MONEY MASTERS
LEASING & FINANCE LTD

MMLF/2018-19/66

26th July, 2018

To,
The Corporate Communication Dept
BSE Ltd,
Fort, Mumbai

Sub: Annual Report for F.Y. 2017-2018

Scrip Code: 535910

As per regulation 34 of LODR, submitting herewith a copy of Annual Report of Money Masters Leasing and Finance Limited for your records.

Thanking you,

For **Money Masters and Leasing Limited**

Hozef Darukhanawala

Managing Director

MONEY MASTERS LEASING & FINANCE LTD. SANTACRUZ

MONEY MASTERS

CIN - L65990MH1994PLC082399

4, Akashdeep Ground Floor TPS VI, 1st Road, Milan Subway, Santacruz (West), Mumbai-400054.
Phone: 26103848 | 26180202 | www.moneymasters.in | mm.moneymasters@gmail.com | hozef.moneymasters@gmail.com

Investing in relationships

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hozef Abdulhussain Darukhanawala	Managing Director
Mrs. Duraiya Hozef Darukhanawala	Director
Dr. Nathmal Gokuldas Lohia	Independent Director
Dr. Sadhana Pai	Independent Director
Ms. Anjum Bahar Sayed	Chief Financial Officer

REGISTERED OFFICE

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

BANKERS

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

STATUTORY AUDITORS

M/s. Varsha Sanghai & Co.
Chartered Accountants,
101, Ashish Apartment, J.B. Nagar,
Andheri (East), Mumbai – 400 059

REGISTRAR AND SHARE TRANSFER AGENTS *

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

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of **Money Masters Leasing & Finance Limited** will be held on Tuesday, August 21, 2018 at 2.00 p.m. at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2018, the Profit and Loss Account for the year ended as on that date and the Report of the Directors and the Auditors thereon.

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

3. **Ratification of appointment of Statutory Auditor of the Company:**

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

"RESOLVED THAT pursuant to the provisions of section 139 a 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Varsha Sanghai & Co., Chartered Accountants., (Firm Registration No. 063381), as the statutory Auditors of the Company from conclusion of this Annual General Meeting till the conclusion of Twenty Sixth Annual General Meeting of the Company to be held in the year 2022 and at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. Issue of Redeemable Preference Shares worth Rs. 100,00,000/- (Rupees One Crore Only)

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

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

"**RESOLVED THAT** in pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment hereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the Listing Obligation and Disclosure Regulation, the guidelines and clarifications issued by the Securities and Exchange Board of India and any other statutory/regulatory authorities, and subject to such consents, approvals, permissions or sanctions as may be required under any legislation or rules and regulations for the time being in force and subject to the necessary approvals of the Government of India, Reserve Bank of India and all other appropriate authorities and institutions, if any, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of the concerned authorities or bodies; consent and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 7% Cumulative Redeemable 10,00,000 Preference Shares of the Company of Rs. 10/- each at par on preferential basis to Promoters and Non Promoters on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT the said preference shares shall be issued and allotted on the following terms and conditions in terms of Rule 9 of Companies (Share capital and Debentures) Rules 2014:

a. Each Preference shares shall carry a preferential right Vis-a-Vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
b. Each Preference share shall be non-participating in the surplus funds
c. Each Preference Share shall be paid dividend on cumulative basis

- **d.** Each Preference Share shall be redeemable after a period of not exceeding ten years from the date of its allotment
- **e.** Each Preference Shares has voting rights only in respect of certain matters as per provisions of Section 47(2) of the Companies Act, 2013

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

5. To approve issue of Equity shares on preferential basis:

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

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

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

   and

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

   And

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

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

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

“**RESOLVED FURTHER THAT**:

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

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

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

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

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

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

Date: June 30, 2018
Place: Mumbai
*

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote at AGM on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as a proxy and in such a case, the said person shall not act as a proxy for any other person or member. The instrument appointing proxy should be duly completed and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. (Proxy form MGT-11 is annexed herewith).
2. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Universal Capital Securities Private Limited, having their office premises at 21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from August 20, 2018 to August 21, 2018 (Both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
6. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's *Registrar and Share Transfer Agent.
7. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least ten days in advance of the meeting so that the information can be made available at the meeting.
8. The copies of Annual Report are being dispatched to all the shareholders as are appearing in the register of members as on July 20, 2018.
9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ Demat form, the members may please contact their respective depository participant.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's Share Registrars and Transfer Agents.
11. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.

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

ITEM NO. 4

The Company is expanding its business operations for which funding is required to be infused in the form of equity or preference shares. Company seeks to take omnibus approval for issue of Preference Shares, so that it does not have to seek recurring approval for further Issuance. The issue proceeds will be utilized for general corporate purpose including meeting the working capital requirements. Accordingly, Board of Directors in its meeting held on June 30, 2018 has proposed to offer for subscription by way of allotment of preference shares upto 10,00,000 to promoters and/ or non promoters as and when need arises, in one or more tranch(es), at face value of Rs. 10/- each. The Special Resolution shall be valid till the holding of the next Annual General Meeting. The Special Resolution has been proposed under the provisions of section 62 of the Companies Act, 2013 ("the Act") in view of the fact that the shares will be offered to persons who may or may not be the existing members. The shares to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board. The preference shares shall rank pari-passu in all respects and carry the same rights including dividend as the existing preference shares. The Board believes that the proposed offer will be in the best interest of the Company and its members.

Following information is provided in terms of Rule 9(3) of Companies (Share Capital and Debenture) Rules, 2014:

1. the size of the issue and number of preference shares to be issued and nominal value of each share: Issue of 10,00,000 preference shares of Rs. 10/- each at issue price of Rs. 10/- each.
2. the nature of such shares : Redeemable Cumulative Preference Shares
3. the objectives of the issue: General Corporate Purpose and working capital
4. the manner of issue of shares: Preferential Allotment
5. the price at which such shares are proposed to be issued: at face value of Rs. 10/- each
6. the basis on which the price has been arrived at: At face value of Rs. 10/- each as approved by the Board of Directors
7. the terms of issue: 7% Cumulative Preference Shares
8. the terms of redemption: Redeemable at face value within 10 years from the date of allotment
9. the manner and modes of redemption: The proposed shares shall be redeemed out of profits or out of proceeds of fresh issue of preference shares
10. the expected dilution in equity share capital upon conversion of preference shares: N.A.
11. the current shareholding pattern of the company as on 31st March, 2018;

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

The consent of the shareholders is being sought pursuant to the provisions of the Section 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of Listing Obligation and Disclosure Requirement Regulations.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution except to the extent of their shareholding in the company and to the extent of promoters being subscribed upto 3,00,000 preference shares out of the above 10,00,000 preference shares.

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

Item No. 5:

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

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

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

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

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

(i) **The Objects of the Preferential Issue:**

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

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

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

(iii) Pricing of Securities to be issued:

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

(iv) Voting Rights and Dividend:

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

(v) Relevant Date:

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

(vi) Particulars of Subscribers to Equity Shares:

Following are the relevant details about subscribers:

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

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

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

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

(vii) Shareholding Pattern Pre and Post Preferential Issue:

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

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

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

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

(viii) Change in Management:

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

(ix) Lock in of Equity Shares:

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

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

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

(xi) Undertaking:

The Company hereby undertakes that:

a. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.

b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(x) Others:

The certificate of the Statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company on all working days except Saturday, Sundays and Public holidays between 11.00 a.m.to 1.00 p.m. till the date of Annual General Meeting.

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

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

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

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

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. FINANCIAL RESULTS:

Particulars (Standalone)	(Amount in INR/lakhs)	
	2017-18	**2016-17**
Total Income	233.51	222.84
Total Expenditure	188.80	177.87
Profit before exceptional items and Tax	**44.71**	**44.96**
Less: Exceptional Items	-	-
Profit before Tax	**44.71**	**44.96**
Less: Provision for Tax	12.13	11.70
Profit after Tax	**32.58**	**33.26**

2. DIVIDEND:

Your directors have decided to deployed back the profits earned during the year and therefore not recommended any dividend for the current financial year. However, the Company has issued bonus shares in the ratio of 1:4 during November, 2017

3. RESERVES:

There are no amounts transferred to Reserves during the year under review except transfer of Rs. 651733/- 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.

4. INFORMATION ON THE STATE OF COMPANY'S AFFAIR:

The Company during the year sanctioned and disbursed 67 auto rickshaws loans and 100 other secured loans against hypothecation of computers, equipment, machinery etc. totaling to a tune of Rs 948 lacs. During the year the company collected Rs 817 lacs by way of installments from hire purchase & loan accounts. The company maintained its Asset Financing ratio way above the required RBI norms of 60% of its total assets, hence continuing as NBFC AFC.

5. PERFORMANCE REVIEW:

o

The Company is engaged in the business of Hire-purchase finance. The net receipts from Operations during the year under review were Rs. 233.51 lacs as against Rs. 222.84 lacs in the previous year. The Profit after tax is Rs. 32.58 lacs as against Rs.33.26 lacs in the previous year.

6. SNAPSHOT OF PERFORMANCE:

(Amount in INR/lakhs)

Particulars	**2017-2018**	**2016-2017**
Deposits and interest payable	-	-
Corporate Deposits	118.73	48.73
Asset Financing and interest receivable	1889.07	1630.42

Gross and Net Non-Performing Advances have been Rs. 87.62 lacs and Rs. 61.09 lacs in FY 2017-18. In percentage terms Gross NPAs are now at 3.70 % and Net NPAs are at 2.58 % of total assets. Provision for NPA has been done in accordance to the norm.

7. APPROPRIATIONS:

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

Appropriations	(Amount in INR/lakhs)
Provision for Income tax	12.12
Preference Share dividend and Dividend Distribution tax	36.64
Transfer to Reserves Fund 45IC	6.51

8. MATERIAL CHANGES AND COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

9. DIRECTORS' RESPONSIBILITY STATEMENT:

As per the clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, 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 and loss 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.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

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

11. SHARE CAPITAL:

The Paid-up Share Capital as on March 31, 2018 was Rs. 1086992900/- comprising of 58,38,229 Equity Shares of Rs. 10/- each and 5031070, 7% CCR Preference Shares of Rs.10/- each.

During the year under review, the company has issued 1167646 bonus equity shares in the ratio of 1:4 i.e. for every 4 equity shares held in the Company, one bonus equity share was issued.

During the year under review, the Company raised funds through issue and allotment of 6,26,000; 7% CCR Preference Shares of Rs.10/- each at par.

12. CAPITAL ADEQUACY RATIO:

(a) Tier I capital	**31.53**
(b) Tier II capital	**24.15**

(c) Total	**55.68**

(Minimum required by RBI norms 15%).

13. NETWORTH:

Net worth of Company as at March 31, 2018 was Rs.1160.82 lacs comprising of Equity Shares, Preference Shares, Reserves and Share Premium.

14. DEPOSITS:

The company has stopped accepting public deposits since December 2011.And has now registered as Non Deposit accepting NBFC (NBFC-ND)

15. ASSET FINANCING:

The average yield on Advances was 16.5 % pa. The Company was always above the required minimum norm of Asset financing of 60% of Total Assets.

16. INVESMENTS:

The Company had an Investment portfolio of Rs. 68 lacs as on 31.03.2018 which was invested in Bonds of Government of India

17. 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.

18. 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.

19. 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.

20. 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.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required by Regulation 34(2)(e) of SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis Report, which forms part of this Annual Report.

22. PREVENTION OF SEXUAL HARASSMENT POLICY:

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. An Internal Complaints Committee has been set up headed by Ms. Anjum Syed to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2017-2018, no complaints were received by the Company related to sexual harassment.

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Hozef Darukhanawala, Managing Director of your Company was re-appointed for a period of 3 (three) years commencing from October 01, 2016 to September 30, 2019 by the shareholders of the Company at 20th AGM of your Company held on June 29, 2016.

Further, in compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Nathmal Gokuldas Lohia (DIN 00177112) and Ms. Sadhana Pai (DIN 00177146) were appointed as Independent Directors on the Board of Directors of your Company at 18th AGM of your Company held on September 30, 2014 to hold office upto 5 (five) consecutive years.

Ms. Anjum Sayed is Chief Financial Officer of the Company w.e.f. March 30, 2017.

Mrs. Duraiya Hozef Darukhanawala (DIN: 00177073), Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible she has offered herself for re-appointment. Your Board has recommended her re-appointment.

25. DECLARATION OF INDEPENDENT DIRECTORS:

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

26. EVALUATION OF BOARD'S PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

27. BOARD AND BOARD COMMITTEES:

During the year under review, the Board met Five times on 29th May, 2017, 27th September, 2017, 14th November, 2017, 15th November, 2017 2nd March, 2018 The Board has constituted following three Committees:

a. **Audit Committee**:

Audit Committee comprises of two Independent Directors and one Executive Director. Mr. Nathmal Lohia is the Chairman of Audit Committee and Dr. Sadhana Pai and Mr. Hozef Darukhanawala are the other members of the Committee. During the year under review the Audit Committee met **4 times** on 29th May, 2017, 21st July, 2017, 14th November, 2017 and 2nd March, 2018 and all the members have attended the said meetings.

b. **Nomination and Remuneration Committee**:

Nomination and Remuneration Committee comprises of three non-executive directors. Dr. Sadhana Pai is the Chairperson of the said Committee and Mr. Nathmal Lohia and Mrs. Duraiya Darukhanawala are the other members of the Committee. During the year under review the committee met **2 times** on 29th May, 2017 and 14th November, 2017 and all the members have attended the said meetings.

c. **Stakeholders Relationship Committee**:

Stakeholder Relationship Committee comprises of two non-executive Independent directors. Said committee was chaired by Dr. Sadhana Pai and Mr. Nathmal Lohia and Mr. Hozef Darukhanawala are the other members of the Committee. The committee met 4 **times** on 29th May, 2017, 21st July, 2017, 14th November, 2017 and 2nd March, 2018 during the year under review.

28. MANAGERIAL REMUNERATION:

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 Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as "Annexure A".

The details of remuneration paid to the Managing Director of the Company are given in Form MGT-9 forming part of the Directors Report.

29. 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 is not applicable.

30. 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.

31. RELATED PARTY TRANSACTIONS:

During the financial year 2017-18, your Company has not executed any transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014. During the financial year 2017-18, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

Your Company has framed a Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board.

32. 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.

33. 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 Companies Act, 2013 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.

34. STATUTORY AUDITORS:

M/s. Varsha Sangai & Co., Chartered Accountant having Firm Registration No.063381 is appointed as a Statutory Auditors for a period of next 5 years subject to ratification of appointment in every year till the conclusion of the Twenty Sixth Annual General Meeting of the Company to be held in the year 2022.

35. AUDITORS' OBSERVATION & REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

36. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. Komal Deshmukh & Associates, Practicing Company Secretaries for conducting Secretarial Audit of the Company for the financial year 2018-2019.

The Secretarial Audit Report for the year ended on 31st March, 2018 is annexed herewith as “Annexure B”.

Board’s Reply of the comments in the Secretarial Audit Report:

The Company has not appointed internal auditor for the financial year under review.	The Company will finalize the said appointment in the current financial year 2017-2018.
The website of the Company is not updated. The website does not have details of financial data, policies as required under Clause 33, 34 and 43 of the SME Listing Agreements.	The Company is in process of updating the website and will update the details as required under SME Listing Agreements.
Company does not have Company Secretary	The Company is looking for proper candidature for filling up the position of Company Secretary

37. EXTRACT OF THE ANNUAL RETURN:

Tohe details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as “Annexure C” to this Report.

38. 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 Exchanges, 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

Sd/-

Place: Mumbai **Hozef Darukhanawala**
Date: June 30, 2018 **Managing Director**

o **Annexure A to Board's Report**

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the Financial year 2017-18 is as follows:

Name of Director	Total Remuneration (Rs.)	Ratio of remuneration of director to the median remuneration
Mr. Hozef Darukhanawala	27,60,000	20.91:1

Notes:
1. The aforesaid details are calculated on the basis of remuneration for the financial year 2017-18.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2017-18 are as follows:

Name	Designation	Remuneration (Rs.)		Increase %
		2017-2018	2016-2017	
Mr. Hozef Darukhanawala	Managing Director	27,60,000	2160000	27.78%
#Ms.Anjum Syed	Chief Financial Officer	463115	-	-

 # Appointed on 30th March, 2017

- **Notes:**
1. The remuneration to Directors is within the overall limits approved by the shareholders.

C. oPercentage increase in the median remuneration of all employees in the financial year 2017-18:

The median remuneration of the employees in the financial year was increased by 35.21%

D. Number of employees on the rolls of the Company as on March 31, 2018:

	2017-2018	2016-2017
Employees	10	10

* *including employees resigned during the year.*

E. Explanation on the relationship between average increase in remuneration and Company Performance:

Performance of the Company in terms of revenue has increased. However there is decrease in profitability of the Company. To boost the morale of employees the company has increased remuneration of it employees.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

Key Managerial Personnel includes Managing Director only. With respect to MD's remuneration, since he looks after the company's operation in total and with an experience of more than 35 years into Boanking & Finance MD is being remunerated much lower to the industry norms.

F. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	As on March 31, 2018	As on March 31, 2017	Increase / (Decrease) in %
Price Earnings Ratio	10.14*	8.40	20.71%
Market Capitalization (in lacs)	332.19*	279.30	18.94%

* on the basis of last traded price on 28th September, 2017

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2018:

Market price as on 31st March , 2018 Last traded price was Rs. 5.69 on 28th September, 2017	No Quote is available
Market price as on 31st March , 2017	No Quote is available
% increase of Market price over the price at the time of initial public offer *	(62.13%)

* considered last traded price.

Note:

1. Last traded share price on Bombay Stock Exchange of India Limited (BSE) has been used for the above tables.

G. Average percentile increase 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;

The increase in salaries of the employees was higher by 14.30% in comparing the increase in percentile of the salaries of KMP.

H. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

As stated above in point no. A and F.

I. The key parameters for any variable component of remuneration availed by the directors;

There is no variable component included in the remuneration of the director.

J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

K. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration decided by Nomination and Remuneration Committee of your Company.

Annexure B to Board's Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2018
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration 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). 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 Company's 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 secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 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, 2018 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. 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;
v. 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, 1992;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**(Not applicable to the Company during the Audit Period)**
   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not applicable to the Company during the Audit Period)**
   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**and
   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;**(Not applicable to the Company during the Audit Period)**
vi. Employees Provident Fund and Miscellaneous Provisions Act, 1952
vii. Employees State Insurance Act, 1948

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) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, 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.
b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.
c) Majority decision is carried through while the dissenting members' views are captured 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 that during the year:

- The Company has not appointed internal auditor for the financial year under review
- The Company Secretary of the Company has resigned w.e.f. 30.1.2016 and there is no new appointment of Company Secretary till signing of this report

I further report that during the audit period, the following major event has taken place in the company:

1. Issue and allotment of 6,26,000 7% Redeemable Preference Shares of Rs. 10/- each at par.
2. Issue and allotment of 1167646 equity shares of Rs. 10/- each as Bonus Shares.

Komal Deshmukh & Associates
Company Secretaries

Sd/-

Komal Deshmukh-Samant
CP No. 15791

Date: June 30, 2018
Place: Mumbai

APPENDIX A

To,
The Members
Money Masters Leasing and Finance Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Komal Deshmukh & Associates
Company Secretaries

Sd/-

Komal Deshmukh-Samant
CP No. 15791

Date: June 30, 2018
Place: Mumbai

Annexure 'C' to Board's Report

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L65990MH1994PLC082399
2	Registration Date	26/10/1994
3	Name of the Company	Money Masters Leasing and Finance Limited
4	Category/Sub-category of the Company	Public Company / Limited by Shares
5	Address of the Registered office & contact details	4, Akash Deep, Ground Floor, TPS VI, 1st Road, Milan Subway, Santacruz (West) Mumbai – 400054 Tel: (022) - 26180202 Fax: (022) - 26180202
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Private Limited 21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Tel No. 28366620 / 2825 7641

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial leasing	64910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters*									
(1) Indian									
a) Individual/ HUF	184000	1791100	1975100	42.29%	647137	1821737	2468874	42.29%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	**184000**	**1791100**	**1975100**	**42.29%**	**647137**	**1821737**	**2468874**	**42.29%**	**0.00%**
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	**184000**	**1791100**	**1975100**	**42.29%**	**647137**	**1821737**	**2468874**	**42.29%**	**0.00%**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds				0.00%	-	-	-	0.00%	0.00%
i) Others	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	**0.00%**	**0.00%**

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	116000	50000	166000	3.55%	135000	62500	197500	3.38%	(0.17)%
ii) Overseas	-	-	-	0.00%					0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh Lakhs	278666	334050	612716	13.12%	338332	335070	683402	11.71%	(1.41)%
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	856717	1052050	1908767	40.87	1462641	985812	2468453	42.28%	1.41
c) Others - HUF(specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	8000	-	8000	0.17%	10000	-	10000	0.17%	00.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	10000	-	10000	0.17	0.17%
NRI / OCBs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Directors & Relatives	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	**1259383**	**1436100**	**2695483**	**57.71%**	**1985973**	**1383382**	**3369355**	**57.71%**	**(0.00)%**
Total Public (B)	**1259383**	**1436100**	**2695483**	**57.71%**	**1985973**	**1383382**	**3369355**	**57.71%**	**(0.00)%**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	**1443383**	**3227200**	**4670583**	**100.00%**	**2633110**	**3205119**	**5838229**	**100.00%**	**0.00%**

ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year As on 01-04-2017			Shareholding at the end of the year As on 31-03-2018			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DARUKHANAWALA DURAIYA	4,43,300	9.49	0	554125	9.49	0	0.00%
2	DARUKHANAWALA FATEMA	85,000	1.82	0	106250	1.82	0	0.00%
3	DARUKHANAWALA HOZEF	1382050	29.59	0	1727562	29.59	0	0.00%
4	DARUKHANAWALA ZAINAB	64,750	1.39	0	80937	1.39	0	0.00%
		1975100	**42.29**	**0**	**2468874**	**42.29**	**0**	**(0.00%)**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (As on 01-04-2017 to 31.03.2018)	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	At the beginning of the year	1975100	42.29		
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) #	Allotment of 493774 equity shares on 15th November, 2017 as bonus equity shares		2468874	42.29
3.	At the end of the year			2468874	42.29

Break up of above is given below:

SN	Particulars	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (As on 01-04-2017 to 31.03.2018)	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	Hozef Darukhanawala	1382050	29.59	-	-
	Add: Bonus shares allotted on 15.11.2017	345512	-	1727562	29.59
2.	Durraiya Darukhanawala	443300	9.49	-	-

	Add: Bonus shares allotted on 15.11.2017	110825	-	554125	9.49
3.	Fatema Darukhanawala	85000	1.82	-	-
	Add: Bonus shares allotted on 15.11.2017	21250	-	106250	1.82
4.	Zainab Darukhanawala	64750	1.39	-	-
	Add: Bonus shares allotted on 15.11.2017	16187	-	80937	1.39

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the shareholder	Shareholding at the beginning of the year [01-April -2017]		Cumulative Shareholding during the year [31-March-2018]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GHOSH KEN	300000	6.42		
	15.11.2017- Bonus shares	75000	1.61	375000	6.42
2.	LAKDAWALA TASNEEM	204000	4.37		
	15.9.2017- Transfer	136000	2.91	340000	5.82
	15.11.2017-Bonus Shares	85000	1.82	425000	7.28
	22.12.2017- Transfer	74000	1.58	499000	8.55
	25.1.2018- Transfer	36664	0.78	535664	9.18
	14.2.2018- Transfer	133062	2.85	668726	11.45
	21.2.2018- Transfer	81687	1.75	750413	12.75
	9.3.2018 – Transfer	69443	1.49	819856	14.04
	20.3.2018- Transfer	3750	0.08	823606	14.11
3.	SAJID PERVEZ	191555	4.10		
	15.9.2017-Transfer	(136000)	(2.91)	55555	0.95
	15.11.2017- Bonus Shares	13888	0.30	69443	1.19
	9.3.2018- Transfer	(69443)	(1.49)	0	0
4.	DADLA HUSEINI	153000	3.28		
	30.9.2017- Transfer	(332)	(0.01)	152668	2.61
	14.11.2017- Transfer	(105000)	(2.25)	47668	0.82
	15.11.2017- Bonus Shares	11917	0.26	59585	1.02
	8.12.2017- Transfer	415	0.01	60000	1.03
5.	SADAVARTE MEENA	100000	2.14		
	15.11.2017- Bonus Shares	25000	0.54	125000	2.14
	21.2.2018- Transfer	(25000)	(0.54)	100000	1.71
6.	AQUIL BUSRAI	72000	1.54		
	30.9.2017- Transfer(Freeze by DP)	(332)	(0.01)	71668	1.23
	13.10.2017- Transfer	332	0.01	72000	1.54
	15.11.2017- Bonus Shares	18000	0.39	90000	1.54
7.	JIWANPRAKASH T HINGORANI	68000	1.46		
	15.11.2017- Bonus Shares	17000	0.36	85000	1.46
8.	ANYUSHKA INVESTMENTS PVT LTD	68000	1.46		
	15.11.2017- Bonus Shares	17000	0.36	85000	1.46
9.	SADAVARTE SANKET	64000	1.37		

	15.11.2017- Bonus Shares	16000	0.34	80000	1.37
10.	VIVEK DATTATRAYA SADAVARTE	62943	1.35		
	15.11.2017- Bonus Shares	15735	0.34	78678	1.35

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Name	Shareholding		Date	Reason	Cumulative Shareholding during the year (As on 01-04-2017 to 31.03.2018)	
		No. of Shares at the beginning (01-04-17) / end of the year (31-03-18)	% of total shares of the Company			No. of shares	% of total shares of the Company
	A. DIRECTORS						
1	DARUKHANAWALA HOZEF	1382050	29.59	01.04.2017	Allotment of bonus equity shares	345512	-
		345512	-	15.11.2017			
		1727562	29.59	31.03.2018			
2.	DARUKHANAWALA DURAIYA	4,43,300	9.49	01.4.2017	Allotment of bonus equity shares	110825	-
		110825	-	15.11.2017			
		554125	9.49	31.03.2018			
3.	SADHANA PAI	0	0	01.04.2017	Nil Holding/ movement during the year	-	-
		0	0	31.03.2018			
4.	NATHMAL GOKULDAS LOHIA	0	0	01.04.2017	Nil Holding/ movement during the year	-	-
		0	0	31.03.2018			
	B. KEY MANAGERIAL PERSONNEL						
5.	ANJUM SAYYAD	0	0	01.04.2017	Nil Holding/ movement during the year		
		0	0	31.03.2018			

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.
(Amt. Rs./Lacs)

Particulars	Secured Loans	Unsecured Loans	Corporate	Total

	excluding deposits	from Directors	Deposits	Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	**497.00**	**352.95**	**48.73**	**898.68**
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**497.00**	**352.95**	**48.73**	**898.68**
Change in Indebtedness during the financial year				
* Addition	-	47.58	70	117.58
* Reduction	(69.69)	-	-	(69.69)
Net Change	**(36.13)**	**94.57**	**-**	**59.03**
Indebtedness at the end of the financial year				
i) Principal Amount	427.31	400.53	118.73	946.57
ii) Interest due but not paid	-	0.00	-	0.00
iii) Interest accrued but not due	-	0	-	-
Total (i+ii+iii)	**427.31**	**400.53**	**118.73**	**946.57**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A**.** Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/~~WTD/ Manager~~	Total Amount
	Name	HozefDarukhanawala	(Rs/Lac)
	Designation	Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27,60,000	21,16,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity		
4	Commission - as % of profit - others, specify	-	-
5	Others, please specify	-	-
	Conveyance Allowances	-	-
	Special Allowances	-	
	Total (A)	27,60,000	21,16,000
	Ceiling as per the Act	30 lacs	30 lacs

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount

			(Rs/Lac)
1	Independent Directors	NOT APPLICABLE	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
	Name	Anjum Sayyad	(Rs/Lac)
	Designation	CFO	
1	Gross salary	405200	4.05
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		--
	- others, specify		-
5	Others, please specify (Bonus)	57915	0.58
	Special Allowance	--	-
	Total	463115	4.63 lacs

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	**Section of the Companies Act**	**Brief Description**	**Details of Penalty / Punishment/ Compounding fees imposed**	**Authority [RD / NCLT/ COURT]**	**Appeal made, if any (give Details)**
A. COMPANY	NOT APPLICABLE				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					

Penalty	
Punishment	
Compounding	
C. OTHER OFFICERS IN DEFAULT	
Penalty	
Punishment	
Compounding	

MANAGEMENT DISCUSSION AND ANALYSIS

A. Indian NBFCs:

Despite sluggish economic growth, slowdown in demand and sharper bank focus on retail loans, NBFCs have been gaining market share across major asset classes. So far, non-banking fi nance companies (NBFCs) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds from 8.4% in 2006 to above 14% in March 2015.1 In terms of fi nancial assets, NBFCs have recorded a healthy growth—a compound annual growth rate (CAGR) of 19% over the past few years—comprising 13% of the total credit and expected to reach nearly 18% by 2018–19.

The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments. Not only have they shown success in their traditional bastions (passenger and commercial vehicle finance) but they have also managed to build substantial assets under management (AUM) in the personal loan and housing finance sector which have been the bread and butter for retail banks.

B. Business Prospects:

Over the years, the NBFC sector has been gaining systemic importance. The same can be seen with the rise in share of NBFC assets as a percentage of bank assets, total number of NBFCs have come down from 51,929 in 1997 to 11,769 as on September 30, 2015 whereas the asset size has grown from Rs.75,913 crore as at end March 1998 to Rs. 1,610,729 crore at end September 2015.

C. Performance Review:

During the year your company had a total revenue of Rs 2.22 crores for the year ended March 2017, decline by 9.26% from the previous year. However Profit after Tax was increased from Rs. 31.00 lacs from last year to Rs. 33.26 lacs this year, an increase of 7.30%.

D. Risk Factors:

NBFCs have witnessed a stress in asset quality during the last two-three years due to weak operating environment and economic downturn. Sectors which are directly linked to economic activities like commercial vehicle, construction equipment and infrastructure financing have witnessed sharp deterioration in asset quality. Gold loan NBFCs have also witnessed asset quality concerns on account of regulatory uncertainties, correction in gold prices and funding constraints.

As the economic slowdown and rising interest rates impacted NBFCs, regulatory changes such as fiscal, monetary policies, RBI restrictions have emerged as major areas of concern. Small &mid-size NBFC also faces liquidity crunch, because lack of refinance facilities and cost of funds.

E. Opportunities and Threats:

NBFC has access to large untapped market both rural and urban. NBFC can hace tie up with global financial giants thereby availability of fiancés. It has opportunities in credit card, personal loans and housing finance and loan against shares etc.

However due to high cost of funds and restriction of deposit accepting NBFCs, it has posed challenge to NBFCs. Also NBFC faces competition from growing retail thrust within banks and unorganized money lenders.

F. Outlook:

With the ongoing stress in the public sector banks due to mounting bad debt, their appetite to lend (especially in rural areas) is only going to deteriorate, thereby providing NBFCs with the opportunity to increase their presence. Additionally, improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate of 7–10% (real growth rate)3 over the next five years. The NBFC segment is a catalyst to the economic development of the country. The RBI is constantly striving to bring necessary changes in the NBFC regulatory space to proactively provide regulatory support to the segment and also to ensure financial stability in the long run.

G. Segment Wise or Product Wise Performance:

The company operates in only one segment i.e. Leasing and Finance. The company is mainly into Hire Purchase activity. Financing on HP basis auto rickshaw, Computers, Equipments etc.

H. Internal Control System and their Adequacy:

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

I. Discussion and Financial performance with respect to operational performance:

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

J. Material Developments in Human Resources/ Industrial Relations Front:

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

Cautionary Statement:

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

On behalf of Board of Directors

Sd/-
Hozef Darukhanawala
Managing Director

Place: Mumbai
Date: June 30, 2018

Varsha Sanghai & Co
(CHARTERED ACCOUNTANTS)
9820842220/022-26863628
101, Ashish Apartments, J.B. Nagar
Andheri East, Mumbai 400 059
Email: varsha.sanghai@gmail.com

INDEPENDENT AUDITORS' REPORT

31 March 2018

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 2018,** the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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, 2018;

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

We draw attention to the following matters in the Notes to the financial statements:

a) 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.

e) 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.

f) The going concern matter described in sub-paragraph (a) under the Emphasis of Matters paragraph above

g) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

FOR Varsha Sanghai & Co
Chartered Accountants
Sd/-
Varsha Sanghai
Membership No. 063381
Place: Mumbai
29th May 2018

Money Masters Leasing & Finance Ltd

Annexure to the Auditors' Report 31 March 2018

The Annexure referred to in our report to the members of Money Masters Leasing & Finance Ltd the Company') for the year Ended on 31/03/2018. We report that:

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 arc 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 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.	Yes
	(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;	NA
(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,	YES

Place- Mumbai

Date- 29.5.2018

For Varsha Sanghai & Co
Chartered Accountants

Sd/-

Varsha Sanghai
Membership number: 063381

MONEY MASTERS LEASING AND FINANCE LTD

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

PART I-BALANCE SHEI

Audited Balance Sheet as at 31st March 2018

	Particulars	Note No.	As at 31 March 2018	As at 31 March, 2017
			Rs	**Rs**
I.	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	9	108,699,290	90,762,830
	(b) Reserves and surplus	10	7,382,545	19,464,752
			116,081,835	**110,227,582**
	Share Application Money Pending allotment	11	**18,550,000**	**-**
3	**Non-current liabilities**			
	(a) Long-term borrowings	12	95,033,880	89,874,222
	(c) Long-term provisions	13	3,240,541	3,090,541
			98,274,421	**92,964,763**
4	**Current liabilities**			
	(b) Other current liabilities	14	3,700,033	2,512,378
			3,700,033	**2,512,379**
	TOTAL		**236,606,295**	**205,704,731**
II.	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets	16	**1,084,283**	**1,463,260**
	(b) Non-current	15		

	investments		**6,800,000**	**6,800,000**
	(c) Long term Loans and Advances	17	207,810,332	180,582,569
2	**Current assets**			
	(a) Cash and cash equivalents	18	10,923,577	9,836,636
	(b) Short-term loans and advances	19	3,385,042	1,688,527
	(c) Other Current Assets	20	6,603,061	5,333,739
			228,722,012	**197,441,471**
	TOTAL		**236,606,295**	**205,704,731**
	See accompanying notes forming part of the financial statements		-	-

In terms of our report attached.

For M/s Varsha Shanghai & Co **Money Master Leasing & Finance Ltd**
Chartered Accountants

Varsha Shanghai
Proprietor **Director** **Director**

Membership No 063381

Place : Mumbai Place : MUMBAI

Date : 29thMay18 Date : 29th May 2018

Notes annexed to and forming part of the Balance Sheet as on March 31, 2018

NOTE:9

Share Capital

	As at 31 March 2018 Rs	As at 31 March, 2017 Rs
AUTHORISED :-		
63,00,000 Equity Shares of Rs. 10/- each	63,000,000	53,000,000
77,00,000 7% Cumulative Redeemable Preference Shares of Rs.10/- each	77,000,000	47,000,000
TOTAL	140,000,000	100,000,000
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
A) 29,12,950 Equity Shares of Rs. 10/- each (Issued @ par)	29,129,500	29,129,500
B) 2,45,250 Equity Shares of Rs 10/= each (Issued @ Rs 10/- Premium)	2,452,500	2,452,500
C) 13,36,000 Equity Shares of Rs 10/= each (Issued @ Rs 5/- Premium)	13,360,000	13,360,000
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/-	1,763,830	1,763,830
E) 11,67,646 Bonus Shares of Rs.10/- each issued (1share against holding of 4 shares)	11,676,460	-
SUB TOTAL	58,382,290	46,705,830
F) 5,03,170 - 7% Cumulative Redeemable Preference Shares of Rs.10/-each (All Preference Shares issued at Par.)	50,317,000	44,057,000
TOTAL	108,699,290	90,762,830

NOTE:10

Reserves and Surplus

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Securities Premium Reserve	-	11,125,764
General Reserves	177,054	727,750
Other Reserves-Reserve fund 45IC	4,570,760	3,919,027
APPROPRIATIONS:		
Balance brought forward	3,692,210	3,236,848
Add :- Profit / (Loss) for the year	3,258,665	3,326,577
NPA Provision in respect off Bad Debt written back	-	375,500
Less;- Preference shares Dividend paid @ 7%	3,044,602	2,074,029
Dividend Distribution Tax	619,809	507,370
Tax balances written off	-	-
Transferred to Reserves Fund 45IC	651,733	665,315
Surplus (P & L Account)	2,634,731	3,692,210
TOTAL	7,382,545	19,464,752

Notes annexed to and forming part of the Balance Sheet as on March 31st 2018

NOTE:11

Share Application Money Pending allotment

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Share Application	18,550,000	-
Preference Share Application Money pending for Allotment	-	-
TOTAL	18,550,000	-

NOTE:12

Long Term Borrowings

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Term Loan (United Bank)	-	-
Term Loan (DCB Bank)	42,731,934	49,700,000
Corporate Deposits	11,873,000	4,873,000

Deposits from Directors	40,053,093	35,295,593
Interest payable on Directors Deposit	20,209	5,629
Interest payable on Corporate Deposit	355,644	-
TOTAL	95,033,880	89,874,222

NOTE:13

Long Term Provisions

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Provision for NPA	2,652,770	2,502,770
Provision for Standard Assets	587,771	587,771
TOTAL	3,240,541	3,090,541

Notes annexed to and forming part of the Balance Sheet as on March 31, 2018

NOTE:14

Other Current Liabilities

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Provision For Income Tax-(A.Y- 2016-17)	1,317,378	1,317,378
Provision For Income Tax-(A.Y- 2017-18)	1,170,000	1,170,000
Provision For Income Tax-(A.Y- 2018-19)	1,212,653	
Provision For Auditors Fees	-	25,000
TOTAL	3,700,031	2,512,378

NOTE:15

Non Current Investments

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
IN GOVERNMENT SECURITIES		
Government of India Bond 2028 -Tax Free	1,300,000	1,300,000
Government of India Bond 2032 -Tax Free	3,000,000	3,000,000
Government of India Bond 2027 -Tax Free	2,500,000	2,500,000
TOTAL	6,800,000	6,800,000

NOTE:17

Long Term Loans and Advances

	As at 31 March 2018		As at 31 March, 2017
	Rs		Rs
Assets Financing(Hire Purchase Loans)	180,247,084		155,902,162
Interest receivable from Assets financing	8,660,232		7,139,890
Non Hire purchase Loans	15,086,220		11,090,810
Interest receivable from Non Hire Purchase Loans	740,110		2,027,940
Interest receivable from Government Securities	538,159		413,959
Investment in Bank FD	2,500,000		4,000,000
Interest Receivable on Bank FD	38,527		7,808
TOTAL	207,810,332		180,582,569

Notes annexed to and forming part of the Balance Sheet as on March 31st 2018

Note:16

ASSETS	Rate of Depreciation	GROSS BLOCK					DEPRECIATION			W. D. V.	W. D. V.
		AS ON	DURING YEAR			AS ON	AS ON	FOR THE	TOTAL	AS ON	AS ON
	%	31.03.2017	Before Sept	After Sept	SOLD	31.03.2018	01.04.2017	YEAR		31.03.2018	31.03.2017
Computer & printer	40	3,458,723	-	2,500	-	3,461,223	2,978,837	192,454	3,171,291	289,932	479,886
Computer Software	40	1,466,000	-	-	-	1,466,000	1,436,590	11,764	1,448,354	17,646	29,410
Air Conditioner	14	643,900	-	-	-	643,900	513,740	18,105	531,845	112,055	130,160
Furniture & Fixtures	18.10	2,338,019	-	-	-	2,338,019	1,718,238	112,180	1,830,418	507,601	619,781

Refrigerator.	14	29,500	-	-	-	29,500	22,705	945	23,650	5,850	6,795
Telephone System	14	152,565		-	-	152,565	132,983	2,724	135,707	16,858	19,582
Television	14	34,000		-	-	34,000	31,273	-	31,273	-	-
Vacuum Cleaner	14	5,390		-	-	5,390	4,654	-	4,654	-	-
Aqua Guard	14	15,780		-	-	15,780	11,149	644	11,793	3,987	4,631
Current Counting Machine	14	30,000	-	-		30,000	12,189	2,478	14,667	15,333	17,811
Vehicle	26	1,347,098	-	-	-	1,347,098	1,191,894	40,182	1,232,076	115,022	155,204
TOTAL		**9,520,975**	**-**	**2,500**	**-**	**9,523,475**	**8,054,252**	**381,477**	**8,435,729**	**1,084,283**	**1,463,260**

PART II-STATEMENT OF PROFIT AND LOSS

Profit and Loss for the year ended 31st March 2018

	Particulars	Note No.	For the year ended 31 March, 2018	For the year ended 31 March, 2017
			Rs	Rs
I.	Revenue from Operations	2	22,692,247	21,464,121
II.	Other income	3	658,960	820,003
III.	**Total revenue (I+II)**		**23,351,207**	**22,284,124**
IV.	**Expenses**			
	(a) Employee benefits expense	4	4,259,432	3,658,662
	(b) Finance costs	5	9,580,492	9,904,396
	(c) Depreciation and amortisation expense	6	381,477	502,423
	(d) Other expenses	7	4,658,488	3,722,066
	Total expenses		**18,879,889**	**17,787,547**
V.	**Profit / (Loss) before exceptional and extraordinary items and tax (III-IV)**		4,471,318	4,496,577
VI.	**Tax expense:**			
	(a) Provision for Income Tax		1,212,653	1,170,000
VII.	**PROFIT AFTER TAX**		**3,258,665**	**3,326,577**

In terms of our report attached.

For M/s Varsha Shanghai & Co | **Money Master Leasing & Finance Ltd**

Chartered Accountants

Sd/-

Varsha Shanghai

Proprietor

Membership No 063381

Date 29th May 2018

Sd/- **Managing Director**

Sd/- **Director**

Notes annexed to and forming part of the Profit and Loss Account for the year ended March 31, 2018

NOTE:2

Revenue from Operations

	As at 31 March 2018	As at 31 March, 2017
	Rs	**Rs**
Interest and Income from Hire Purchase	-	-
Hire Purchase	21,211,172	19,412,845
Hire Purchase - Processing Fees	585,300	572,671
Penalty-HP	201,195	247,820
	21,997,667	**20,233,336**
Interest and Income from Non Hire Purchase		
Non Hire Purchase	694,580	1,230,785
Penalty -NHP	-	-
	694,580	**1,230,785**
TOTAL	**22,692,247**	**21,464,121**

NOTE:3

Other Income

	As at 31 March 2018	As at 31 March, 2017
	Rs	**Rs**
Miscellaneous Income :		
Interest on Bonds & Investment	535,090	535,090
Interest on Bank FD	104,710	7,808
Other Income	19,160	23,740
Discount on Investment Written Back	-	253,365
TOTAL	**658,960**	**820,003**

Notes annexed to and forming part of the Profit and Loss Account for the year ended March 31, 2018

NOTE:4

Employee benefits expenses

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Salaries	1,494,798	1,532,789
Staff Welfare	4,634	9,873
Director Remuneration	2,760,000	2,116,000
TOTAL	**4,259,432.00**	**3,658,662.00**

NOTE:5

Finance cost

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Interest and Bank charges		
Bank Charges	227,961	136,184
Int paid CBI (Cash Credit)	-	4,941,808
Int on Term Loan (United Bank of India)	-	475,565
Int on Term Loan (DCB Bank)	5,266,381	1,432,782
Interest On Directors Deposits	3,057,500	2,382,027
Interest On I C D	1,028,650	536,030
	9,580,492	**9,904,396**

NOTE:6

Depreciation and amortisation Expenses

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Depreciation	381,477	502,423
	381,477	**502,423**

Notes annexed to and forming part of the Profit and Loss Account for the year ended March 31, 2018

NOTE:7

Other Expenses

	As at 31 March 2018	As at 31 March, 2017
	Rs	Rs
Administrative Expenses		
Judicial Stamps & Registration Expenses	57,686	270,693
Professional Fees	1,918,768	1,030,431
Electricity Charges	99,320	96,860
Telephone Expenses	144,397	189,338
Rent Paid	1,141,500	1,059,000
Repairs & Maintenance	5,873	19,005
Printing & Stationery	134,855	164,220
Professional Tax	17,150	16,250
Miscellaneous Expenses	27,000	17,536
Conveyance	11,569	11,170
Office Expenses	82,454	93,780
Vehicle & Petrol Expenses	21,895	74,844
Postage & courier	12,912	8,210
Computer Expenses	82,182	71,617
BSE, CDSL. NSDL & Registrar Fees Paid	323,319	
Provision For NPA	150,000	150,000
ROC Filling fees	386,400	26,100
Society maintenance	41,208	41,208
Advertisement	-	6,304
Bad debts of last five years written off on which 100% Provision had been made	-	375,500
Provision for Standard Assets	-	-
	4,658,488	**3,722,066**

Schedules forming part of the Audited Balance Sheet

as on 31st March 2018

Schedule -1

A) SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONVENTIONS

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

2. TRANSACTIONS INVOLVING FOREIGN EXCHANGE

The Company is not engaged in foreign exchange business

3. INVESTMENTS-

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

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

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

The Company is following the policy of writing off the premium and discount on Investments over the 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 intents to hold till maturity.

3.2.2 Held for Trading

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

3.2.3 Available for Sale

Investments which cannot be classified in the above categories.

3.3 Transfer of Securities between categories:

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

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

3.4 Valuation :

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

3.4.1 Held for Trading :

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

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

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

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

3.6 Non-Performing investments are identified and provision is made

Their on as per RBI guidelines.

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

4.2 Advances are stated at net of write off and gross of provisions for non-performing assets. The total long term advances of Rs 20,78,10,332/- includes Rs 86,60,232/- 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.

5. 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 Company's Act.

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

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

6. REVENUE RECOGNITION

Income and Expenditure are generally accounted on accrual basis.
In the case of non-performing assets, income is recognized to the extent of realization in respect of past loans due. Accounts recoveries are appropriated towards principal after adjusting interest accrued thereon.

Commission, Exchange, Brokerage, Dividends are accounted for as income on cash basis. Interest on refund of Direct Taxes is accounted for in the year in which the assessment order is passed.

7. NET PROFIT

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

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

B) ACCOUNTING STANDARDS :

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

1. Prior Period Items (AS-5)

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

2. Revenue Recognition (AS-9)

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

3. Related Party Transactions (AS-18)

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

a) Key Management Personnel

Name : Mr. Hozef Darukhanawala

Designation : Managing Director

Particulars	2017-18	2016-17
Remuneration Paid	27,60,000	21,16,000

b) Key Management Personnel

Name : Mr. Durriya Darukhanawala

Designation : Director

Particulars	2017-18	2016-17
Office rent Paid	2,40,000	2,40,000

4. Taxes on Income (AS-22)

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

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

6. Earnings per Shares (AS-20)

Particulars	2017-18	2016-17
Profit / (Loss) available after tax and adjustments	32,58,665	36,92,210
No. of equity shares	58,38,229	46,70,830
Earnings Per share	0.56	0.79

C Disclosure of complaints for the year 2017-18

1. Customer Complaints

a) No. of Complaints pending at the beginning of the year Nil

b) No. of Complaints received during the year Nil

c) No. of Complaints redressed during the year Nil

d) No. of Complaints pending at the end of the year Nil

D. ADDITIONAL DISCLOSURE
In terms of RBI guidelines, the following additional disclosures have been made

1. **CAPITAL ADEQUACY:** The Company has complied with Capital Adequacy Norms Prescribed by the Reserve Bank of India. Capital Adequacy ratio as on 31.3.2018 Works out to 55.68 after taking into account the market risk on investment as Per Reserve Bank of India guidelines.

	Items	31.03.2018	31.03.2017
i.	CRAR (%)	55.68	60.81
ii.	CRAR – Tier I capital (%)	24.15	36.49
iii.	CRAR – Tier II capital (%)	31.53	24.32

2. **INVESTMENTS**

	Items	31.03.2018	31.03.2017
	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 31-03-2018 is Rs. 68,00,000/-	68,00,000	68,00,000

3. **NPA written off**
No NPA were written off this year

4. **No Public Deposits will be accepted**
The Board of Directors had met on 27th December 2011 to consider a change in policy with regard to the source of funds. Considering the prevailing economic and regulatory scenario a policy decision has been taken that henceforth the sourcing of funds will be through enhancement of the Capital base by an increase in the Equity and Preference shares and mobilization of deposits from the Directors and their relatives.

No new Public Deposits has been accepted and **Public deposit as on 31st March 2018 stands NIL**

5. The Company continues to be engaged in the business of Hire purchase, Asset Financing activities.

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

Class of shares / Name of shareholder	As at 31st March, 2018		As at 31st March, 2017	
Equity Shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Hozef Darukhanawala	1727562	29.59	1382050	29.59
Duraiya Darukhanawala	554125	9.49	443300	9.49
Ken Ghosh	375000	6.42	300000	6.42

FOR Varsha Sanghai & Co

CHARTERED ACCOUNTANTS

Sd/-

Varsha Sanghai
PROPRIETOR
MEMBERSHIP NO: 063381
Place: Mumbai
Date: - 29/5/2018

for Money Masters Leasing & Finance Ltd

Sd/- **Managing Director**

sd/- **Director**

Mumbai
Date: 29/05/2018

MONEY MASTERS LEASING & FINANCE LTD Cash Flow Statement for the year ended 31 March, 2018				
Particulars	**For the year ended 31 March, 20X2**		**For the year ended 31 March, 20X2**	
	31 March, 2018		**31 March, 2017**	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and Tax and appropriations		**4,471,318**		**4,496,577**
Adjustments for:				
Depreciation and amortisation	381,477		502,423	
Discount on Investment Written Back	-		-253,365	
Bad debts w/off	-		375,500	
Provision for NPA	150,000	**531,477**	150,000	**774,558**
Operating profit / (loss) before working capital changes		**5,002,795**		**5,271,135**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short term loans and advances	(1,696,515)		-1,456,527	
Current assets	(1,486,976)		(399,200)	
Adjustments for increase / (decrease) in operating liabilities:				
Other Current Liabilities	1,187,653		- 47,959,837	
		(1,995,838)		**(49,815,564)**
Cash generated from operations		**3,006,957**		**-44,544,429**
Direct Tax Paid		(1,000,000)		-1,000,000
Net cash flow from / (used in) operating activities (A)		**2,006,957**		**-45,544,429**
B. Cash flow from investing activities				
Fixed Assets Purchase	2,500		(335,687)	
Non current loans and advances	(27,227,763)		(3,956,915)	
Investment sold	-			
Net cash flow from / (used in) investing activities (B)		**(27,225,263)**		**-4,292,602**

C. Cash flow from financing activities				
Proceeds from issue of shares	6,260,000		9,152,000	
Share application money received / (refunded)	18,550,000		(6,200,000)	
Dividend	(3,664,411)		(2,581,399)	
Long term Provisions	-		(225,500)	
long Term borrowing	5,159,658		52,753,596	
Net cash flow from / (used in) financing activities (C)		**26,305,247**		**52,898,697**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**1,086,941**		**3,061,666**
Cash and cash equivalents at the beginning of the year		- 9,836,636		**6,774,971**
Cash and cash equivalents at the end of the year		**10,923,577**		**9,836,636**
Reconciliation of Cash and cash equivalents with the Balance Sheet:				

NOTES:

MONEY MASTERS LEASING & FINANCE LIMITED
Registered Office: 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai – 400054
CIN: L65990MH1994PLC082399
Phone No. 022- 26180202, Email ID: mm.moneymasters@gmail.com

22nd Annual General Meeting – August 21, 2018

ATTENDANCE SLIP
(To be presented at the entrance)

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

Number of shares held..

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

I hereby record my presence at the 22nd Annual General Meeting of **MONEY MASTERS LEASING & FINANCE LIMITED** held on Saturday, August 21, 2018 at 2.00 p.m at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054.

....
Signature of the Shareholder/Proxy

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

MONEY MASTERS LEASING & FINANCE LIMITED
Registered Office: 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway, Santacruz (West), Mumbai – 400054
CIN: L65990MH1994PLC082399
Phone No. 022- 26180202, Email ID: mm.moneymasters@gmail.com
Form No. MGT - 11
22nd Annual General Meeting – August 21, 2018

PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):...

Registered address:

………………..

E-mail ID:……………………..............................Folio No. / Client ID……………..………..

DP ID:..……………………

I/We, being the members of **MONEY MASTERS LEASING & FINANCE LIMITED** holding ....Equity Shares hereby appoint:

1. Name:.. E-Mail id...

Address...

Signature...................................

or failing him.

2. Name:...E-Mail id...

Address...

Signature...................................

or failing him.

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

Address...

Signature...................................

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of **MONEY MASTERS LEASING & FINANCE LIMITED**to be held on Tuesday, August 21, 2018 2.00 p.m at 4, Akash Deep, Ground Floor, TPS VI 1st Road, Santacruz (West), Mumbai - 400 054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions
Ordinary Business	
1.	To consider and adopt the financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon
2.	To appoint a Director in place of Mrs. Duraiya Hozef Darukhanawala(DIN: 00177073), who retires by rotation and being eligible, offers herself for re-appointment.
3.	To ratify appointment of M/s. Varsha Sanghai & Co., Chartered Accountants as the auditors of the Company
4.	To approve issue of redeemable preference shares to promoters non-promoters worth Rs. 1,00,00,000/-.
5.	To approve preferential allotment of Equity Shares

Signed this ………..Day of …………..... 2018 **….……………………..**

…………………………………….

Signature of shareholder

…………………………	…………………………	…………………………	Affix Rs 1/- Revenue Stamp
Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder	

Notes:

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

2. A proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.