

Notice

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of Money Matters Financial Services Limited will be held on Saturday, July 28, 2012 at 12.00 noon at Kilachand Conference Room, 2nd Floor, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2011-2012.
3. To appoint a Director in place of Mr. Beni Prasad Rauka (DIN 00295213), who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration and pass the following resolution with or without modification thereof:

“RESOLVED THAT M/s. Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W), be and are hereby appointed as the Auditors of the Company to hold the office from conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration may be determined by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Bhagwati Prasad (DIN 05152091), who was appointed as an Additional Director of the Company on December 21, 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 Mr. Mukesh Kacker (DIN 01569098), who was appointed as an Additional Director of the Company on February 11, 2012, 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.”

By Order of the Board

Rajesh Sharma
Chairman & Managing Director

Place: Srinagar

Dated: May 19, 2012

Registered Office:

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

Notice

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. 5 and 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 Saturday, July 21, 2012 to Saturday, July 28, 2012 (both days inclusive).
4. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after August 03, 2012, as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) at the closure of business hours on July 20, 2012, and
 - b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on July 20, 2012.
5. Members holding shares in physical form are advised to furnish, on or before July 20, 2012, particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/ payment instruments.
6. In respect of cases, where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.
7. 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.
8. 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 financial accounts may please be sent to the Company 15 (Fifteen) 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)

Notice

- (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 (2011-12)
- (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.

EXPLANATORY STATEMENT

The following explanatory statement, pursuant to Section 173 of the Companies Act, 1956 ('the Act'), sets out all material facts relating to the business mentioned at the item Nos. 5 & 6 of the accompanying Notice dated May 19, 2012.

ITEM NO. 5

Mr. Bhagwati Prasad, was appointed as an Additional Director of the Company with effect from December 21, 2011. Pursuant to section 260 of the said Act, Mr. Bhagwati Prasad 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 alongwith a deposit of ₹ 500/- signifying intention to propose Mr. Bhagwati Prasad as a candidate for the office of Director. Brief information of Mr. Bhagwati

Prasad, is given in the Annexure attached to this notice.

None of the Directors except Mr. Bhagwati Prasad 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

Mr. Mukesh Kacker, was appointed as an Additional Director of the Company with effect from February 11, 2012, Pursuant to section 260 of the said Act, Mr. Mukesh Kacker 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 alongwith a deposit of ₹ 500/- signifying intention to propose Mr. Mukesh Kacker as a candidate for the office of Director. Brief information of Mr. Mukesh Kacker, is given in the Annexure attached to this notice.

None of the Directors except Mr. Mukesh Kacker is interested or concerned in the proposed resolution.

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

By Order of the Board

Rajesh Sharma
Chairman & Managing Director

Place: Srinagar

Dated: May 19, 2012

Annexure to Notice

Details of Directors, retiring by rotation seeking re-election and appointment, at this Annual General Meeting

Particulars	Mr. Beni Prasad Rauka	Mr. Bhagwati Prasad	Mr. Mukesh Kacker
Date of Birth	01.04.1964	13.5.1949	13.04.1957
Date of Appointment	12.01.2011	21.12.2011	11.02.2012
Designation	Independent Director	Independent Director	Independent Director
Qualification	Qualified Chartered Accountant and Company Secretary.	LLM (Jodhpur Univ.) & B.Sc from Govt. College-Hisar	Masters degree in Economics (Public Policy) from Harvard University, U.S.A . B. Sc(Physics, Mathematics & Statistics), M.A (Political Science) both from Allahabad University.
Experience	More than 24 years in the Finance Industry	Practiced Law for more than 24 years before being appointed Judge of High Court. Remained Judge of High Courts for more than 14 years.	31 years of experience as an I.A.S officer and now into infrastructure related consulting
Directorship held in other Public Companies	<ol style="list-style-type: none"> 1. Indergiri Finance Limited 2. Advanced EnzyTech Solutions Limited 3. Advanced Bio-Agro Tech Limited 4. Advanced Bio-Proteins Limited 5. Money Matters Securities Private Limited 	NIL	<ol style="list-style-type: none"> 1. Arshiya International Limited 2. Entertainment World Developers Limited
Membership/ Chairmanship of Committees across public Companies	Chairman in Company's: <ol style="list-style-type: none"> 1. Shareholders'/Investors' Grievance Committee 2. Audit Committee 	NIL	NIL
Shareholding in Company	NIL	NIL	NIL

Important Communication to Members - Green Initiative in the Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and necessitated initiative by MCA and requests all its Members to support in this noble cause.

We therefore propose to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the Company/Share Transfer Agent/the Depositories.

The Members who holds shares in physical form are requested to intimate/update the email address to the Company/Share Transfer Agent while Members holding shares in demat form can intimate/update their e-mail address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.



Money Matters **MONEY MATTERS FINANCIAL SERVICES LIMITED**
 Regd. 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.FolioNo./ClientIDNo. _____

No.ofsharesheld _____

DPIDNo. _____

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

I hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company to be held at Kilachand Conference Room, 2nd Floor, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020, on Saturday, July 28, 2012 at 12.00 noon

 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 **MONEY MATTERS FINANCIAL SERVICES LIMITED**
 Regd. Off. : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
 New Marine Lines, Mumbai-400 020.

PROXY FORM

Regd.FolioNo./ClientIDNo. _____

DPIDNo. _____

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 EIGHTEENTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, July 28, 2012 at 12.00 noon and at any adjournment(s) thereof.

Signed this _____ day of _____ 2012.

Affix Revenue Stamp

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.