CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hozef Abdulhussain Darukhanawala	Managing Director
Mr. Duraiya Hozef Darukhnwala	Director
Mr. Nathmal Gokuldas Lohia	Independent Director
Mrs. Sadhana Nathmal Lohia	Independent Director
Ms. Minakshi Muchhal	Company Secretary

REGISTERED OFFICE

4, Akash Deep, Ground Floor, TPS VI
1st Road, Milan Subway, Santacruz (West)
Mumbai- 400 054
Tel: +91 22 26613184
Email: mm.moneymasters@gmail.com
Website: www.moneymasters.in

BANKERS

Central Bank of India
Bombay Mercantile Cooperative Bank Ltd
Samata Sahakari Bank Ltd
United Bank

STATUTORY AUDITORS

M/s. Meena N. Shetty & Co. Chartered Accountants,
4, Navjivan Grih, Gr. Floor, S.V. Road,
Santacruz (West), Mumbai – 400 054

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. Universal Capital Securities Pvt. Ltd.
21/25 Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road, Andheri (East),
Mumbai - 400 093.
Tel: (022) 2820 7203/7205
Fax: (022) 2820 7207
E-mail: info@unisec.in

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NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of **Money Masters Leasing & Finance Limited** will be held on Tuesday, September 30, 2014 at 4.00 p.m. at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mrs. Duraiya Hozef Darukhnwala (DIN: 00177073), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

3. **Appointment of Statutory Auditor of the Company.**
   To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Meena N. Shetty & Co., Chartered Accountants (Firm Registration No. 106130VV be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company and to fix their remuneration for the financial year ending 31st March, 2015 as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nathmal Gokuldas Lohia (DIN 00177112), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2019."

5. 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mrs. Sadhana Nathmal Lohia (DIN 00177146), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2019."

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

   "RESOLVED THAT pursuant to provisions of Sections 197 and 203 Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby given for the re-appointment of Mr. Hozef Darukhanawala as a Managing Director of the Company for a period of three years w.e.f. October 01, 2013 to September 30, 2016 at a remuneration of ₹ 125,000 p.m. and that Board of Directors are at liberty to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Hozef Darukhanawala;

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

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

"**RESOLVED THAT** with reference to Regulation 73 in clause (e) of sub-regulation (1) of ICDR Regulation, 2009, and pursuant to the special resolution passed in the Extra Ordinary General Meeting held on 28th October 2013, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted be and is hereby disclosed;

Identity of the Proposed Allottees:

Sr. No.	Name of the Proposed Allottee	Category	Number of convertible share warrants proposed to be allotted	Entity	Ultimate Beneficial Owners of the Shares
1	Telestar Video Vision	Non-Promoter	55555 convertible warrants	Proprietary	Sajid Pervaiz
2	Anyushka Investments Pvt Ltd	Non-Promoter	20000 convertible warrants	Pvt Company	1. Suyash Sharad Panday and 2. Bhavna Suyash Panday

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED THAT** in pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment hereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the Listing Agreement entered into between the Company and the Stock Exchanges, the guidelines and clarifications issued by the Securities and Exchange Board of India and any other statutory/regulatory authorities, and subject to such consents, approvals, permissions or sanctions as may be required under any legislation or rules and regulations for the time being in force and subject to the necessary approvals of the Government of India, Reserve Bank of India and all other appropriate authorities and institutions, if any, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of the concerned authorities or bodies; consent and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 7% Reedemable 6,88,000 Preference Shares of the Company of ₹ 10/- each at par on preferential basis to following on such terms and conditions as the Board may deem fit;

Sr. No.	Name of Proposed Allottee	No. of Preference Shares
1	Pradeep Deshmukh / Kalpana	285000
2	Jiwan Prakash T Hingorani	100000
3	Zehrabai M Bhavanagarwala	6000
4	Meena Sadavarte / Vivek	150000
5	Vivek Sadavarte / Meena	51000
6	Asma Kader Bhavnagerwala	20000
7	Abbasali Lakdawala	25000
8	Asgar R Patrawala	25000
9	Shirin Lakdawala	26000
	TOTAL	**6,88,000**

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

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

Date: 01.09.2014
Place: Mumbai
Registered Office:
4, Akash Deep, Ground Floor,
TPS VI 1st Road
Santacruz (W),
Mumbai 400 054

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll 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 proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 26, 2014 to September 30, 2014 (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s. Universal Capital Securities Pvt. Ltd., 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093

7. Members who wish to obtain information on the Financial Statements for the year ended 31 March, 2014, may send their queries at least ten days before the AGM to the Company at the registered office of the Company, to enable us to keep the required information available at the meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.
9. 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.
10. 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.
11. E-voting

    In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

    The E-voting period for all items of business contained in this Notice shall commence from Thursday the September 25, 2014 at 9.00 a.m. and will end on Friday, the September 26, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

    The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 29, 2014.
12. The Company shall appoint an Independent Professional as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
13. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
14. The instructions and process for e-voting are as under:
    - Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
    - Now click on 'Shareholders' tab to cast your votes
    - Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image verification as displayed and Click on Login.
    - If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
    - Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

\# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the default number 1234 in the Dividend Bank details field.

- After entering these details appropriately, click on 'SUBMIT'

- Equity Shareholders holding Equity shares in Physical form will then reach directly to the EVSN selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Description of Resolution(s) and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution
- Click on the Resolution file link if you wish to view the entire Notice.
- After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on www.evotingindia.com and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to CDSL on helpdesk.evoting@cdslindia.com or to the Investor relations officer of the Company on mm.moneymasters@gmail.com

EXPALNATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4 and 5

Mr. Nathmal Gokuldas Lohia and Mrs. Sadhana Nathmal Lohia, were duly appointed under the Companies Act, 1956 as directors liable to retire by rotation. As per Companies Act 2013, Independent directors are to be appointed for a term of five years. In order to give effect to the aforesaid provisions of the Act, it is proposed that these directors be appointed as Independent Directors under Section 149 of the Act, read with the amended clause 49 of the Listing Agreement to hold office for five consecutive years.

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of these directors as Independent Directors of the Company.

Mr. Nathmal Gokuldas Lohia and Mrs. Sadhana Nathmal Lohia, Non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. Notices as required under section 160 of the Companies Act, 2013 have been received from some members proposing candidature of the said independent directors. Upon the confirmation of appointment of these individuals as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to the said Independent Directors.

A brief profile along with other details of the Independent Directors is as follows:

Name of Director	**Mr. Nathmal Gokuldas Lohia**
DIN	00177112
Date of Birth	April 06, 1936
Date of Appointment	July 08, 2005
Profile	Mr. Nathmal Lohia M. Com.and holds Ph.D in Insurance and Housing Finance from Nagpur University. He is an Industrialist with over 45 years of experience in the field of extrusion of copper Pipes & tubes.
Directorships in other Public Companies as on March 31, 2014	NIL
Memberships of Committees in Public Companies	NIL
Chairmanships of Committees in Public Companies	NIL

Name of Director	**Mrs. Sadhana Nathmal Lohia**
DIN	00177146
Date of Birth	July 09, 1974
Date of Appointment	July 08, 2005
Profile	Mrs. Sadhana Nathmal Lohia holds Doctor of Medicine. She is a Consulting Homoeopath since last 15 years.
Directorships in other Public Companies as on March 31, 2014	NIL
Memberships of Committees in Public Companies	NIL
Chairmanships of Committees in Public Companies	NIL

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Director is now being placed before the Members for their approval

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution except Mr. Nathmal Gokuldas Lohia and Mrs. Sadhana Nathmal Lohia who are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointment.

Item No. 6:
Mr. Hozef Darukhanawala was appointed as a Managing Directors in the year 2010 for the period of three years which was over in September 2013. It is required to re-appoint Mr. Hozef Darukhanawala as a Managing Director for the next three years as per Schedule V. Therefore approval of shareholders is accorded for the said reappointment.

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V and the Members' approval by way of a special resolution has to be passed for payment of remuneration for a period not exceeding 3 years. Mr. Hozef Darukhanawala was appointed as a Managing Director for three years w.e.f. 1st October, 2010 at a remuneration of ₹ 6,00,000/- p.a. His remuneration was revised to ₹ 9,00,000/- p.a w.e.f July 01, 2013. However, now it was decided to pay him ₹ 15,00,000/- p.a. It is proposed to obtain Members approval by way of Special Resolutions, as stated herein above.

The Nomination and Remuneration Committee of the Board and the Board have on September 01, 2014 accorded their approvals to the above and in the interest of the Company have recommended the aforesaid resolutions as set out in this Notice for approval. Since Company is having inadequate profits, it was decoded to follow Schedule V of the Companies Act 2013.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.

I. General Information:

(1) Nature of industry
The Company is engaged in the business of providing Asset Finance on Hire Purchase basis to various Small Scale Industries, Traders, Transport Operators, Auto-Rickshaws & Taxis operators, Computer and Equipment Finance.

(2) Date or expected date of commencement of commercial production
The Company was incorporated on October 26, 1994 and Commencement of Business Certificate was granted immediately. The Company had since commenced its business. Company is a NBFC registered with RBI to carry on NBFC Activities under Section 45IA of the Reserve Bank of India Act, 1934.

(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

	FY 2013-14	FY 2012-13	FY 2011-12
Gross Revenue	18,268,257	13,397,511	11,882,775
Profit/(loss) before tax	2,592,140	2,925,071	1,778,650
Profit/ (loss) after tax	1,013,561	1,678,970	1,065,867

(5) Foreign investments or collaborators, if any.
The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRI investors in the Company on account secondary market purchases.

II. Information about the appointee:

1. Background details:
Mr. Hozef Abdulhussain Darukhanawala, 54 years, graduated in Commerce in the year 1978. He started his career in the year 1978 with Bombay Mercantile Cooperative Bank Limited from where he resigned as Branch in charge, after 13 years. He joined Samata Sahakari Bank Limited as Director and was then promoted to Executive Vice Chairman & Managing Director. He was associated with the Bank for 18 years. He has over all 35 years of Banking experience, in the retail banking, micro finance. He is the Promoter Director of Money Masters Leasing & Finance Ltd and handles day to day affairs of the Company.

2. Past remuneration:
Mr. Hozef Darukhanawala was drawing Rs. 9,00,000/- p.a w.e.f July 01, 2013.

3. Recognition or Awards:
Nil.

4. Job Profile and his suitability:
Mr. Hozef Darukhanawala is responsible for overall management of the Company which includes funds arrangement, asset finance on Hire Purchase basis etc. His banking experience in retail banking and micro finance is helpful to run the NBFC activity of the Company.

5. Remuneration proposed:
Total remuneration to be paid to Mr. Hozef Darukhanawala shall not exceed Rs. 30 lacs p.a.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):
The Company is a small NBFC and it competes with small cooperative banks and credit societies. Considering size of the company, the proposed remuneration is commensurate with its industry norms.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:
Mr. Hozef Darukhanawala is promoter of the Company.

III. Other Information:

1. **Reasons for loss or inadequate profits:**
During the year the Company's securities have been listed on the SME Platform of BSE Limited. Hence lower profit is mainly on account of issue expenses incurred by the Company.

2. Steps taken or proposed to be taken for improvement:
The Company is trying to increase its asset finance portfolio and maintain and expand long term relationship with clients. The Company is empanelling authorized dealers of assets as financers. It also putting efforts in brand building exercise to strengthen competitive position in the market.

3. Expected increase in productivity and profits in measurable terms:
Increases in revenues are by and large linked with increase in volume of business. Since the proceeds of IPO have been utilized in the expansion of business, we expect early increase in profits. However, exact quantification is not possible considering dynamic ecosystem in which company works.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution except the appointee himself and Mrs. Duraiya Hozefa Darukhanawala

The board commends the special Resolution set out at item No.6 of the Notice for approval by the shareholders.

Item No. 7:

The members of the Company at Extra-Ordinary General Meeting held on October 28, 2013 approved by way of an Special Resolution under Section 81(1A) of the Companies Act, 1956 to create, offer, issue, allot up to 2,49,158 (Two Lakhs Forty-Nine Thousand One Hundred and Fifty-Eight) convertible Share Warrants [having an option to apply for and be allotted upto 2,49,158 (Two Lakhs Forty-Nine Thousand One Hundred and Fifty-Eight) Equity Shares on preferential basis to non – promoters with each warrant convertible into one equity share of the Company of nominal value of ₹ 10/- each at a premium of ₹ 8/- per share.

Further with reference to SEBI circular dated 26/08/2013 with respect to amendment to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company to disclose in explanatory statement to the notice the identity of natural persons who are the ultimate beneficial owner of the share proposed to be allotted.

Hence to comply with Regulation 76(3) of SEBI ICDR regulations the following are the details of ultimate beneficial owners of the below mentioned allottees and the same to be disclosed in the ensuing EGM/AGM but before listing of shares issued pursuant to this preferential issue.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item No.7 of the notice.

Item No. 8

Your Board has proposed to float schemes for issues of Redeemable Preference shares to the investors on preferential basis. The object of the issue is to meet the funding requirements of the Company. The fund will be utilized towards the working capital requirements and the General expansion purposes.

Preferential allotment under section 62 of the Act requires approval from the shareholders. The members are therefore requested to grant their approval to the passing of the resolution as set out in the Notice.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item No.8 of the notice.

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

Place: Mumbai
Date: September 01, 2014

DIRECTOR'S REPORT

Your directors are pleased to present the 18th Annual Report and the Company's audited accounts for the financial year ended March 31, 2014.

FINANCIAL RESULTS:

The Company's financial performance, for the year ended March 31, 2014 is summarized below:

(Amount in ₹)

FINANCIAL RESULTS	2013-2014	2012-2013
Revenue from operations	20,420,750	15,045,789
Less: Operational & Other expenses	17,397,268	11,499,044
Profit/(Loss) before Depreciation	3,023,482	3,546,745
Less: Depreciation and amortization	431,342	621,674
Profit/(Loss) after depreciation and amortization	2,592,140	2,925,071
Add/(Less) Prior Period Adjustment	-	-
Profit/ (Loss) Before Taxation	2,592,140	2,925,071
Less: Provision for Tax	1,578,579	1,246,102
Net Profit After Tax	**1,013,561**	**1,678,970**

PERFORMANCE REVIEW:

The Company is engaged in the business of hire-purchase finance. The net receipts from Operations during the year under review were ₹ 20,420,750/- as against ₹ 15,045,789/- in the previous year. The profit/ (Loss) after tax is ₹ 1,013,561 as against ₹ 1,678,970 in the previous year.

SNAPSHOT OF PERFORMANCE:

(Amount in ₹)

Particulars	2013-2014	2012-2013
Deposits and interest payable	22496421	42,566,464
Corporate Deposits	-	3,489,828
Asset Financing and interest receivable	131,036,917	100,797,390

Your Company has consolidated its Deposits and Asset financing base during the year. The Total Income has gone up from ₹ 15,045,789/- to ₹ 20,420,750/-.

Gross and Net Non-Performing Advances have been ₹ 47.63 lacs and ₹ 20.62 lacs in FY 2013-14. In percentage terms Gross NPAs are now at 2.67% and Net NPAs are at 1.15% of total assets.

Provision for NPA has been done in accordance to the norm.

APPROPRIATIONS:

Appropriations from the net profit after the write offs, write backs and provisioning have been effected as under

Appropriations	Amount in ₹
Provision for Income tax	1,578,579
Preference Share dividend and Dividend Distribution tax	2,055,587
Transfer to Reserves Fund 45IC	202,712

TRANSFER TO RESERVES:

In the absence of adequate profits, no amount was transferred to Reserves.

DIVIDEND:

Due to inadequacy of profits during the year under review, your Directors do not recommend any dividend for the financial year 2013-2014.

SHARE CAPITAL:

As on 31st March, 2014, the paid up share capital of the Company is ₹ 34,01,28,000/- divided into 3,40,12,800 equity shares of ₹ 10/- each.

CAPITAL ADEQUACY RATIO:

Your Company's total Capital Adequacy Ratio (CAR) as on March 31, 2014 stood at 55.36%.

NETWORTH:

Networth of Company as at March 31, 2014 was ₹ 836.55 lacs comprising of Equity Shares, Preference Shares, Reserves and Share Premium.

DEPOSITS:

The average cost of deposits was 11 % pa. The Company maintained the limit of acceptance of deposit to 1.5 times of its Net owned funds as per the norms.

ASSET FINANCING:

The average yield on Advances was 16 % pa. The Company maintained the norm of the limit of Asset financing at 60% of Total Assets.

INVESMENTS:

The Company had an Investment portfolio of ₹ 82.07 lacs as on 31.03.2014 of which ₹ 75 lacs were investments in GOI and State Government bonds out of which SLR was maintained at 15% of its Public Deposits.

KNOW YOUR CUSTOMER (KYC/ANTI-MONEY LAUNDERING (AML) MEASURES:

The Company has been implementing KYC/AML policy as approved by the Board of Directors in accordance with the PMLA 2002 (Prevention of Money Laundering Act 2002) and RBI/IBA (Reserve Bank of India/Indian Bank's Association) guidelines.

HUMAN RESOURCES: KEY COMPETITIVE ADVANTAGE:

The Company strongly believes that in a service industry like Banking and finance, it is only through people and their contributions that most of the objectives like offering products to various customer groups and servicing the poor can be achieved. Your Company believes in spreading the risk, and financing self generating assets like Auto rickshaws, taxis, machineries, equipments etc.

The Management has a healthy relationship with the officers and the Employee.

BOARD OF DIRECTORS:

Mrs. Duraiya Hozef Darukhnwala, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible he has offered herself for re-appointment. Your Board has recommended her re-appointment.

Mr. Hozef Darukhanawala continues to be Managing Director on the Board of the Company.

In terms of Section 149 of the Companies Act, 2013, which has come into force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

In compliances with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Nathmal Lohia and Ms. Sadhana Lohia as Independent Directors is being placed before the Members in General Meeting for their approval. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Members are requested to refer to the notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors.

PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees drawing remuneration of ₹ 60,00,000/- p.a. or ₹ 5,00,000/- p.m. or more. Hence there is no information to be provided in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975.

DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:

The particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in Annexure-I to this Directors Report.

LISTING ON SME PLATFORM:

Your Directors are pleased to inform you that the Company's securities have now been listed on the SME Platform of BSE Limited on August 12, 2013 and the Company has paid listing fee to the Exchange for the year 2013-14.

INITIAL PUBLIC OFFER:

During the year your Company raised 200.40 Lacs by way of initial public offer by issue of 13,36,000 Equity Shares of ₹ 10/- each at a price of ₹ 15/- per Equity Shares. The Shares of your Company are listed on SME Platform of BSE Listed.

Post Completion of initial public offer (IPO) of shares, your Company has fully spent / utilized the proceeds of the funds raised under IPO as per the objects of the issue.

UTILISATION OF PROCEEDS OF INITIAL PUBLIC OFFER:

PROCEEDS OF INITIAL PUBLIC OFFER		**(₹ In lacs)**
Objects of the Initial Public Offer	**Proposed Utilisation of Initial Public Offer Proceeds**	**Actual Utilisation of Initial Public Offer 2013-2014**
To augment our capital base and provide for our fund requirements for increasing our Asset Finance Operations	155.40	155.40
Expenses of the issue	45	45
	200.40	**200.40**

AUDITORS AND AUDITORS' REPORT:

The Statutory Auditors M/s. Meena N. Shetty., Chartered Accountants, Mumbai, having Firm Registration No 106130VV, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

Your Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014. Your Board is of the opinion that continuation of M/s. Meena N. Shetty., Statutory Auditors during FY 2014-15 will be in the best interests of the Company and therefore, Members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of the next AGM of the Company at remuneration as may be decided by the Board.

The observations and comments given in the Auditors' Report read with notes to accounts are self explanatory and do not require further explanation.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended March 31, 2014; the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the Directors have adopted such accounting policies and applied them consistently and made judgments estimates that were reasonable and prudent so as to give a true and fair view of the state affair of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended March 31, 2014 on a "going concern" basis.

SUBSIDIARIES:

The Company does not have any subsidiary Company within the meaning of Section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

CORPORATE GOVERNANCE:

The Report on Corporate Governance alongwith the Practicing Company Secretary Certificate regarding compliance of the conditions of corporate governance pursuant to Clause 52 of the Listing Agreement (BSE-SME) is annexed hereto and forms part of the Annual Report.

- **Disclosure under Section 197 with reference to Section II of Schedule V of the Companies Act, 2013**

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;

-- The Company is giving remuneration to only Mr. Hozef Darukhanawala, details of which are given in explanatory statement of Item No. 6 of Notice of Annual General Meeting.

(ii) details of fixed component and performance linked incentives along with the performance criteria;

-- N.A

(iii) service contracts, notice period, severance fees;
-- N.A

(iv) stock option details, if any, and whether the same has been issue at a discount as well as the period over which accrued and over which exercisable.
-- N.A

CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the Company's website.

MANAGEMENT DISCUSSION AND ANALYSIS:

A Management discussion and Analysis as required under the clause 52 of the Listing Agreement (BSE-SME) is annexed hereto and forms part of the Annual Report.

APPRECIATION:

The Board of Directors of the Company places on record its appreciation for the continued support and patronage received from its customers, shareholders and well wishers.

The Board is also indebted to the RBI, and other regulatory authorities, various financial institutions, Banks for their valuable support and guidance to the company from time to time.

ANNEXURE I

I. CONSERVATION OF ENERGY:

(a) Energy conservation measures taken – Nil

(b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – Nil

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – Nil

(d) Total energy consumption and energy consumption per unit of production – Nil

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. Power and fuel consumption: Nil

B. Consumption per unit of production: Nil

II. TECHNOLOGY ABSORPTION

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

I Research and Development: Nil

II Technology Absorption, Adaptation and Innovation: Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

I. Earnings in Foreign Exchange during the year: NIL

II. Foreign Exchange outgo during the year: NIL

On behalf of Board of Directors

Sd/-

Place: Mumbai **Hozef Darukhanawala**
Date: September 01, 2014 **Managing Director**

MANAGEMENT DISCUSSION AND ANALYSIS

A. Indian NBFCs:

Today, NBFCs are present in the competing fields of vehicle financing, housing loans, hire purchase, lease and personal loans. NBFCs have emerged as key financial intermediaries particularly for small-scale and retail sectors. With easier sanction procedures, flexibility, low operating cost and focus on core business activity, NBFCs stand on a surer footing vis-a-vis banks. Therefore, the credit needs of customers are met adequately.

C. Business Prospects

With slowdown in economic conditions, most of the auto space segments reported either a tepid credit growth or a decline in volumes. NBFCs' growth had been constrained due to lack of adequate capital. Going forward, we believe capital infusion and leverage thereupon would catapult NBFCs' growth in size and scale.

D. Performance Review

During the year, your company witnessed a slower growth and lower profit mainly on account of issue expenses by the Company.

E. Risk Factors

As the economic slowdown and rising interest rates impacted NBFCs, regulatory changes such as fiscal, monetary policies and rising level of NPAs have emerged as top two major areas of concern. Higher interest rates, negative asset-liability position, declining collection efficiencies and increase in re-possession rates have marred the performance of asset financiers NBFCs.

F. Opportunities and Threats

NBFCs faces high competition from public sector, private sector and foreign banks competing in similar markets. The RBI is looking at monitoring the NBFC sector to a greater extent now, especially on account of the sharp increase in finance to the space. This is primarily due to the higher possibility of risks getting transferred from the more leniently regulated NFC sector to the banking sector and concerns over protection of depositors' interests.

G. Outlook

NBFCs have been playing a crucial role in terms of the macroeconomic perspective as well as strengthening the structure of the Indian financial system. Consolidation in the sector and better regulatory framework for NBFCs has helped them become more focused. However, in the real world of competition, NBFCs have to focus more on their core strengths and must constantly endeavor to search for new products and services in order to survive and grow constantly.

H. Segment Wise or Product Wise Performance

The company operates in only one segment i.e. Leasing and Finance.

I. Internal Control System and their Adequacy

Your Company has adequate internal control system commensurate with the size and nature of its business.

J. Discussion and Financial performance with respect to operational performance

The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Account and other financial statements appearing separately. Please refer the Directors' Report for highlights.

K. Material Developments in Human Resources/ Industrial Relations Front

There are no material developments. The company recognizes the importance of key role played by the people and maintains a cordial and harmonious relationship with its employees. The productivity of staff of the Company has been satisfactory.

Cautionary Statement

Statements in the Management Discussion and Analysis and the annual report describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations in India and other countries. Actual results could defer materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting the domestic market, in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors and unforeseen circumstances.

On behalf of Board of Directors
Sd/-
Hozef Darukhanawala
Managing Director

Place: Mumbai
Date: September 01, 2014

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

BOARD OF DIRECTORS:

- **Composition of Board:**

  The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors as per Clause 52 of the listing agreement. The Board comprises of 4 (four) Directors, out of which One Executive Director, Two Non-Executive Independent Directors and One Non-Executive Non Independent Director. Independent Directors take active part at the Board and Committee Meetings, which add value in the decision making process. Half of the Board comprise of non-executive Independent Directors.

- **Category / Position of Directors and the number of directorships, memberships and chairmanship of committees as on March 31, 2014.**

Name of the Directors	Category / Position	Directorship in other Companies #	Membership of Committees of other Companies##	Chairmanship of Committees of other Companies##
Mr. Hozef Abdulhussain Darukhanawala DIN: 00177029	Executive & Non-Independent Director	-	-	-
Mr. Duraiya Hozef Darukhnwala DIN: 00177073	Non Executive & Non Independent Director	-	-	-
Mr. Nathmal Gokuldas Lohia DIN: 00177112	Non Executive & Independent Director	-	-	-
Mr. Sadhana Nathmal Lohia DIN: 00177146	Non Executive & Independent Director	-	-	-
**Ms. Tasneem Lakdawala DIN: 00281620	Non Executive & Non Independent Director	-	-	-

Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships
Includes only Audit Committee and Shareholders/Investors Grievance Committee (listed and unlisted).
** Resigned on April 06, 2014.

- **Board Meetings:**

  The Board met 9 (Nine) times during the financial year under review on **April 06, 2013, April 15, 2013, April 30, 2013, May 01, 2013, June 29, 2013, August 12, 2013, October 05, 2013, November 12,**

2013, January 29, 2014. The maximum interval between any two Board Meetings was not more than 4 months.

- **Attendance of each Director at the Board meetings and last Annual General Meeting:**

Sr No.	Name of Directors	Board Meetings held during the year	Board Meetings attended	Whether attended last AGM
1	Mr. Hozef Darukhanawala	9	9	Yes
2	Mrs. Duraiya Hozef Darukhnwala	9	9	Yes
3	Mr. Nathmal Lohia	9	9	YES
4	Mrs. Sadhana Lohia	9	8	YES
5	*Ms. Tasneem Lakdawala	9	1	YES

** Resigned on April 06, 2013.*

- **Details of shares held by Directors of the Company as on March 31, 2014 :**

Sr No.	Name of Directors	No. of shares
1	Mr. Hozef Darukhanawala	1198050 Equity Shares (26.66%)
2	Mrs. Duraiya Hozef Darukhnwala	443300 Equity Shares (9.86%)
3	Mr. Nathmal Lohia	NIL
4	Mrs. Sadhana Lohia	NIL

- **Code of Conduct:**

The Board of Directors of your Company has laid down the Code of Conduct for all Board Members and Senior Management of the Company, which delineates the principles governing the conduct of employees including Directors, with all the stakeholders of the Company. The code covers transparency, legal compliances, concern of occupational health, safety and environment, a gender friendly work place and philosophy of leading by personal examples.

All Board Members and Senior Management of your Company ensure the compliances with these principles. The Board is responsible for ensuring that these principles are communicated to. Understood and observed by all employees. Compliance of the code is subject to the review by the Board supported by the Audit Committee of the Board.

COMMITTEES OF THE BOARD

There are three Committees in the Company namely, the Audit Committee, the Shareholders / Investors Grievances Committee and Remuneration Committee.

I. AUDIT COMMITTEE:

The Audit Committee oversees the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of their remuneration, to review and discuss with the Auditors, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting standards and Listing Agreements and other legal requirements concerning financial statements and related party transactions, if any, and to review the financial statements before they are submitted to the Board of Directors.

- **Composition of Audit Committee:**

The Audit Committee consists of following directors;

Sr. No.	Name of the Director	Category	Designation
1	Mr. Nathmal Lohia	Non-Executive, Independent	Chairman
2	Ms. Sadhana Lohia	Non-Executive, Independent	Member
3	Mr. Hozef Darukhanawala	Executive, Non – Independent	Member

- **Number of Audit Committee Meetings held during the year:**
  The Audit Committee Meetings were held four times during the year viz. **April 15, 2013, June 29, 2013, November 12, 2013 and January 29, 2014.**

- **Attendance of the Members at the Meetings are as follows:**

Sr. No.	Name of the Director	No. of Meetings	
		Held	Attended
1	Mr. Nathmal Lohia	4	4
2	Ms. Sadhana Lohia	4	4
3	Mr. Hozef Darukhanawala	4	4

II. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The purpose of forming the Shareholders / Investors Grievance Committee is to monitor the redressal of Shareholder/ Investor complaints relating to shares, non-receipt of Annual Reports, issue of duplicate certificates and all other matters in respect of investor complaints /grievances.

The Company has appointed M/s. Universal Capital Securities Pvt. Ltd. as its Registrars and Transfer Agents to consider, approve or reject the share transfer, transmission, consolidations, splitting, demat & remat of shares and to carry out related functions and all documentation and procedures in connection with the same.

- **Composition of the Committee:**
  The Company has constituted a Shareholders / Investors Grievance Committee which comprises of the following members:

Sr No.	Name of Director	Category	Designation
1	Mrs. Sadhana Lohia	Non Executive and Independent	Chairman
2	Mr. Nathmal Lohia	Executive and Non-Independent	Member
3	Mr. Hozef Darukhanawala	Non Executive and Independent	Member

- **Number of Shareholders / Investors Grievance Committee held during the year:**
  The Shareholders and Investors' Grievance Committee were held four times during the year viz. **May 10, 2013, August 14, 2013, November 12, 2013 and January 01, 2014.**

- **Attendance of the Members at the Meetings are as follows:**

Sr No.	Name of Director	No. of Meetings	
		Held	Attended
1	Mrs. Sadhana Lohia	4	4
2	Mr. Nathmal Lohia	4	4
3	Mr. Hozef Darukhanawala	4	4

- **The major functions are performed by them:**
  The Shareholders and Investors Grievance Committee ensures that there is timely and satisfactory redressal of all investor queries. The Committee approves, oversees and reviews all matters connected with share transfers, rematerialisation, transposition of securities, redresses shareholder's grievances like transfer of shares, non- receipt of Balance Sheet and all such acts, things or deeds incidental thereto. The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor's service.

III. REMUNERATION COMMITTEE:

- **Composition:**
  The Company has constituted the Remuneration Committee which comprises of the following Directors:

Sr No.	Name of Director	Category	Designation
1	Mrs. Sadhana Lohia	Non - Executive, Independent	Chairman
2	Mrs. Duraiya Darukhanwala	Non - Executive, Non-Independent	Member
3	Mr. Nathmal Lohia	Non - Executive, Independent	Member

- **Meeting and Attendance:**
  During the year under review only one meeting was held in October 2013 to consider re-appointment of Mr. Hozef Darukhanawala as a Managing Director and approve his remuneration.

Meeting of the Remuneration Committee and Attendance of the Members	Meeting Held	Meeting Attended
Ms. Sadhana Lohia	1	1
Mrs. Duraiya Darukhanwala	1	1
Mr. Nathmal Lohia	1	1

- **The major role of the Committee includes the following:**
  The broad terms of reference of the Remuneration Committee are to review the performance of the Whole-time Directors, after considering the Company's performance and recommend to the Board remuneration including salary, perquisites and commission to be paid to the Company's Whole-time Directors within the overall ceilings approved by the shareholders.

- **Remuneration Policy:**
  The remuneration of directors is fixed by the Remuneration Committee as constituted above. The Non-Executive Directors are not paid any remuneration.

- **Details of remuneration paid to Director**

Particulars	Hozef Darukhanawala	
	2013-14	**2012-13**
Salary	9,00,000	8,25,000
Commission	-	-
Total	9,00,000	8,25,000

GENERAL BODY MEETING:

The location, date and time of the Annual General Meetings of the Company held during the last three years are given below:

AGM	DATE	TIME	VENUE
Fifteenth	September 30 2011	11.00 a.m.	4, Akashdeep, Ground Floor, Road No.1, TPS VI, Santacruz (West), Mumbai 400 054
Sixteenth	September 29, 2012	11.00 a.m.	4, Akashdeep, Ground Floor, Road No.1, TPS VI, Santacruz (West), Mumbai 400 054
Seventeenth	August 01, 2013	11.00 a.m.	4, Akashdeep, Ground Floor, Road No.1, TPS VI, Santacruz (West), Mumbai 400

			054

Extra-Ordinary General Meeting:

Date	Time	Venue	Purpose
October 28, 2013	11.30 a.m.	4, Akashdeep, Ground Floor, Road No.1, TPS VI, Santacruz (West), Mumbai 400 054	• Preferential allotment of 2,49,158 convertible Share Warrants [having an option to apply for and be allotted upto 2,49,158 Equity Shares to non – promoters with each warrant convertible into one equity share of the Company of nominal value of Rs. 10/- each at a premium of Rs. 8/- per share. • For Increasing Authorised Capital from 750 lcas to 800 lacs.

i. The following special resolutions were passed at the previous three Annual General Meetings:

AGM held on September 30, 2011:

- Increase in Authorised Share Capital from 5 Crores to 7 Crores.

AGM held on September 18, 2012:

- No Special resolution.

AGM Held on July 12, 2013:

- No Special resolution.

ii. The Company has not passed any special resolution through Postal Ballot during the year 2013 – 2014 under Section 192A of the Companies Act, 1956.

iii. Details of resolutions proposed to be conducted through Postal Ballot:
No resolutions are proposed to be passed by conducting a postal ballot.

Since the Company is listed entity, all resolutions are required to be passed through E-voting.

DISCLOSURES:

1. Disclosure on materially significant related party transactions, pecuniary or business relationship with the Company:

   The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under Notes to Accounts.

2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matters related to Capital Market:

   The Company has complied with all requirements of the Listing Agreement with the Stock Exchange (BSE). No penalties were imposed against the Company by Stock Exchanges or SEBI and any statutory authority on any matters related to the capital markets.

3. Whistle Blower Policy:

   The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

4. Proceeds from the Initial Public Offer of the Company:

   The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

5. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

   The Company has complied with the mandatory requirements and is in the process of adopting non-mandatory requirements of Clause 52 of listing agreement (BSE-SME), wherever feasible.

6. Reconciliation of Share Capital Audit:

   In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company

MEANS OF COMMUNICATION:

All material information and financial results of the Company is promptly sent to the Bombay Stock Exchange immediately after the same are considered by the Board.

CEO/~~CFO~~ CERTIFICATION:

As required under Clause 52 of the Listing Agreement, the CEO Certificate has been attached as a part of the Annual Report.

GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting (AGM):

Date	September 30, 2014
Day	Tuesday
Time	4.00 p.m.
Venue	4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054

Financial Calendar (tentative and subject to change):

The Company expects to announce the unaudited quarterly results for the year 2014-2015, as per the following schedule:

Financial Reporting for the half year ending September 30, 2014	Within 45 days from the end of the half - year ending September 30, 2014
Financial Reporting for the half year ending March 31, 2014	Within 60 days from the end of the 2nd half-year ending March 31, 2014

Date of Book Closure:
The Company's Register of Members and Share Transfer Book will remain closed from the September 26, 2014 to September 30, 2014 (both days inclusive)

Dividend Payment Date:
The Board of Directors of the Company has not declared any Dividend for financial year 2013-2014.

Listing on Stock Exchange:
The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE).

Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street Mumbai – 400 001

Stock Code:

Stock Exchange	Code
Bombay Stock Exchange Limited	535910
Demat ISIN Numbers in NSDL and CDSL	INE340O01013

Corporate Identification No (CIN): L65990MH1994PLC082399

The listing fees for the financial year 2014-2015 have been paid to Bombay Stock Exchange Limited. The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

Market Price Data (Face Value of ₹ 10/- Per Share):

Month	Bombay Stock Exchange Limited (In ₹ Per share)	
	High	Low
April 2013	-	-
May 2013	-	-
June 2013	-	-
July 2013	-	-
August 2013	19.65	16.25
September 2013	16.20	16.20
October 2013	15.40	15.40
November 2013	14.65	13.95
December 2013	-	-
January 2014	13.30	13.30
February 2014	-	-
March 2014	12.65	10.90

Shareholding Pattern as on March 31, 2014:

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	1791100	39.85%
2.	Market Makers	96000	2.14%
3.	Private Corporate Bodies	146000	3.25%
4.	Indian Public	2437100	54.23%
5.	NRIs/OCBs	8000	0.18%
6.	Clearing Member	16000	0.36%
	TOTAL	**4494200**	**100.00%**

Distribution of Shareholding as on March 31, 2014 is as under:

Category	Shareholders		Face Value of ₹ 10/- Per Share	
	Numbers	% of shareholders	Amount (`)	% of Amount
1 – 5000	1	0.476	5000	0.011
5001 – 10000	3	1.429	27500	0.061
10001 – 20000	56	26.667	1120000	2.492
20001 – 30000	21	10.000	522000	1.161
30001 – 40000	3	1.429	116000	0.258

40001 – 50000	1	0.476	50000	0.111
50001 – 100000	76	36.190	6160000	13.707
100001 – Above	49	23.333	36941500	82.198
	210	**100.00**	**44942000**	**100.00**

Dematerialization of Shares and Liquidity:
The International Securities Identification Number (ISIN) allotted to the Company is INE340O01013. As on March 31, 2014, 11,92,000 shares representing 26.52% of the Company's paid-up share capital were held in dematerialized form with National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL).

The break-up of Equity shares held in physical and Demat form as on March 31, 2014 is given below:

Particulars	**Shares**	**%**
Physical Shares	3302200	73.48
Demat Shares		
NSDL	504000	11.21
CDSL	688000	15.31
Total	**4494200**	**100.00**

Outstanding GDRs/ADRs/Warrants or any Convertible Instrument:

The Company has allotted 2,49,158 (Two Lakhs Forty-Nine Thousand One Hundred and Fifity-Eight) convertible Share Warrants [having an option to apply for and be allotted upto 2,49,158 (Two Lakhs Forty-Nine Thousand One Hundred and Fifity-Eight)] Equity Shares on preferential basis to non-promoters with each warrant convertible into one equity share of the Company of nominal value of Rs. 10/- each at premium of Rs. 8/- per share which shall be convertible in one or more trenches, within 18 (Eighteen) months from the date of allotment i.e. January 29, 2014.

Registrar and Share Transfer Agents:
M/s. Universal Capital Securities Pvt. Ltd.
21/25 Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road, Andheri (East),
Mumbai - 400 093.
Tel: (022) 2820 7203/7205
Fax: (022) 2820 7207
E-mail: info@unisec.in

Share Transfer System
Requests for share transfers, rematerialisation and transposition are approved by Shareholders and Investors Grievance Committee. The Share Certificate is returned/ issued within the time period as stipulated under The Companies Act, 1956, The Depositories Act, 1996, Listing Agreement and other applicable rules and regulations.

Addresses for Correspondence
Investor's Correspondence:
For transfer of shares in physical form, dematerialization and rematerialisation:
M/s. Universal Capital Securities Pvt. Ltd.
21/25 Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road, Andheri (East),
Mumbai - 400 093.
Tel: (022) 2820 7203/7205
Fax: (022) 2820 7207
E-mail: info@unisec.in

Any query on Annual Report:
Money Masters Leasing & Finance Limited
Registered Office:
4, Akash Deep, Ground Floor, TPS VI
1st Road, Milan Subway, Santacruz (West)
Mumbai- 400 054
Email ID: mm.moneymasters@gmail.com

On behalf of Board of Directors

Sd/-

Place: Mumbai **Hozef Darukhanawala**
Date: September 01, 2014 **Managing Director**

PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Money Masters Leasing & Finance Limited

We have examined the compliance of the conditions of Corporate Governance of Money Masters Leasing & Finance Limited for the year ended March 31, 2014, as stipulated in Clause 52 of the Listing Agreement (BSE-SME) of the said Company with the stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. No investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the Listing Agreement.

We further state that such compliances is neither an assurance as to the further viability of the Company not the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Kaushal Dalal & Associates,**
Company Secretaries
Sd/-
Kaushal Dalal
C.P. No. 7512

Date: August 14, 2014
Place: Mumbai

CEO CERTIFICATION TO THE BOARD

To,
The Board of Directors
Money Masters Leasing & Finance Limited

I, Hozef Darukhanawala, Managing Director of the Company on the basis of the review of the financial statements for the year ended on 31st March, 2014 along with cash flow statement for the period and to the best of our knowledge and belief, certify under Clause 52 v of the Listing Agreement that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.

We have indicated to the auditors and the Audit Committee: -

i. Significant changes in internal control over financial reporting during the year;
ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
iii. Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: August 14, 2014

Hozef Darukhanawala (DIN: 00177029)
Managing Director

Meena N. Shetty & Co.

CHARTERED ACCOUNTANTS
4, Navjivan Grih, Gr. Floor, S.V.Road,
Santacruz (W), Mumbai – 400054
Tel Off: 26151633, 2615 1743, 2619 3416
Fax No. 2617 1951

AUDITOR'S REPORT

To,
The Shareholder's of Money Masters Leasing & Finance Ltd.

Dear Sir,

We have audited the attached Balance Sheet of **MONEY MASTERS LEASING & FINANCE LTD.** as at 31st March 2014 and also the Profit and Loss Account and the Cash Flow of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audit.

1. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, the evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall Financial Statement presentation. We believe that our audit provides a reasonable basis for our opinion.

2. As required by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956, paragraphs 4 and 5 and the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 paragraphs 3 and 4 we enclose in the annexure a statement on the matters specified in the said orders.

   Further to our comments in the Annexure referred to in paragraph 1 above:

   a) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
   b) In our opinion, proper books of accounts, as required by law, have been kept by the Company so far as it appears from our examination of such books.
   c) The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
   d) The company's Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with in this report are in line with the Accounting standards prescribed by law in sub-section (3c) of section 211 of the Companies Act, 1956.
   e) On the basis of the written representation received from the Directors, as on 31st March 2014, and taken on record by the Board of Directors, we report that none of the Directors of the Company are disqualified as on 31st March 2014 from being appointed as a Director under clause (g) of subsection (1) of section 274 of the Companies Act, 1956.
   f) In our opinion and to the best of our information and according to explanations given to us, the said accounts read with schedules attached thereto and notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2014;

ii) In the case of Profit & Loss, Account of the profit for the year ended on that date;

iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

FOR MEENA N. SHETTY & CO
CHARTERED ACCOUNTANTS

MEENA N. SHETTY
PROPRIETOR
MEMBERSHIP NO.: 41640
Place: Mumbai
Date: 30th May 2014

ANNEXURE

Referred to in Paragraph 3 of our report of even date:

1. The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets. The Fixed Assets have been Physically verified by the Management during the year and no material discrepancies were identified on such verification.

2. Since the Company has not carried out any manufacturing or trading activity during the year, in view of the same, reporting under clause 4(ii) (a), 4(ii) (b), 4(ii) (c), 4(iv) and 4(viii), are not considered as applicable.

3. The Company has neither taken nor granted any loans or advances in the nature of loans to parties covered in the register maintained under section 301 of the Companies act, 1956. Hence, the question of reporting whether the terms and conditions of such loans are prejudicial to the interests of the company, whether reasonable steps for recovery / repayment of over dues of such loans are taken does not arise.

4. Based on the audit procedures applied by us and the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

5. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any public deposits u/s 58A of the Companies Act 1956, so far, up to 31st March 2014.

6. In our opinion, the Company has an internal audit system commensurate with size and nature of its business.

7. According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues on account of income tax. The liability of Provident Fund, Labour Welfare Fund, and Employee's State Insurance, Wealth tax, Custom Duty, Cess, Service Tax and other statutory dues are not applicable to the Company.

8. According to the records and as per the information and explanations given to us thereon, no material undisputed amounts towards statutory payments are outstanding as at 31st March 2014.

9. According to the records and as per the information and explanation given to us no disputed amounts are outstanding as payable by the Company.

10. There are no accumulated losses as at 31st March 2014. The Company has not incurred any cash loss during the year under audit.

11. The Company has not borrowed any funds from any Financial Institution. In view of the same reporting on regularity in repayment of dues to a Financial Institution, Bank or debenture holders do not arise.

12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities. In the absence of any such loans granted the question of reporting on the terms and conditions thereof, does not arise.

13. The Company is not a chit fund, nidhi / mutual benefit fund and therefore the requirements pertaining to such class of companies are not applicable.

14. The Company is not dealing or trading in shares, securities, debentures and other investments.

15. The Company has not given any guarantee for loans taken by others from Bank or Financial Institutions.

16. The Company has not taken new term loans during the year under consideration. In the absence of the same reporting on its utilization does not arise.

17. The Company has not utilized its Short-term funds for long-term investments.

18. During the year covered by our audit, the Company has not issued debentures. The question of creating any security against debentures does not arise.

19. Public issue made during the year under consideration, verified the application of money raised by public

20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of audit.

Further as required by Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 we state below the matters specified in paragraphs 3 and 4 of the said order:

1. The company is engaged in the business of non-banking financial Institution and it has obtained a Certificate of Registration (COR) from the Reserve Bank of India.
2. The company is entitled to continue to hold the COR in terms of its assets/income pattern as on March 31 2014.
3. Based on the criteria set forth by the Reserve Bank of India in company circular no. DNBS PD CC NO.85/03.02.089/2006-07 Date December 6, 2006 for classification of NBFC'S as an Asset financial company (AFC), the Company has been correctly classified as AFC (the percentage of total Asset financed to the total Assets of the Company stands at 73.64% and the percentage of income from Asset financing to total gross income stands at 82.56% as defined in non-banking financial companies acceptance of public deposits (Reserve bank) directions, 1998 with reference to the business carried on by it during the Financial year ended 31rst March 2014.
4. The public deposits accepted by the Company together with the Borrowings from it's Shareholders, which are not excluded from the definition of 'public deposit' in the non-banking

financial companies acceptance of public deposits (Reserve bank) Directions, 1998, are within the limits admissible to the Company as per the provision of the non-banking financial Companies acceptance of public deposits (reserve bank) directions, 1998.

5. Since the Company does not hold any Public deposit in excess of the quantum of such deposits permissible to it under the provision of non-banking financial companies acceptance of public deposits (Reserve Bank) directions, 1998 no comments as to the regularization of the same is required.
6. Since the Company, an Asset Finance company, does not have the capital to risk assets ratio (CRAR) less than 15%, no comments as to the acceptance of "public deposits" without minimum investment grade credit rating from an approved credit rating agency is required.
7. Since the Company does not require a Credit rating, no comments is required with respect to either whether the credit rating for each of the fixed deposits schemes is in force and whether the aggregate amount of deposits outstanding as at any point during the year has exceeded the limit specified by the such credit rating agency;
8. Since the Company's net owned funds are above Rs 200 lakhs, no comments are required as to whether the public deposits held by the company is in excess of the quantum of such deposits permissible to it in terms of Notification no. DNBS. 199/CGM (PK) – 2008 dated June 17, 2008 and whether the Company has frozen its level of deposits as on the date of that notification; or has brought down its level of deposits to the level of revised ceiling of deposits in terms of that notification.
9. The company has not defaulted in paying to its depositors the interest and/or Principal amount of the deposits after such interest and/or principal became due;
10. The company has complied with the prudential norms on income recognition, accounting standards, assets classification, provisioning for bad and doubtful debts and concentration of credit/investments as specified in the directions issued by the Reserve bank of India in terms of the non-banking financial (deposit accepting or holding) companies prudential norms (Reserve bank) directions, 2007.
11. The capital adequacy ratio as disclosed in the return submitted to the bank in terms of the non-banking financial (deposit accepting or holding) companies prudential norms (Reserve bank) directions, 2007 has been correctly determined and such ratio is in compliance with the minimum CRAR prescribed therein;
12. The company has complied with the liquid assets requirement as prescribed by the Reserve Bank of India in exercise of its power under section 45-IB of the RBI act and the details of the designated bank in which the approved securities are held is communicated to the office concerned of the Reserve Bank in terms of notification no.DNBS.172/CGM (OPA)-2003 dated July 31, 2003;
13. The Company has furnished to the Reserve bank of India within the stipulated period the return on deposits as specified in the NBS to the non-banking financial companies acceptance of public deposits (Reserve bank) Directions, 1998;
14. The Company has furnished to the Reserve bank within the stipulated period the returns on prudential norms as specified in the non- banking financial (Deposit accepting or holding) companies prudential norms (Reserve bank) Directions, 2007;
15. Since the Company has neither opened new branches or offices to collect deposits or has closed existing branches/offices no comments is required as to whether in the case of appointment of agent, the company has compiled with the requirements contained in the non-banking financial companies acceptance of public deposits (Reserve bank) directions, 1998.

FOR MEENA N SHETTY & CO
CHARTERED ACCOUNTANTS

MEENA N SHETTY
PROPRIETOR
MEMBERSHIP NO:41640
Place: Mumbai
Date: 30th May 2014

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Balance Sheet as at 31 March, 2014

		Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
				Rs	Rs
A		**EQUITY AND LIABILITIES**			
	1	**Shareholders' funds**			
		(a) Share capital	9	68,604,000	59,994,000
		(b) Reserves and surplus		1,783,995	2,698,563
		(c) Reserve Fund 45IC		2,140,811	1,938,099
		(d) Share Premium		11,125,764	2,452,500
				83,654,570	**67,083,162**
	2	**Warrents compulsory convertible to equity pending allotment**	10	**2,491,580**	-
	3	**Non-current liabilities**			
		(a) Long-term borrowings	11	84,986,291	61,300,020
		(b) Other long-term liabilities	12	-	178,952
		(c) Long-term provisions	13	3,506,711	3,682,536
				88,493,002	**65,161,508**
	4	**Current liabilities**			
		(a) Trade payables	14	414,089	-
		(b) Other current liabilities	15	2,878,329	2,092,187
				3,292,418	**2,092,187**
		TOTAL EQUITY AND LIABILITIES		**177,931,577**	**134,336,857**
B		**ASSETS**			
	1	**Non-current assets**			
		(a) Fixed assets			
		(i) Tangible assets	16	**1,157,614**	**1,555,855**
		(b) Non-current investments	17	**8,207,032**	**8,507,032**
		(c) Non-current Loans and Advances	18	151,383,628	118,599,473
	2	**Current assets**			
		(b) Cash and cash equivalents	19	13,511,364	2,286,296
		(c) Short-term loans and advances	20	148,000	151,000
		(d) Deposits & Taxes	21	3,523,938	3,237,201
				168,566,930	**124,273,970**
		TOTAL ASSETS		**177,931,577**	**134,336,857**
		See accompanying notes forming part of the financial statements			

In terms of our report attached.
For M/s Meena N Shetty & Co
Chartered Accountants

sd-

Proprietor

Place : MUMBAI
Date : 30th May 2014

Money Master Leasing & Finance Ltd

sd-

Director

Place : MUMBAI
Date : 30th May 2014

MONEY MASTERS LEASING AND FINANCE LTD
4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Balance Sheet as on March 31, 2014

NOTE:9
Share Capital

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
AUTHORISED :-		
50,00,000 Equity Shares of Rs. 10/- each	50,000,000	40,000,000
30,00,000 7% Cumulative Redeemable Preference Shares of Rs.10/- each	30,000,000	30,000,000
TOTAL	**80,000,000**	**70,000,000**
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
A) 2,91,2950 Equity Shares of Rs. 10/- each (Issued @ par) (Rs 29,129,500/=)		
B) 2,45,250 Equity Shares of Rs 10/= each (Issued @ Rs 10/- Premium) (Rs 2,452,500/=)		
C) 13,36,000 Equity Shares of Rs 10/= each (Issued @ Rs 5/- Premium) (Rs 13,360,000/=)	44,942,000	31,582,000
B) 23,66,200 7% CCR Preference Shares of Rs.10/- each (All Preference Shares issued at Par.)	23,662,000	28,412,000
TOTAL	**68,604,000**	**59,994,000**

NOTE:10
Share Application Money Pending allotment

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
2,49,158 Warrents Compulsory Convertible to Equity of Rs.10/-each pending allotment (Issued @ premium of Rs 8/=)	2,491,580	-
TOTAL	**2,491,580**	-

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Balance Sheet as on March 31, 2014

NOTE:11
Long Term Borrowing/ Deposits

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Definite Forecast Scheme	6,776,432	16,710,595
High Liquidity Scheme	13,109,000	21,455,099
Corporate Deposits	-	3,489,828
Deposits from Directors	19,615,782	14,925,782
Definite Forecast Scheme (Interest Payable)	2,610,989	4,400,770
Discount on Investment in Government Security	296,419	317,946
Interest payable on Directors Deposit	139,997	-
Term Loan (United Bank)	8,093,111	-
Cash Credit Limit (Central Bank of India)	34,344,561	-
TOTAL	84,986,291	61,300,020

NOTE:12
Other Long Term Liabilities

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Interest payable on ICDs	-	178,952
TOTAL	-	**178,952**

NOTE:13
Long Term Provision

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Provision for NPA	2,701,940	3,027,765
Provision Depreciation on Investment	317,000	317,000
Provision for Standard Assets	487,771	337,771
TOTAL	**3,506,711**	**3,682,536**

NOTE:14
Trade Payables

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Sundry Creditors	-	-
Prf. Share Dividend Payable	414,089	
TOTAL	**414,089**	-

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Balance Sheet as on March 31, 2014

NOTE:15

Other Current Liabilities

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Provision For Income Tax-(A.Y- 2012-13)	-	712,783
Provision For Income Tax-(A.Y- 2013-14)	1,246,102	1,246,102
Provision For Income Tax-(A.Y- 2014-15)	1,578,579	-
Provision For Tds	4,000	4,343
Provision For Electricity Bill	5,000	5,000
Provision For Telephone Bill	8,648	7,935
Provision For Professional Fees	-	7,584
Provision For Rent	36,000	31,500
Provision for Dividend Distribution Tax payable for 2012	-	56,940
Provision For Auditors Fees	-	20,000
TOTAL	2,878,329	2,092,187

ASSETS

NOTE:17

Non Current Investments

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
In Shares (Market value as on 31-03-2013 -- Rs. 5,22,341)	707,032	707,032
IN GOVERNMENT SECURITIES		
Karnataka State Financial Corporation	700,000	1,000,000
Government of India Bond 2028	1,300,000	1,300,000
Government of India Bond 2032	3,000,000	3,000,000
Government of India Bond 2027	2,500,000	2,500,000
TOTAL	8,207,032	8,507,032

NOTE:18

Non current Loans and Advances

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Assets Financing(Hire Purchase Loans)	127,066,806	98,427,535
Interest receivable from Assets financing	3,970,111	2,369,855
Non Hire purchase Loans	19,148,983	16,743,814
Interest receivable from Non Hire Purchase Loans	659,665	419,310
Interest receivable from Government Securities	88,063	98,959
commission receivable	450,000	540,000
TOTAL	151,383,628	118,599,473

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Balance Sheet as on March 31, 2014

Note:16

ASSETS	Rate of Depreciation	GROSS BLOCK					DEPRECIATION			W. D. V. AS ON	W. D. V. AS ON
		AS ON	DURING YEAR			AS ON	AS ON	FOR THE	TOTAL	31.03.2014	31.03.2013
	%	31.03.2013	Before September	After September	SOLD	31.03.2014	01.04.2013	YEAR			
Computer & printer	40	2,136,623	-	-	-	2,136,623	1,847,149	115,790	1,962,939	173,684	289,474
Computer Software	40	1,462,900	3,100	-	-	1,466,000	1,239,069	90,772	1,329,841	136,159	223,831
Air Conditioner	14	571,300	-	-	-	571,300	457,322	15,854	473,176	98,124	113,978
Furniture & Fixtures	18.10	1,765,199	-	-	-	1,765,199	1,382,482	69,272	1,451,754	313,445	382,717
Refrigerator.	14	22,500		-	-	22,500	20,337	301	20,638	1,862	2,163
Telephone System	14	140,565		-	-	140,565	125,243	2,131	127,374	13,191	15,321
Television	14	34,000		-	-	34,000	29,725	595	30,320	3,680	4,275
Vacuum Cleaner	14	5,390		-	-	5,390	4,236	161	4,397	993	1,154
Aqua Guard	14	15,780		-	-	15,780	7,350	1,173	8,523	7,257	8,430
Current Counting Machin	14	-	-	30,000		30,000	-	2,087	2,087	27,914	-
Vehicle	26	1,347,098	-	-	-	1,347,098	832,586	133,207	965,793	381,305	514,512
TOTAL		**7,501,355**	**3,100**	**30,000**	**-**	**7,534,455**	**5,945,499**	**431,342**	**6,376,841**	**1,157,614**	**1,555,855**

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Balance Sheet as on March 31, 2014

NOTE:19
Cash & Cash Equivalents

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Cash in hand	1,447,145	891,597
Samata Sahakari Bank Ltd	1,289,794	106,458
The Federal Bank (Scheduled Bank)	11,675	11,675
Bombay Mercantile Co-op Bank (Scheduled Bank)	9,817,349	1,276,566
Central Bank of India (Current Account)	54,910	
United Bank of India (Current Account)	890,491	
TOTAL	13,511,364	2,286,296

NOTE:20
Short term Loans & advances

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Employees Loans	148,000	151,000
TOTAL	148,000	151,000

NOTE:21
Deposits & Taxes

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
TDS Receivable Ass Year 2012-13	-	231,584
tds receivable asst yr 13-14	196,250	196,250
advance tax asst yr 13-14	450,000	450,000
Advance Tax Ass Yr 2012-13	-	450,000
tds receivable asst yr 14-15	267,918	
advance tax asst yr 14-15	500,000	
Telephone Deposits	4,804	4,804
Deposit for Premises	1,850,000	1,850,000
Deposit with B.S.E.S. Ltd.	7,243	7,243
provision for deffered tax asset	43,523	43,523
Deposit refundable with BSE	200,400	-
Deposit with Reliance Energy Ltd	3,800	3,800
TOTAL	3,523,938	3,237,204

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Statement of Profit and Loss for the year ended 31 March, 2014

	Particulars	Note No.	For the year ended 31 March, 2014 Rs	For the year ended 31 March, 2013 Rs
A	**CONTINUING OPERATIONS**			
1	Revenue from operations	2	18,268,257	13,397,511
2	Other income	3	2,152,493	1,648,278
3	**Total revenue (1+2)**		**20,420,750**	**15,045,789**
4	**Expenses**			
	(a) Employee benefits expense	4	2,008,108	1,699,584
	(b) Finance costs	5	6,761,818	6,615,919
	(c) Depreciation and amortisation expense	6	431,342	621,674
	(d) Other expenses	7	8,627,342	3,183,541
	Total expenses		**17,828,610**	**12,120,718**
5	**Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)**		2,592,140	2,925,071
8	**Tax expense:**			
	(a) Provision for Income Tax		1,578,579	1,246,102
9	**PROFIT AFTER TAX**		**1,013,561**	**1,678,970**
	APPROPRIATIONS:			
	Balance brought forward		**2,698,563**	**2,457,392**
	Add :- Profit / (Loss) for the year		1,013,561	1,678,970
	Less : - TDS Receivable Ass Year 2011-12		-	176,075
	Advance Tax Ass Yr 2011-12		-	175,000
	TDS Receivable Ass Yr 2012-13		231,584	-
	Advance Tax Ass. Yr 2012-13		450,000	-
	Self Assessment Tax		626,854	32,131
	Less;- Preference shares Dividend paid @ 7%		1,756,987	1,443,424
	Dividend Distribution Tax		298,600	240,249
	Transferred to Reserves Fund 45IC		202,712	335,794
	Add : Provision For Income Tax-(A.Y- 2011-12)		-	278,716
	Add : Provision For Income Tax-(A.Y- 2012-13)		712,783	
	provision for deffered tax asset			43,523
	NPA Provision in respect off Bad Debt written back		925,825	642,635
	Balance carried forward to Balance Sheet		**1,783,995**	**2,698,563**
	See accompanying notes forming part of the financial statements			

In terms of our report attached.
For M/s Meena N Shetty & Co
Chartered Accountants

sd

Proprietor
Place : Mumbai
Date : **30th May 2014**

Money Master Leasing & Finance Ltd

sd

Director
Place Mumbai **30th May 2014**

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Profit and Loss Account for the year ended March 31, 2014

NOTE:2
Revenue from Operations

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Interest and Income from Hire Purchase		
Hire Purchase	16,089,780	11,718,182
Hire Purchase - Processing Fees	599,705	163,008
Penalty-HP	169,995	132,705
	16,859,480	**12,013,895**
Interest and Income from Non Hire Purchase		
Bank Fixed Deposits	75,013	68,808
Non Hire Purchase	1,283,714	1,314,308
Penalty -NHP	50,050	500
	1,408,777	**1,383,616**
TOTAL	**18,268,257**	**13,397,511**

NOTE:3
Other Income

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Miscellaneous Income :		
Dividend	12,544	20,802
Interest on Bonds & Investment	604,875	782,504
Other Income	1,513,547	823,445
Discount on Investment Written Back	21,527	21,527
TOTAL	**2,152,493**	**1,648,278**

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Profit and Loss Account for the year ended March 31, 2013

NOTE:4

Employee benefits expenses

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Salaries	1,093,662	862,980
Staff Welfare	14,446	11,604
Director Remuneration	900,000	825,000
TOTAL	2,008,108.00	1,699,584.00

NOTE:5

Finance cost

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Interest and Bank charges		
Bank Charges	772,805	28,686
Int paid CBI (Cash Credit)	556,554	-
Int on Term Loan (United Bank of India)	487,786	-
Interest On Deposits-HLS	2,307,913	3,740,285
Interest On Deposits-DFS	1,504,204	2,595,974
Interest On Directors Deposits	1,055,852	-
Interest On I C D	76,704	250,974
TOTAL	6,761,818	6,615,919

NOTE:6

Depreciation and amortisation Expenses

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Depreciation	431,342	621,674
TOTAL	431,342	621,674

MONEY MASTERS LEASING AND FINANCE LTD

4 AKASHDEEP , GROUND FLOOR, ROAD NO.1 , TPS VI, SANTACRUZ(W), MUMBAI 4000 54.

Notes annexed to and forming part of the Profit and Loss Account for the year ended March 31, 2014

NOTE:7
Other Expenses

	As at 31 March, 2014	As at 31 March, 2013
	Rs	Rs
Administrative Expenses		
Judicial Stamps & Registration Expenses	387,820	27,692
Professional Fees	3,285,747	755,523
Electricity Charges	65,770	69,330
Telephone Expenses	123,929	69,779
Rent Paid	455,000	422,500
Repairs & Maintenance	12,395	4,406
Printing & Stationery	179,248	145,433
Professional Tax	14,675	13,975
Miscellaneous Expenses	70,912	120,413
Conveyance	19,841	9,424
Office Expenses	79,948	49,359
Vehicle & Petrol Expenses	51,000	77,177
Postage & Telegram	9,335	8,142
Computer Expenses	89,375	74,144
Provision For NPA	600,000	200,000
Donation	5,050	5,150
ROC Filling fees	170,930	37,225
Travelling Expenses	67,735	85,312
Loss on sale in Investment	-	151,750
Premium on Investment W/off		43,116
Society maintenance	37,428	51,056
Business Promotion	11,506	
Advertisement	235,004	
Public Issue Expenses	1,502,689	
Auditors Remuneration		
Statutory & Tax Audit	76,180	20,000
Bad debts of last five years written off on which 100% Provision had been made	925,825	642,635
Provision for depreciation on Investment	-	-
Provision for Standard Assets	150,000	100,000
TOTAL	**8,627,342**	**3,183,541**

Schedules forming part of the Audited Balance Sheet as on 31st March 2014

Schedule -1

A) SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONVENTIONS

The accompanying financial statements have been prepared under the historical cost convention, except as otherwise stated, and conform with statutory requirements, the Generally Accepted Accounting Practices prevailing within the NBFC industry in India (“Indian GAAP”), and the guidelines issued by Reserve Company of India (“RBI”) from time to time.

2. TRANSACTIONS INVOLVING FOREIGN EXCHANGE

The Company is not engaged in foreign exchange business

3. INVESTMENTS-

In accordance with the Reserve Bank of India guidelines, investments are classified into “Held for Trading”, “Available for Sale”, and “Held to Maturity” categories. All the present Investments are in the category of Long Term Investments in the “Held to Maturity” category. These are further identified as performing or Non-performing as per Income Recognition, Asset Classification and Provisioning norms of RBI. All the present Investments are in the Category of “Performing Assets”.For disclosure in Balance Sheet, the Investments are classified under four groups viz.

a) Government Securities
b) Shares
c) Bank Fix Deposits
d) Others

Brokerage, commission etc., paid at the time of acquisition, are charged to revenue.

The Company is following the policy of writing off the premium and discount on Investments over the tenour of the Investments.

Classification of an Investment is done at the time of purchase into following categories :

3.2.1 Held to Maturity

These comprise of Investments which the Company intents to hold till maturity.

3.2.2 Held for Trading

Securities which are held for resale within 90 days from the date of purchase.

3.2.3 Available for Sale

Investments which cannot be classified in the above categories.

3.3 Transfer of Securities between categories:

Transfer / shifting of securities from one category to another is done at the least of acquisition cost / book value / market value on the date of transfer. However no such shifting has been done during the year.

The depreciation, if any, on such transfer is provided for and the book value of the security is adjusted accordingly.

3.4 Valuation :

The valuation of Investments is made in accordance with the Reserve Bank of India guidelines:

3.4.1 Held for Trading :

Investments classified under this category are marked to market at monthly intervals. Net appreciation, if any, for each classification is ignored, depreciation, if any, is provided for.

3.4.2. Held to Maturity:
Investments under this category are carried at their face value. The premium/discount on acquisition has been written off over the maturity period of the Investments.

3.4.3. Available for Sale:
Investments classified under this category are marked to market at monthly intervals. Net appreciation, if any, for each classification is ignored, depreciation, if any, is provided for.

3.5 Interest on investments is accounted for on accrual basis except where the interest is overdue for more than 180 days.

3.6 Non-Performing investments are identified and provision is made on as per RBI guidelines.

4. Advances
Advances are classified as performing and non-performing assets and provisions are made in accordance with the Prudential Norms on Income Recognition, Asset Classification and Provisioning prescribed by Reserve Bank of India from time to time.

4.2 Advances are stated at net of write off and gross of provisions for non-performing assets.

5. FIXED ASSETS AND DEPRECIATION
5.1 Fixes Assets have been accounted for at cost.

5.2 Depreciation on fixed assets is provided for on the diminishing balance method at the rates prescribed under the Indian Company's Act.

5.3 Depreciation on fixed assets acquired during the year costing less than Rs. 5,000 per item has been provided for in full.

5.4 The depreciation has been provided at the above rates from the date of addition in the year of acquisition. For the assets sold/disposed off during the year depreciation has been provided at the above rates upto the date of sale.

6. REVENUE RECOGNITION
Income and Expenditure are generally accounted on accrual basis.
In the case of non-performing assets, income is recognized to the extent of realization in respect of past loans due. Accounts recoveries are appropriated towards principal after adjusting interest accrued thereon.
Commission, Exchange, Brokerage, Dividends are accounted for as income on cash basis. Interest on refund of Direct Taxes is accounted for in the year in which the assessment order is passed.

7. NET PROFIT
The net profit disclosed in the Profit and Loss Account is arrived at after:

(a) provisions for depreciation on investments :
(b) provisions for taxes :
(c) NPA provision for advances, investments, lease assets and other assets
(d) Other usual and necessary provisions, and
(e) Write-off of bad debts :

B) ACCOUNTING STANDARDS :
In compliance of the guidelines issued by Reserve Bank of India, the following information is disclosed as per Accounting Standards issued by The Institute of Chartered Accountants of India.

1. Prior Period Items (AS-5)

There were no material prior period items of income/expenditure during the year requiring disclosure as per Accounting Standards – 5.

2. Revenue Recognition (AS-9)

Income is recognized on accrual basis. In case of non-performing assets, income is recognized to the extent of realization. Income from Commission, Exchange & Brokerage and Dividends is taken on receipt basis.

3. Related Party Transactions (AS-18)

The details pertaining to related party transactions in respect of Key Management Personnel of the Company are as follows:

a) Key Management Personnel
Name : Mr. Hozef Darukhanawala
Designation : Managing Director

Particulars	2013-14	2012-13
Remuneration Paid	9,00,000	8,25,000

b) Key Management Personnel
Name : Mr. Durriya Darukhanawala
Designation : Director

Particulars	2013-14	2012-13
Office rent Paid	2,27,500	2,10,000

4. Taxes on Income (AS-22)
The Company has provided for the Income tax in the Profit and Loss Account for the year.

5. Impairment of Assets (AS-28)
There is no material impairment of fixed assets and as such no provision is required as per AS-28.

C. Disclosure of complaints for the year 2013-14

1. Customer Complaints

a)	No. of Complaints pending at the beginning of the year	Nil
b)	No. of Complaints received during the year	Nil
c)	No. of Complaints redressed during the year	Nil
d)	No. of Complaints pending at the end of the year	Nil

D. ADDITIONAL DISCLOSURE

In terms of RBI guidelines, the following additional disclosures have been made

1. **CAPITAL ADEQUACY :** The Company has complied with Capital Adequacy Norms Prescribed by the Reserve Bank of India. Capital Adequacy ratio as on 31.3.2014 Works out to 55.36after taking into account the market risk on investment as Per Reserve Bank of India guidelines.

	Items	31.03.2014	31.03.2013
i.	CRAR (%)	55.36%	55.18 %
ii.	CRAR – Tier I capital (%)	40.12%	31.46 %
iii.	CRAR – Tier II capital (%)	15.24 %	23.72 %

2. **INVESTMENTS**

	Items	31.03.2014	31.03.2013
	Value of Investments Gross Value of Investments (In India) (The Investments primarily comprise of Government Securities and Bank Fix Deposits). The Market value of Investments as on 31-03-2014 is Rs. 80,22,341/-	82,07,032	85,07,032

3. NPA written off

During the year following Advances provided 100% as bad and in the view of the Management is irrecoverable have been written off to the extent of Rs.9,25,825/-.

Account No.	Name of Client	Amount
201	RAMESH SHETTY	79,025.00
303	ASHOK SHEKHAR	2,00,000.00
674	VITTORIO PLY-N-VENEER	6,46,800.00
	T O T A L	**9,25,825.00**

The corresponding NPA reserve of Rs.9,25,825 /- has been written back since the same is no more required. However the Company will continue to maintain memorandum record of the same.

4. **No Public Deposits will be accepted**

The Board of Directors had met on 27th December 2011 to consider a change in policy with regard to the source of funds. Considering the prevailing economic and regulatory scenario a policy decision has been taken that henceforth the sourcing of funds will be through enhancement of the Capital base by an increase in the Equity and Preference shares and mobilization of deposits from the Directors and their relatives. No new Public Deposits has been accepted nor existing ones renewed during the period.

FOR MEENA N. SHETTY & CO
CHARTERED ACCOUNTANTS

For Money Masters Leasing & Finance Ltd

MEENA N. SHETTY
PROPRIETOR
MEMBERSHIP NO:
Place: Mumbai
Date: 30TH May 2014

Director **Director**

Mumbai
Date: 30th May 2014

MONEY MASTERS LEASING & FINANCE LTD
Cash Flow Statement for the year ended 31 March, 2014

Particulars	For the year ended	
		31 March, 2014
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax		**-1,187,555**
Adjustments for:		
Income tax	1,578,579	
Depreciation and amortisation	431,342	
Provision for Standard Assets	150,000	
Transfer to Reserve Fund 45IC	202,712	
Provision for NPA	600,000	
		2,962,633
Operating profit / (loss) before working capital changes		**1,775,078**
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Trade receivables	-	
Short term loans and advances	3,000	
Deposits & Taxes	(286,737)	
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	414,089	
Other Current Liabilities	786,142	
		916,494
Cash generated from operations		**2,691,572**
Net cash flow from / (used in) operating activities (A)		**2,691,572**
B. Cash flow from investing activities		
Fixed Assets Purchase	(33,100)	
Non current loans and advances	(32,784,155)	
Investment sold	300,000	
Net cash flow from / (used in) investing activities (B)		**(32,517,255)**
C. Cash flow from financing activities		
Proceeds from issue of preference shares	8,610,000	
Warrant Compulsory convertible to Equity	2,491,580	
Dividend	(2,055,587)	
Other long term Liabilities	(178,952)	
Long term provision	-175,825	
long Term borrowing	23,686,271	
Share Premium	8,673,264	
Net cash flow from / (used in) financing activities (C)		**41,050,751**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**11,225,068**
		-
Cash and cash equivalents at the beginning of the year		2,286,296
Cash and cash equivalents at the end of the year		**13,511,364**
Reconciliation of Cash and cash equivalents with the Balance Sheet:		

Money Masters Leasing & Finance Limited
CIN: L65990MH1994PLC082399
Registered Office:4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai – 400054

ATTENDANCE SLIP
(To be presented at the entrance)

Folio No.: ___________________ DPID No.: __________________ Client I.D.No.: __________________

No. of shares held: ___________________

I/ We hereby record my/ our presence at the **Eighteenth Annual General Meeting** of the Company at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054, **on Tuesday, September 30, 2014 at 4.00 p.m.**

Name of the Member: ______________________________________ Signature __________________

Name of the Proxy holder: ___________________________________ Signature _________________

NOTE: Member/joint member/proxies are requested to bring this slip with them and hand it over at the entrance. Duplicate slips will not be issued at the entrance of the venue

Money Masters Leasing & Finance Limited
CIN: L65990MH1994PLC082399 **PROXY SLIP**
Registered Office: 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai – 400054

PROXY FORM – MGT-11
[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 members of **MONEY MASTERS LEASING & FINANCE LIMITED** holding ....Equity Shares hereby appoint:

1. Name:..E-Mail id..
Address..Signature..or failing him.

2. Name:..E-Mail id..
Address..Signature..or failing him.

3. Name:..E-Mail id..
Address..Signature..

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 at 4.00 p.m. at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions
Ordinary Business	
1.	Consider and adopt the Audited Financial Statements for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon
2.	Appoint a director in place of Mrs. Duraiya Hozef Darukhanawala, who retires by rotation and being eligible, seeks Re-appointment
3.	Appoint M/s. Meena N. Shetty & Co., Chartered Accountants as the auditors of the Company
Special Business	
4.	Appointment of Mr. Nathmal Gokuldas Lohia as an Independent Director
5.	Appointment of Mrs. Sadhana Nathmal Lohia as an Independent Director
6.	Re-appointment and Revision in Remuneration of Mr. Hozef Darukhanawala, Managing Director
7.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted
8.	Preferential Allotment of 6,88,000 Reedemable Preference Shares

Signed this ………..Day of ………..... 2014

……………………….
Signature of shareholder

Affix
₹1/-
Revenue
Stamp

……………………………. ……………………………… ……………………………..
Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
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.