



The Power of Distribution

22ND ANNUAL REPORT

2016-17

REGISTERED OFFICE

6, GROUND FLOOR, NARAYAN CHAMBERS,
B/H.PATANG HOTEL, ASHRAM ROAD,
AHMEDABAD – 380009.

NOTICE CALLING AGM

NOTICE is hereby given that the 22nd Annual General Meeting of the members of ~~MAS~~ Financial Services Limited will be held on Wednesday, June 21, 2017 at 11:00 A.M. at 5th Floor, Narayan Chambers, B/h Patang Hotel, Ashram Road, Ahmedabad – 380009 to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and approve (a) the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon.
- 2) To confirm declaration of final dividend on Preference Shares for the financial year ended 2016-17.
- 3) To appoint a Director in place of Shri Mukesh C. Gandhi (DIN 00187086), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

- 5) To consider revision in borrowing limits and pass the following resolution as a special resolution:

“RESOLVED THAT in supersession of the special resolution passed by the Shareholders on February 18, 2015, the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, to borrow any sum or sums of money, in Indian Rupees and/ or in any foreign currency from time to time, at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 3,500 Crores (Rupees Three Thousand five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.



RESOLVED FURTHER THAT Board may further delegate the power to committee for the abovementioned matter."

6) Empowering the Board to create mortgage/ security:

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

"RESOLVED THAT in supersession of the resolution passed, if any, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, to mortgaging and/or charging by the Board of Directors of the Company of all the moveable and/or immoveable properties of the Company wheresoever situated, both present and future, and the whole undertaking(s) of the Company (subject to prior charges in favour of the Company's bankers for cash credit and other facilities) together with the power of the mortgagee/s to take over the management of the business and concern of the Company in certain events, in order to secure Rupee Term Loans/ Foreign Currency loans or any other debts taken by the Company for amounts not exceeding in the aggregate Rs.3500 crores (Rupees Three Thousand Five Hundred Crores) obtained/ to be obtained from the Financial Institutions and/or Banks or issued/to be issued by the Company or to be privately placed with the Financial Institutions and/or Banks and/or Mutual Funds or any other person as the case may be, and interest at the respective agreed rates, compound/additional interest, in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, costs, charges and expenses, remuneration of the Trustees and all other monies payable in respect of the aforementioned borrowings as may be agreed to by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize with the Financial Institutions, Banks, Mutual Funds and Trustees for documents for creating the aforesaid mortgages and/or charges and to do all such acts and things as may be required for giving effect to the Resolution.

RESOLVED FURTHER THAT Board may further delegate the power to committee for the abovementioned matter."

7) Appointment of Mrs. Darshana Pandya (DIN: 07610402) as a Director and in this regard to consider and if thought fit to pass the following Resolution, as an Ordinary Resolution:

"RESOLVED THAT Mrs. Darshana Pandya (DIN: 07610402) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd September, 2016 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 ("the Act") and being eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

8) Appointment of Mr. Umesh Shah (DIN: 07685672) as an Independent Director and in this regard to consider and if thought fit to pass the following Resolution, as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Companies Act,



2013 as amended from time to time, Mr. Umesh Shah (DIN: 07685672), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from 21st December, 2016."

Place: Ahmedabad
Date: 21st June, 2017

By Order of the Board of Directors

Registered Office:

MAS Financial Services Limited
CIN:U65910GJ1995PLC026064
6, Ground Floor, Narayan Chambers B/H.
Patang Hotel, Nehru Bridge Corner Ashram
Road, Ahmedabad-380009
Phone: 07930016500, Fax:
30016611/645/656
Mail: mfsi@mas.co.in
Web: www.mas.co.in



Nirav P. Patel

Nirav P. Patel
Company Secretary
Membership No.: A32979

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 22ND (TWENTY-SECOND) ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

- 2) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 3) The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the Annual General.
- 4) Details of Director retiring by rotation and the directors to be appointed, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

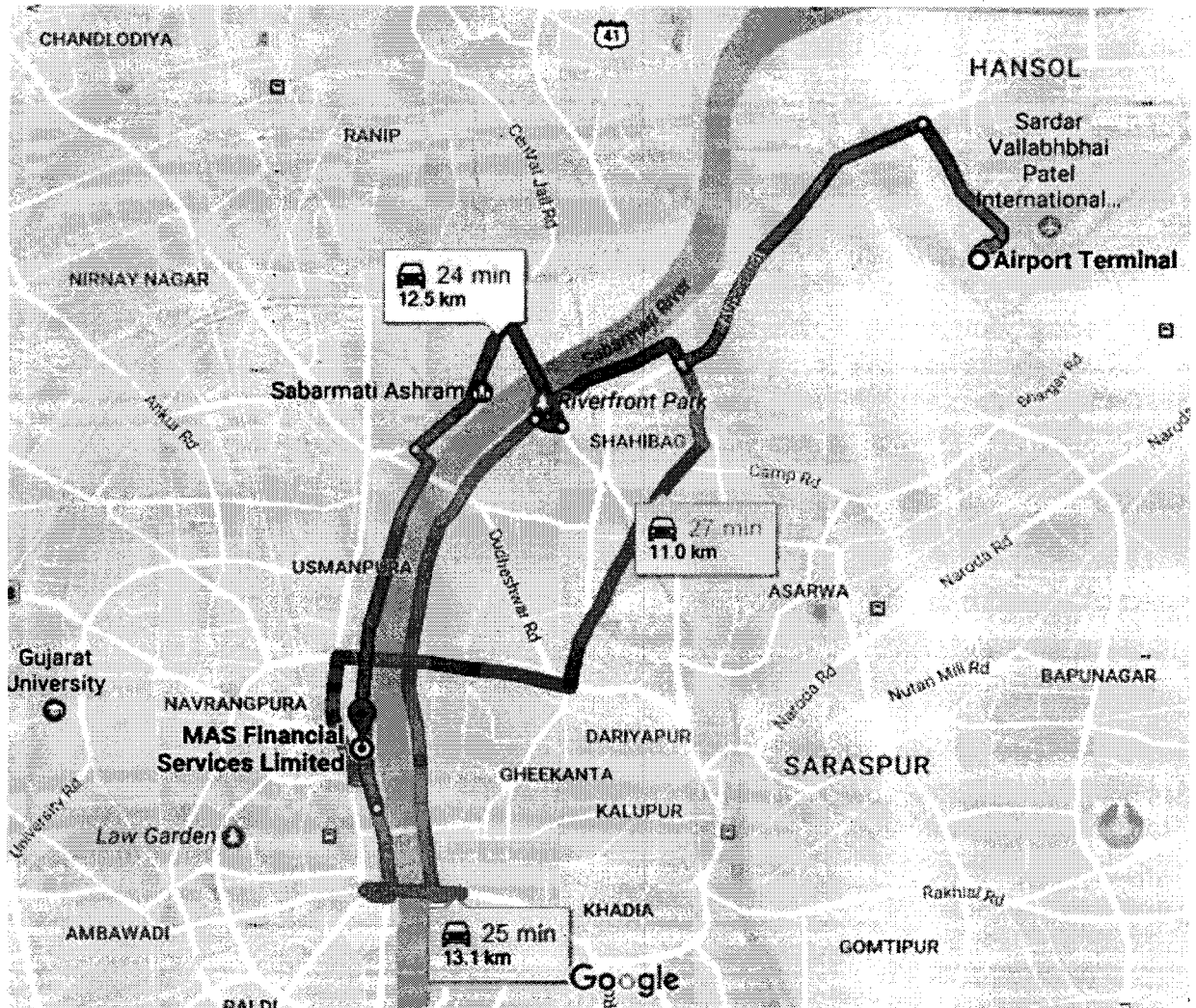


| Particulars | Mr. Mukesh C. Gandhi | Mrs. Darshana Saumil Pandya | Mr. Umesh Rajanikant Shah |
|---|--|---|---|
| Age | 59 Years | 44 Years | 60 Years |
| Qualification | Bachelor's and Master's degrees in Commerce | Bachelor's degree in commerce from Gujarat University. | Bachelor's degree in commerce from Gujarat University |
| Experience (including expertise in specific functional area)/Brief Resume | Over 21 years of experience in the financial services sector, with our Company | Over 20 years of experience in the financial service sector | Over 35 years of experience in finance, accounting, auditing and taxation |
| Terms and Conditions of Re-appointment | As per the resolution passed by the shareholders at the Annual General Meeting held on 25 th June, 2014 | N.A. | As per the terms and conditions of appointment of Independent Director posted on Company's website. |
| Remuneration last drawn | Rs.4.15 Crores | Rs.16,64,406 | N.A |
| Remuneration proposed to be paid | As per existing terms and conditions | As per existing terms and conditions | N.A |
| Date of first appointment on the Board | 25 th May, 1995 | 23 rd September, 2016 | 21 st December, 2016 |
| shareholding in the company | 37.50% | Negligible | N.A |
| Relationship with other Directors/Manager and other Key Managerial Personnel of the company | Elder brother of Shri Kamlesh C. Gandhi, Chairman & Managing Director of the Company. | N.A | N.A |
| Number of Meetings of the Board attended | 8 | 8 | 3 |
| Other Directorships | 6 | 2 | 0 |
| Membership/Chairmanship of Committees of other Boards | 2 | N.A | N.A |

- 5) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.



6) Route-map for attaining the 22nd Annual General Meeting of the Company:



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO - 5 & 6

The Section 180(1)(a)&(c) of the Companies Act, 2013 and the rules made thereon requires special resolution to be passed in respect of borrowings and sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.

The Board of Directors recommend the resolution for your approval.

ITEM NO - 7

Mrs. Darshana Pandya was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd September, 2016. Under Section 161 of the Companies Act, 2013, Mrs. Darshana Pandya ceases to hold office at this Annual General Meeting and being eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member signifying his intention to propose Mrs. Darshana Pandya appointment as a Director. Your directors recommend passing of the resolution as set out in the notice.

None of the Directors except Mrs. Darshana Pandya, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

The Board of Directors recommend the resolution for your approval.

Details pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given in the notes mentioned hereinabove.

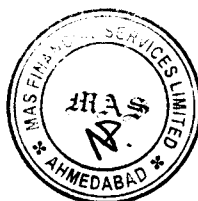
ITEM NO - 8

Mr. Umesh Shah, who was appointed by the Board of Directors as an Independent Director of the Company with effect from 21st December, 2016 for a period of 5 years. Under Section 161 of the Companies Act, 2013, Mr. Umesh Shah ceases to hold office at this Annual General Meeting

In compliance with the provisions of section 149 read with Schedule IV of the Act and also read with Companies (Appointment & Qualification of Directors) Rules, 2014, the appointment of Mr. Umesh Shah as Independent Directors is now being placed before the Members for their approval.

The Board recommends the resolution in relation to appointment of Mr. Umesh Shah as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors (except Mr. Umesh Shah) Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.



Details pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given in the notes mentioned hereinabove

Place: Ahmedabad
Date: 21st June, 2017

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Web: www.mas.co.in



By Order of the Board of Directors

Nirav P. Patel

Nirav P. Patel
Company Secretary
Membership No.: A32979

**MAS FINANCIAL SERVICES LIMITED**

CIN: U65910GJ1995PLC026064

Registered Office: 6 Ground Floor, Narayan Chambers,

B/h. Patang Hotel, Ashram Road, Ahmedabad - 380 009

Tel: +91 -79-30016500. Fax: +91-79-30016597

Form No. MGT-11**Proxy form**

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

CIN: U65910GJ1995PLC026064

Name of the Company: MAS FINANCIAL SERVICES LIMITED**Registered office:** 6, Narayan Chambers, Ground Floor, B/h Patang Hotel, Ashram Road, Ahmedabad - 380009, Gujarat**Name of the Member(s):****Registered address:****E-mail Id:****Folio No/ Client Id:****DP ID:**

I/ We being the member(s) of.....shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 22nd Annual General Meeting of members of the Company, to be held on 21st day of June, 2017 At 11:00 A.M. at 5th floor, Narayan Chambers, B/h Patang Hotel, Ashram Road, Ahmedabad-380009, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To consider and approve (a) the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):
2. To confirm declaration of final dividend on Preference Shares for the financial year ended 2016-17.
3. To appoint a Director in place of Shri Mukesh C. Gandhi (DIN 00187086), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:



**MAS FINANCIAL SERVICES LIMITED**

CIN: U65910GJ1995PLC026064

Registered Office: 6 Ground Floor, Narayan Chambers

B/h. Patang Hotel, Ashram Road, Ahmedabad – 380 009

Tel: +91 -79-30016500; Fax: +91-79-30016597;

4. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:
5. To consider revision in borrowing limits
6. Empowering the Board to create mortgage/ security:
7. Regularization of appointment of Mrs. Darshana Pandya (DIN: 07610402).
8. Regularization of appointment of Mr. Umesh Shah (DIN: 07685672).

Signed this day of..... 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue
Stamp

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

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

| | | | |
|-------------|--|----------------|--|
| DP ID*: | | FOLIO NO. : | |
| CLIENT ID*: | | NO. OF SHARES: | |

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Wednesday, June 21, 2017 at 11:00 A.M. at 5th Floor, Narayan Chambers, B/h Patang Hotel, Ashram Road, Ahmedabad – 380009, Gujarat

*Applicable for investors holding shares in electronic form.

_____
Signature of Shareholder/ Proxy