Krishna Ventures Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee:

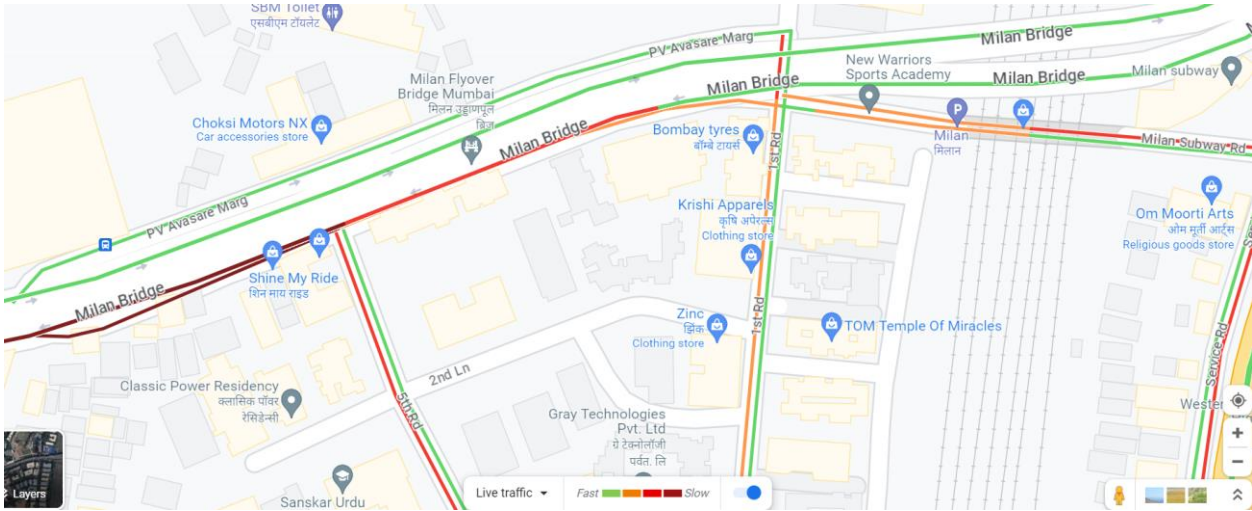
**On behalf of Board of Directors of
Money Masters Leasing and Finance Limited**

**Hozef Darukhanawala
Managing Director
DIN: 00177029**

**Date: 4th September, 2023
Place: Mumbai**

**Registered Office: 4, Akash Deep,
Ground Floor, TPS VI 1st Road,
Milan Subway, Santacruz (West)
Mumbai -400054**

THE ROUTE MAP FOR AGM VENUE



MONEY MASTERS LEASING AND FINANCE LIMITED

Registered Office: 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai
- 400054

CIN: L65990MH1994PLC082399

Phone No. 022- 26180202, Email ID: mm.moneymasters@gmail.com

29th Annual General Meeting – 29th September, 2023

ATTENDANCE SLIP
(To be presented at the entrance)

Registered Folio no. / DP ID no. / Client ID no.

Number of shares held.....

Name and Address of the Shareholder/Proxy.....

I hereby record my presence at the 29th Annual General Meeting of **MONEY MASTERS LEASING AND FINANCE LIMITED** held on Friday, 29th September, 2023 at 3.30 p.m at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054.

.....
Signature of the Shareholder/Proxy

Notes:

1. Shareholders attending the meeting in person or through proxy are requested to fill in the Attendance Slip and submit the same at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.

MONEY MASTERS LEASING AND FINANCE LIMITED

Registered Office: 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai – 400054

CIN: L65990MH1994PLC082399

Phone No. 022- 26180202, Email ID: mm.moneymasters@gmail.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of Money Masters Leasing & Finance Limited., holding..... shares of the Company, hereby appoint:

- 1.Name: Address:.....
E-mail ID:..... Signature:..... or failing him / her
- 2.Name: Address:.....
E-mail ID:..... Signature:..... or failing him / her
- 3.Name: Address:.....
E-mail ID:..... Signature:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054. on Friday, 29th September, 2023 at 3.30 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
Ordinary Business:	
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of the Board of Directors and the Auditors thereon; and
2.	To appoint a Director in place of Mr. Ratish Tagde (DIN: 00024465), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
Special Business:	
3.	To re-appoint Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as Managing Director of the Company.
4.	To re-appoint Mr. Javid Husain Parkar (DIN: 10265911), as an Independent Director (Non-Executive) of the Company.

Signed this..... day of ____, 2023

.....
Signature of member

.....

Signature of first proxy holder

.....

Signature of second proxy holder

.....

Signature of third proxy holder

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The holders of the Proxy shall be entitled to vote either for or against the above-mentioned resolutions.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.