

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of My Money Securities Limited will be held on Saturday 29th September, 2012 at 11.00 A.M. at 10-A, Under Hill Lane, Civil Lines Delhi-110 054 to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Balance Sheet as at 31st March 2012 and the Profit & Loss Account for the year ended on that date together with the Reports of Auditors and Director's thereon.
- (2) To Appoint a Director in place of Mr. Rajnish Khanna who retires by rotation and being eligible offers himself for the re-appointment.
- (3) To Appoint a Director in place of Mr. Sanjai Seth who retires by rotation and being eligible offers himself for the re-appointment.
- (4) To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

- (5) To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant to section 198, 269, and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, consent of the members be and is hereby given for the re-appointment of Mr. Sanjai Seth for a further period of 5 years w.e.f. November 1, 2011 at a remuneration to be decided by the Board of Directors from time to time, not exceeding Rs. 1,00,000/- (Rs. One Lakh) per month.”

By order of the Board
For My Money Securities Ltd.

Sd/-
(RAJNI SETH)
Chairperson

Place : Delhi
Date : 31/08/2012

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE FOR HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956, in respect of resolutions set out under item no. 4 is annexed hereto.
3. All the correspondence pertaining to shareholding, transfer of shares, transmission etc should be lodged at the Company's Shares Transfer Agent: M/s Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110 020.
4. The register of member and share transfer book shall remain closed from 27th September 2012 to 29th September 2012 (both days inclusive.)

EXPLANATORY STATEMENT

Explanatory statement pursuant to section 173(2) of the Companies Act 1956

Item No. 5

Mr. Sanjai Seth, Whole Time Director of the Company was re-appointed to the post for a period of five years on 01st November, 2006. His present term was expired on 31st October, 2011. Board of directors re appointed him for a further period of five years. The remuneration committee has also approved his reappointment and approved his remuneration. The appointment of Shri Sanjai Seth and the remuneration payable to him is subject to the approval of shareholders.

Consent of the shareholders is required by passing an ordinary resolution.

Mr. Sanjai Seth is interested in the resolution. Mr. Vikas Seth and Mrs. Rajni Seth both Directors of the Company are interested in the resolution being relative of Mr Sanjai Seth.

By order of the Board
For My Money Securities Ltd.

Sd/-
(RAJNI SETH)
Chairperson

Place : Delhi
Date : 31/08/2012

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 21st Annual Report of the Company, together with the Audited statement of accounts for the financial year ended 31st March 2012. The highlights of the financial statements are as under: -
 (Amount in Lacs.)

Particulars	Year Ended March 31, 2012	Year Ended March 31, 2011
Total Income	60.46	61.14
Less: Total Expenditure	50.98	55.79
Profit/(Loss) before Interest & Deprecation	09.48	05.35
Less : Interest	6.12	1.96
Less: Depreciation	2.76	2.43
Profit/(Loss) before Taxation	0.60	0.96
Less: Provision for Taxation	Nil	0.09
Profit/(Loss) after Tax	0.60	0.87
Deferred Tax (Liabilities)/ Assets	(0.22)	(0.20)
Net Profit/(loss)	0.38	0.67

RESULTS OF OPERATIONS

Your Company being a member of National Stock Exchange (NSE) and MCX Stock Exchange (MSX) is in broking business and the Total income from both exchanges has decreased from Rs. 61.14 lacs to 60.46 Lacs due to adverse market condition. The Management is trying to focus on other fee based income to offset the reduction in income.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report covering matters listed in Clause 49 of the listing Agreement for the year under review is given as a separate statement in the Annual Report.

CORPORATE GOVERNANCE

The Company has been proactive in following the principles and practices of good Corporate Governance. The Company has taken adequate steps to ensure that the Conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange are complied with. A separate report on Corporate Governance appearing elsewhere shall be considered as part of this report.

A Certificate from the Auditors' of the Company regarding Compliance of Clause 49 of the Listing Agreement is attached to this Report.

ALLOTMENT OF 60,00,000 EQUITY SHARES

Board allotted 60,00,000/- equity shares of Rs. 10/- each at par on preferential allotment basis which has been duly listed at the Stock Exchanges at Delhi and Ahmedabad and the listing at Jaipur is still awaited

DIRECTORS

Mr. Jaspinder Singh and Mr. Ankit Gupta both were appointed as additional directors w. e. f 01/07/2011 to broad base the board. The appointment of both were also confirmed in AGM held on 30/09/2011.

Mr. Ranish Khanna and Mr. Sanjai Seth both being liable to retire by rotation and being eligible both offers themselves for reappointment

DIVIDEND

Your Directors for the requirement of working capital do not recommend any dividend for the year under review.

DEPOSIT

The Company has not accepted any deposit from the Public/Shareholders or employees of the Company during the financial year ended 31st March 2012 and there is no outstanding unclaimed deposit.

DEMATERIALIZATION OF SHARES

The company has already commenced the process of dematerialisation of shares. Any member wish to get his/her shares may get the shares dematerialisation.

SUBSIDIARIES

The company has made investments in My Money Insurance Brokers Private Limited and the investee company has become the subsidiary company under Section 4 of the companies Act, 1956. The Balance Sheet as at 31.03.2012 of My Money Insurance Brokers (P) Ltd. is attached with balance Sheet of the company.

AUDITORS REPORT

There being no adverse remarks and being self explanatory no comments are required.

AUDITORS

M/s Prem Amar & Co., Chartered Accountants, are liable to vacate their office at the conclusion of ensuing Annual General Meeting and they are eligible for re-appointment. The Company has received a certificate from the auditors to the effect that their appointment, if made, would be in accordance with Section 224(1B) of the Companies Act, 1956. The Board may also be authorized to fix their remuneration. The Board recommends their re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Director hereby confirm as under:

- a) That in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.
- b) That the directors have selected such accounting policies and applied them consistently and made judgements 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 or loss of the company for that period.
- c) That the directors have 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 prevention and detecting fraud and other irregularities
- d) That the directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

As required under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 2011, none of the employee was in receipt of remuneration, particulars of which is required to be given in this report.

LISTING OF SHARES

At present, The Company's Equity Shares are listed at three Stock Exchanges in India i.e. at Delhi Stock Exchange, Jaipur Stock Exchange and Ahmedabad Stock Exchange. 60,00,000/- Equity share issued during the year has already been listed at Delhi Stock Exchange and Ahmedabad Stock Exchange. However listing at Jaipur Stock Exchange is still awaited.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy:

Your company provides services for stock broking & do not have any manufacturing or any other unit & particulars required as per Form A is not applicable. Further the company states that Company consumes energy to operate computers and to run office which is not significant hence no additional investment is required for the conservation of energy.

The company has not taken any steps to conserve the consumption of energy.

Technology Absorption

The nature of business is Stock Broking, so the technology used is mainly Computers only & Company entails an effective use of that so as to ensure that its services reach the end users. i.e its clients. The only technology of hardware and software the company uses for the business is indigenously available and no import of any technology is required. The company does not have any plan and does not spent any amount on the Research and Development.

Foreign Exchange Earnings/ Outgo

- (a) The company has never exported & also has no plans to develop any export market for its services and does not have any plan to export in future.
- (b) There were no earnings and outgo in foreign exchange during the year under review.

ACKNOWLEDGEMENTS

Your Directors take the opportunity of placing on record their gratitude to the Company's customers, shareholders, bankers, business constituents and employees for their continued support to the Company.

For and on behalf of the Board

My Money Securities Limited

Place : New Delhi
Date : 31/08/2012

Sd/-
Sanjai Seth
Whole Time Director

Sd/-
Vikas Seth
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

Economic growth in the NTD era set to unleash the potential of financial services

India's GDP to witness phenomenal growth of expected to reach US \$3 trillion by 2025

Since 1988, the Indian economy has achieved an average growth rate higher than both developed and emerging economies, second only to China.

While India took 60 years since independence to reach its first US\$ trillion of GDP (NTD) It is expected to be achieve the next \$ trillion within 7 years, assuming a nominal GDP growth rate of 07-08 % and constant US\$ exchange rates. Furthermore, India's GDP is expected to triple from current levels to reach US\$ 3 trillion by 2025, Such a high and sustained economics growth will raise income, investment allocations and discretionary spending further.

The last year was tough, but the long-term historic trend reaffirms India's economic strength

The immediate year gone by saw India caught between conflicting challenges of managing economic growth vs inflation. Nevertheless, the long-term historic trend, signified by the last 25 years, has seen India deliver strong economic growth over the years.

FY12 saw interest rate hikes to rein in inflation, slowdown in corporate investments, supply-side constraints like poor infrastructure and public utilities and global economic crises resulting in weak industrial growth. Thus, the economic growth momentum saw a pause this year. Lower growth in government receipts, industry slowdown and high commodity costs kept fiscal deficit under pressure. Exports, which picked up in H1 FY12, slowed down in H2 FY12.

Despite the headwinds, certain observations show the outlook to be positive. Inflation, though still elevated, showed some signs of slowing by FY12- end. A reversal in rate hikes should encourage investments and enhance growth. Despite a dip in FY12, the financing and business services GDP outperformed. Services growth is expected to continue. RBI stress tests in FY12 showed banks to be reasonably resilient. Schemes like MNREGA helped boost rural incomes. The low median age should add to the labour force and demand levels.

With the per capita income growing and the momentum in savings growth largely intact, the allocation towards financial savings by households has picked up. Given the recent headwinds impacting the Indian economy, the GDP is now expected to grow by a slightly lower rate this year than the earlier estimates. Nevertheless, India still remains amongst the high-growth economies globally for the coming years. Key challenges are adequate infrastructure, skill levels, financial inclusion, governance, technology to enhance productivity and the consumption-investment balance.

Key observations that emerge from the recent performance of the Indian equity markets

Indian equity markets were amongst the worst performers globally this year, delivering negative returns in the first three quarters. During FY11, Consumption was the only sector with positive returns. Government sponsored schemes, the 6th Pay Revision and increase in asset prices like land and gold buoyed a sense of affluence amongst the masses and drove incomes and demand. Thus, 2011-12 was the year of Consumption. Given the freeze in industrial capex and infrastructure slowdown, Capital Goods was amongst the worst performing sectors. Sectors with high gearing underperformed due to rising interest rate climate and concerns over refinancing. Positive initiatives like allowing entry of QFIs into India, uniform KYC norms and lowering of STT from 0.125% to 0.1% on cash delivery trades should have a positive impact on future equity participation.

India: Growth in GDP and GDP Segments

Indian equity markets deliver strong performance buoyed by GDP growth; a sustained economic performance bodes well for equity activity

Indian exchanges are now amongst the top 10 exchanges globally, in terms of equity market capitalization in 2010, as per WFE data.

Robust economic performance is expected to enhance the market performance as corporate bottom-lines, fund – raisings and listings increase. The encouraging feature here is that India's share (BSE) to world market capitalization has increased by a larger proportion than its share to world's GDP over the last decade.

India's share to world average

MSCI indices data shows that India has delivered stellar performance over the long-term. The historical 10 year return in India is higher, as compared to most global peers. Although, it started 2011 on a shaky note over input costs and interest rates concerns, the recent upward trend in the beginning of FY12 is a sign that the investor confidence in India is strong.

Along with performance, the markets are gradually seeing lower levels of volatility since the last 2-3 years. Volatility (standard deviation) of Nifty and DJIA indices shows that while Nifty has been more volatile than DJIA, however, the level itself is coming down since FY09. Lower volatility can help investors again confidence to participate with the long-term objective.

Equity investing by households still low

Although the growth in Indian income levels has given a fill-up to financial services, however it is yet to be fully visible in the case of equity investments specifically. RBI data on changes in financial assets of households shows that the proportion of shares and debentures increased to 8% in 2007-09, just a marginal increase from the 6% seen a decade ago in 1999-2001. This is very low when compared to the growth in bank deposit and life insurance segments.

Risks and concerns

We are primarily exposed to credit risk, liquidity risk and operational risks. We have constituted Asset Liability Management Committee to manage these risks. This team identifies, assesses and monitors all of our principal risks in accordance with defined policies and procedures. The committee is headed by C.E.O.

Our Business Streams

Business Stream

Broking & Distribution

Currency Trading
Institutional Broking
Wealth Management
Investment Banking

Commodity Broking

Primary Products and services

Equity (cash and derivatives)
Distribution of financial products like Mutual Fund, PMS, IPO
Depository services (To be launched Soon)
Dealing and hedging various currencies.
Equity (cash and derivatives) broking
Advisory
Capital raising
M&A Advisory
Private Equity Placements
Corporate Finance Advisory
Restructuring
Focus on Metals / Arbitrage .

Broking Business

Industry Facts

Following negative returns in the first three quarters, a rebound of 13% in the fourth saw the benchmark BSE Sensex decline by a moderate 10% in FY12, as compared to the 11% growth seen in FY11. BSE market capitalization stood at Rs. 62.1 tn in March 2012, a decline of 9% for the year. Given the appreciation in the exchange rates, the dollar loss in the market cap was much steeper at 19%.

FII net inflows dipped this year, though 4th quarter recovery helped

FY12 was a contrast as compared to the earlier two years. The first nine months saw net outflows from equities by FIIs in as many as four months. Jan and Feb saw a market rally and FIIs posted strong net inflows. This helped boost aggregate net inflows for the fiscal year to a respectable Rs. 437 bn.

Net outflows by DIIs this year, despite inflows in first 3 quarters

DII participation, which had been positive from last quarter of FY11 to the third quarter of FY12, saw significant net outflows in January and February on the back of profit booking concerns over macro issues. As a result, DIIs ended the year with net outflows from Indian equities.

Growth in equity market volumes continue to be boosted by options, however growth rates were much more moderate this year

Equity average daily volume (ADTO) continued its uptrend and touched a high of Rs. 1,431 bn in FY12. However, the growth rate of 7% was moderate than the phenomenal 41% growth seen in FY11. The main contributor to the growth continued to be the options segment, albeit moderated at 28% as compared to 118% in FY11. Options comprised 68% of total volumes in FY12, up from 57% in FY11. Given the relative growth in options, the proportion of F&O to total volumes increased to 90% in FY12, as compared to 86% in FY11. This trend towards low-yield options continued to put brokerage revenues under pressure this year.

Within the cash segment, the proportion of high-yield delivery picked up marginally to 28% of cash ADTO, as compared to 27% in FY11. Cash volume proportions have been declining across all the major geographies since 2008. As the macro climate improves, retail and DII participation picks up and public issues increase, the cash volumes in India are expected to return to their historical.

India continues to remain a top destination for FIIs

Stable FII net inflows continued in FY12, boosting the markets to reach 18,000. Despite negative macro environment the inflow from FII signifies the conviction of the foreign investors in the long-term potential of the Indian markets.

Our Broking Business

Backed by strong research and advisory capabilities, our broking business covers the entire spectrum of participants in the capital markets ranging from FIIs to Domestic institutions, HNIs to mass retail. This large base is addressed through distinctly positioned business and personal relationships.

The company expects to focus on building relationship with new associates while strengthening the bonds with existing ones.

We would be recruiting fresh blood across various product lines like currency, derivatives, interest rate future etc.

The company had undertaken measures to strengthen its capital base December 2010 last year. The preferential allotment has got various regulatory approvals listing approval is pending from Jaipur Stock exchange.

The company's focus on high net worth individuals would continue to remain the cornerstone strategy for the company.

We will harness our relationship with corporates and have strategic tie-up in key international markets to strength our niche position in the capital markets. Our endeavor would to have at least 2500 clients with a portfolio at least Rs 2.5 crores each. This would give us a portfolio of a \$ billion a crucial landmark in a \$ trillion market capitalization.

Strong Corporate Access

Corporate access activities were carried out throughout the year. Our strong relationship with managements of leading public sector bank help corporates in the fund raising activities.

India continues to lead as one of the favored investment destinations for global funds. Our strong clientele base spread across the globe and our constant endeavor to provide best in-class research, advice, corporate access and execution support will also help us to tap these emerging opportunities and gain higher market share across all the institutional client segments.

Asset Management (Distribution)

SEBI's move to allow Stock Exchanges to offer trading platform for Mutual Fund has opened out a complete new segment of intermediation.

Opportunities and threats

Opportunities

- Economy is growing at healthy rate leading to investment / capital requirements.
- Growing Financial Services Industry's share of wallet for disposable income,
- Huge market opportunity for wealth management service provides as Indian wealth management business is transforming from mere wealth safeguarding to growing wealth.
- Regulatory reforms would aid greater participation by all class of investors.
- Leveraging technology to enable best practices and processes.
- Corporate looking at consolidation / acquisitions / restructuring open out opportunities for the corporate advisory business.

Threats

- Execution risk
- Slowdown in global liquidity flows
- Increased intensity of competition from local national and global players.
- Unfavorable economic conditions
- Slowdown in Indian Economy.

Our Business Streams and Outlook:

The Company Plans to undertake fund raising programme. The amount and mode would be finalized in next 3 months timing would depend on markets conditions.

The company has made strategic investments in future business

Sr. No.	Name of the Company	Business	MMSLShareholding
1.	CAMCO COMMODITIES (P) LIMITED	COMMODITY BROKING	10.91%
2.	MY MONEY INSURANCE BROKERS (P) LTD	INSURANCE BROKING	74.75%

Real Estate

We also plan to set up a Real-Estate desk. Real estate has shown tremendous potential. Most of our HNI clients portfolios are also skewed towards Real estate. Our clients have been selling real estate assets. We have been able to get some allocation towards our various products like currencies / commodities.

Wealth Management

Industry facts

With buoyant market performance, the number of HNWIs in India grew 51% to reach 126,700 in 2009. Although it is still less in absolute terms, nevertheless the growth rate was amongst the highest, as compared to that seen in the other BRIC countries or the advanced countries like USA, UK.

Asia Pacific has seen the second highest growth in HNWI wealth amongst regional markets, during 2006 to 2009. In terms of absolute values, it came third after North America and Europe in 2009. with Asian economies on a fast growth phase the region will witness only further wealth accumulation. The World Wealth Report 2010 forecasts the proportion of equities of total HNWI financial assets allocation to grow from 29% to 35%, between 2009 and 2011, the highest amongst any other asset classes.

The company's Wealth Management platform caters to high Net worth and mass affluent clients through customized offering providing a complete range of financial products best suited to client needs using an advisory model and an asset allocation approach.

A study done by Celent estimates that the players in the unorganized market have approximately 1.5 times the assets under management of the organized sector. This presents both a challenge and an opportunity. With customer needs for products and services getting more sophisticated with growing income levels, organized players will drive the consolidation within this industry.

For and on behalf of the Board
My Money Securities Limited

Place : New Delhi
Date : 31/08/2012

Sd/-
Sanjai Seth
Whole Time Director

Sd/-
Vikas Seth
Managing Director

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY:

The Mechanism of Corporate Governance is aimed at ensuring the greater transparency and better and timely reporting of the affairs of the Company to its stakeholders. The Element of Corporate Governance contributes in generating the value for its shareholders at large.

My Money Securities Limited believes that good Corporate Governance is vital for achieving long term Corporate Goals and for enhancing Stakeholders value. In this pursuit, your Company's philosophy on Corporate Governance envisages the attainment of highest levels of transparency, accountability and integrity in all facets of its operations. The Company has been practicing the principles of good Corporate Governance over the years. All employees are bound by a code of conduct that sets forth the Company's policies on important issues including with clients, shareholders, National Stock Exchange and Government.

The Board of Directors of the Company continues to lay great emphasis on the broad principles of Corporate Governance. Our pursuit towards achieving good governance is an ongoing process in-so-far as compliance with the requirements under Clause 49 of the Stock Exchange Listing Agreement is concerned; the Company is in full Compliance with the norms and disclosure that have to be made in corporate governance format.

COMPOSITION, ATTENDANCE AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING, OUTSIDE DIRECTORSHIP AND OTHER BOARD COMMITTEES.

COMPOSITION

There are six directors on the board of the company. Mrs Rajni Seth, Mr. Sanjai Seth, Mr. Vikas Seth, Mr. Rajnish Khanna, Mr. Jaspinder Singh and Mr. Ankit Gupta. Mr. Rajnish Khanna, Mr. Jaspinder Singh and Mr. Ankit Gupta are three independent directors.

The Details of Attendance of Directors at Board Meetings & the Last AGM, outside directorships & other Board Committees as on 31st March, 2012, is tabled hereunder:

BOARD MEETINGS HELD DURING THE FINANCIAL YEAR ENDED 2012.

During the year eight Board Meetings were held on, 13/05/2011, 01/07/2011, 10/08/2011, 03/09/2011, 21/10/2011, 14/11/2011, 14/02/2012 and 30/03/2012. All the Board Meetings were held at the registered office of the Company.

Detail of directors and their participation in the board and other committees

Name of the Director	Date of Appointment Directorship	Category of Meetings	No. of Board Meetings held during the year	No. of Board last Attended	Attendance at the Directorship Annual General Meeting	No. of other as on 31st March, 2012	No. of Committee	
							Member-ship	Chairman-ship
Mr Vikas Seth	11.01.1993	MD	8	8	Present	4	Nil	Nil
Mr.Sanjai Seth	11.01.1993	WTD	8	8	Present	4	1	Nil
Mrs Rajni Seth	14.08.1994	NEC	8	8	Present	None	Nil	Nil
Mr. Rajnish Khanna	31.03.2007	Independent	8	8	Present	1	2	2
Mr. Jaspinder Singh	01/07/2011	Independent	6	3	Present	None	2	Nil
Mr. Ankit Gupta	01/07/2011	Independent	6	3	Present	None	2	Nil

MD : Managing Director

WTD : Whole Time Director

NEC : Non Executive Chariman