



NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Money Matters Financial Services Limited will be held on Monday, July 25, 2011 at 11:30 a.m. at Conference Room, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400 020, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2011 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint M/s. Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W), as a Statutory Auditor of the company, to hold such office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting, on such remuneration plus out of pocket expenses, if any, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Beni Prasad Rauka who was appointed as an Additional Director of the Company on January 12, 2011, holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

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

"RESOLVED THAT Dr. Sanjeev Kumar Sanger who was appointed as an Additional Director of the Company on January 12, 2011, holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

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

"RESOLVED THAT Mr. Dinesh Chandra Babel who was appointed as an Additional Director of the Company on February 5, 2011, holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

6. To consider and if thought fit, to pass, with or without

modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the authority conferred on Board of Directors to sub-divide the existing equity shares of the Company of face value of ₹ 10/- (₹ Ten) each into two equity shares of the face value of ₹ 5/- (₹ Five) each credited as fully paid up in the 16th Annual General Meeting held on September 8, 2010 be and is hereby withdrawn and the decision of the sub-division be and is hereby annulled.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper."

**By Order of the Board
For Money Matters Financial Services Limited**

Shyam Bhattbhatt
Company Secretary

Place: Mumbai
Dated: May 30, 2011

Registered Office:

1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400020.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY(S) NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST 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 173(2) of the Companies Act, 1956 in respect of the Special Business at Item Nos. 3 to 6 is annexed hereto and forms part of the Notice.
3. Register of Members and the Share Transfer Books of the Company will remain closed between Monday, July 18, 2011 to Monday, July 25, 2011 (both days inclusive).
4. Brief profiles of the Directors who are being appointed/reappointed at the ensuing Annual General Meeting are furnished in the Corporate Governance Section, which forms part of this Annual Report.
5. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days except Saturdays between 10.30 a.m. and 1.00 p.m., up to the date of the AGM.
6. The members are requested to note:
 - **Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform (Company's Registrar & Transfer Agent) M/s. MCS Limited, immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with



respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the members.

- Section 109A of the Companies Act, 1956, provides for **Nomination by the Shareholders** of the Company in the prescribed Form No. 2B for shares held in physical form. Blank forms will be supplied by M/s. MCS Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
- **Queries on accounts** may please sent to the Company 15 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
- Members attending the Annual General Meeting are requested to bring with them the followings (as applicable)
 - (a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - (b) Members holding shares in physical form their folio numbers.
 - (c) Copy of the Annual Report & Notice (2010-11)
 - (d) The Attendance slip duly completed as per the specimen signature lodged with the Company.
 - (e) Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorising their representative to attend and vote at the Annual General Meeting.

ANNEXURE TO NOTICE

Explanatory Statement under section 173(2) of the Companies Act, 1956

ITEM NO. 3

Mr. Beni Prasad Rauka was appointed as an Additional Director of the Company with effect from January 12, 2011. Pursuant to section 260 of the Companies Act, 1956, Mr. Beni Prasad Rauka holds office only up to this Annual General Meeting. As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying her intention to propose Mr. Beni Prasad Rauka as a candidate for the office of Director.

None of the Directors except Mr. Beni Prasad Rauka is interested or concerned in the proposed resolution. The Board of Directors commend passing of the resolution set out in Item No. 3 of the accompanying Notice.

ITEM NO. 4

Dr. Sanjeev Kumar Sanger was appointed as an Additional Director of the Company with effect from January 12, 2011. Pursuant to section 260 of the Companies Act, 1956, Dr. Sanjeev Kumar Sanger holds office only up to this Annual General Meeting. As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying her intention to propose Dr. Sanjeev Kumar Sanger as a candidate for the office of Director.

None of the Directors except Dr. Sanjeev Kumar Sanger is interested or concerned in the proposed resolution. The Board of Directors commend passing of the resolution set out in Item No. 4 of the accompanying Notice.

ITEM NO. 5

Mr. Dinesh Chandra Babel was appointed as an Additional Director of the Company with effect from February 05, 2011. Pursuant to section 260 of the Companies Act, 1956, Mr. Dinesh Chandra Babel holds office only up to this Annual General Meeting. As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying her intention to propose Mr. Dinesh Chandra Babel as a candidate for the office of Director.

None of the Directors except Mr. Dinesh Chandra Babel is interested or concerned in the proposed resolution. The Board of Directors commend passing of the resolution set out in Item No. 5 of the accompanying Notice.

ITEM NO. 6

The shareholders in the 16th Annual General Meeting held on September 08, 2010, authorized the Board of Directors for Sub-Division of the existing equity shares of the face value of ₹ 10/- (₹ Ten) each into two equity shares of the face value of ₹ 5/- (₹ Five) each credited as fully paid-up and do the needful in 12 months time from the date of resolution.

The Board at its meeting held on November 12, 2010 fixed the record date as December 27, 2010 for Sub-Division of the existing equity shares.

Due to the investigation carried by Central Bureau of Investigation (CBI), Economic Offences Wing (EOW) and on account of seizure of records/documents it was resolved by the Board at its meeting held on November 27, 2010 to consider a new record date.

Further considering the current situation the Board at its meeting held on May 30, 2011 considered it as appropriate to annul the decision of Sub-Division of shares of the Company subject to the approval of Members' at the ensuing Annual General Meeting.

None of the Directors are interested or concerned in the proposed resolution except to the extent of their shareholdings.

The Board of Directors commend passing of the resolution set out in Item No. 6 of the accompanying Notice.

**By Order of the Board
For Money Matters Financial Services Limited**

Shyam Bhattbhatt
Company Secretary

Place: Mumbai
Dated: May 30, 2011

Registered Office:
1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400020.



MONEY MATTERS FINANCIAL SERVICES LIMITED

Reg. Off. : 1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400 020.

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company to be held at Conference Room, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020 on Monday, the 25th day of July, 2011 at 11.30 a.m.

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

NOTE : Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual Report to the meeting.



MONEY MATTERS FINANCIAL SERVICES LIMITED

Reg. Off. : 1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400 020.

PROXY FORM

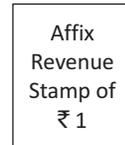
Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I/We.....of..... in the district of being a member/members of the above named Company, hereby appoint of in the district of or failing him of in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company to be held on Monday, the 25th day of July, 2011 at 11.30 a.m. and at any adjournment(s) thereof.

Signed this day of 2011.



Signature.....

NOTE : This proxy form, 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 meeting.

