

32 YEARS IN
SERVICE



ANNUAL REPORT

2025-26

I N V E S T I N G I N R E L A T I O N S H I P S

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Javid Husain Parkar	Independent Director-Chairperson
Mr. Hozef Abdulhussain Darukhanawala	Managing Director
Mrs. Durriya Hozef Darukhanawala	Non-Executive Director
Mr. Vijaypratap Talukdar Singh	Independent Director (Ceased w.e.f. 29 th June, 2026)
Mr. Saideep Rajendrakumar Agarwal	Non-Executive Director (Appointed w.e.f. 27 th May, 2026)
Mr. Vikrant Ponkshe	Independent Director (Appointed w.e.f. 27 th May, 2026)
Mr. Vishal Suresh Agarwal	Independent Director (Appointed w.e.f. 27 th July, 2026)
Ms. Anjum Bahar Sayed	Chief Financial Officer
Ms. Tripti Jain	Company Secretary and Compliance Officer

REGISTERED OFFICE

4, Akash Deep, Ground Floor, TPS VI,
1st Road, Milan Subway, Santacruz (West)
Mumbai- 400 054
Tel: +91 8104939030

Email: mm.moneymasters@gmail.com; website: <https://moneymasterscc.in/>

BANKERS

DCB Bank Limited
Central Bank of India
Bombay Mercantile Cooperative Bank Limited
Samata Sahakari Bank Limited
Punjab and National Bank

STATUTORY AUDITORS

M/s. P S V Jain and Associates
Chartered Accountants,
Office No 105, Shri Yashwant Shopping Centre,
Kasturba Road No 7, Borivali East, Mumbai -400 066
Email: dularesh.itax@gmail.com

SECRETARIAL AUDITORS

M/s. HRU and Associates
Company Secretaries
Office-B-7, Sai Krip Mall,
Opp Dahisar Railway Station
Mumbai-400067

LISTED AT

BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Tel No.: 022 - 2272 1233

REGISTRAR AND SHARE TRANSFER AGENTS

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai 400083
Tel: +91 22 49186000
Fax: +91 22 49186060
E-mail: rnt.helpdesk@in.mpms.mufg.com

CIN:

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NOTICE

NOTICE is hereby given that 32nd (Thirty-Second) Annual General Meeting ("**AGM**") of the members of Money Master Leasing and Finance Limited ("**the Company**") will be held on **Monday, 24th August, 2026 at 12.30 p.m.** (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

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

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mrs. Durriya Hozef Darukhanawala (DIN: 00177073) who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director on the Board, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of Mr. Saideep Rajendrakumar Agarwal (DIN: 03301828) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 including any statutory modification(s) or reenactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Company, Mr. Saideep Rajendrakumar Agarwal (DIN: 03301828), has been appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) of the Company w.e.f. 27th May, 2026 under section 161 of the Act and the AOA of the Company, who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Director of the Company, liable to retire by rotation, on such terms and conditions, as stated in the explanatory statement hereto;

RESOLVED FURTHER THAT Board of Directors of the Company be authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution.”

4. Appointment of Mr. Vikrant Ponkshe (DIN: 06985597), as an Independent Director (Non-Executive) of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV of the Act, Regulation 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Vikrant Ponkshe (DIN: 06985597), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company by the Board with effect from 27th May, 2026, who holds office up to the date of the ensuing Annual General Meeting of the Company, and has consented to act as a Non-Executive Independent Director and has submitted to the Company a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 27th May, 2026 up to 26th May, 2031 (both days inclusive);

RESOLVED FURTHER THAT Board of Directors of the Company be authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution.”

5. Appointment of Mr. Vishal Suresh Agarwal (DIN: 06614483), as an Independent Director (Non-Executive) of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV of the Act, Regulation 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Vishal Suresh Agarwal (DIN: 06614483), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company by the Board with effect from 27th July, 2026, who holds office up to the date of the ensuing Annual General Meeting of the Company, and has consented to act as a Non-Executive Independent Director and has submitted to the Company a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a

Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 27th July, 2026 to 26th July, 2031 (both days inclusive);

RESOLVED FURTHER THAT Board of Directors of the Company be authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution.”

**For and on Behalf of
Money Masters Leasing and Finance Limited**

**Date: 27th July, 2026
Place: Mumbai**

**Hozef Darukhanawala
Managing Director
DIN: 00177029**

Registered office:

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

Notes:

1. The Ministry of Corporate Affairs has, vide its Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 08th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024, and the latest being General Circular No. 03/2025 dated 22nd September, 2025, read with the relevant circulars issued by the Securities and Exchange Board of India, including SEBI Circular No. SEBI/HO/CFD/CFDPoD2/P/CIR/2024/133 dated 3rd October, 2024 (collectively referred to as the “Circulars”), have permitted companies to convene the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of Members at a common venue. In accordance with the aforesaid Circulars and applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company situated at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West) Mumbai- 400 054.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL. The procedure for participating in the Meeting through VC/OAVM is explained at Note No.15 below.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts in respect of special businesses of the Notice of the AGM, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at this AGM are also annexed as Annexure A.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC/ OAVM, the requirement of physical attendance of the Members at a common venue has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM venue are not annexed to this Notice.
6. Pursuant to the abovementioned MCA Circulars, physical attendance of the Members is not required at the AGM and the attendance of the Members through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Corporate/Institutional Members are encouraged to attend and vote at the 32nd AGM through VC/OAVM facility. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting as the case may be, are requested to send a certified scanned copy of the Board Resolution/Authorisation letter to the Scrutinizer by email at hemanshu.upadhyay14@gmail.com with a copy marked to company at evoting@nsdl.com and mm.moneymasters@gmail.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.

8. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the MCA circular No. 17/2020 dated 13th April, 2020, and SEBI Circular, the Notice of the 32nd AGM along with the Annual Report 2025-26 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 32nd AGM along with Annual Report for the Financial Year 2025-26 shall be sent to those Members who request for the same by sending the request to the company's email address at mm.moneymasters@gmail.com by mentioning the Folio number/DP ID and Client ID. Further, pursuant to Regulation 36(1)(b) of Listing Regulations, a letter providing the weblink of annual report has been sent to those shareholders who have not registered their email id's. Members may note that the AGM Notice and Annual Report for Financial Year 2025-26 will also be available on the Company's website at www.moneymasterscc.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

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

9. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

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

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

10. NOMINATION:

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

11. UPDATION OF MEMBERS’ DETAILS SHARES IN PHYSICAL FORM:

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

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

- a) Through ‘In Person Verification’ (IPV) by furnishing the original documents; or
- b) Through post by sending hard copies at above which should be self -attested and dated; or
- c) Through electronic mode, provided that they are sent through e-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the shareholder and in case of joint holders, by first joint holder; or

- d) Through web portal of Company's RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) - www.in.mpms.mufg.com.

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

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

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

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

Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (**'the IEPF Rules'**) notified by the

Ministry of Corporate Affairs with effect from 7th September, 2016, as amended up to date, all unclaimed/ unpaid dividend remaining unpaid or unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's unpaid account are required to be transferred to the Investor Education and Protection Fund ("**IEPF**") administered by the Central Government.

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

However, as the Company has never declared any dividend, these provisions are presently not applicable

13. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this Notice of AGM and Explanatory Statement will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM i.e. **Monday, 24th August, 2026**. Members seeking to inspect such documents can send an email to Company's investor email id: mm.moneymasters@gmail.com.

14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on **Friday 21st August, 2026 at 09.00 A.M. and ends on Sunday 23rd August, 2026 at 05:00 P.M. (both days inclusive)** for the purpose of this AGM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, 17th August, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 17th August, 2026**.

SCRUTINIZERS AND ITS REPORT:

The Company has appointed **M/s. HRU & Associates, Practicing Company Secretaries**, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 32nd AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

The Consolidated Results of remote e-voting and voting at the 32nd AGM shall be declared within 2 (two) working days of the conclusion of 32nd AGM of the Company. The results declared along with the

Scrutiniser's Report shall be placed on the Company's website at www.moneymasterscc.in and on the website of NSDL at www.evoting.nsdl.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 32nd AGM along with Annual Report as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.com or at rnt.helpdesk@in.mpms.mufig.com.

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

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

Step 1: Access to NSDL e-Voting system:**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 1. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 2. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-021-09911
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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 140506 then user ID is 140506001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemanshu.upadhyay14@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to mm.moneymasters@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to mm.moneymasters@gmail.com
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at mm.moneymasters@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves by writing to mm.moneymasters@gmail.com. The Speaker Registration will be open from **Monday, 10th August, 2026, to Monday, 17th August, 2026**. Only those Members who have registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and the number of speakers, depending upon the availability of time as appropriate for the smooth conduct of the AGM.

Additional Information with respect to Item No. 2:

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

In terms of the provisions of Section 152(6) of the Act, Mrs. Durriya Hozef Darukhanawala (DIN: 00177073), Director of the Company, is liable to retire by rotation and being eligible, has offered herself for re-appointment.

Additional information in respect of Mrs. Durriya Hozef Darukhanawala pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) is given as part of “**Annexure A**” to this Notice.

None of the directors, key managerial personnel of the Company or their relatives except Mrs. Durriya Hozef Darukhanawala and her relatives are, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Circulars issued there under

Item No. 3: Appointment of Mr. Saideep Rajendrakumar Agarwal (DIN: 03301828) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation:

Based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Saideep Rajendrakumar Agarwal (DIN: 03301828) as an Additional Director of the Company with effect from 27th May, 2026, subject to approval of Members of the Company. Mr. Saideep Rajendrakumar Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as Director of the Company. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as Director. Further, he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority pursuant to circular issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Board is of the opinion that Mr. Saideep Rajendrakumar Agarwal possesses the requisite skills, experience and integrity and that his appointment would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a company is required to take approval of its members for appointment of a person on the board of the company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 3 for approval of the Members.

Except Mr. Saideep Rajendrakumar Agarwal, and his relatives, to the extent of their shareholding interest, if any, in the Company none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4. Appointment of Mr. Vikrant Ponkshe (DIN: 06985597), as an Independent Director (Non-Executive) of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”), on 27th May, 2026 appointed Mr. Vikrant Ponkshe (DIN: 06985597), as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 27th May, 2026, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (“the Act”) and pursuant to Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Vikrant Ponkshe shall hold office as an Additional Director up to the date of ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier, after which he shall continue as Non- Executive Independent Director pursuant to due appointment as such as per applicable laws, rules or regulations, up to a period ending on 26th May, 2031.

The Company has received a declaration of independence from Mr. Vikrant Ponkshe and in the opinion of the Board, Mr. Vikrant Ponkshe is independent of the management of the Company and fulfils the conditions as prescribed in Section 149(6) and Schedule IV of the Act and the SEBI Listing Regulations for being eligible for his appointment. He is not disqualified from being appointed as an Independent Director.

The NRC has, after due evaluation of the candidature of select distinguished individuals having leadership capabilities, industry acumen, expertise in finance, governance, business, risk management and strategy as the skills and expertise required for this role, recommended to the Board that the background and experience of

Mr. Vikrant Ponkshe are well aligned to the desired role and accordingly the NRC and the Board are of the opinion that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Vikrant Ponkshe as an Independent Director of the Company.

Brief Profile:

Mr. Vikrant is a think tank of an Award-Winning Relationship Management Solution is a Thought Leader, Key Note Speaker and astute Consultant in the areas of BFSI, Fin-Tech, Reg-Tech, Education and health care. Ex-Managing Director & CEO with extensive experience within Banking and Financial Services. Governance, Risk, Digital Transformation, Strategic thinking and implementation abilities to draw-up and roll out strategic

imperatives for the organization, including products, processes, striking business alliances etc. are his core competencies. Has held Key Positions in International and Indian Institutions like, LIC HFL, Barclays Bank PLC, Abu Dhabi Finance, Cosmos Bank etc and consulted companies like Central Bank Kenya, Central Bank of Sri Lanka, Various Commercial Banks, Small Finance Banks, NBFCs, AIFs, Insurance Companies in India, Africa, Middle East and Far East.

He shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred for participating in such meetings and such commission, if any, as may be approved by the Board and the Members, from time to time, within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013.

The Board is of the opinion that Mr. Vikrant Ponshe possesses appropriate skills, experience, knowledge and integrity and fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director.

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

Accordingly, it is proposed to seek approval of Members of the Company by way of a Special Resolution for appointment of Mr. Vikrant Ponshe as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years from 27th May, 2026 to 26th May, 2031, (both days inclusive) not liable to retire by rotation.

Except Mr. Vikrant Ponshe and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the Special Resolution set out at Item No. 4 for approval of the Members."

Item No. 5. Appointment of Mr. Vishal Suresh Agarwal (DIN: 06614483), as an Independent Director (Non-Executive) of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("NRC"), on 27th July, 2026 appointed Mr. Vishal Suresh Agarwal (DIN: 06614483), as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 27th July, 2026, under Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and pursuant to Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Vishal Suresh Agarwal shall hold office as an Additional Director up to the date of ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier, after which he shall continue as Non- Executive Independent Director pursuant to due appointment as such as per applicable laws, rules or regulations, up to a period ending on 26th July, 2031.

The Company has received a declaration of independence from Mr. Vishal Suresh Agarwal and in the opinion of the Board, Mr. Vishal Suresh Agarwal is independent of the management of the Company and fulfils the conditions as prescribed in Section 149(6) and Schedule IV of the Act and the SEBI Listing Regulations for being eligible for his appointment. He is not disqualified from being appointed as an Independent Director.

The NRC has, after due evaluation of the candidature of select distinguished individuals having leadership capabilities, industry acumen, expertise in finance, governance, business, risk management and strategy as the skills and expertise required for this role, recommended to the Board that the background and experience of

Mr. Vishal Suresh Agarwal are well aligned to the desired role and accordingly the NRC and the Board are of the opinion that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Vishal Suresh Agarwal as an Independent Director of the Company.

Brief Profile:

Mr. Vishal Agarwal is an accomplished entrepreneur with over two decades of experience in education, real estate, land development, and construction. His professional journey reflects a strong blend of technical expertise, business acumen, and social commitment.

Educational Qualifications:

- Bachelor of Engineering (B.E.) in Computer Engineering – Pune Institute of Computer Technology (PICT), Pune (2000)
- Diploma in Computer Technology – Bharati Vidyapeeth Institute of Technology & Pharmacy, Navi Mumbai (1996)
- Diploma in Industrial Electronics – Jawaharlal Nehru Institute of Technology, Pune (1995)

Professional Experience:

Mr. Agarwal commenced his professional career in the education sector as a Director of Delphi Institute, Pimpri, where he served from 2000 to 2002. During his tenure, he played a significant role in academic administration and skill development initiatives.

Subsequently, he ventured into the real estate sector and has since been actively engaged in the construction of residential and commercial projects in Pune. Over the years, he has built extensive experience in land development, project planning, and real estate business, contributing to the development of quality infrastructure and sustainable urban growth.

He shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred for participating in such meetings and such commission, if any, as may be approved by the Board and the Members, from time to time, within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013.

The Board is of the opinion that Mr. Vishal Suresh Agarwal possesses appropriate skills, experience, knowledge and integrity and fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director.

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

Accordingly, it is proposed to seek approval of Members of the Company by way of a Special Resolution for appointment of Mr. Vishal Suresh Agarwal as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years from 27th July, 2026 to 26th July, 2031, (both days inclusive) not liable to retire by rotation.

Except Mr. Vishal Suresh Agarwal and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the Special Resolution set out at Item No. 5 for approval of the Members.

**For and On Behalf of
Money Masters Leasing and Finance Limited**

Date: 27th July, 2026

Place: Mumbai

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

Hozef Darukhanawala

Managing Director

DIN:00177029

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Annexure A

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

Name of the Director	Mrs. Durriya Hozef Darukhanawala	Mr. Saideep Rajendrakumar Agarwal	Mr. Vikrant Ponkshe	Mr. Vishal Suresh Agarwal
Director Identification Number	00177073	03301828	06985597	06614483
Date of birth and age	08/05/1964 (62 years)	09/02/1991 (35 years)	19/12/1968 (57 years)	08/02/1975 (51 years)
Date of Appointment/Re-appointment	01 st May, 2007	27 th May, 2026	27 th May, 2026	27 th July, 2026
Date of first appointment on the Board	Since Incorporation	27 th May, 2026	27 th May, 2026	27 th July, 2026
Brief experience/ Resume	She is Graduated in Commerce in the year 1981, she was into business of Travel having an IATA agency in the name of Link Masters. She is also an Artist having professionally painted canvases since last few years. She has been on the Board of our Company since incorporation.	As per explanatory statement	As per explanatory statement	As per Explanatory Statement
Qualifications	B. Com	B. Com, M. Com, LLB, LLM.	PGDMA, B.Com, LLB	Diploma in industrial electronics, Diploma in Computer Technology and BE (Bachelor's in engineering)
Expertise in specific functional areas	Accounts, Finance and Art	Refer Explanatory Statement forming part of this Notice.	Refer Explanatory Statement forming part of this Notice.	Refer Explanatory Statement forming part of this Notice.
Last drawn remuneration for FY 2025-26	Nil	NA	NA	NA
Remuneration sought to be paid	Nil	As per explanatory statement	As per explanatory statement	As per explanatory statement
Directorship in other Indian Companies other than Money Masters	Nil	Nil	One	Nil

Leasing and Finance Limited				
Membership/ Chairpersonship in committees of Indian Companies other than Money Masters Leasing and Finance Limited	Nil	Nil	One	Nil
Shareholding details in the Company, including shareholding as beneficial owner	Own: 55,41,250 Equity shares For other persons on a beneficial basis: Nil	Nil	Nil	Nil
Name of the Listed entity from which the person has resigned in the past three year	Nil	Nil	Nil	Nil
No. of Board Meeting attended during the financial year ended March 31, 2026	6 (out of 6 meetings held)	NA	NA	NA
Period of Appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, liable to retire by rotation.	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, liable to retire by rotation.	Five (5) years commencing from May 27, 2026, to May 26, 2031, (both days inclusive), not liable to retire by rotation	Five (5) years commencing from July 27, 2026 to July 26, 2031, (both days inclusive), not liable to retire by rotation
Relationship between Directors, Manager and other Key Managerial Personnel Inter-se	Wife of Mr. Hozef Darukhanawala	Nil	Nil	Nil
Terms and Conditions of appointment	Liable to retire by rotation. No remuneration is sought by the Director.	As per the Ordinary Resolution set forth in item no. 3 of this Notice	As per the Special Resolution set forth in item no. 4 of this Notice	As per the Special Resolution set forth in item no. 5 of this Notice

BOARD'S REPORT

To,
The Members,

The Board of Directors ("**the Board**") of Money Masters Leasing and Finance Limited ("**your Company**" or "**the Company**") is pleased to present the 32nd (Thirty Second) Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March 2026 ("**financial year under review**" or ("**FY**").

FINANCIAL RESULTS:

Particulars (Standalone)	(₹ in lakhs)	
	2025-26	2024-25
Total Income	151.40	214.21
Total Expenditure	103.73	145.02
Profit before exceptional items and Tax	47.67	69.19
Less: Exceptional Items	-	-
Profit before Tax	47.67	69.19
Less: Current Tax	12.00	18.00
Profit after Tax	35.67	51.19
Transfer to reserve fund under Regulation 45-IC of Reserve Bank of India Act, 1934	7.13	10.24
Retained earnings as at the end of the year	222.89	198.44

The above figures are extracted from the Financial Statements.

INFORMATION ON THE STATE OF COMPANY'S AFFAIR:

The Company is registered with the Reserve Bank of India ("RBI") under Section 45IA of the Reserve Bank of India Act, 1934 as a Non-Banking Financial Company (Non-Deposit Taking) and to carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits. The Company has been classified as a Non-Deposit Accepting NBFC-Investment and Credit Company-Base Layer (NBFC-ICC-BL) in accordance with Reserve Bank of India ('RBI'), Act, 1934 and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and other directions, circulars and guidelines issued by the RBI from time to time. During the financial year under review, the Company has complied with the applicable provisions of the Reserve Bank of India Act, 1934 and the regulatory framework prescribed by the RBI.

The Company continues to carry on financing activities, including hire-purchase and asset-backed lending, in accordance with the applicable RBI regulatory framework.

During the year, the Company has sanctioned and disbursed 21 secured loans against hypothecation of computers, equipment, machinery etc. Totaling to a tune of ₹ 163.40 lakhs. During the year the company collected ₹ 167.36 lakhs by way of installments from hire purchase & loan accounts. Total outstanding advances as on 31st March, 2026 stood at ₹ 2915.88 lakhs.

The company maintained its Asset Financing ratio way above the required RBI norms of 60% of its total assets.

There has been no change in the nature of business of the Company during the year under review.

PERFORMANCE REVIEW:

The Company is engaged in the business of Hire-purchase finance. The net receipts from Operations during the year under review were ₹ 151.33 lakhs as against ₹ 214.13 lakhs in the previous year. The Profit after tax is ₹ 35.67 lakhs as against ₹ 51.19 lakhs in the previous year.

Particulars	(₹ in lakhs)	
	2025-26	2024-25
Deposits and interest payable	845.16	821.99
Corporate Deposits	198.98	119.23
Asset Financing	2915.58	2902.75

Gross and Net Non-Performing Advances have been ₹ 65.89 lakhs and ₹ 13.34 lakhs in the Financial Year 2025-26. In percentage terms Gross NPAs are now at 2.26 % and Net NPAs are at 0.46 % of total assets. Provision for NPA has been done in accordance to the norm.

MAJOR MATERIAL EVENTS OCCURRED DURING THE YEAR

➤ **Issue of Equity Shares on Right Issue Basis:**

The Company had proposed to raise funds by way of a Rights Issue of equity shares. In connection therewith, the Company had received in-principal approval from BSE Limited on 29th November, 2024 for the proposed Rights Issue of equity shares of face value of Re. 1/- each, at such premium and in such ratio as may be determined by the Board, for an aggregate issue size not exceeding ₹ 49 Crores.

However, after considering the prevailing business and market conditions and in the overall interest of the Company and its stakeholders, the Board decided not to proceed with the proposed Rights Issue and accordingly, the same was withdrawn/cancelled.

➤ **Increase in Authorised Share Capital of the Company and consequent alteration to the capital clause of the Memorandum of Association:**

In order to facilitate the proposed Rights Issue, the Members of the Company, through Postal Ballot on 22nd August, 2025 had approved the increase of the Authorised Share Capital of the Company to ₹ 60,00,00,000/- (Rupees Sixty Crores Only) divided into 56,30,00,000 (Fifty-Six Crores Thirty Lakhs Only) Equity Shares of ₹ 1/- (Rupee One Only) each and 37,00,000 (Thirty-Seven Lakhs) Preference Shares of ₹ 10/- (Rupees Ten Only) each together with the consequential alteration of the Capital Clause of the Memorandum of Association of the Company.

Subsequent to the withdrawal/cancellation of the proposed Rights Issue, the Company did not proceed with the implementation of the aforesaid increase in the Authorised Share Capital. Accordingly, the existing Authorised Share Capital of the Company and the Capital Clause of the Memorandum of Association continue to remain unchanged.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company is not required to transfer any amount falling within the provisions of Section 125(2) of the Companies Act, 2013 (**hereinafter referred to as "the Act"**) to Investor Education and Investor Fund.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED DURING THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments have occurred after the close of the year under review till the date of this Report which affects the financial position of the Company.

APPROPRIATIONS:

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

Appropriations	(₹ in lakhs)
Provision for Income tax	12
Preference Share dividend	4.09
Transfer to Reserves Fund 45IC	7.13

RESERVES:

There are no amounts transferred to Reserves during the year under review except transfer of ₹ 7.13 Lakhs to Reserves Funds under Section 45IC of Reserve bank of India Act, 1934. Credit balance of Profit and Loss Account is transferred to “Reserves and Surplus” in Balance Sheet.

DIVIDEND:

Your directors have decided to deployed back the profits earned during the year and therefore not recommended any dividend to the equity shareholders for the current financial year.

SHARE CAPITAL:

➤ **Authorized Share Capital:**

During the year under review, the Authorized Share Capital of the Company as on 31st March, 2026 was ₹. 34,00,00,000/- (Rupees Thirty-Four Crore Only) comprising of 30,30,00,000 (Thirty Crore Thirty Lakhs) Equity Shares of ₹ 1 (Rupee One) each and 37,00,000 (Thirty-Seven Lakhs) Preference Shares of ₹ 10/- (Rupees Ten Only) Non-Convertible Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each.

➤ **Issued and Paid-up Capital**

During the year under review, The Issued and Paid-up Share Capital of the Company as on 31st March, 2026 was ₹ 11,64,62,290/- (Rupees Eleven Crore Sixty-Four Lakhs Sixty Two Thousand Two Hundred and Ninety Only) comprising of 10,03,82,290 (Ten Crore Three Lakhs Eighty-Two Thousand Two Hundred and Ninety) Equity Shares of ₹ 1 (Rupee One) each and 16,08,000 (Sixteen Lakhs Eight Thousand) Non-Convertible Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each.

CAPITAL ADEQUACY RATIO:

(a) Tier I capital	44.04
(b) Tier II capital	5.36
(c) Total	49.40

(Minimum required by RBI norms 15%).

The Company continues to fulfill all the norms and standards laid down by the RBI pertaining to non-performing assets, capital adequacy, statutory liquidity assets, etc. As against the RBI norm of 15%, the capital adequacy ratio of the Company was 49.40 as on 31st March 2026. In line with the RBI guidelines for Asset Liability Management (ALM) system for NBFCs, the Company has an Asset Liability Management Committee, which meets twice a year to review its ALM risks and opportunities. The Company continues to be in Compliance with RBI Directions.

DIRECTORS' RESPONSIBILITY STATEMENT:

As per the clause (c) of sub-section (3) of Section 134 of the Act, the Directors' state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

HOLDING/SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint ventures and associate company.

OTHER DISCLOSURES RELATED TO SHARES:

During the year under review, the Company has not issued any bonus shares, equity shares with differential voting rights nor has granted any sweat equity.

NON-CONVERTIBLE DEBENTURES

There is no such issuance of Non-Convertible Debentures during the period under review.

NETWORTH:

The net worth of the Company as of 31st March, 2026, was ₹ 1505.92 lakhs comprising Equity Shares, Preference Shares and Reserves.

DEPOSITS:

The company has stopped accepting public deposits since December 2011 and has now registered as non-Deposit accepting NBFC (NBFC-ND). The Company has not accepted any deposits from the public during the financial year under review in accordance with Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

ASSET FINANCING:

The average yield on Advances was 15.5 % pa. The Company was always above the required minimum norm of Asset financing of 60% of Total Assets.

INVESTMENTS:

The Company had not made any Investment during the financial year 2025-26.

RESERVE BANK OF INDIA ("RBI") GUIDELINES:

Your Company is a Non-Deposit Taking Non-Banking Financial Company- NBFC- (Investment and Credit Company) Base Layer (NBFC-ICC-BL) and has complied with and continues to comply with all applicable regulations and directions issued by RBI from time to time.

The Directors hereby report that the Company did not accept any public deposits during the year and had no public deposits outstanding as of the year-end.

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.

RISK MANAGEMENT POLICY:

The Company has adopted a Risk Management Policy duly approved by the Board and is overseen by the Audit Committee of the Company on a continuous basis to identify, assess, monitor and mitigate various risks to key business objectives.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The Company is in process of appointing Internal Auditor of the Company.

PREVENTION OF SEXUAL HARASSMENT POLICY:

Your Company has a requisite policy for the Prevention of Sexual Harassment, which is available on the website of the Company at <https://moneymasterscc.in/>.

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is not required to constitute Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as the employees employed in the company are less than 10 (Ten).

All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year no complaints were received by the Company related to sexual harassment. Further details are as follow:

1.	Number of complaints of Sexual Harassment received in the Year	-
2.	Number of Complaints disposed off during the year	-
3.	Number of cases pending for more than ninety days	-

During the year under review, the Company has not received any complaint of sexual harassment.

DECLARATION OF INDEPENDENT DIRECTORS:

The Company has received declarations from all Independent Directors as required under Section 149(7) of the Act that they meet the criteria of independence as laid down under Section 149(6) of the Act.

DECLARATION OF FIT & PROPER CRITERIA:

All the Directors of the Company have given the declaration to the effect that they are Fit & Proper, to be appointed as Director, as per the criteria prescribed by Reserve Bank of India ("RBI").

DISQUALIFICATION OF DIRECTORS:

The Company has received declarations from all the Directors including Independent Directors of the Company confirming that they are not disqualified on account of non-compliance with any of the provisions of the Act and as stipulated in Section 164 of the Act.

EVALUATION OF BOARD'S PERFORMANCE:

Pursuant to the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations, 2015), the Nomination and Remuneration Committee has laid down the criteria for performance evaluation on the basis of which the Board has carried out evaluation of its own performance, the performance of Board Committees and of the Directors individually.

The Independent Directors of the Company, at their separate meeting have reviewed the performance of all the directors, the Board as a whole and its Committees and the Chairperson of the Company.

Further, the Nomination and Remuneration Committee ("**NRC**") has carried out evaluation of individual Director's performance.

The Members of the NRC and Board reviewed the performance of all the directors, the Board as a whole and its Committees and the Chairperson of the Company in accordance with the relevant provisions of the Act and SEBI Listing Regulations, 2015. The Committee agreed that the effectiveness of participation of the Directors in various meetings of the Board and its Committees were satisfactory. All the Directors made significant contributions in ensuring ethical standards and the statutory as well as regulatory compliances.

The Members of the NRC also agreed that the financial performance of the Company over the years is satisfactory and the Board as a whole played a great role in the development of the Company.

As per the requirements of the Act and SEBI Listing Regulations, a formal Annual Evaluation process has been carried out to evaluate the performance of the Board, the Committees of the Board, and the Individual Directors including the Chairperson.

NOMINATION AND REMUNERATION POLICY:

In adherence to the provisions of Sections 134(3(e) and 178(1) & (3) of the Act, the Board of Directors on the recommendation of the Nomination and Remuneration Committee had approved a policy on Directors' appointment and remuneration. The said policy includes terms of appointment, criteria for determining qualifications and other matters. A copy of the same is available on the website of the Company at <https://moneymasterscc.in/>.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- **RETIREMENT BY ROTATION:**

During the year under review, the Members at the 31st Annual General Meeting ("AGM") of the Company, held pursuant to the AGM Notice dated 29th August, 2025, based on the Scrutinizer's Report dated 27th September, 2025, Agenda Item No. 2, pertaining to the appointment of Mr. Rakesh Anil Bissa (DIN: 08748676), who retired by rotation at the AGM and being eligible, offered himself for re-appointment, was not passed by the requisite majority. Due to this Mr. Rakesh Anil Bissa (DIN: 08748676) had ceased to be director of the Company w.e.f. 25th September 2025.

In accordance with the Act and the Articles of Association of the Company, Mrs. Durriya Hozef Darukhanawala (DIN: 00177073) is liable to retire by rotation at the ensuing 32nd AGM and being eligible, has offered herself for re-appointment as a Director liable to retire by rotation. Accordingly, the re-appointment of Mrs. Durriya Hozef Darukhanawala (DIN: 00177073), Non-Executive, Non-Independent Director is being placed for the approval of the Members at the ensuing AGM. A brief profile of Mrs. Durriya Hozef Darukhanawala (DIN: 00177073), along with other related information forms part of the Notice convening the ensuing 32nd AGM.

- **INDEPENDENT DIRECTORS**

In terms of Section 149 of the Act, Mr. Javid Husain Parkar and Mr. Vijaypratap Talukdar Singh, were the Independent Directors of the Company as on 31st March, 2026.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors had appointed Mr. Vikrant Ponkshe (DIN: 06985597) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 27th May, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, read with the rules made thereunder, the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikrant Ponkshe shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The approval of the Members is being sought at the ensuing Annual General Meeting for his appointment as a Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from 27th May, 2026 and ending on 26th May, 2031. Upon such approval, he shall not be liable to retire by rotation during his tenure as an Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors appointed Mr. Vishal Suresh Agarwal (DIN: 06614483) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 27th July, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, read with the rules made thereunder, the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vishal Suresh Agarwal shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The approval of the Members is being sought at the ensuing Annual General Meeting for his appointment as a Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from 27th July, 2026 and ending on 26th July, 2031. Upon such approval, he shall not be liable to retire by rotation during his tenure as an Independent Director.

The first term of five consecutive years of Mr. Vijaypratap Talukdar Singh (DIN: 09201414) as an Independent Director of the Company was completed on 28th June, 2026. Consequently, he ceased to be an Independent Director of the Company with effect from the close of business hours on 28th June, 2026.

In the opinion of the Board, all the Independent Directors satisfy the criteria of independence as defined under the Act, rules framed thereunder and the SEBI Listing Regulations, and that they are independent of the Management of the Company.

The Company's Independent Directors met 1 (one) time in the Financial Year 2025-26. Such meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views.

• **APPOINTMENT AND RESIGNATION OF DIRECTOR**

During the year under review, the Members at the 31st Annual General Meeting ("AGM") of the Company, held pursuant to the AGM Notice dated 29th August, 2025, based on the Scrutinizer's Report dated 27th September, 2025, Agenda Item No. 2, pertaining to the appointment of Mr. Rakesh Anil Bissa (DIN: 08748676), who retired by rotation at the AGM and being eligible, offered himself for re-appointment, was not passed by the requisite majority. Due to this Mr. Rakesh Anil Bissa (DIN: 08748676) had ceased to be director of the Company w.e.f. 25th September 2025.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 27th May, 2026, approved the appointment of Mr. Vikrant Ponkshe (DIN: 06985597) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 27th May, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Vikrant Ponkshe shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The approval of the Members is being sought at the ensuing Annual General Meeting for his appointment as a Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from 27th May, 2026 and ending on 26th May, 2031. Upon such approval, he shall not be liable to retire by rotation during his tenure as an Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 27th May, 2026, approved the appointment of Mr. Saideep Rajendrakumar Agarwal (DIN: 03301828) as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from 27th May, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Saideep Rajendrakumar Agarwal shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting or for a period of three months from the date of his appointment, whichever is earlier, in accordance with Regulation 17(1C) of the SEBI Listing Regulations. The approval of the Members is being sought at the ensuing Annual General Meeting for his appointment as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The first term of five consecutive years of Mr. Vijaypratap Talukdar Singh (DIN: 09201414) as an Independent Director of the Company was completed on 28th June, 2026. Consequently, he ceased to be an Independent Director of the Company with effect from the close of business hours on 28th June, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 27th July, 2026, approved the appointment of Mr. Vishal Suresh Agarwal (DIN: 06614483) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 27th July, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Vishal Suresh Agarwal shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The approval of the Members is being sought at the ensuing Annual General Meeting for his appointment as a Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from 27th July, 2026 and ending on 26th July, 2031. Upon such approval, he shall not be liable to retire by rotation during his tenure as an Independent Director.

• **KEY MANAGERIAL PERSONNEL**

Mr. Hozef Abdulhussain Darukhanawala, Managing Director, Ms. Anjum Bahar Sayed, Chief Financial Officer and Ms. Tripti Jain, Company Secretary and Compliance Officer are the key managerial personnel of the Company as on 31st March, 2026.

BOARD AND BOARD COMMITTEES:

During the year under review, the Board met 6 (Six) times on 30th May, 2025, 22nd July, 2025, 12th August, 2025, 29th August, 2025, 31st October, 2025 and 13th February, 2026.

The details regarding the number of meetings attended by each Director during the year under review have been furnished in the Corporate Governance Report attached as part of this Annual Report

The Board has constituted following three Committees:

a. **AUDIT COMMITTEE:**

Audit Committee comprises of the following members as on 31st March, 2026.

1. Mr. Vijaypratap Talukdar Singh-Chairperson
2. Mr. Javid Husain Parkar
3. Mrs. Durriya Darukhanawala

During the year under review the Audit Committee met **5 (Five) times** on 30th May, 2025, 12th August, 2025, 29th August, 2025, 31st October, 2025 and 13th February, 2026 and all the members have attended the said meetings.

b. NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee comprises of the following members as on 31st March, 2026.

1. Mr. Vijaypratap Talukdar Singh--Chairperson
2. Mr. Javid Husain Parkar
3. Mrs. Durriya Darukhanawala

During the year under review the Nomination and Remuneration Committee met **2(Two) times** on 30th May 2025 and 29th August, 2025 and all the members have attended the said meetings.

c. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Stakeholder Relationship Committee comprises of the following members as on 31st March, 2026.

1. Mr. Vijaypratap Talukdar Singh--Chairperson
2. Mr. Javid Husain Parkar
3. *Mr. Rakesh Anil Bissa
4. *Mrs. Durriya Hozef Darukhanawala

Mr. Rakesh Anil Bissa, who was liable to retire by rotation at the Annual General Meeting of the Company held on September 25, 2025, was not re-appointed by the Members. Accordingly, he ceased to be a Director of the Company and also ceased from the Stakeholders Relationship Committee with effect from September 25, 2025. Accordingly, Mrs. Durriya Hozef Darukhanawala was appointed as member of the Committee by way of circular resolution w.e.f. 29th September, 2025 by the Board of Directors of the Company.

During the year under review the Stakeholders Relationship Committee met **1 (One) time** on 29th August, 2025 and all the members have attended the said meetings.

PARTICULARS OF EMPLOYEES:

Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **Annexure I**.

Employees details as on the closure of financial year:

The details of employees engaged with the Company as of 31st March, 2026, are provided below

Category of Employee	Number of Employees
Female	3
Male	3
Transgender	-

COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961:

The Company is committed to fostering a supportive and inclusive work environment by undertaking various initiatives aimed at helping expectant mothers maintain a healthy work-life balance. Through these efforts, the Company seeks to empower women in both their personal and professional journeys. Further, the Company affirms its compliance with the provisions of the Maternity Benefit Act, 1961.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company is registered Non-Banking Financial Company (NBFC) and therefore the provision related to loans and investments u/s 186 of the Act is not applicable.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company is not required to develop and implement any Corporate Social Responsibility initiatives as the said provisions are not applicable.

RELATED PARTY TRANSACTIONS:

During the financial year 2025-26, your Company has executed transactions with related parties as defined under Section 2(76) of the Act read with Companies (Specification of Definitions Details) Rules, 2014 which were in ordinary course of business and arm's length basis. During the financial year 2025-26, there were no transactions with related parties which qualify as material transactions under the SEBI Listing Regulations and applicable Act.

Your Company has framed a Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available in the Company's weblink at <https://www.moneymasterscc.in/>.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

ANNUAL RETURN:

In accordance with the requirements of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in the prescribed format proposed to be submitted to the Registrar of Companies for the financial year ended 31st March, 2026 is available in the Company's weblink at <https://www.moneymasterscc.in/>.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule, 8 of The Companies (Accounts) Rules, 2014, are as below:

- **Energy Conservation:** Company working in such business segment which does not require it to take steps for energy conservation.

- **Technology Absorption:** company working in such business segment which does not require to take steps for Technology Absorption.
- **Foreign Exchange Earnings and Outgo:** During the period under review there was no foreign exchange earnings or out flow.

REPORT ON CORPORATE GOVERNANCE:

The company has complied with all the mandatory requirements of Corporate Governance specified by the Securities and Exchange Board of India through Part C of Schedule V of SEBI Listing Regulations. As required by the said Clause, a separate report on Corporate Governance forms part of the Annual Report of the Company.

A certificate from the Managing Director and Chief Financial Officer on compliance with Part B of Schedule II of SEBI Listing Regulations forms part of the Corporate Governance Report. Further, a certificate from M/s. HRU & Associates., Practicing Company Secretaries regarding compliance with the conditions of Corporate Governance pursuant to Part E of Schedule V of SEBI Listing Regulations is Annexed to the Corporate Governance Report as **Annexure II**.

Copies of various policies adopted by the Company are available on the website of the Company at <https://moneymasterscc.in/>.

MANAGEMENT DISCUSSION & ANALYSIS:

In terms of Regulation 34 of SEBI Listing Regulations, a review of the performance of the Company is provided in the Management Discussion & Analysis section, which forms part of this Annual Report as **Annexure III**.

STATUTORY AUDITORS:

M/s. PSV Jain & Associates, Chartered Accountants (Firm Registration No. 131505W), Mumbai, were appointed as the Statutory Auditors of the Company by the Members at the 30th Annual General Meeting of the Company for a term of five consecutive years commencing from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting.

M/s. PSV Jain & Associates, Chartered Accountants, have conducted the audit of the financial statements of the Company for the financial year ended 31st March, 2026. The Statutory Auditors' Report forms part of the Annual Report.

The Board of Directors places on record its appreciation for the services rendered by M/s. PSV Jain & Associates, Chartered Accountants, during the financial year.

M/s. P S V Jain & Associates have confirmed their eligibility to be appointed as Statutory Auditors under Section 141 of the Act, and have also confirmed compliance with the RBI Guidelines.

AUDITORS' OBSERVATION & REPORT:

There are no qualifications, reservation or adverse remark made by the Statutory Auditor in their report.

SECRETARIAL AUDIT:

Pursuant to Section 204 of the Act, your Company had appointed M/s. HRU & Associates., Practicing Company Secretaries as its Secretarial Auditors to conduct the secretarial audit of the Company for FY 2025-26. The

Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Report of Secretarial Auditor for FY 2025-26 is annexed to this report as **Annexure IV**.

There are no audit qualifications, reservations, disclaimers, or adverse remarks in the said Secretarial Audit Report. However, there is one observation for which the responses from the management is stated as below.

BOARD'S REPLY OF THE COMMENTS IN THE SECRETARIAL AUDIT REPORT:

The Company has not appointed internal auditor for the financial year under review as per the provision of the Companies Act, 2013.	The Company is in process of finalizing the internal auditor.
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FRAUD REPORTED BY AUDITORS:

During the year under review, neither the Statutory Auditor nor Secretarial Auditor have reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee of the Board and the Board of Directors under Section 143 of the Act, details of which need to be mentioned in this report.

MAINTENANCE OF COST RECORDS AND COST AUDIT:

The Company being Non-Banking Finance Company, maintenance of cost records as prescribed under sub-section (1) of section 148 of the Act and Cost Audit are not applicable to the Company.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

The Company has a Vigil Mechanism in place to deal with instances of fraud and mismanagement if any. The mechanism also provides for adequate safeguards against victimization of Directors and Employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee of the Board in exceptional cases. The Company also provides direct access to the Chairperson of the Audit Committee on reporting issues concerning the interests of employees and the Company. The said Policy, covering all employees, Directors, and other people having an association with the Company, is hosted on the Company's website at <https://moneymasterscc.in/>.

We affirm that during the financial year 2025-26, no Employees or Directors were denied access to the Audit Committee.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

During the year under review, no applications were filed against the Company by any financial or operational creditors.

SECRETARIAL STANDARDS:

During the year under review, your Company has complied with the Secretarial Standards, issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs, in terms of Section 118(10) of the Act.

ACKNOWLEDGEMENTS:

The Board of Directors wish to acknowledge the continued support and co-operation extended by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange, Ministry of Corporate Affairs, other government authorities, Bankers, customers and other stakeholders for their support and guidance.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company at all the levels.

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.

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

Hozef Darukhanawala
Managing Director
DIN: 00177029
Date: 27th July, 2026
Place: Mumbai

Durriya Darukhanawala
Director
DIN: 00177073
Date: 27th July, 2026
Place: Mumbai

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Annexure I to Board's Report

PARTICULARS OF EMPLOYEE

1. Disclosure on Managerial Remuneration and other details Remuneration details under rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended for the financial year ended 31st March, 2026

- (a) The percentage increase in Remuneration of each Director, Managing Director, Chief Financial Officer, and Company Secretary in the Financial year 2025-26 and ratio of remuneration of each Key Managerial Personnel (KMP) against the performance are as under:

Name of Director(s)	Designation	Total Remuneration in ₹ in Lakhs paid by the Company	Ratio of Director's remuneration to the median remuneration of the employees of the Company for the financial year	Percentage increase in remuneration in the financial year 2025-26
Mr. Hozef Darukhanawala	Managing Director	*₹.6.00/-	1.73	-20%
Ms. Syed Anjum Bahar	Chief Financial Officer	₹ 4.56/-	1.31	-
Mrs. Tripti Jain	Company Secretary and Compliance Officer	₹ 2.64/-	0.76	4.76%

**During the year the remuneration paid was INR 6 Lakhs- However, the approval for remuneration received was INR 18 Lakhs.*

- (b) Number of permanent employees on the rolls of Company as on 31st March 2026: **6 (Six)**
- (c) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	% change in remuneration
Average increase in salary of employees (other than managerial personnel)	No change, as there was no increment made in the salary of employees in the financial year.
Average increase in remuneration of managerial personnel	No change except nominal increase of 4.76% in the remuneration of the Company Secretary.

- (d) **Affirmation that the remuneration is as per the remuneration policy of the company:**

It is affirmed that the remuneration to the employees is as per the policy of the Company.

2. Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Sr. No	Employee Name	Designation	Remuneration received (₹ In Lakhs)	Nature of employment Contractual or otherwise	Qualification	Age (Years)	Total experience (Years)	Date commencement of Employment	% of Equity shares held in Money Masters	The previous employment held before joining the Company
1.	Hozef Darukhanawala	Managing Director	*6.00	Contractual	B. Com	68	47	Since Inception	28.33 %	BMC Bank & Samata Sahakari Bank
2.	Syed Anjum Bahar	Chief Financial Officer	4.56	Permanent	B. Com	53	30	Nov 2009	Nil	BMC Bank
3.	Tripti Jain	Company Secretary and Compliance Officer	2.64	Permanent	Company Secretary	40	17	Feb 2023	Nil	Money Masters Leasing & Finance Ltd
4.	A A Varma	Marketing Manager	4.20	Permanent	MBA Marketing	38	14	Jan 2022	Nil	Aarti Video Tech
5.	Aditi R Bubna	Accounts Manager	2.16	Permanent	B. Com	36	15	Feb 2013	Nil	Rishabh D Jain & Co.
6.	Mahadev Sakpal	Clerk	2.72	Permanent	H.S.C	55	32	April 2000	Nil	Reliable Hardware

*During the year the remuneration paid was ₹ 6 Lakhs However, the approval for remuneration received was ₹ 18 Lakhs.

Except Hozef Darukhanawala Managing Director Spouse of Durriya Hozef Darukhanawala, no other employee is relative of any Director/Manager of the Company.

3. **Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**
- I. Any employee if employed throughout the financial year was in receipt of remuneration for that year which in aggregate, was not less than one crore and two lakh rupees – **there was no such employee employed throughout the financial year receiving remuneration which in aggregate was not less than one crore and two lakh rupees.**
- II. Any employee if employed for a part of financial year was in receipt of remuneration for any part of that year, at a rate which in aggregate, was not less than eight lakh and fifty thousand rupees per month – **There was no such employee employed for a part of the financial year who was in receipt of remuneration for any part of that year, at a rate which in the aggregate, was not less than eight lakh and fifty thousand rupees per month.**
- III. Any employee if employed throughout the financial year or part thereof , was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the shares of the Company – **There was no such employee employed throughout the financial year or part thereof , was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and does not holds by himself or along with his spouse and dependent children, not less than two percent of the shares of the Company.**

**For and on behalf of the Board of Directors
Money Masters Leasing & Finance Limited**

**Hozef Darukhanawala
Managing Director
DIN: 00177029**

**Date: 27th July, 2026
Place: Mumbai**

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Annexure II to Board's Report

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company strongly believes that good governance practice is a pre-requisite to attainment of excellent performance in terms of all its stakeholders' value creation. Corporate Governance is considered as an important tool for shareholders protection and maximization of their long - term values. The Company's Corporate Governance policy aims towards attainment of high level of transparency, integrity, accountability and fairness in all facets of its operations. Good Corporate Governance contributes to a sustainable economic development of corporations by enhancing their performance and increasing shareholders' value. Your Company has complied with the requirements of Corporate Governance as laid down under provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*SEBI Listing Regulations*") as amended from time to time.

A. BOARD OF DIRECTORS

a) COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is in compliance with the provisions of the Act and the SEBI Listing Regulations for the financial year ended 31st March, 2026, the total Board strength comprises of the following.

Category of Directors	Number of Directors
Executive Director, Managing Director	1
Non-Executive - Non-Independent Promoter Woman Director	1
Non-Executive - Independent Director	2
Total Strength of the Board	4

b) ATTENDANCE OF BOARD OF DIRECTORS AT THE BOARD MEETING AND PREVIOUS ANNUAL GENERAL MEETING ("AGM")

The Board met **6 (Six)** times during the financial year ended 31st March, 2026. The Company adheres to the Secretarial Standards on the Board Meetings as prescribed by The Institute of Company Secretaries of India. Additional meetings are held when necessary and required as per the provisions of the law. The Board has complete access to any information within the Company. Agenda and background notes on the Agenda containing all necessary information/documents are made available to the Board Members in a timely manner to enable them to discharge their responsibilities effectively and take informed decisions. The information as specified in the SEBI Listing Regulations and as per the provisions of the Act is regularly made available to the Board, whenever applicable, for discussion and consideration.

Details of Board Meetings and attendance of Directors in the same and attendance at the previous Annual General Meeting is mentioned herein below:

Sr, No	Name of the Directors and their Category	Date of the Board meeting and details of the attendance of Director						
		30-05-2025	22-07-2025	12-08-2025	29-08-2025	31-10-2025	13-02-2026	Previous AGM attendance i.e. held on 25 th September, 2025
Executive Director								
1	Hozef Abdulhussain Darukhanawala	Attended	Attended	Attended	Attended	Attended	Attended	Attended
Non - Executive & Non-Independent Directors								
2	Durriya Hozef Darukhanawala	Attended	Attended	Attended	Attended	Attended	Attended	Attended
3	*Rakesh Anil Bissa	Attended	Attended	Attended	Attended	NA	NA	Absent
Independent Directors								
4	Vijaypratap Talukdar Singh	Attended	Attended	Attended	Attended	Attended	Attended	Attended
5	Javid Husain Parkar	Attended	Attended	Attended	Attended	Attended	Attended	Attended

* Rakesh Anil Bissa ceased as a Director w.e.f 25th September, 2025

c) NUMBER OF SHARES HELD BY NON – EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

Sr. No.	Name of the Directors	Number of Shares held
1	Hozef Abdulhussain Darukhanawala	2,84,36,120
2	Durriya Hozef Darukhanawala	55,41,2,50
3	Rakesh Anil Bissa*	-
4	Vijaypratap Talukdar Singh	-
5	Javid Husain Parkar	-

** Rakesh Anil Bissa ceased as a Director w.e.f 25th September, 2025

d) DETAILS OF OTHER DIRECTORSHIPS

In compliance with Regulation 17A of the SEBI Listing Regulations, None of the Directors of the Company holds directorship in more than 7 (Seven) Listed Companies and as per declaration received, none of the Directors of the Company serves as an Independent Director in more than 7 (Seven) Listed Companies.

None of the existing Independent Directors of the Company is a Whole – Time Director/Managing Director in any Listed Company.

In compliance with Regulation 26 of the SEBI Listing Regulations, None of the Directors are members in more than 10 (Ten) committees or acts as a chairperson of more than 5 (Five) committees across all Listed Companies in which he is a Director.

Further in compliance with Section 165 of the Act read with the Companies (Amendment) Act, 2017, none of the Director is a Director in more than 10 (Ten) Public Companies (while considering the directorship of the Director, directorship in Dormant Company is not considered).

		Directorship held in Public Companies*		Committee Position including this Listed Entity**		Name of Listed Companies	Category of Directorship in Listed Companies
Sr. No	Name of the Directors	Listed	Unlisted	Chairpersonship	Membership (Including Chairpersonship)		
1	Hozef Abdulhussain Darukhanawala	1	-	-	-	Money Masters Leasing & Finance Ltd	Managing Director
2	Durriya Hozef Darukhanawala	1	-	-	2	Money Masters Leasing & Finance Ltd	Non-Executive Non-Independent Director
3	Rakesh Anil Bissa#	1	-	-	1	Money Masters Leasing & Finance Ltd	Non-Executive Non-Independent Director
4	Vijaypratap Talukdar Singh	1	-	2	2	Money Masters Leasing & Finance Ltd	Non-Executive Independent Director
5	Javid Husain Parkar	1	-	-	2	Money Masters Leasing & Finance Ltd	Non-Executive Independent Director

* includes directorship of public companies and excludes directorship in private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

** Includes only Audit Committee and Stakeholders' Relationship Committee of the public companies (whether listed or not).

Rakesh Anil Bissa ceased as a Director w.e.f 25th September, 2025

e) INTER - SE RELATIONSHIP BETWEEN DIRECTORS

Except Hozef Abdulhussain Darukhanawala and Durriya Hozef Darukhanawala, no other Directors are inter se related to each other.

B. DETAILS OF FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS

Every Independent Director is issued a Letter of Appointment setting out terms and conditions, duties and responsibilities of Director. They are also updated with the developments in the business of the Company at each Board Meeting. Independent Directors can meet and discuss with senior management of the Company and get access to any information relating to the Company.

During the financial year ended 31st March, 2026, the Company conducted a Familiarisation Programme for Independent Directors which was attended by all the Independent Directors. The details of such Familiarisation Programme imparted to the Independent Directors for the financial year ended 31st March, 2026, in terms of provisions of Regulations 25 and 46 of the SEBI Listing Regulations is displayed on the website of the Company and web link of the same is <https://moneymasterscc.in/>.

C. SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which is currently available with the Board during FY 2025-26, are given below:

Sr. No	Name of the Director	Expertise in specific functional area
1	Hozef Abdulhussain Darukhanawala	Finance and Retail banking
2	Durriya Hozef Darukhanawala	Accounts, Finance and Art
3	*Rakesh Anil Bissa	B. Com
4	Vijaypratap Talukdar Singh	Legal
5	Javid Husain Parkar	Finance and banking

* Rakesh Anil Bissa ceased as a Director w.e.f 25th September, 2025

D. INDEPENDENT DIRECTORS

Independent Directors play an important role in the governance processes of the Board. They bring their expertise and experience on the deliberations of the Board. This enriches the decision-making process at the Board with different point of views and experiences and prevents conflicts of interest in the decision-making process. The appointment of the Independent Directors is carried out in a structured manner.

For the financial year ended 31st March, 2026, in accordance with the provisions of Schedule IV (Code of Independent Director) of the Act and Regulation 25 of the SEBI Listing Regulations, all the Independent Directors met on 13th February, 2026, without the attendance of Non - Independent Directors and Members of the management to discuss the following:

(a) Review and evaluation of the performance of Non - Independent Directors and the Board of Directors as a whole.

(b) Review and evaluation of the performance of the Chairperson of the Company, taking into account the view of the Executive and Non - Executive Directors.

(c) Review and evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribe under the Act and the SEBI Listing Regulations and that they are independent of the management.

E. COMMITTEES OF THE BOARD

The Company is in compliance with the provisions of the Act and the SEBI Listing Regulations in reference to constitution of committees, composition, terms of reference and duties & responsibilities of each committee is based on the provisions of the Act and the SEBI Listing Regulations. The committee meetings are held on a timely basis and such committees through its Chairperson, make necessary recommendations and /or observations and decisions which are placed before the Board for their information or approval.

a) AUDIT COMMITTEE:**i. TERMS OF REFERENCE**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report there on before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statement;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

EXPLANATION

The term “related party transactions” shall have the same meaning as provided in Regulation 23 of the SEBI Listing Regulations.

Review of information by Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
5. Statement of Deviation:
 - a) quarterly statement of deviation(s) including report for monitoring agency, if applicable, submitted to stock exchange in terms of Regulation 32(1).
 - b) annual statement of funds utilized for purposes other than those stated in the offer document /prospectus/ notice in terms of Regulation 32(7).

ii. COMPOSITION AND MEETINGS

The Board has constituted a well-qualified audit committee. Majority of the Members of the Committee are Independent Directors including the Chairperson and they are financially literate and possess accounting and financial management expertise.

The details of attendance of members at the meeting of Audit Committee of the Company are mentioned herein below.

Sr. No	Name of the Directors and their Category	Chairperson / Member	Date of the Audit Committee meeting and attendance of Member				
			30-05-2025	12-08-2025	29-08-2025	31-10-2025	13-02-2026
Independent Director							
1	Vijaypratap Talukdar Singh	Chairperson	Attended	Attended	Attended	Attended	Attended
2	Javid Husain Parkar	Member	Attended	Attended	Attended	Attended	Attended
Non - Executive & Non-Independent Director							
3	Durriya Hozef Darukhanawala	Member	Attended	Attended	Attended	Attended	Attended

The Chief Financial Officer and Statutory Auditor are invitees to the meeting. The Company Secretary of the Company acts as the Secretary to the Committee.

The Chairperson of the Audit Committee was present at the previous Annual General Meeting of the Company held on 25th September, 2025 to answer shareholders queries.

b) NOMINATION AND REMUNERATION COMMITTEE

i. TERMS OF REFERENCE

- Formulation of the criteria for determining qualifications, positive attributes, expertise, qualities, skills and independence of a director and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria").
- For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - Use the services of an external agencies, if required;
 - Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - Consider the time commitments of the candidates.
- The committee shall develop, subject to approval by the Board, a process/ policy for an annual self-evaluation of the performance of the Board, the individual directors and board committees in the governance of the Company and co- ordinates and oversees this annual self-evaluation.
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees of the Company.
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- Formulation of criteria for evaluation of performance of independent directors and board of directors;

8. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
9. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

RESPONSIBILITIES

1. Reviewing and reassessing the adequacy of the committee's charter as required and recommending changes to the Board.
2. Reviewing and assessing its own performance on an annual basis.
3. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company.
4. Overseeing the Company's corporate governance practices, including reviewing the Company's corporate governance guidelines annually and recommending amendments to the Board as necessary. Monitoring compliance with the Company's corporate governance guidelines.
5. To develop and recommend to the Board for approval of CEO succession plan (the "Succession Plan"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under the Succession Plan.

SPECIFIC POWERS

1. The committee may conduct or authorize studies of matters within the committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.
2. The committee may, at the expense of the Company, select and retain advisors to assist it in connection with its functions, as it deems necessary or appropriate.
3. The Company shall provide for appropriate funding, as determined by the committee, for payment of any advisors employed by the committee pursuant to this charter.
4. The Company shall pay the ordinary administrative expenses of the committee that are necessary or appropriate for carrying out its duties. The advisors retained by the committee shall be independent as determined in the discretion of the committee.
5. The committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
6. The committee is governed by the same rules regarding meetings as are applicable to the Board.

ii. COMPOSITION AND MEETINGS

Sr. No	Name of the Directors and their Category	Chairperson / Member	Date of the Nomination and Remuneration Committee Meeting and details of the attendance of Committee Member	
			30-05-2025	29-08-2025
Independent Director				
1	Vijaypratap Talukdar Singh	Chairperson	Attended	Attended
2	Javid Husain Parkar	Member	Attended	Attended
Non - Executive & Non-Independent Director				
3	Durriya Hozef Darukhanawala	Member	Attended	Attended

The Chairperson of the Nomination and Remuneration Committee was present at the previous Annual General Meeting of the Company held on 25th September, 2025 to answer shareholders queries. The Company Secretary of the Company acts as the Secretary to the Committee.

iii. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The performance evaluation of Independent Directors was based on various parameters such as: participation of Independent Directors in the meeting, execution and performance of specific duties of the Independent Directors, review of Independent Director's competency, experience, contribution along with criteria mentioned in policy adopted by the Board. The results are discussed in a forthright manner by the Chairperson with the Board and certain aspects relating to their performance and remedial action required if any to be taken are discussed. Till date there have been no instances however if in future the Independent

Director's performance is falling below a threshold, there would be provision for individual counselling by the Chairperson of the Company.

iv. REMUNERATION POLICY

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management and the same is displayed on the website of the Company. The said Policy is directed towards rewarding performance, based on review of achievements periodically and is in consonance with the existing industry practice.

c) STAKEHOLDERS' RELATIONSHIP COMMITTEE
i. TERMS OF REFERENCE

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non- receipt of annual report, non- receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standard adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

ii. COMPOSITION AND MEETINGS

Sr. No	Name of the Directors and their Category	Chairperson / Member	Date of the Stakeholder's Relationship Committee Meeting and details of the attendance of Committee Member
			29-08-2025
Independent Director			
1	Vijaypratap Talukdar Singh	Chairperson	Attended
2	Javid Husain Parkar	Member	Attended
Non - Executive & Non-Independent Director			
3	*Rakesh Anil Bissa	Member	Attended
4	**Durriya Hozef Darukhanawala	Member	NA

* Rakesh Anil Bissa, who was liable to retire by rotation at the Annual General Meeting of the Company held on 25th September, 2025, was not re-appointed by the Members. Accordingly, he ceased to be a Director of the Company and also ceased from the Stakeholders Relationship Committee with effect from 25th September, 2025.

** Durriya Hozef Darukhanawala appointed as a member w.e.f 29th September, 2025 by way of Circular Resolution.

The Chairperson of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting of the Company held on 25th September, 2025 to answer shareholders queries. The Company Secretary of the Company acts as the Secretary to the Committee.

Ms. Tripti Jain Company Secretary and Compliance Officer of the Company handle the shareholders' queries or grievances and co-ordinates with Link Intime India Private Limited, Registrar and Transfer Agents in the matter relating to the same.

iii. NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED DURING THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

During the financial year ended 31st March, 2026 the Company had received the following complaints.

Number of Complaints received during the financial year	1
Number of Complaints resolved during the financial year	1
Number of Complaints pending at the end of the financial year	0

F. DETAILS OF REMUNERATION PAID TO THE DIRECTORS
i. REMUNERATION PAID TO MANAGING DIRECTOR

The remuneration paid to Hozef Abdulhusaain Darukhanwala, Managing Director was approved by the Members at the 29th AGM of the Company held on 29th September, 2023. Further, the Members had also approved the payment of remuneration in the event of inadequacy of profits or loss. Remuneration consists

of a fixed salary, perquisites, other variables and commissions based on the net profit of the Company. The details of the salary paid to the Managing Director is mentioned herein.

Sr. No	Name of the Managing Director	Basic Salary	Perquisites	Commission	Others	Total
1	Hozef Abdulhussain Darukhanawala	6,00,000	-	-	-	6,00,000

Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) was appointed as the Managing Director of the Company, for a period of 3 (Three) years with commencing from 1st October, 2022 to 30th September, 2025 by the Board of the Company and was further approved by the Shareholders in their 29th Annual General Meeting held on 29th September, 2023. There was no separate provision for payment of any severance fees to the Managing Director. There was a notice period of 6 (six) months from either side.

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

ii. SITTING FEES PAID TO THE NON - EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

No Sitting fees was paid to any of the Directors of the Company for attending the Board Meeting as well as attending the Committee Meetings of the Company for the financial year 2025-26.

During the financial year ended 31st March, 2026, there were no pecuniary relationships or transactions between the Non – Executive Directors and the Company at large.

iii. RECOMMENDATION MADE BY THE COMMITTEES OF THE BOARD

All the recommendation/(s) made by the Committee/(s) of the Board were accepted by the Board.

iv. CRITERIA FOR MAKING PAYMENTS TO THE NON - EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

The details of criteria for making payments to the Non - Executive Directors and Independent Directors are displayed on the website of the Company and the weblink of the same is <https://moneymasterscc.in/>.

G. GENERAL BODY MEETINGS

i. DATE, TIME AND LOCATION WHERE PREVIOUS THREE ANNUAL GENERAL MEETINGS WERE HELD AND DETAILS OF SPECIAL RESOLUTION PASSED

Financial Year	Date	Time	Location	Special Resolution
2022-23	29 th September, 2023	3.30 p.m. IST	Registered Office: 4, Akash Deep, Ground Floor, TPS VI 1 st Road, Santacruz (West), Mumbai - 400 054	A.Re-appointment of Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as Managing Director of the Company;

				B.Appointment of Mr. Javid Husain Parkar (DIN: 10265911), as an Independent Director (Non-Executive) of the Company.
2023-24	30 th September, 2024	03.57 p.m. (IST) and concluded at 04.35 p.m.	Meeting was conducted through Video Conferencing/Other Audio Video Means	A. Appointment of M/s. P S V Jain & Associates, Chartered Accountant as Statutory Auditor for a period of 5 years.
2024-25	29 th September, 2025	11.30 a.m. (IST) and concluded at 12:15 p.m.	Meeting was conducted through Video Conferencing/Other Audio Video Means	A. Re-appointment of Mr. Hozef Abdulhusaain Darukhanwala (DIN: 00177029) as Managing Director of the Company

ii. POSTAL BALLOT

The Company has passed following resolutions through postal Ballot during the Financial Year 2025-26.

Date of Postal Ballot Notice	Nature of Resolution(s) passed
22 nd July, 2025	1. Ordinary Resolution: Increase in Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association.
Procedure of Postal Ballot	The postal ballot was carried out as per the provisions of Sections 110 and other applicable provisions of the Act and the Rules framed thereunder read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022 read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 and the SEBI Listing Regulations, the Company had sent the Postal Ballot Notice dated 22nd July, 2025 along with the Explanatory Statement in the permitted mode as per MCA Circular. Voting rights were reckoned based on the equity shareholding as on the cut-off date i.e. 18th July, 2025. For this purpose, the Company had availed e-Voting facility from Central Depository Services (India) Limited. The e-voting period commenced Thursday, 24th July, 2025, at 9:00 a.m. (IST) and ended on Friday, 22nd August, 2025 at 5:00 p.m. (IST) and the e-voting

	platform was disabled thereafter. Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the aforesaid resolutions have been passed as Ordinary Resolution under Section 114 of the Act. The Company had appointed Scrutinizer M/s. HRU & Associates, Practising Company Secretaries, as Scrutiniser for conducting Postal Ballot in a fair and transparent manner. The results of the postal ballot were placed on the website of the Company and were also filed with BSE Limited.
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iii. EXTRA – ORDINARY GENERAL MEETING

No Extra – Ordinary General Meeting was held for the financial year ended 31st March, 2026.

H. MEANS OF COMMUNICATION

Quarterly Results	Quarterly, half yearly and Annual Financial Results are published in newspapers within 48 hours of the Board Meeting,
Newspaper wherein results are normally published	Free Press Journal (English) Navshakti (Marathi)
Any website, where results are displayed	https://www.moneymasterscc.in/
Whether it also displays official news releases	No
The presentations made to institutional investors or to the analysts	No presentation has been made for the financial year ended 31 st March, 2026.

I. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting:	
Day:	Monday
Date & Time:	24 th August 2026 & 12.30 P.M.
Venue:	Video Conferencing (VC) / Other Audio-Visual Means (“OAVM”)
Financial year	01 st April- 31 st March
Dividend payment date	NA
Book Closure	NA

Name and Address of Stock Exchange where Equity Shares of the Company are Listed	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Tel No.: 022-2272 1233 Fax No.: 022-2272 1919 The Company has paid requisite listing fees to the BSE Limited within prescribed time limits
Scrip Code	535910
ISIN Number	INE340001021
CIN	L65990MH1994PLC082399
Registered Office	4, Akash Deep, Ground Floor, TPS VI, Road No. 1, Milan Subway, Santacruz (West), Mumbai, Maharashtra, 400054
Custodial Fees	The Company has paid requisite custodial fees of Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) within prescribed time limits.
Suspension from trading, if any	For the financial year ended 31 st March, 2026, the Company has not received any notice or order or faced any suspension for trading from BSE Limited.
Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)
Dematerialization of shares and liquidity	Percentage of shares held in physical and dematerialized form for the financial year ended on 31 st March, 2026 is as follows: Physical Form: 6.78% In electronic form with CDSL: 42.62% In electronic form with NSDL: 48.06%
Locations/Offices Address	Same as Registered office
Address for correspondence	Same as Registered office
Outstanding GDRs/ADRs/Warrants or any convertible Instruments conversion date and likely impact on Equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments for the financial year ended 31 st March, 2026. Further as on date there were no outstanding GDRs/ADRs/Warrants or any convertible Instruments. Also there had been no conversion of the said securities/ convertible Instruments as on date. Hence there is no impact on equity.
Commodity price risk or foreign exchange risk and hedging activities	For the financial year ended 31 st March, 2026, the Company has not done any such activities related to commodity price risk or foreign exchange risk and hedging activities.

Share transfer system	In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
Pledge of Shares	No pledge has been created over the equity shares held by the Promoters and/or Promoter Group for the financial year ended 31 st March, 2026. However, after the closure of the financial year, Mr. Hozef Abdalhussain Darukhanawala, Promoter of the company has pledged his equity shares.
Reconciliation of Share Capital	The report under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 to be issued by the Practicing Company Secretary is obtained every quarter and furnished to BSE Limited within prescribed timelines. The Report is also placed before the Board and noted by them as required under the applicable law.
Annual Report	The Annual Report containing Audited Financial Statements for the financial year ended 31 st March, 2026 Auditor's Report, Board's Report and other important information for the aforesaid period is circulated to Members and others entitled thereto. Management Discussion and Analysis Report forms part of the Annual Report.
BSE Corporate Compliance and Listing Centre (the 'Listing Centre')	All the filings relating to the quarterly, half yearly and yearly compliances viz: Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints, Related Party Transactions, Financial Results, Certificate under Regulation 40(9) and Regulation 7(3) of the SEBI Listing Regulations and Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 are filed electronically with the Listing Centre through online filing portal of BSE Limited.
SEBI Complaints Redressal System (SCORES)	The Company visits the website of SCORES regularly to check for any investor complaints
Promoter Group	The Promoter Group holding in the Company as on 31 st March, 2026 was 34.65% of the Company's paid-up capital.
Credit Ratings	NA

J. DIVIDEND DISTRIBUTION POLICY AND DIVIDEND HISTORY OF THE COMPANY

The Company is not mandatorily required to have a dividend distribution policy pursuant to the SEBI Listing Regulations. However, company on a voluntary basis have adopted dividend distribution policy. The Policy can be accessed on the Company's website and weblink of the same is <https://moneymasterscc.in/>

K. DISTRIBUTION OF SHARE HOLDING

Shares Range	No. of Shareholders	% of Total Shareholders	Total Shares for the range	% of Issued Capital
1-500	5253	65.3765	5,90,842	0.59
501-1000	782	9.7324	6,39,792	0.64
1001-2000	580	7.2184	8,75,823	0.87
2001-3000	251	3.1238	6,46,896	0.64
3001-4000	158	1.9664	5,48,784	0.55
4001-5000	144	1.7922	6,74,186	0.67
5001-10000	291	3.6217	22,02,139	2.19
10001 and above	576	7.1686	9,42,03,828	93.85
Total	8035	100.00	10,03,82,290	100.00

L. CATEGORY WISE SHAREHOLDING

CATEGORY	Total Number of Shares	% of Issued Capital
Other Bodies Corporate	40,24,373	4.0091
Hindu Undivided Family	13,21,382	1.3163
Public	5,97,72,182	60.0203
Promoters	3,47,86,740	34.6543
Directors and their relatives	-	-
Key Managerial Personnel	-	-

M. OTHER DISCLOSURES

- a) The Audit Committee of the Company has granted prior omnibus approval on the basis of criteria as mentioned in Regulation 23 of the SEBI Listing Regulations and applicable provisions of the Act for transactions entered into by the related parties for the financial year ended 31st March, 2026. The transactions entered into with the related parties were at arm's length basis and in ordinary course of business. Policy on Related Party Transaction is displayed on the website of the Company and weblink of the same is <https://moneymasterscc.in/>. Further transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in notes to accounts annexed to the financial statements.
- b) There have been no instances of non - compliance on any matter with the rules and regulations prescribed by BSE Limited, Stock Exchange where equity shares of the Company are listed, SEBI or any other statutory/regulatory authority relating to the capital market during the previous three (3) financial years except for penalties imposed by the Stock Exchanges levied for delay in compliance with Regulation 29, 31 and 33 of SEBI Listing Regulation and the company has paid the said penalties.
- c) The Company has in place whistle blower policy and vigil mechanism for Directors and Employees to report concerns about unethical behaviour. No person is denied access to the Chairperson of the Audit Committee. The Whistle Blower Policy can be accessed on the Company's website and weblink of the same is <https://moneymasterscc.in/>

- d) The Company has complied with all the mandatory requirements of the SEBI Listing Regulations.

In accordance with the provisions of Regulation 16 of the SEBI Listing Regulations, the Company has formulated a Policy for determining the Material Subsidiary which is displayed on the website of the Company and weblink of the same is <https://moneymasterscc.in/>. However, as on 31st March, 2026, the company don't have any subsidiary company.

- e) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations.
- f) A Certificate from Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by SEBI / Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.
- g) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:

Payment to Statutory Auditor	FY 2025-26 (₹ in Lakhs)
Statutory Audit Fees	0.80

- h) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of Complaints filled during the financial year 2025-26	Nil
Number of Complaints disposed of during the financial year 2025-26	Nil
Number of Complaints pending as on end of the financial year 2025-26	Nil

- i) As per point 13 of Part C of Schedule V to the SEBI Listing Regulations, the Company has made disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 (excluding Regulation 21 of the SEBI Listing Regulations as Risk Management Committee is not applicable) and clauses (b) to (i) of sub-regulation (2) of Regulation 46 on the website of the Company i.e. <https://moneymasterscc.in/>.
- j) The Company has not made any loans and advances in the nature of loans to firms/Companies in which directors are interested during the Financial Year 2025-26.
- k) Particulars of Senior Management

As per requirement of Regulation 16 and Regulation 34 of the SEBI Listing Regulations, details of the Senior Management of the Company are provided herein below:

Sr. No	Particulars	Change if any, during the Financial Year 2025-26 (Yes/No)	Nature of change and effective date
1.	Hozef Abdulhussain Darukhanawala- Executive Director- Managing Director	No	-
2.	Anjum Syed- Chief Financial Officer	No	-
3.	Tripti Jain- Company Secretary & Compliance Officer	No	-

N. DISCRETIONARY REQUIREMENTS

The status of compliance in respect of non-mandatory requirements of Part E of Schedule II of the SEBI Listing Regulations are as follows:

a) The Board

The Company has Non-Executive Independent Chairperson and his position is distinct from the office of the Managing Director. The Chairperson's office is maintained by the Chair himself.

b) Shareholder Right

The Quarterly financial results as well as all significant information/events disseminated to the stock exchange are uploaded on the website of the Company and is available to the shareholders.

c) Audit Qualification

There are no audit qualifications for the financial year under review.

d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Company already has in place two different individuals as Chairperson and Managing Director and they are not related to Promoter and Promoter Group. Currently the Chairperson is Non-Executive and Independent Director and not related to the Executive Director and Managing Director, as per the definition of the term "relative", under the Act.

e) Reporting of Internal Auditor

The Company is in the process of appointing Internal Auditor.

O. MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION

Managing Director and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of the SEBI Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Corporate Governance Report.

P. CODE OF CONDUCT

As required under Regulation 26 of the SEBI Listing Regulations, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The same has been uploaded on

the Company's website and the weblink of the same is <https://moneymasterscc.in/>. The Company has received an affirmation of compliance from Directors and Senior Managerial Personnel of the Company for the financial year ended 31st March, 2026. A declaration to this effect is signed by the Managing Director of the Company is annexed and forms part of the Corporate Governance Report.

Q. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

In accordance with the requirement of Regulation 34(3) and Schedule V of the SEBI Listing Regulations, the Company reports that there are no equity shares held in suspense account for the financial year ended 31st March, 2026.

R. INSIDER TRADING REGULATIONS

The Company has adopted Code of Conduct to regulate, monitor and report trading by Designated Person and immediate relatives of Designated Person and Code of practices and procedures for fair disclosures of unpublished price sensitive information pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in securities by the Designated Person and immediate relatives of Designated Person of the Company. The Compliance Officer is responsible with compliance under these Regulations. The code requires pre-clearance for dealing in the Company's securities and prohibits the purchase or sale of Company's securities by the Designated Person and immediate relatives of Designated Person while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. Designated Person and immediate relatives of Designated Person have affirmed compliance with the Code. The said Code of Conduct to regulate, monitor and report trading by Designated Person and immediate relatives of Designated Person and Code of practices and procedures for fair disclosures of unpublished price sensitive information is displayed on the website of the Company and weblink of the same is <https://moneymasterscc.in/>.

The Company has in place a structured digital database ("SDD") wherein details of persons with whom UPSI is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database. The SDD is maintained internally by the Company and is not outsourced in accordance with the provisions of the PIT Regulations. The Secretarial Auditor has confirmed the compliance by the Company with the SDD in their Annual Secretarial Compliance Report ("ASCR").

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III as per SEBI Listing Regulations.

DECLARATION REGARDING CODE OF CONDUCT

I, Hozef Darukhanawala, Managing Director of Money Masters Leasing & Finance Limited hereby declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as applicable to them for the financial year ended 31st March, 2026.

For and on behalf of the Board of Directors

Hozef Darukhanawala
Managing Director
DIN: 00177029

Date: 27th July, 2026
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members of
Money Masters Leasing and Finance Limited
4, Akash Deep, Ground Floor, TPS VI 1st Road,
Santacruz (West), Mumbai - 400 054

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Money Masters Leasing And Finance Limited (hereinafter called “the Company”) having CIN: L65990MH1994PLC082399 and registered office at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai - 400054, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

Sr. No.	Name of Director(s)	DIN	Date of appointment in Company
1	Durriya Hozef Darukhanawala	00177073	26-10-1994
2	Hozef Abdulhussain Darukhanawala	00177029	04-10-1995
3	Vijaypratap Talukdar Singh	09201414	29-06-2021
4	Javid Husain Parkar	10265911	10-08-2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For HRU & Associates
Practicing Company Secretaries**

**Hemanshu Upadhyay
Proprietor
M.No. ACS- 46800
CoP No.: 20259**

**Date: 27th July, 2026
Place: Mumbai**

**UDIN: A046800H000950318
Peer Review No: 3883/2023**

Certificate on Compliance with Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**To,
The Members
Money Masters Leasing and Finance Limited**

I have examined compliance by **Money Masters Leasing and Finance Limited** (the Company) having CIN: **L65990MH1994PLC082399** for the year ended on **31st March 2026** as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (SEBI Listing Regulations') relating to corporate governance requirements.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the SEBI Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For HRU & Associates
Company Secretaries**

Hemanshu Upadhyay

**Date: 27th July_2026
Place: Mumbai**

**Proprietor
M. No: A46800
CP No: 20259
UDIN: A046800H000950331
Peer Review No: 3883/2023**

MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION

To,
The Board of Directors
Money Masters Leasing And Finance Limited
4, Akash Deep, Ground Floor, TPS VI 1st Road,
Santacruz (West), Mumbai - 400 054

We have reviewed the attached financial statements and the cash flow statement of Money Masters Leasing and Finance Limited for the financial year ended 31st March, 2026 and that to the best of our knowledge and belief, we state that;

- a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

- b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2026 which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditor's and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditor's and the Audit Committee:
- i. significant changes, if any, in the internal control over financial reporting during the financial year ended 31st March, 2026.
 - ii. significant changes, if any, in accounting policies made during the financial year ended 31st March, 2026 and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

Anjum Syed
Chief Financial Officer

Date: 27th July, 2026
Place: Mumbai

Hozef Darukhanawala
Managing Director
DIN: 00177029

Annexure III to Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

For the Financial Year 2025-26

A. Indian NBFCs

Money Masters Leasing & Finance Limited ("the Company") is a Non-Deposit Accepting NBFC- Investment and Credit Company-Base Layer (NBFC-ICC-BL) registered with the Reserve Bank of India (RBI). It is classified as an NBFC-Investment and Credit Company Base Layer (NBFC-ICC-BL) with the RBI. The Company is engaged in the business of lending, with a diversified financing portfolio focused mainly on hire-purchase loans for vehicles, auto rickshaws, equipment, and small-ticket assets, thereby contributing to financial inclusion.

B. Industry Overview

The NBFC sector continues to play a vital role in the Indian financial system by complementing the banking sector and serving segments often under-served by banks.

During FY 2025-26, the overall NBFC sector's Assets under Management (AUM) is estimated by industry sources (ICRA/CRISIL) to have grown at approximately 15-18% year-on-year, moderating from the sharper 18% expansion registered in NBFC-Retail AUM during FY 2024-25. Industry estimates place the sector's overall AUM at approximately ₹48-50 lakh crore (₹48-50 trillion) as at 31st March 2026, building on the sector having crossed the ₹50 lakh crore mark (on a wider base including Housing Finance Companies) during FY 2024-25. The moderation in growth during the year under review reflects a broader industry-wide normalisation following the sharper post-Covid expansion of FY 2023-24 and FY 2024-25, along with continued caution around unsecured lending segments such as microfinance and personal loans. Industry estimates project the sector's overall AUM to cross ₹50 lakh crore (on a comparable basis) during FY 2026-27, supported by continued momentum in retail, MSME, vehicle, and gold loan financing.

- Growth continues to be driven by robust demand in the unsecured lending segment (personal loans, consumption loans, and MSME financing) and steady momentum in vehicle/equipment financing, with a particular uptick in electric vehicle (EV) and two-wheeler financing demand, reflecting the broader shift towards affordable green mobility solutions in semi-urban and rural markets.
- NBFCs continue to benefit from their strong customer connect, faster processing, and ability to customize products as compared to banks.
- Regulatory focus during the year continued on governance, digital lending norms, and expected credit loss (ECL)-based provisioning under Ind AS, with continued emphasis by RBI on strengthening the resilience of smaller NBFCs.

Growth Drivers for NBFCs:

- Demand for loans by MSMEs, who often face difficulties in accessing credit from traditional banks due to stringent eligibility criteria.
- Rapid adoption of digital lending platforms, enabling quicker loan disbursement and improved customer experience.
- Government push for infrastructure, rural development, and mobility, driving demand for asset financing.

While NBFCs have witnessed steady growth, the sector also faces challenges such as rising borrowing costs, competition from banks and fintechs, and continuing regulatory change.

C. Performance Review

The Company is engaged in the business of Hire-Purchase finance. A summary of the Company's performance for FY 2025-26 as compared to the previous year is set out below:

Particulars	FY 2025-26 (₹ in lakhs)	FY 2024-25 (₹ in lakhs)
Net Receipts from Operations	151.33	214.13
Profit After Tax (PAT)	35.67	51.19

D. Risk Factors

The Company is exposed to a variety of risks, which are actively monitored and managed:

- Financial Risks: Fluctuations in interest rates, liquidity availability, and market volatility.
- Credit Risk: Delinquencies in the borrower portfolio, particularly in economically weaker segments.
- Liquidity Risk: Smaller NBFCs often face funding challenges due to limited refinancing avenues and higher borrowing costs.
- Regulatory Risks: Frequent policy changes by RBI relating to capital adequacy, provisioning norms, digital lending, and governance.
- Macroeconomic Risks: Interest rate movements and inflationary pressures can affect the repayment capacity of borrowers.
- Concentration Risk: A significant portion of the portfolio remains concentrated in hire-purchase financing of a limited asset category, which may affect diversification benefits.

E. Opportunities and Threats

Opportunities:

- Rising demand for two-wheeler and four-wheeler electric vehicle and equipment financing in semi-urban and rural areas.
- Digital transformation enabling better customer acquisition, faster loan disbursements, and efficient collections.
- Partnerships and co-lending opportunities with banks and fintech companies.

Threats:

- Intensifying competition from banks, large NBFCs, and fintech players.
- Rising cost of funds amidst tightening liquidity conditions.
- Possible deterioration in asset quality in case of economic slowdown or rural distress.

F. Outlook

The medium-to-long-term outlook for the NBFC sector remains positive, supported by India's steady GDP growth, higher credit penetration, government focus on infrastructure and rural development, and an increasing shift of borrowers towards NBFCs for faster, customized financing solutions.

The Company expects steady growth in its loan portfolio and business operations during FY 2026-27, driven by its core hire-purchase financing activities. With improving collections, disciplined credit appraisal, and cautious underwriting, the Company is well positioned to sustain profitability while maintaining asset quality. The Company will continue to focus on prudent risk management, operational efficiency, and strengthening its customer base while capitalising on opportunities in the vehicle and small asset financing segments.

G. Segment-wise or Product-wise Performance

The Company operates in a single business segment, i.e., Leasing and Finance, with a primary focus on Hire Purchase activity. The financing portfolio largely comprises:

- Auto rickshaws
- Computers
- Small equipment
- Other productive assets

H. Capital Adequacy Ratio (CRAR)

As an NBFC-ICC-Base Layer the Company is required to maintain a minimum Capital-to-Risk Weighted Assets Ratio (CRAR) of 15% as prescribed by the RBI. As on 31st March 2026, the Company's CRAR stood at 49.40 % as against 59.17 % as on 31st March 2025, well above the regulatory minimum.

I. Asset Quality

The Company's Gross Non-Performing Assets (Gross NPA) stood at 2.26 % and Net Non-Performing Assets (Net NPA) stood at 0.46 % as on 31st March 2026, as against Gross NPA of 2.30 % and Net NPA of 0.69 % as on 31st March 2025. The Company continues to follow a prudent provisioning policy in line with RBI's Income Recognition and Asset Classification (IRAC) norms.

J. RBI Regulatory Classification

In terms of the RBI's Scale Based Regulation (SBR) framework for NBFCs effective from October 2022, the Company is classified under the Base Layer (NBFC-BL), and continues to comply with the applicable regulatory, governance, and reporting requirements prescribed for NBFCs in this layer.

K. Key Financial Ratios

In accordance with Regulation 34(2)(e) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in the key financial ratios are given below, along with detailed explanations therefor:

Ratio	FY 2025-26	FY 2024-25	% Change	Explanation, if change $\geq$ 25%
Debt-Equity Ratio	1.36	1.36	0.00%	-
Current Ratio	1.25	1.25	0.00%	-
Interest Coverage Ratio	0.93	0.92	1.09% Increase	-
Operating Profit Margin (%)	3.17	3.09	2.59% Increase	-
Net Profit Margin (%)	23.56	23.89	1.38% Decrease	-

Return on Net Worth for FY 2025-26 stood at *0.02* as against *0.03* in the previous year, representing a change of *0.01*.

L. Internal Control System and their Adequacy

The Company has an internal control system commensurate with the size and nature of its business. During the year, such controls were tested and no reportable material weakness in the design or operation was observed. The Company is in process of appointing Internal Auditor of the Company

The internal control framework is reviewed periodically to ensure its continued adequacy and effectiveness.

M. Discussion on 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 to the Directors' Report for highlights. A summary of key operational and financial highlights for FY 2025-26 is provided in Section C (Performance Review) and Section K (Key Financial Ratios) above.

N. Accounting Standards

The financial statements of the Company have been prepared in accordance with the applicable Indian Accounting Standards (Ind AS)/Accounting Standards as prescribed under the Companies Act, 2013. There were no material changes in the accounting treatment followed by the Company during FY 2025-26 as compared to the previous year, other than as disclosed in the notes to the financial statements.

O. Material Developments in Human Resources / Industrial Relations Front

As on 31st March 2026, the Company had 6 employees on its rolls. The Company continues to recognise the contribution of its employees and strives to provide a cordial, safe, and growth-oriented work environment. Employee productivity and relations during the year remained satisfactory and harmonious.

The Company's migration of listing from the BSE SME Platform to the Main Board of BSE, completed in FY 2024-25, continued to remain in effect throughout FY 2025-26, with no further material developments on this front during the year.

Cautionary Statement

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied due to economic conditions, regulatory changes, tax laws, and other unforeseen circumstances.

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

Hozef Darukhanawala
Managing Director
DIN: 00177029

Place: Mumbai
Date: 27th July, 2026

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Annexure IV to Board's Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,
Money Masters Leasing and Finance Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Money Masters Leasing and Finance Limited** (hereinafter called "the Company"), incorporated on **26th October 1994** having **CIN: L65990MH1994PLC082399** and Registered office at **4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West) Mumbai -400054**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the Financial Year ended on **31st March 2026** according to the following provisions of (including any statutory modifications, amendments, or re-enactment thereof for the time being in force):

- (ii) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made thereunder;
- (iv) The Depositories Act, 1996, and the Regulations and the Bye-Laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **NOT APPLICABLE**

- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **NOT APPLICABLE**
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **NOT APPLICABLE**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with clients- **NOT APPLICABLE**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **NOT APPLICABLE**
- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **NOT APPLICABLE**
- i) The The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - **NOT APPLICABLE and**
- j) The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 - **NOT APPLICABLE**
- k) The Reserve Bank of India Act, 1934, Master Directions and other circulars/directions/guidelines issued by RBI to the extent applicable.

I have relied on the representation made by the Company and its officers for the systems and the mechanism formed by the Company for the Compliances under the applicable Acts and the regulations to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the best of my knowledge and belief, during the year under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following observations:

- a) *The Company has not appointed an Internal auditor for the financial year 2025-26 as per the provisions of Section 138 of the Companies Act, 2013 and rules made thereunder.*

I further report that:

The Board of Directors of the Company is duly constituted with the proper balance of Executive Director, Non-Executive Directors, and Independent Directors. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Committee and Board Meetings, agenda, and detailed notes on the agenda were sent as per the provisions of the Companies Act, 2013 and the rules made thereunder, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision is carried through the unanimous consent of all the Board of Directors and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report during the audit period the Company has following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- a. During the year under review, in order to facilitate the proposed Rights Issue, the Company has received the approval of the members of the Company, by means of Postal Ballot Resolution on 22nd August, 2025 and approved the increase of the Authorised Share Capital of the Company from ₹ 34,00,00,000/- (Rupees Thirty- Four Crores Only), divided into 30,30,00,000 (Thirty Crores and Thirty Lakhs Only) Equity Shares of ₹ 1/- (Rupees One Only) each and 37,00,000 (Thirty-Seven Lakhs) Preference Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 60,00,00,000/- (Rupees Sixty Crores Only) divided into 56,30,00,000 (Fifty-Six Crores Thirty Lakhs) Equity Shares of ₹ 1/- (Rupees One) each and 37,00,000 (Thirty-Seven Lakhs) Preference Shares of ₹ 10/- (Rupees Ten Only) each together with the consequential alteration of the Capital Clause of the Memorandum of Association of the Company. Subsequent to the withdrawal/cancellation of the proposed Rights Issue, the Company did not proceed with the implementation of the aforesaid increase in the Authorised Share Capital. Accordingly, the existing Authorised Share Capital of the Company and the Capital Clause of the Memorandum of Association continue to remain unchanged.
- b. During the year ended March 31, 2026, the Company redeemed **1,005,500 (Ten Lakhs Five Thousand Five Hundred) Non-Convertible Cumulative Redeemable Preference Shares of ₹10 (Rupees Ten only)** each, aggregating to a nominal value of **₹1,00,55,000**.

For HRU & Associates
Practicing Company Secretaries

Date: 27th July, 2026
Place: Mumbai

Hemanshu Upadhyay
Proprietor
M. No: A46800
CP No: 20259
UDIN: A046800H000950221
Peer Review No: 3883/2023

This report is to read with my letter of event date which is annexed as Annexure A and forms an integral part of this report.

Annexure A of Secretarial Audit Report

To,
The Members,
Money Masters Leasing and Finance Limited

My report of the event date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts were reflected in secretarial records. I believe that the processes and practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and the Book of Accounts of the Company.
4. Where required, I have obtained the Management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
5. Compliance with the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HRU & Associates
Practicing Company Secretaries

Date: 27th July 2026
Place: Mumbai

Hemanshu Upadhyay
Proprietor
M. No: A46800
CP No: 20259
UDIN: A046800H000950221
Peer Review No: 3883/2023

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MONEY MASTERS LEASING & FINANCE LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of Money Masters Leasing & Finance Ltd ("the company"), which comprise the Balance Sheet as at **31 March 2026**, the Statement of Profit and Loss, the Cash Flow Statement and a summary of significant accounting policies and other explanatory information for the year then ended.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2026;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

- 1) As required by the Companies (Auditor's Report) order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in Annexure 'A', a statement on the matters specified in paragraph 3 and 4 of the said order.
- 2) The Company is a Non- Banking Financial Company not accepting public deposit and the Certificate of Registration No. B-13.02156 dated 2nd February, 2017 from Reserve Bank of India has been issued to the Company.
- 3) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
- 4) The financial statements of the Company have been prepared on a going concern basis. Our opinion is not modified in respect of these matters.

Report on other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches not visited by us)
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The going concern matter described in sub-paragraph (4) under the Emphasis of Matters paragraph above
- f) On the basis of written representations received from the directors as on 31 March, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2026, from being appointed as a director in terms of Section 164(2) of the Act.

For M/s. PSV Jain & Associates
Chartered Accountants

Dularesh Kumar Jain
Partner
Firm Membership No.131505W
Membership No.137264
UDIN: 26137264WBOUAG3930
Place: Mumbai
Date: 27th May 2026

Annexure “A” To the Independent Auditors’ Report

(Referred to in paragraph 1 under “Emphasis of Matter” of our report of even date)

S.No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	Not Applicable
	(b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported;	Not Applicable
	(c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	Not Applicable
(iii)	(iii) whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,	No
	(a) whether receipt of the principal amount and interest are also regular; and	Not Applicable
	(b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	Not Applicable
(iv)	is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system.	Not Applicable
(v)	in case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	Yes
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	Not Applicable
(vii)	(a) is the company regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value	Yes

	added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	
	(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).	Not Applicable
	(c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.	Not Applicable
(viii)	whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;	Not Applicable
(ix)	whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;	No
(x)	whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;	No
(xi)	whether term loans were applied for the purpose for which the loans were obtained;	Yes
(xii)	whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	NA
(xiii)	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	Yes
(xiv)	Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability.	NA

(xv)	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the accounting standards and Companies Act, 2013.	Yes
(xvi)	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, has been complied with	No

For M/s. PSV Jain & Associates
Chartered Accountants

Dularesh Kumar Jain
Partner
Firm Membership No.131505W
Membership No.137264
UDIN: 26137264WBOUAG3930

Place: Mumbai
Date: 27th May 2026

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Audited Balance Sheet as at 31st March 2026

Particulars		Note No.	As at 31 st March 2026	As at 31 st March 2025
			Rs. In Lakhs	Rs. In Lakhs
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	2		1,164.62	1,265.17
Reserves and surplus	3		341.30	309.72
			1,505.92	1,574.89
Non-current liabilities				
Long-term borrowings	4		1,365.74	1,280.76
Long-term provisions	5		59.92	54.42
			1,425.66	1,335.18
Current liabilities				
Other current liabilities	6		119.15	98.56
			119.15	98.93
TOTAL			3,050.73	3,009.00
ASSETS				
Non-current assets				
Property Plant & Equipment	7(a)		2.74	3.35
Intangible Assets	7(b)		0.01	0.01
Long term Loans and Advances	8		3,033.34	2,983.09
			3,036.09	2,986.45
Current assets				
Cash and cash equivalents	9		2.02	8.53
Short-term loans and advances	10		8.65	10.05
Other Current Assets	11		3.97	3.97
			14.64	3.97
TOTAL			3,050.73	3,009.00

Significant Accounting policies
1
The accompanying notes are an integral part of the Financial Statements

As per our attached report of even date.

For M/s. PSV Jain & Associates
Chartered Accountants
For and on behalf of the Board of Directors
Dularesh Kumar Jain
Firm Registration No.131505W
Membership No. 137264
Javid Husain Parkar
Chairperson
DIN: 10265911
Hozef Darukhanawala
Managing Director
DIN: 00177029
Date: 27th May, 2026
Place: Mumbai
Tripti Jain
Company Secretary
and Compliance Officer
Date: 27th May, 2026
Anjum Syed
Chief Financial Officer
Date: 27th May, 2026

Audited Statement of Profit and Loss for the year ended 31st March 2026

	Particulars	Note No.	For the year ended 31 st March 2026	For the year ended 31 st March 2025
			Rs. in Lakhs	Rs. in Lakhs
	Revenue from Operations	12	151.33	214.13
	Other income	13	0.07	0.08
	Total revenue		151.40	214.21
	Expenses			
	Employee benefit expense	14	22.44	23.76
	Finance costs	15	50.97	56.29
	Depreciation and amortisation expense	7(a)&7(b)	0.62	0.77
	Other expenses	16	24.20	59.20
	Provision for NPA & Standard Assets	17	5.50	5.00
	Total expenses		103.73	145.02
	Profit / (Loss) before exceptional and extraordinary items and tax		47.67	69.19
	Current Tax		12.00	18.00
			12.00	18.00
	PROFIT AFTER TAX		35.67	51.19
	<u>Earnings per equity share:</u>			
	Basic		0.04	0.05
	Diluted		0.04	0.05

Significant Accounting policies

1

The accompanying notes are an integral part of the Financial Statements

As per our attached report of even date

For M/s. PSV Jain & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Dularesh Kumar Jain
Firm Registration No.131505W
Membership No. 137264

Javid Husain Parkar
Chairperson
DIN: 10265911

Hozef Darukhanawala
Managing Director
DIN: 00177029

Place: Mumbai
Date: 27th May, 2026

Tripti Jain
Company Secretary
and Compliance Officer

Anjum Syed
Chief Financial Officer

Date: 27th May, 2026Date: 27th May, 2026

Cash Flow Statement for the year ended 31st March, 2026				
Particulars	For the year ended		For the year ended	
	31st March, 2026		31st March, 2025	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and Tax and appropriations		47.67		69.19
<u>Adjustments for:</u>				
Depreciation and amortization	0.62		0.77	
Loss on sale of Govt. Securities	-		-	
Provision for Standard Assets	0.50		-	
Provision for NPA	5.00	6.12	5.50	6.27
Operating profit / (loss) before working capital changes		53.79		75.46
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
Short term loans and advances	1.40		2.27	
Current assets				
Adjustments for increase / (decrease) in operating liabilities:				
Other Current Liabilities	20.22		-0.37	
		21.62		1.90
Cash generated from operations		75.41		77.36
Direct Tax Paid		-12.00		-18.00
Net cash flow from / (used in) operating activities (A)		63.41		59.36
B. Cash flow from investing activities				
Fixed Assets Purchase	-		-	
Non-current loans and advances	-50.26		-80.81	
Investment sold	-		-	
Net cash flow from / (used in) investing activities (B)		-50.26		-80.81
C. Cash flow from financing activities				
Proceeds from issue of shares	-100.55		-	
Share application money received / (refunded)	-		-	
Dividend	-4.09		-12.64	
Long term Provisions	-		-	
long Term borrowing	84.98		22.38	
Net cash flow from / (used in) financing activities (C)		-19.66		9.74
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		-6.51		-12.21
Cash and cash equivalents at the beginning of the year		7.78		19.99
Cash and cash equivalents at the end of the year		1.27		7.78
Reconciliation of Cash and cash equivalents with the Balance Sheet:				

The above Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3. On "Cash Flow Statements" prescribed under the companies Act of India.

This is the Cash Flow Statement referred to in our report of even date

For M/s. PSV Jain & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Dularesh Kumar Jain
Firm Registration No.131505W
Membership No. 137264

Javid Husain Parkar
Chairperson
DIN: 10265911

Hozef Darukhanawala
Managing Director
DIN:00177029

Date: 27th May.2026
Place: Mumbai

Tripti Jain
Company Secretary
and Compliance Officer
Date: 27th May.2026

Anjum Syed
Chief Financial Officer
Date: 27th May.2026

Notes annexed to and forming part of the Balance Sheet as on 31st March 2026

NOTE:2

Share Capital

	As at 31st March 2026	As at 31st March 2025
	Rs in Lakhs	Rs in Lakhs
<u>AUTHORISED: -</u>		
30,30,00,000 Equity Shares of Re. 1/- each	3,030.00	3,030.00
37,00,000 Cumulative Redeemable Preference Shares of Rs.10/- each	370.00	370.00
TOTAL	3,400.00	3,400.00
<u>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL</u>		
A) 29,12,950 Equity Shares of Rs. 10/- each (Issued @ par)	291.30	291.30
B) 2,45,250 Equity Shares of Rs 10/= each (Issued @ Rs 10/- Premium)	24.53	24.53
C) 13,36,000 Equity Shares of Rs 10/= each (Issued @ Rs 5/- Premium)	133.60	133.60
D) 1,76,383 Equity Shares of Rs.10/-each (Issued @ premium of Rs 8/-) by converting 1,76,383, Warrants (Compulsory Convertible to Equity) issued @ of Rs.18/-	17.64	17.64
E) 11,67,646 Bonus Shares of Rs.10/- each issued (1share against holding of 4 shares)	116.76	116.76

F) 18,84,800 Equity Shares of Rs.10/- each issued @ par)	188.48	188.48
G) 23,15,200 Equity Shares of Rs.10/- each @ par (Converted Preferential Shares)	231.52	231.52
SUB TOTAL	1,003.82	1,003.82
H) 1608000 - Cumulative Redeemable Preference Shares of Rs.10/- each (All Preference Shares issued at Par.)	160.80	261.35
i) 22/08/2024 - Subdivision of existing Equity Shares from Rs.10/- each into Ten Equity Shares of Re.1/- each		
TOTAL	1164.62	1,265.17

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

(i) Equity Shares	As at 31st March 2026		As at 31st March 2025	
	Numbers	Rs. In Lakhs	Numbers	Rs. In Lakhs
Equity shares outstanding at the beginning of the period	100.38	1,003.82	100.38	1,003.82
Equity shares allotted during the year	-	-	-	-
Equity shares outstanding at the end of the period	100.38	1,003.82	100.38	1,003.82
(ii) 7% Cumulative Redeemable Preference Shares	As at 31st March 2026		As at 31st March 2025	
	Numbers	Rs. In Lakhs	Numbers	Rs. In Lakhs
Pref. shares outstanding at the beginning of the period	26.13	261.35	26.13	261.35
Pref. shares allotted during the year	-	-	-	-
Pref. shares redeemed during the year	10.05	100.55	-	-
Pref. shares outstanding at the end of the period	16.08	160.80	26.13	261.35

(b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

	As at 31st March 2026		As at 31st March 2025	
	Number of shares held	Percentage of Holding	Number of shares held	Percentage of Holding
Hozef Darukhanawala	284.36	28.33	284.36	28.33
Duraiya Darukhanawala	55.41	5.52	55.41	5.52
Sonal Anil Vichare	-	-	56.49	5.63

Notes annexed to and forming part of the Balance Sheet as on 31st March 2026
NOTE:3
Reserves and Surplus

	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
General Reserves	1.77	1.77
Other Reserves-Reserve fund 45IC	116.64	109.51
APPROPRIATIONS:		
Balance brought forward	198.44	170.13
Add: - Profit/(Loss) for the year	35.67	51.19
Less; - Preference shares Dividend paid @ 7%	4.09	12.64
Transferred to Reserves Fund 45IC	7.13	10.24
Surplus (P & L Account)	222.89	198.44
TOTAL	222.89	198.44

NOTE:4
Long Term Borrowings

	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Term Loan - Hinduja Leyland Fin	302.00	318.04
Corporate Deposits	198.98	119.23
Deposits from Directors	816.95	794.00
Interest payable on Directors Deposit	28.21	28.00
Interest payable on Corporate Deposit	19.60	21.49
-		
TOTAL	1,365.74	1,280.76

NOTE:5
Long Term Provisions

	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Provision for NPA	52.54	47.54
Provision for Standard Assets	7.38	6.88
-		
TOTAL	59.92	54.42

NOTE:6
Other Current Liabilities

	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Provision For Income Tax (net of advances)	95.12	83.12
Sundry Creditors for expenses	5.76	3.76
Statutory Liabilities	4.55	4.55
Employee Liabilities	13.72	7.50
TOTAL	119.15	98.93

NOTE:8
Long Term Loans and Advances

	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Assets Financing (Hire Purchase Loans)	2,882.54	2,869.69
Interest receivable from Assets financing	97.10	59.68
Non-Hire purchase Loans	33.04	33.06
Deposits	20.66	20.66
TOTAL	3,033.34	2,983.09

7(a) Property Plant & Equipment: -

Particulars	Gross Block Value				Depreciation				Net Book Value as at 31/03/2026	Net Book Value as at 31/03/2025
	As at 31/03/2025	Additions	Disposals / Adjustment	As at 31/03/2026	As on 01/04/2025	For the year	Disposals / Adjustment	As at 31/03/2026		
Computer & Printer	35.46	-	-	35.46	35.34	0		35.38	0.08	0.14
Air Conditioner	6.78	-	-	6.78	6.26	0		6.32	0.46	0.54
Furniture & Fixtures	25.88	-	-	25.88	23.74	0		24.05	1.83	2.23
Refrigerator	0.76	-	-	0.76	0.28	0		0.30	0.15	0.18
Telephone System	1.53	-	-	1.53	1.47	0		1.48	0.05	0.06
Aqua Guard	0.16	-	-	0.16	0.14	0		0.14	0.01	0.01
Currency Counting Machine	0.30	-	-	0.30	0.25	0		0.26	0.4	0.05
Vehicle	13.47	-	-	13.47	13.25	0		13.28	0.10	0.14
	84.33	-	-	84.33	80.73	1	-	81.19	2.74	3.36
Previous year figures	84.33	-	-	84.33	80.10	0.98	-	80.10	4.13	4.13

7(b) Intangible Assets: -

Gross Block Value				Depreciation				Net Book Value as at 31/03/2026	Net Book Value as at 31/03/2025
As at 31/03/2025	Additions	Disposals / Adjustment	As at 31/03/2026	As on 01/04/2025	For the year	Disposals / Adjustment	As at 31/03/2026		
14.66	-	-	14.66	14.65	-	-	14.65	-	0.01
14.66	-	-	14.66	14.65	-	-	14.66	-	0.01
					-			-	
14.66	-	-	14.66	14.65			14.66		0.01

NOTE:9
Cash & Cash Equivalents

	As at 31 st March 2026	As at 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Balance with Bank in Current Account	1.35	7.63
Cash in hand	0.67	0.90
TOTAL	2.02	8.53

NOTE:10
Short term Loans & advances

	As at 31 st March 2026	As at 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Employees Loans	8.65	10.05
Advance Paid	-	-
TOTAL	8.65	10.05

NOTE:11
Other Current Assets

	As at 31 st March 2026	As at 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Income Tax Refund Receivable (A.Y. 15-16)	3.53	3.53
Provision for deferred tax asset	0.44	0.44
TOTAL	3.97	3.97

Notes annexed to and forming part of the Profit and Loss Account for the year ended 31st March 2026

NOTE:12
Revenue from Operations

	Year ended 31 st March 2026	Year ended 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Interest and Income from Hire Purchase		
Hire Purchase	151.02	213.21
	151.02	213.21
<u>Interest and Income from Non-Hire Purchase</u>		
Non-Hire Purchase	0.31	0.92
	0.31	0.92
TOTAL	151.33	214.13

NOTE:13
Other Income

	Year ended 31 st March 2026	Year ended 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Other Income	0.07	0.08
TOTAL	0.07	0.08

NOTE:14
Employee benefits expenses

	Year ended 31 st March 2026	Year ended 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Salaries	16.44	16.26
Director Remuneration	6.00	7.50
TOTAL	22.44	23.76

NOTE:15
Finance cost

	Year ended 31 st March 2026	Year ended 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Bank Charges	0.62	0.25
Int on Term Loan Hinduja Leyland Fin	36.39	38.84
Interest On Directors Deposits	9.01	8.90
Interest On I C D	4.95	8.30
Total	50.97	56.29

NOTE:16
Other Expenses

	Year ended 31 st March 2026	Year ended 31 st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Administrative Expenses		
Judicial Stamps & Registration Expenses	2.45	0.24
Professional Fees	7.23	14.89
Electricity Charges	0.55	0.64
Telephone Expenses	-	0.29
Rent Paid	4.80	4.80
Repairs & Maintenance	0.09	0.35
Printing & Stationery	0.11	0.26
Professional Tax	0.05	0.20

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Miscellaneous Expenses	-	0.22
Conveyance	0.01	0.33
Office Expenses	0.72	0.68
Vehicle & Petrol Expenses	0.22	0.87
Postage & courier	0.04	0.11
Computer Expenses	0.19	0.29
Processing charges paid (BSE/CDSL/NSDL)	5.61	10.20
Registrar's Fees Paid	0.24	3.44
Advertisement Charges	0.58	1.04
ROC Filing fees	0.04	19.17
Society maintenance	0.47	0.47
Payment to Auditors	0.80	0.71
Total	24.20	59.20

NOTE:17
Provision for NPA & Standard Assets

	Year ended 31st March 2026	Year ended 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Provision For NPA	5.00	5.00
Provision For Standard Assets	0.50	-
Total	5.50	5.00

Notes forming part of the financial statements for the year ended 31st March, 2026
Note -1
SIGNIFICANT ACCOUNTING POLICIES
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.

TRANSACTIONS INVOLVING FOREIGN EXCHANGE

The Company is not engaged in foreign exchange business.

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.-

- Government Securities
- Shares
- Bank Fixed Deposits
- 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 tenors 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 intends 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 thereon as per RBI guidelines.

Advances

4.1 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. The total long-term advances of Rs.3012.68 lacs include Rs.699.64/- lacs interest receivable plus principal receivable within a period of 1 year from the date of balance sheet and is to be considered as Current Assets.

FIXED ASSETS AND DEPRECIATION

5.1 Fixed 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 Companies 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.

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.

NET PROFIT

The net profit disclosed in the Profit and Loss Account is arrived at after:

- provisions for depreciation on investments:
- provisions for taxes:
- NPA provision for advances, investments, lease assets and other assets
- Other usual and necessary provisions, and
- Write-off of bad debts:

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.

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.

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.

Related Party Transactions (AS-18)

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

Key Management Personnel

Name: Mr. Hozef Darukhanawala
Designation: Managing Director

(Rs. in Lakhs)

Particulars	2025-26	2024-25
Remuneration Paid	6.00	7.50

Key Management Personnel

Name: Ms. Durriya Darukhanawala
Designation: Director

Particulars	2025-26	2024-25
Office rent Paid	2.40	2.40

Taxes on Income (AS-22)

The Company has provided for the Income tax in the Profit and Loss Account for the year.

Impairment of Assets (AS-28)

There is no material impairment of fixed assets and as such no provision is required as per AS-28.

Earnings per Shares (AS-20)

Particulars	2025-26	2024-25
Profit / (Loss) available after tax and adjustments	35.67	51.19
No. of equity shares	1003.82	1003.82
Earnings Per share	0.04	0.05

Disclosure of complaints for the year 2025-26

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

ADDITIONAL DISCLOSURE

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

CAPITAL ADEQUACY: The Company has complied with Capital Adequacy Norms Prescribed by the Reserve Bank of India. Capital Adequacy ratio as on 31.3.2026. Works out to 49.40 after taking into account the market risk on investment as Per Reserve Bank of India guidelines.

Items	31.03.2026	31.03.2025
CRAR (%)	49.40	59.17
CRAR – Tier I capital (%)	44.04	49.35
CRAR – Tier II capital (%)	5.36	9.82

INVESTMENTS

Items	31.03.2026	31.03.2025
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 31-03-2026 is NIL.	NIL	NIL

NPA written off

NPA amounting to Rs. Nil was written off during the year.

No Public Deposits will be accepted

No new Public Deposits has been accepted and public deposit as on 31st March 2026 stands NIL
The Company continues to be engaged in the business of Hire purchase, Asset Financing activities.

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 st March, 2026		As at 31 st March, 2025	
	Number of shares held	Number of shares held	Number of shares held	% Holding in that class of shares
Equity Shares				
Hozef Darukhanawala	2,84,36,120	28.33	2,84,36,120	28.33
Durriya Darukhanawala	55,41,250	5.52	55,41,250	5.52
Sonal Anil Vichare	-	-	56,49,120	5.63

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