

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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

### REGISTERED OFFICE

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

### BANKERS

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

### STATUTORY AUDITORS

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

### REGISTRAR AND SHARE TRANSFER AGENTS

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

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### ***Attendance and Proxy Slip***

## NOTICE

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

### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Duraiya Hozef Darukhnwala (DIN: 00177073), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. **Appointment of Statutory Auditor of the Company.**  
To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

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

### **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nathmal Gokuldas Lohia (DIN 00177112), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30<sup>th</sup> September, 2014 up to 29<sup>th</sup> September, 2019.”
5. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mrs. Sadhana Nathmal Lohia (DIN 00177146), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30<sup>th</sup> September, 2014 up to 29<sup>th</sup> September, 2019.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 197 and 203 Schedule V and all other

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

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

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

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

**Identity of the Proposed Allottees:**

S r. N o	Name of the Proposed Allottee	Category	Number of convertible share warrants proposed to be allotted	Entity	Ultimate Owners of the Shares	Beneficial of the
1	Telestar Video Vision	Non- Promoter	55555 convertible warrants	Proprietary	Sajid Pervaiz	
2	Anyushka Investments Pvt Ltd	Non- Promoter	20000 convertible warrants	Pvt Company	1. Suyash Sharad Panday and 2. Bhavna Suyash Panday	

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

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

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

terms and conditions as the Board may deem fit;

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

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

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

**Hozef Darukhanawala  
Managing Director**

Date: 01.09.2014

Place: Mumbai

**Registered Office:**

4, Akash Deep, Ground Floor,

TPS VI 1st Road

Santacruz (W),

Mumbai 400 054

**NOTES:**

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 26, 2014 to September 30, 2014 (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s. Universal Capital Securities Pvt. Ltd., 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093

7. Members who wish to obtain information on the Financial Statements for the year ended 31 March, 2014, may send their queries at least ten days before the AGM to the Company at the registered office of the Company, to enable us to keep the required information available at the meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's Share Registrars and Transfer Agents.
10. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.
11. E-voting  
In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 18<sup>th</sup> Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 29, 2014.

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

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

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

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

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



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

### EXPLANATORY STATEMENT

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

#### Item No. 4 and 5

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

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

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

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

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

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

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

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

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

#### **Item No. 6:**

Mr. Hozef Darukhanawala was appointed as a Managing Directors in the year 2010 for the period of three years which was over in September 2013. It is required to re-appoint Mr. Hozef Darukhanawala as a Managing Director for the next three years as per Schedule V. Therefore approval of shareholders is accorded for the said reappointment.

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V and the Members' approval by way of a special resolution has to be passed for payment of

remuneration for a period not exceeding 3 years. Mr. Hozef Darukhanawala was appointed as a Managing Director for three years w.e.f. 1st October, 2010 at a remuneration of ₹ 6,00,000/- p.a. His remuneration was revised to ₹ 9,00,000/- p.a w.e.f July 01, 2013. However, now it was decided to pay him ₹ 15,00,000/- p.a. It is proposed to obtain Members approval by way of Special Resolutions, as stated herein above.

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

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

### **I. General Information:**

#### **(1) Nature of industry**

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

#### **(2) Date or expected date of commencement of commercial production**

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

#### **(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable.

#### **(4) Financial performance based on given indicators**

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

#### **(5) Foreign investments or collaborators, if any.**

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

### **II. Information about the appointee:**

#### **1. Background details:**

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

#### **2. Past remuneration:**

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



**3. Recognition or Awards:**

Nil.

**4. Job Profile and his suitability:**

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

**5. Remuneration proposed:**

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

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The Company is a small NBFC and it competes with small cooperative banks and credit societies. Considering size of the company, the proposed remuneration is commensurate with its industry norms.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:**

Mr. Hozef Darukhanawala is promoter of the Company.

**III. Other Information:****1. Reasons for loss or inadequate profits:**

During the year the Company's securities have been listed on the SME Platform of BSE Limited. Hence lower profit is mainly on account of issue expenses incurred by the Company.

**2. Steps taken or proposed to be taken for improvement:**

The Company is trying to increase its asset finance portfolio and maintain and expand long term relationship with clients. The Company is empanelling authorized dealers of assets as financiers. It also putting efforts in brand building exercise to strengthen competitive position in the market.

**3. Expected increase in productivity and profits in measurable terms:**

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

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

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

**Item No. 7:**

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

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

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

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

#### **Item No. 8**

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

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

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

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

**Sd/-**

**Hozef Darukhanawala  
Managing Director**

**Place: Mumbai**

**Date: September 01, 2014**