



## MONEY MATTERS FINANCIAL SERVICES LIMITED

Regd. Office:1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001)

Dear Member(s),

Notice is hereby given to the members pursuant to Section 192 A of the Companies Act, 1956 ('the Act') read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, that the resolutions appended below for the purposes of (i) Change of Name of the Company (item no.1) and (ii) To authorize limit under section 372A of the Companies Act, 1956 (item no.2) are proposed to be passed as Special Resolutions and (iii) To increase the Borrowing Limits of the Company (item no.3) and (iv) To Create Charge on assets of the Company to secure borrowings by the Company (item no.4), are proposed to be passed as Ordinary Resolutions through Postal Ballot.

The Explanatory statement(s) pursuant to Section 173(2) of the Act setting out all material facts pertaining to the resolution(s) are annexed hereto along with a Postal Ballot Form ('Form') for consideration of the members. The Board has appointed Mr. Alwyn D'souza of Alwyn D'souza & Co, Practicing Company Secretaries, as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the Form (no other form or photocopy thereof is permitted) duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 8<sup>th</sup> July, 2013.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his Report to Mr. P H Ravikumar. Managing Director of the Company, authorised for the purposes of overseeing the Postal Ballot process. The result of the Postal Ballot shall be announced on or before 11<sup>th</sup> July, 2013. The results shall be displayed on the Notice Board at the registered office and posted on the Company's website i.e. <http://www.money-matters.in>, besides being communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

The Members are requested to consider and, if thought fit, to pass the following resolution(s). The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

#### DRAFT OF THE RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

##### 1. To Change Name of Company to Capri Global Capital Limited

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

**"RESOLVED THAT** pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government/Registrar of Companies, the consent of the Members be and is hereby be accorded to change of name of the Company from "Money Matters Financial Services Limited" To "Capri Global Capital Limited".

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted with the following:

I. Name of the Company is Capri Global Capital Limited.

**RESOLVED FURTHER THAT** the name "Money Matters Financial Services Limited" wherever it appears in the Articles of Association of the Company, be substituted with the new name "Capri Global Capital Limited".

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all acts, deeds, things & matters as may be required to give effect to the above Resolution".

##### 2. To set a limit under Section 372A of the Companies Act, 1956

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

**"RESOLVED THAT** in supersession of the resolution passed earlier, pursuant to the provisions of Section 372A and other applicable provisions of the Companies Act, 1956, the consent be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) to invest in the share capital, securities of any body corporate, make loans, give guarantee or provide security in connection with loans made by any other person to, or to any other person by, any body corporate from time to time for the purpose of Company's business any sum or sums of money as it may deem proper notwithstanding that the moneys to be so invested, loan granted, guarantee given or security provided together with monies already invested,



loans granted, guarantee given or security provided, exceeds 60% of the paid up share capital of the Company and its free reserves or 100% of free reserves, whichever is greater, provided that the total amount of moneys to be so invested, loans granted, guarantee given or security provided by the Board shall not exceed Rs.3000 Crores (Rupees Three Thousand Crores) outstanding at any point of time."

**3. To increase the Borrowing Limits 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** in supersession of the resolution passed earlier, pursuant to Section 293 (1)(d) and other applicable provisions, if any, of the Companies Act 1956, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other Securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether share holder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.2000 Crores (Rupees Two thousand Crores ).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

**4. To Create Charge on assets of the Company to secure borrowings by the Company**

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

**"RESOLVED THAT** in supersession of the resolution passed earlier, pursuant to Section 293 (1)(a) and other applicable provisions, if any, of the Companies Act 1956, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) be and is hereby authorised to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

Sd/-

(Harish Agrawal)

Vice President & Company Secretary

Place: Mumbai  
Date: 31<sup>st</sup> May, 2013



## NOTES

1. Explanatory Statement pursuant to Section 173(2) and 192 A of the Companies Act is enclosed and forms part of this Notice.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member on the date of the Notice.
3. The Scrutinizers decision on the validity of the Postal Ballot Form shall be final.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

### ITEM NO. 1

Company has entered into a Trade Mark Licensing and Executive Agreement ('Agreement') on 16<sup>th</sup> October, 2012 with Capri Global Capital Ltd., having its primary place of business at 875 N. Michigan Ave., Suite 3430, Chicago, Illinois, USA 60611. As per the Agreement, Company can use logo of the 'Capri Capital Partners LLC ('CCP') and integrate the same with the name of the Company.

As to implement the Agreement, Company proposes to change its name to Capri Global Capital Limited and integrate the logo of CCP with its name.

Company has made an application to Registrar of Companies, Maharashtra, Mumbai, to change the name of the Company from "Money Matters Financial Services Limited" to "Capri Global Capital Limited" and the name has been made available to the Company vide letter dated 25<sup>th</sup> April, 2013 subject to necessary compliances and approvals.

The Reserve Bank of India has also issued its no objection for change of name vide its letter reference no.: DNBS: MRO: CMD: No. 5559/13.13.45/2012-13 dated 29<sup>th</sup> May, 2013 subject to necessary compliances and approvals.

As per the requirements of the provisions of Section 21 of the Companies Act, 1956, the proposed change in the name of the Company is required to be approved by the Members of the Company by passing a Special Resolution.

You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in Item no. 1 of the accompanying notice for the approval of the Members by way of a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Special Resolution.

### ITEM NO. 2

Company has developed business plans for lending to the Micro, Small & Medium (MSME) enterprises and the business division has already started its business in right earnest. This business vertical is in addition to the already existing Wholesale/ Corporate lending business.

The Board, at its meeting held on 30<sup>th</sup> May, 2013, has approved in-principle the increase in limits to invest in the share capital, securities of any body corporate, make loans, give guarantee or provide security from Rs. 500 Crores to Rs. 3000 Crores, subject to Members' approval as to facilitate smooth business operations and implementation of business plans of the Company. Once approved by the Members, the Board of Directors would be authorised to invest in the share capital, securities of any body corporate, make loans, give guarantee or provide security in connection with loans made by any other person to, or to any other person by, any body corporate upto a limit of Rs. 3000 Crores (Rupees Three thousand Crores).

As per the requirement of provisions of proviso to sub-section (1) of section 372A, prior approval of the Members of the Company is required by way of Special Resolution to invest in the share capital, securities of any body corporate, make loans, give guarantee or provide security in excess of the 60% of the paid-up share capital of the Company and its free reserves or 100% of free reserves, whichever is greater.

Under provisions of Section 192A of the Companies Act, 1956, as amended, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended, consent of the Members of the Company is required to be obtained by way of a Postal Ballot to invest in the share capital, securities of any body corporate, make loans, give guarantee or provide security in excess of the limits prescribed under sub-section (1) of section 372A.

You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in Item no. 2 of the accompanying notice for the approval of the Members by way of a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Resolution.



### ITEM NO. 3

The Members of the Company at the Annual General Meeting of the Company held on 8<sup>th</sup> September, 2010 authorised the Board to borrow money up to Rs. 500 Crores (Rupees Five hundred Crores). Such limit is likely to be exhausted upon borrowings as may be required from time to time for the business operations of the Company.

The Board, at its meeting held on 30<sup>th</sup> May, 2013, has approved in-principle the increase in the borrowing powers of the Company upto Rs. 2000 crores (Rupees Two thousand Crores), subject to Members' approval.

Under the provisions of Section 293(1)(d) of the Companies Act, 1958, as amended, the consent of the Members is required to authorize the Board to borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up share capital and free reserves.

The resolution as set out at Item no. 3 of the notice is placed for your approval for enhancing the limits of borrowings by the Board up to an amount not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores) or equivalent thereof in any foreign currency(ies).

You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in Item no. 3 of the accompanying notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Resolution.

### ITEM NO. 4

To enable the Company to raise additional funds by way of borrowings or to avail loan/finance facilities from Indian/ foreign banks, institutions, institutional investors, mutual funds, companies, other corporate bodies, resident/non-resident Indians, foreign nationals and other eligible investors as may be decided by the Board (hereinafter referred to as "Investors"), whether or not such Investors are members, promoters, directors or their relatives / associates of the Company, through prospectus, offering letter, circular to the general public and/or through any other mode, the Company may be required to mortgage, create charge on or hypothecate its property(ies), both movable and immovable, to secure such borrowings.

The Board, at its meeting held on 30<sup>th</sup> May, 2013, has approved in-principle the creation of charges, mortgages and hypothecations on the movable/immovable properties of the Company, subject to Members' approval.

The mortgage, charge and hypothecation by the Company on its movable and immovable properties may result in the disposal of the whole or substantially the whole of the Company's undertaking(s). Accordingly, the creation of any mortgage, charge or hypothecation requires the consent of the Members by way of an Ordinary Resolution in terms of the provisions of sub-clause (a) of sub-section (1) of Section 293 of the Companies Act, 1956, as amended.

Under provisions of Section 192A of the Companies Act, 1956, as amended, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended, consent of the Members of the Company is required to be obtained by way of a Postal Ballot for mortgage, charge and hypothecation by the Company on its movable and immovable properties, which may result in the disposal of the whole or substantially the whole of the Company's undertaking(s) as specified under sub-clause (a) of sub-section (1) of section 293 of the Companies Act, 1956, as amended.

You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in Item no. 4 of the accompanying notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors of the Company is in any way concerned or interested in the aforesaid Resolution.

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

Sd/-

(Harish Agrawal)

Vice President & Company Secretary

Place: Mumbai  
Date: 31<sup>st</sup> May, 2013





Money Matters

### MONEY MATTERS FINANCIAL SERVICES LIMITED

1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.  
Website: www.money-matters.in

## POSTAL BALLOT FORM

Serial No.:

1. Name (s) of Member (s)  
(In Block letters) :
2. Registered Address of the Sole / First  
Named Member / beneficial owner :
3. Name (s) of the Joint Holder(s)  
If any, (in Block Letter) :
4. DP ID / Client ID /Registered Folio No. :
5. No. of shares held. :
6. I/ We hereby exercise my / our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated 31st May, 2013 of the Company by sending my / our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate box below:

Description	No. of shares	I / We assent to the resolution (FOR)	I / we dissent to the resolution (AGAINST)
Special Resolution under Section 21 of the Companies Act, 1956 for Change of name of the Company to 'Capri Global Capital Limited'.			
Special Resolution to set a limit of Rs. 3000 Crores for lending / investments under section 372A of the Companies Act, 1956.			
Ordinary Resolution to increase the Borrowing Limits of the Company up to Rs. 2000 Crores under section 293(1)(d) of the Companies Act, 1956.			
Ordinary Resolution to Create Charge on assets of the Company to secure borrowings under section 293(1)(a) of the Companies Act, 1956.			

Place:

Date:

Signature of Member



**Instructions:**

- 1) Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.
- 2) A Member(s) desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached prepaid self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if sent by courier at the expense of the registered Member will also be accepted.
- 3) The prepaid self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- 4) This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
- 5) Members holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- 6) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority together with attested specimen signature(s) of the duly authorised signatory/ies.
- 7) The Votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the Form invalid. Unsigned Postal Ballot Form will be rejected.
- 8) Duly completed Postal Ballot Form should reach the Company, not later than the close of working hours on Monday, 8th July, 2013. Postal Ballot Forms received after the period mentioned above shall be strictly treated as if the reply from the Member has not been received.
- 9) Voting rights in a Postal Ballot cannot be exercised by a proxy.
- 10) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members on the date of the notice.
- 11) Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar & Share Transfer Agents quoting their Folio Numbers.
- 12) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope to the Scrutinizer as the Company will have no occasion to act on the same. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.