

Date: 22nd April, 2024

To,
The Manager- Listing Department,
BSE Limited P J Tower, Dalal
Street Mumbai – 400001

Reference: Money Masters Leasing & Finance Ltd
BSE Code: MMLF
ISIN: INE340O01013

Sub: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Dear Sir/Madam,

This is to inform you that pursuant to the approval by the Board of Directors, the Company has initiated the process of seeking approval of the members by way of Postal Ballot (conducted through e-voting only) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 for the following resolution:

- To approve appointment of M/S. P S V Jain & Associates, Chartered Accountants as statutory auditors of the Company to fill up casualvacancy caused by resignation of M/s. Nipa N Shetty and Co., Chartered Accountants.

In accordance with MCA circulars, the Company has completed today i.e. on Monday 22nd April, 2024 the dispatch of the notice of postal ballot along with the explanatory statement, annexure, instructions and manner of eVoting process dated 26th March, 2024 (“Postal Ballot Notice”) through electronic mode only to all Members whose email IDs are registered with the Company/depositories and whose names are recorded in the Register of Members / List of Beneficial Owners as on Friday, 19th April, 2024 (Cut-off date).



MONEY MASTERS
LEASING & FINANCE LTD



We enclose herewith a copy of the Postal Ballot Notice, together with the Explanatory Statement, for your reference and request you to take the same on your records.

Thanking you,

Yours faithfully

For Money Masters Leasing & Finance Limited

Hozef Darukhanawala
Managing Director
(DIN: 00177029)

Place: Mumbai

CIN : L65990MH1994PLC082399

4, Akashdeep, Ground Floor, TPS VI, 1st Road, Milan Subway, Santacruz (West), Mumbai-400054.

Phone: 8104939030 | www.moneymasterscc.in | mm.moneymasters@gmail.com | hozef.moneymasters@gmail.com

Investing in relationships



Money Masters Leasing & Finance Limited

Regd. Office: 4, Akash Deep, Ground Floor, TPS VI 1st Road, Milan Subway,
Santacruz (West), Mumbai - 400054

CIN: L65990MH1994PLC082399

Web: www.moneymasterscc.in

Email: mm.moneymasters@gmail.com

Tel: 022- 26103848 / 26180202



NOTICE OF POSTAL BALLOT/E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of the Section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Business set out in this notice as the Ordinary Resolution through Postal Ballot by the members of Money Masters Leasing & Finance Limited (“The Company”) only through Remote E-voting.

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof are appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the CDSL E-voting system. Instructions on E-voting are enumerated as part of the Notice.

The Board of Directors of the Company, at its meeting held on Tuesday, 26th March, 2024, has appointed M/s. Nishant Jawa & Associates, Practicing Company Secretary (CP Number 6993), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company or any person authorized by him. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company or in his absence by such other Director of the Company duly authorised or Company Secretary of the Company, on or before Saturday, 25th May, 2024 at the Company's registered office. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.moneymasterscc.in and shall also be available at the Company's registered office.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Thursday, 23rd May, 2024.**

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS:

ITEM NO. 1: - TO APPOINT OF M/S. P S V JAIN & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY IN CASUAL VACANCY CAUSED BY RESIGNATION OF M/s. NIPA N SHETTY AND CO., CHARTERED ACCOUNTANT:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and Section 142 of the Companies Act, 2013 and other applicable provisions, if any, read with the Rules made there under, [including any statutory modification(s) thereof for the time being in force] M/s. P S V Jain & Associates, Chartered Accountants, (Firm Registration No. 131505W), be and is hereby appointed as statutory auditor of the company with effect from 26th March, 2024 to fill casual vacancy caused by resignation of M/s. Nipa N Shetty And Co., Chartered Accountant, having Membership No. 122319 until the conclusion of ensuing Annual General Meeting of the company to be held in 2024 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them and that they shall be eligible for re-appointment in the ensuing Annual General Meeting to be held in the calendar year 2024 on such remuneration as may be mutually agreed between the Board of Directors in consultation with them.

RESOLVED FURTHER THAT Directors of the Company along with Company Secretary be and hereby are severally authorised to sign and file such documents and forms with regulatory and statutory authorities as may be deemed necessary and to do all such acts deeds matters and things as may be required for giving effect to this resolution.”

**By Order of the Board of Directors
For Money Masters Leasing & Finance Limited**

**Place: Mumbai
Date: 26th March, 2024**

**Hozef Darukhanawala
Managing Director
DIN: 00177029**

Registered Office:
4, Akash Deep, Ground Floor,
TPS VI 1st Road, Milan Subway,
Santacruz (West), Mumbai- 400 054
CIN: L65990MH1994PLC082399

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on 26th March, 2024 has appointed M/s. Nishant Jawasa & Associates, Practicing Company Secretary (CP Number 6993), to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. This Postal Ballot Notice is being sent by e-mail only, to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) (“Eligible Members”) as at close of business hours as on i.e., **Friday, 19th April, 2024 (“Cut-off Date”)** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020 and No. 39/ 2020 dated December 31, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs.
4. In terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal Ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Members may note that the Postal Ballot Notice will be available on the website on the Company www.moneymasterscc.in and on the website of CDSL.
5. The voting period begins on **Wednesday, 24th April, 2024 at 9.00 a.m. (IST) onwards to Thursday, 23rd May, 2024 at 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares in dematerialised form as on the cut-off date of **19th April, 2024**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending e-mail citing subject “**Postal Ballot Registration of e-mail Id’s**” to Registrar and share transfer Agent (RTA) of the Company, i.e., Link Intime India Private Limited at mt.helpdesk@linkintime.co.in or to the Company at mm.moneymasters@gmail.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
8. The results of the Postal Ballot will be declared on or before Saturday, 25th May, 2024. The results of the Postal Ballot will be hosted on the website of the Company viz. www.moneymasterscc.in and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by such other Director of the company duly authorised or Company Secretary and it will display at Company’s Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **23rd May, 2024**.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., 19th April, 2024.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 23rd May, 2024.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

15. E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- (i) The voting period begins on Wednesday, 24th April, 2024 at 9.00 a.m. (IST) onwards to Thursday, 23rd May, 2024 at 5.00 p.m. (IST), During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th April, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting

	service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Money Masters Leasing & Finance Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mm.moneymasters@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 1: - TO APPOINT OF M/S. P S V JAIN & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY IN CASUAL VACANCY CAUSED BY RESIGNATION OF M/s. NIPA N SHETTY AND CO., CHARTERED ACCOUNTANT:

M/s. Nipa N Shetty And Co., Chartered Accountant, having Membership No. 122319, the Auditor of the Company have resigned as statutory auditors of the Company with effect 20th March, 2024, hereby resulting in a casual vacancy in the office of Auditors.

M/s. Nipa N Shetty And Co., vide letter dated on 20th March, 2024, have tendered their resignation as the Statutory Auditor of the Company, due to Medical Reasons, which is accepted and taken on record with effect from the date of resignation letter.

Pursuant to provisions of Section 139(8) of Companies Act, 2013 and the rules made there under, the Board of Directors have filled the Casual Vacancy created by resignation of M/s. Nipa N Shetty And Co., by appointing M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration no. 131505W) in their meeting held on 26th March, 2024.

Provisions of Section 139(8) of Companies Act, 2013 and the rules made there under require a General Meeting to be held within three months of the recommendation of the Board for approval of appointment of Statutory Auditor in Casual Vacancy and the Auditor so appointed shall hold the office till the conclusion of the next annual general meeting.

In order to fill up the casual vacancy caused by the resignation of the auditors, the Board of Directors of the Company ('the Board'), upon recommendation of the Audit Committee ('the Committee') at its meeting held on 26th March, 2024, have appointed M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration no. 131505W), as the Auditors of the Company, until the conclusion of ensuing Annual General Meeting, to be held in 2024 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them. .

M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration no. 131505W), have been subjected to peer review process by The Institute of Chartered Accountants of India and has received a Certificate of Peer Review. M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration no. 131505W), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139 & 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The appointment of M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration no. 131505W), as auditors in a casual vacancy would require approval from the shareholders by way of an ordinary resolution in terms of provisions of Section 139(8) of the Companies Act, 2013, read with applicable rules framed thereunder.

Your Board recommends appointment of M/s. P S V Jain & Associates, Chartered Accountants, (Firm Registration no. 131505W), as the Secretarial Auditor of the Company and this recommends resolution for approval of the Members as **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

**By Order of the Board of Directors
For Money Masters Leasing & Finance Limited**

Place: Mumbai
Date: 26th March, 2024

**Hozef Darukhanawala
Managing Director
DIN: 0177029**

Registered Office:
4, Akash Deep, Ground Floor,
TPS VI 1st Road, Milan Subway,
Santacruz (West), Mumbai- 400 054
CIN: L65990MH1994PLC082399