NOTICE

NOTICE is hereby given that 31st (Thirty-First) Annual General Meeting **("AGM")** of the members of Money Master Leasing and Finance Limited **("the Company")** will be held on **Thursday, 25th September, 2025** at **11.30 a.m.** (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial of the Company for the year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Rakesh Anil Bissa (DIN: 08748676) 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(6) and other applicable provisions of the Companies Act, 2013, Mr. Rakesh Anil Bissa (DIN: 08748676) who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director on the Board, liable to retire by rotation.**"**

SPECIAL BUSINESS

3. **Appointment of M/s. HRU and Associates., Practicing Company Secretaries as Secretarial Auditor of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. HRU & Associates, Practicing Company Secretaries (Unique Identification No. S2018MH587800/ Peer Review Certificate No. 3883/2023), be and are hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from 1st April, 2025 to 31st March, 2030, at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditor of the Company."

   RESOLVED FURTHER THAT Mr. Hozef Abdulhusaain Darukhanwala, Managing Director, and/or Ms. Tripti Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to undertake all actions, deeds, matters and things as may be necessary or expedient for or in connection with the resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

4. **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 a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), the Article of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as the Managing Director of the Company, for a period of 3 (Three) years with effect from 1st October, 2025 to 30th September 2028, whose office shall not be liable to retire by rotation, as per the terms and conditions including remuneration and other principal terms of re-appointment as under (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 to alter and vary the terms and conditions of the said re-appointment and the terms of remuneration within the overall limit approved by the Board as it, may deem fit and in such manner as may be agreed to between the Board and Mr. Hozef Abdulhussain Darukhanwala subject to such other approvals as may be required."

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

a. Period: 3 (Three) Years with effect from 1st October, 2025 to 30th September, 2028;

b. Proposed Remuneration per annum:

Salary	₹ 18,00,000/- (Indian Rupees Eighteen Lakhs Only)- Till 31st March, 2026
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.

RESOLVED FURTHER THAT any of the Director be and hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution including issuance of a copy of this resolution duly certified as true to the concerned persons."

For and on Behalf of
Money Masters Leasing and Finance Limited

Hozef Darukhanawala
Managing Director
DIN: 00177029

Date: 29th August, 2025
Place: Mumbai

Registered office:
4, Akash Deep, Ground Floor, TPS VI
1st Road, Milan Subway, Santacruz (West)
Mumbai- 400 054

Notes:

1. The Ministry of Corporate Affairs has, vide its Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 08th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024 **("MCA Circulars")** and other relevant Circulars issued by the Securities and Exchange Board of India **("SEBI"),** vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other relevant circulars ('SEBI Circulars'), permitted conducting the Annual General Meeting ('AGM') through video conferencing ('VC') or other audio-visual means ('OAVM') up to 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 **("the Act"),** SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"**) and the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without physical presence of the Members at a common venue. The Meeting shall be deemed to have been conducted at the Registered Office of the Company at 4, Akash Deep, Ground Floor, TPS VI, 1st Road, Milan Subway, Santacruz (West), Mumbai- 400054 which shall be the deemed venue of the AGM.

2. The Company has engaged the services of National Depository Services Limited, **("NSDL")** for providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No.13 below.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under item nos. 3 and 4 including information / disclosure pursuant to Regulation 36(5) of the SEBI Listing Regulations for business under item no. 4, forms part of this Notice. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations read with Secretarial Standard on General Meetings (SS-2) issued by the ICSI in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC/ OAVM, the requirement of physical attendance of the Members at a common venue has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM venue are not annexed to this Notice.

5. Pursuant to the abovementioned MCA Circulars, physical attendance of the Members is not required at the AGM and the attendance of the Members through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Corporate/Institutional Members are encouraged to attend and vote at the 31st AGM through VC/OAVM facility. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting as the case may be, are requested to send a certified scanned copy of the Board Resolution/Authorisation letter to the Scrutinizer by email at hemanshu.upadhyay14@gmail.com with a copy marked to company at evoting@nsdl.com and mm.moneymasters@gmail.com.

7. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**

In accordance with the MCA circulars and SEBI, the Notice of the 31st AGM along with the Annual Report 2024-25 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 31st AGM along with Annual Report for the Financial Year 2024-25 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company's website at www.moneymasterscc.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

Members are requested to support the Green Initiative by registering/updating their e-mail addresses with their Depository Participant (in case of Shares held in dematerialised form) or with **MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)**, Registrar and Share Transfer Agent **("RTA or MUFG")** (in case of Shares held in physical form).

8. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:**

SEBI vide its Circular Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 or Form ISR - 5, as applicable, the format of which is available on the Company's website at www.moneymasterscc.in.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

9. **NOMINATION:**

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent, MUFG. In respect of shares held in dematerialised form the nomination form may be filed with the respective Depository Participant. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14.

10. **UPDATION OF MEMBERS' DETAILS SHARES IN PHYSICAL FORM:**

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 has specified common and simplified norms for processing investor's service requests. The members holding shares in physical form are mandatorily require to furnish their PAN, KYC i.e. postal address with PIN and mobile number, bank account details and specimen signature etc. along with nomination details with the Company/ Registrar and Share Transfer Agents (RTA) of the Company. Further, the security holders (holding securities in physical form), whose folio(s) do not have PAN or contact details or mobile number or bank account details or specimen signature updated, shall be eligible to lodge any grievance or avail any service only after furnishing PAN, KYC details and nomination. Further, they shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode, upon furnishing all the aforesaid details in entirety.

For the purpose of updation of KYC details against your folio, you are requested to send the details to Company's RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, 400083.

a) Through 'In Person Verification' (IPV) by furnishing the original documents; or
b) Through post by sending hard copies at above which should be self -attested and dated; or
c) Through electronic mode, provided that they are sent through e-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the shareholder and in case of joint holders, by first joint holder; or
d) Through web portal of Company's RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) - www.in.mpms.mufg.com.

Members can download Form ISR-1 and Form ISR- 2 on the website of MUFG at https://web.in.mpms.mufg.com/KYC-downloads.html.

Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details. Form ISR-2 duly filled in for banker attestation of signature along with original cancelled cheque with your name(s) printed thereon or self attested copy of bank passbook/ statement.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant **("DP")** and holdings should be verified from time to time.

11. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 **('the IEPF Rules')** notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, as amended up to date, all unclaimed/ unpaid dividend remaining unpaid or unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's unpaid account are required to be transferred to the

Investor Education and Protection Fund **("IEPF")** administered by the Central Government.

Further, pursuant to Section 124 of the Act read with the IEPF Rules all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

However, as the company have never declared the dividend hence these provisions are not applicable to the Company.

12. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this Notice of AGM and Explanatory Statement will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM i.e. 25th September, 2025. Members seeking to inspect such documents can send an email to Company's investor email id: mm.moneymasters@gmail.com.

13. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

REMOTE E-VOTING:

The remote e-voting shall commence from **Monday 22nd September, 2025 to Wednesday 24th September, 2025** (both days inclusive) for the purpose of this AGM. During this period, Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday 18th September, 2025, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by National Securities Depositaries Limited **("NSDL").** Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

SCRUTINIZERS AND ITS REPORT:

The Company has appointed **M/s. HRU & Associates, Practicing Company Secretaries**, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 31st AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

The Consolidated Results of remote e-voting and voting at the 31st AGM shall be declared within 2 (two) working days of the conclusion of 31st AGM of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at www.moneymasterscc.in and on the website of NSDL at www.evoting.nsdl.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 31st AGM along with Annual Report as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.com or at rnt.helpdesk@in.mpms.mufg.com.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system:

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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 or joining virtual meeting & voting during the meeting. 2. 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 3. 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 or joining virtual meeting & voting during the meeting. 4. 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	1. 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. 1. 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 or joining virtual meeting & voting during the meeting. 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. 2. 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. 3. 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 or joining virtual meeting & voting during the meeting.

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.com 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

<u>Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode</u>.

<u>How to Log-in to NSDL e-Voting website?</u>

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***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.com 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 and join General Meeting on NSDL e-Voting system.

1. 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders:

a. 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.com. 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.

b. 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.

c. 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 NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to mm.moneymasters@gmail.com
2. In case shares are held in demat mode, please 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), AADHAR (self-attested scanned copy of Aadhar Card) to mm.moneymasters@gmail.com
3. If you are an Individual shareholder 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 shareholders holding securities in demat mode**.

4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated 9th December, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility 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.
3. 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. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

   Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at mm.moneymasters@gmail.com. The same will be replied by the company suitably.

Additional Information with respect to Item No. 2:

Details of Director(s) seeking re-appointment at the forthcoming Annual General Meeting:

In terms of the provisions of Section 152(6) of the Act, Mr. Rakesh Anil Bissa (DIN: 08748676), Director of the Company, is liable to retire by rotation and being eligible, has offered herself for re-appointment.

Additional information in respect of Mr. Rakesh Anil Bissa pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) is given as part of "**Annexure A"** to this Notice.

None of the director, key managerial personnel of the Company or their relatives except Mr. Rakesh Anil Bissa and their relatives are, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

Explanatory Statement for the proposed resolutions Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 to 4 of the accompanying Notice dated 29th August, 2025.

Item no. 3: Appointment of M/s. HRU and Associates., Practicing Company Secretaries as Secretarial Auditor of the Company:

The members are informed that pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, every listed entity is required to carry out the Secretarial Audit for every financial year by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary in practice.

The members are further informed that as per amended Regulation 24A (1) of SEBI Listing Regulations, a listed entity shall appoint or re-appoint:

1. an individual as Secretarial Auditor for not more than one term of five consecutive years; or

2. A Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, on the basis of recommendation of the Audit Committee, the Board of Directors, in its meeting held on 29th August, 2025, approved and recommended the appointment of M/s. HRU and Associates., Company Secretaries ('HRU'), (Unique Identification No. S2018MH587800/ Peer Review Certificate No. 3883/2023), as Secretarial Auditors of the Company to carry out secretarial audit for a term of five (5) consecutive financial years, commencing from 1st April, 2025 to 31st March, 2030.

HRU has given their consent for the appointment as Secretarial Auditors and confirmed their eligibility and are not disqualified for the proposed appointment as Secretarial Auditors. They hold a valid certificate of peer review issued by the Institute of Company Secretaries of India.

HRU is a reputed firm of Practicing Company Secretaries with more than 5 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits, etc.

The Board of Directors, on recommendation of the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with HRU.

M/s. HRU and Associates., Company Secretaries, have confirmed that they are eligible for appointment as Secretarial Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company. Besides the secretarial audit, the Company would also obtain certifications from the Secretarial Auditor under various statutory regulations and certifications required by clients, banks, statutory authorities and other permissible services in compliance with regulation 24A(1B) of SEBI LODR Regulations read with SEBI circulars as may be issued in this regard, as required from time to time,

for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the director, key managerial personnel of the Company or their relatives are, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

Item no. 4: Re-appointment of Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as Managing Director of the Company:

Mr. Hozef Abdulhusaain Darukhanwala (DIN No: 05118177) was reappointed as Managing Director of the Company in the board meeting held on 30th September 2022 and subsequently approved by the Members, for a period of 3 years commencing from 1st October 2022 upto 30th September 2025.

The Board of Directors **("Board"),** upon the recommendation of the Nomination and Remuneration Committee at its meeting held on 29th August, 2025 re-appointed Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as the Managing Director for a period of 3 (three) years with effect from 1st October 2025 to 30th September 2028, subject to the 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 **("NRC")** and the Board of the Company.

Pursuant to the performance evaluation of Mr. Hozef Abdulhusaain Darukhanwala as a Member of the Board and considering his background, experience and contribution, which would be beneficial to the Company, the Board, at its meeting held on 29th August, 2025, approved his re-appointment as Managing Director of the Company, for a period commencing from 1st October 2025 to 30th September 2028 subject to approval of the Members. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr. Hozef Abdulhusaain Darukhanwala (i) Consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further, on the recommendation of the NRC, the Board at its meeting held on 29th August, 2025, approved the terms and conditions of re-appointment of Mr. Hozef Abdulhusaain Darukhanwala, subject to the approval of the Members.

A brief profile of Mr. Hozef Abdulhusaain Darukhanwala is given below:

Mr. Hozef Abdulhusaain Darukhanwala, aged 67 years is one of the promoters and Managing Director of our Company. He is Graduated in Commerce from Narsee Monjee College of Commerce & Economics in the year 1978, started his career with Bombay Mercantile Cooperative Bank Ltd from where he resigned as Branch in Charge and 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 35 years of Banking experience, in the retail banking and Micro Finance. He handles day to day affair of the Company since inception.

As the Managing Director he is responsible for managing the day-to-day business affairs of the Company as well as planning & achieving its long-term strategic growth. This includes formulation & implementation of strategic business plans, designing & implementing effective organization structure, ramping up visibility of the Company with the external customers and partners, establishing strong business & operational processes, risk management and overseeing various compliances.

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, 2025 to 30th September, 2028.

b. Proposed Remuneration per annum:

Salary	₹ 18,00,000/- (Indian Rupees Eighteen Lakhs Only)-Till 31st March, 2026
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, and asset purchases 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 31st March, 2025 Total revenue from Operations – Rs. 214.21 Lakhs Profit Before Tax – Rs. 69.19 Lakhs Profit After Tax – Rs. 51.19 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 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	(see table below)
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	(see table below)
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.

Past remuneration (item 2):

Financial Year	**2024-25**
Salary	*INR. 7,50,000/- *During the year the renumeration paid was INR 7,50,000/- However the approval for renumeration received was INR 18,00,000/-
Perquisites and Allowances-	-
Others	-

Remuneration proposed (item 5):

Financial Year	**2025-26**	**2026-27**	**2027-28**
Salary	18,00,000	19.80.000	21,78,000
Perquisites and Allowances-	-	-	-
Others	-	-	-

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 2,84,36,120 Equity shares (i.e 28.33%) of ₹ 1/- 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 Act.

Details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given in **"Annexure B**"

Ms. Durriya Hozef Darukhanawala, being related to Mr. Hozef Abdulhusaain Darukhanwala may be deemed to be interested in the resolution. The other relatives of Hozef Abdulhusaain Darukhanwala may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item Nos. 4 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. 4 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 Act, and requests your approval for the same.

For and On Behalf of
Money Masters Leasing and Finance Limited

Hozef Darukhanawala
Managing Director
DIN:00177029

Date: 29th August, 2025
Place: Mumbai

Registered office:
4, Akash Deep, Ground Floor, TPS VI
1st Road, Milan Subway, Santacruz (West),
Mumbai- 400 054

Annexure A

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings ('SS-2') is given hereunder:

Name of the Director	**Mr. Rakesh Anil Bissa**
DIN	00177073
Date of Birth/Age	27/09/1987 (38 years)
Date of appointment / first appointment on the Board	25th June, 2024
Expertise in specific functional areas	Mr. Rakesh Anil Bissa completed his Bachelor's degree in Commerce, He is Director in Shreem Brzee Investment Private Limited, is Working as Personal Finance Advisor, having an experience for 15 years. He is successfully planning & expediting projects from inception to completion. Excels at interfacing with team members at all levels to meet and exceed Organizational goals operates well in highly competitive environment. His leadership skills are his key to success.
Qualifications	Commerce Graduate (B. Com)
Directorship held in other companies	Shreem Brzee Investment Private Limited (unlisted) Mr. Rakesh Anil Bissa does not hold any directorships in listed companies other than Money Masters Leasing and Finance Limited
Listed entities from which he/ she resigned in the past three years	None
Membership/ Chairmanship of Committees of other public companies	None
Shareholding in the Company including shareholding as a beneficial owner	Nil
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	Mr. Rakesh Anil Bissa does not hold any directorships in listed companies other than Money Masters Leasing and Finance Limited
Remuneration received from the Company in the F.Y. 2024-25	Nil
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	Liable to retire by rotation. No remuneration is sought by the Director.
The number of meetings of the Board attended during the F.Y. 2024-25	*4 out of 6 meetings held * He was appointed on 25th June, 2024 as Additional Director of the Company

Annexure B

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings ('SS-2') is given hereunder:

Name of the Director	**Mr. Hozef Darukhanawala**
DIN	00177029
Date of Birth/Age	09/10/1958 (67 years)
Date of appointment / first appointment on the Board	04/10/1995
Expertise in specific functional areas	Mr. Hozef Abdulhusaain Darukhanwala, aged 65 years is one of the promoters and Managing Director of our Company. He is Graduated in Commerce from Narsee Monjee College of Commerce & Economics in the year 1978, started his career with Bombay Mercantile Cooperative Bank Ltd from where he resigned as Branch in Charge and 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 35 years of Banking experience, in the retail banking and Micro Finance. He handles day to day affair of the Company since inception.
Qualifications	He is Graduated in Commerce from Narsee Monjee College of Commerce & Economics in the year 1978
Directorship held in other companies	Mr. Hozef Abdulhusaain Darukhanwala, does not hold any directorships in listed companies other than Money Masters Leasing and Finance Limited
Listed entities from which he/ she resigned in the past three years	None
Membership/ Chairmanship of Committees of other public companies	None
Shareholding in the Company including shareholding as a beneficial owner	Own: 2,84,36,120 Equity shares of Rs. 1/- each For other persons on a beneficial basis: Nil
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	Spouse of Ms. Durriya Hozef Darukhanawala and not related to any other Director /Key Managerial Personnel
Remuneration received from the Company in the F.Y. 2024-25	INR 7.5 Lakhs
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	Please refer the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto.
The number of meetings of the Board attended during the F.Y. 2024-25	6 out of 6 meetings held