MONEY MASTERS
LEASING & FINANCE LTD

Date: November 13, 2026

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

Reference: Money Masters Leasing & Finance Limited ("the Company")
BSE Code: MMLF
ISIN: INE340O01021

Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the copy of the Notice of Postal Ballot dated November 13, 2026, together with the Explanatory Statement thereto ("Postal Ballot Notice"), for seeking approval of the members of **Money Masters Leasing & Finance Limited** ("the Company") on the Special Business, by way of Special Resolution as set out below, through Postal Ballot by means of remote e-voting process ("e-voting"), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Circulars issued by Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India, ("SEBI Circulars") from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules, and regulations:-

Sr. No.	Description of Resolution	Type of Resolution
1.	To consider and approve the Issue of Equity Shares on Preferential Basis.	Special Resolution

In compliance with the applicable MCA Circulars, the Postal Ballot Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with NSDL/CDSL, Depository Participants and/or Bigshare Services Private Limited as on Friday, November 06, 2026 ("cutoff date").

The Company has engaged the services of NSDL for facilitating e-voting to enable the members to cast their votes electronically. The e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Saturday, November 14, 2026, at 9:00 a.m. (IST) and ends on Sunday, December 13, 2026, at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter.

The Postal Ballot Notice is also available on the Company's website at www.moneymasterscc.in. websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and also on the e-voting website of NSDL at www.evoting.nsdl.com

This disclosure will be made available on the Company's website at www.moneymasterscc.in.

MONEY MASTERS
LEASING & FINANCE LTD

You are requested to take the above information on record.

Thanking you.

Yours faithfully,

For Money Masters Leasing & Finance Limited

HOZEF ABDULHUSSAIN DARUKHANAWALA

Digitally signed by HOZEF ABDULHUSSAIN DARUKHANAWALA
Date: 2026.11.13 19:31:31 +05'30'

Hozef Abdulhussain Darukhanawala
Managing Director
DIN: 00177029

Enclosure: As Above

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

MONEY MASTERS
LEASING & FINANCE LTD

MONEY MASTERS

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Shareholders,

Notice is hereby given to the members of Money Masters Leasing & Finance Limited ("Company") that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard- 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting ("remote e-voting").

The Ministry of Corporate Affairs, Government of India vide its General Circular 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, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022,No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 ("MCA Circulars"), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice ("Notice") along with Postal Ballot Form and prepaid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, 6th November 2026.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through NSDL, ("NSDL," or "E-voting agency"), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/ records received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, 6th November 2026., will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holders who are higher in the order of names will be entitled to vote. The details of remote e-voting are as follows:

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Saturday, 14th November 2026, at 9.00 a.m.	Sunday, 13th December 2026, at 05:00 p.m.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company's website at www.moneymasterscc.in website of stock exchange (BSE Limited) at www.bseindia.com and website of NSDL, at https://nsdl.co.in/

The Draft Resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice for consideration of the members.

The Board of Directors of the Company, at its meeting held on Friday 13th November, 2026, appointed Mr. Dhirendra Maurya (COP No. 9594), Practicing Company Secretary, of D Maurya and Associates as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "Notes and Instructions and instructions relating to evoting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically.

Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Sunday, 13th December 2026, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's Report will be made available on the website of the Company at www.moneymasterscc.in and website of NSDL, at https://nsdl.co.in/. and shall also be intimated to the stock exchange, where the shares of the Company are listed. The resolution, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. 13th December 2026. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

Special Business:

1. To consider and approve the Issue of Equity Shares on Preferential Basis:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder ("**Act**"), (*including any statutory modifications(s) or amendment(s) or re-enactment(s) thereof for the time being in force*), the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, ("**SEBI SAST Regulations**") and subject to other applicable rules / regulations / guidelines /

notifications / circulars and clarifications issued thereunder, if any, from time to time by the Government of India, the Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the BSE Limited ("**Stock Exchange**") and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the Stock Exchange where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company *("**Board**" which term shall be deemed to include any duly constituted/to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution)*, and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis, up to 3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Four Thousand One Hundred and Thirty-Nine Only) fully paid up equity shares of face value of ₹ 1/- each (Indian Rupees One Only) ("**Equity Shares**") for cash at an issue price of ₹ 1/- (Indian Rupees One Only) ("**Issue Price**") per Equity Share, being at par with the face value of the Equity Shares and without any premium, determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount up to ₹ 3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Four Thousand One Hundred and Thirty-Nine Only); from time to time, in one or more tranches, to the proposed allottees, currently in the 'non-promoter' category, as mentioned in the table below ("**Proposed Allottees**"), by way of preferential issue, on such other terms and conditions as set out herein, and in the explanatory statement to this Notice:

S. No.	Name of Proposed Allottees	Category of Proposed Allottees	Number of Equity Shares to be issued	Consideration (₹)
1.	Chinkita R. Agarwal	Non-Promoter Group*	1,64,89,251	₹ 1,64,89,251
2.	Naina Saideep Agarwal	Non-Promoter Group*	1,69,94,888	₹ 1,69, 94,888
	Total		**3,34,84,139**	**₹ 3,34,84,139**

** The Proposed Allottees are presently classified under the non-promoter category. The proposed preferential issue is expected to result in a change in control of the Company and trigger the obligation to make an open offer under the SEBI SAST Regulations, subject to the applicable provisions thereof. Upon completion of the proposed transaction, the Proposed Allottees along with its identified PAC are proposed to be classified as the new promoters of the Company, subject to compliance with applicable laws and regulations. The reclassification of the existing promoters as public shareholders, if applicable, shall be undertaken separately in accordance with Regulation 31A of the SEBI Listing Regulations and subject to fulfilment of the prescribed conditions and approval*

RESOLVED FURTHER THAT in terms of Regulation 161(a) of SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of issue price for the issue and allotment of Equity Shares is Friday, 13th November 2026, being the date, which is 30 (thirty) days prior to the date of passing of this resolution being the last date of remote e-voting.

RESOLVED FURTHER THAT the Issue Price of ₹ 1 per Equity Share, for preferential issue is in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations, being shares of an issuer are frequently traded, the highest of the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange i.e. BSE preceding the relevant date which is coming at ₹ 0.69; or the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date which is coming at ₹ 0.73. However, since the company can not issue shares at discount from face value, thus the issue price is being kept as ₹ 1.00/- per Equity Share and a certificate stating that the company is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Equity Shares to be allotted shall be fully paid-up for cash consideration and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company, in all respects including the payment of dividend and voting rights from the date of allotment thereof, in line with the requirements of the Regulation 160 of the SEBI ICDR Regulations;

b) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares in line with the requirements of the Regulation 169(1) of the SEBI ICDR Regulations;

c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies, within 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company, in line with the requirements of the Regulation 170(1) of the SEBI ICDR Regulations;

   Provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be;

d) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form in line with the requirements of the Regulation 170(4) of the SEBI ICDR Regulations;

e) The Equity Shares proposed to be allotted to the Proposed New Promoter Allottees will be subject to the lock-in prescribed under SEBI ICDR Regulations;

f) The entire pre-preferential allotment holding, if any, of the Proposed Allottees, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval as required under Regulation 167(6) of the SEBI ICDR Regulations; and

g) The Equity Shares to be allotted will be listed on the BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

h) All other terms and conditions as set out in the Offer Letter.

RESOLVED FURTHER THAT consent of the members of the Company, be and is hereby accorded to the Board to record the names and addresses of the Proposed Allottees in the prescribed form PAS-

5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Equity Shares, in accordance with the provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT in accordance with the proviso to sub-section 6 of Section 42 of the Act, the entire consideration of the issue and allotment of the Equity Shares pursuant to the preferential allotment, shall be paid to the Company from the bank account of the Proposed Allottees and kept by the Company in a separate bank account in a scheduled bank and shall not be utilized for any purpose other than-

(a) for adjustment against allotment of Equity Shares; or
(b) for the repayment of monies where the Company is unable to allot Equity Shares.

RESOLVED FURTHER THAT the Board or its committee, be and is hereby authorised to issue and allot Equity Shares to the Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares, as the case may be, to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) (collectively the "**Depositories**"), to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

MONEY MASTERS
LEASING & FINANCE LTD

Registered Office:
4, Akash Deep, Ground Floor, TPS VI,
Road No. 1, Milan Subway,
Santacruz (West), Mumbai,
Maharashtra, 400054

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

HOZEF ABDULHUSSAIN DARUKHANAWALA

Digitally signed by HOZEF ABDULHUSSAIN DARUKHANAWALA
Date: 2026.11.13 19:32:01 +05'30'

Hozef Abdulhussain Darukhanawala
Managing Director
DIN: 00177029

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.

   In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on Friday, 6th November 2026. (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, ("**RTA**"). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

2. Members may note that the aforesaid Postal Ballot Notice is also available on the Company's website at www.moneymasterscc.in, website of stock exchange (BSE Limited) at www.bseindia.com and website of NSDL, at https://nsdl.co.in/.

3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL, the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e Friday, 6th November 2026. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

5. The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, 14th November 2026, and ends at 5.00 p.m. (IST) on Sunday, 13th December 2026. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 6th November 2026. may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Sunday, 13th December 2026 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

6. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, 13th December 2026.

7. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced not later than two working days from the conclusion of the e-voting and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

8. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. www.moneymasterscc.in and will be communicated to the Stock Exchange where the Company's shares are listed i.e., BSE Limited.

9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to maurya.dhirendra@gmail.com with a copy marked to mm.moneymasters@gmail.com

10. The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maurya.dhirendra@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Rahul Rajbhar at Rahul.Rajbhar@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 mm.moneymasters@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mm.moneymasters@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office:
4, Akash Deep, Ground Floor, TPS VI,
Road No. 1, Milan Subway,
Santacruz (West), Mumbai,
Maharashtra, 400054

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

HOZEF ABDULHUSSAIN DARUKHANAWALA
Digitally signed by HOZEF ABDULHUSSAIN DARUKHANAWALA
Date: 2026.11.13 19:32:27 +05'30'

Hozef Abdulhussain Darukhanawala
Managing Director
DIN: 00177029

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

The following **Explanatory Statement**, as required under Section 102 of the Companies Act, 2013 ("**Act"**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), each as amended, sets out all material facts relating to the special business(es) to be dealt as mentioned under item nos. 1 of the accompanying **Notice dated 13th November 2026:**

ITEM NO. 01:

Justification for the proposed Preferential Issue of equity shares

The Board of Directors of the Company, at its meeting held on 13th November, 2026, subject to necessary approval(s), has approved the proposal for issuing Equity Shares to the non-promoter category that have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

The special resolutions contained in Item Nos. 1 of the Notice dated 13th November, 2026, have been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 ("**Act**") and Regulations 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), to issue and allot up to:

3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Four Thousand One Hundred and Thirty-Nine Only) fully paid up equity shares of face value of ₹ 1/- each (Indian Rupees One Only) ("**Equity Shares**") for cash at an issue price of ₹ 1 /- (Indian Rupees One Only) ("**Issue Price**") per Equity Share, aggregating up to ₹ 3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Four Thousand One Hundred and Thirty-Nine Only) on a preferential basis, for cash consideration ("Issue").

The Proposed Allottees are presently classified under the non-promoter category. The proposed preferential issue is expected to result in a change in control of the Company and trigger the obligation to make an open offer under the SEBI SAST Regulations, subject to the applicable provisions thereof. Upon completion of the proposed transaction, the Proposed Allottees along with its identified PAC are proposed to be classified as the new promoters of the Company, subject to compliance with applicable laws and regulations. The reclassification of the existing promoters as public shareholders, if applicable, shall be undertaken separately in accordance with Regulation 31A of the SEBI Listing Regulations and subject to fulfilment of the prescribed conditions and approval.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

(i) Particulars of the offer including date of passing of Board resolution

The Board of Directors of the Company, at its meeting held on 13th November, 2026, subject to necessary approval(s), has approved the proposal for issuing Equity Shares to the Proposed Allottees

that have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

The special resolutions contained in Item nos. 1 of the notice dated 13th November, 2026, have been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (hereinafter referred as "Act") and Regulations 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as "SEBI ICDR Regulations"), to issue and allot up to:

*3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Four Thousand One Hundred and Thirty-Nine Only) fully paid up equity shares of face value of ₹ 1/- each (Indian Rupees One Only) ("**Equity Shares**") for cash at an issue price of ₹ 1 /- (Indian Rupees One Only) ("**Issue Price**") per Equity Share, aggregating up to ₹ 3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Four Thousand One Hundred and Thirty-Nine Only), for cash consideration ("Issue")*

on preferential basis, at an issue price which is a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulation.

The payment of consideration for Equity Shares shall be paid fully at the time of the subscription.

(ii) Objects of the Issue;

The Company intends to utilize the proceeds raised through the Issue ("**Issue Proceeds**") towards the following objects:

1. The Company shall utilise 80% of the Issue Proceeds to meet the funding requirements and growth objectives, including to augment the Company's capital base, for onward lending and financing business by way of disbursement of loans to borrowers in the ordinary course of business of the Company of
   (i) offering loans towards (a) asset financing, hire purchase financing, consumer financing; (b) MSMEs; and (c) corporates deposits and lending,
   (ii) long-term secured mortgage-backed loans, in such manner and proportion as may be decided by the Board from time to time, in compliance with applicable laws ("Onward Lending Purposes"); and

2. The Company shall utilise 20% of the Issue Proceeds for general corporate purposes (which is less than 25% of the Issue Proceeds, as permitted under applicable law), which inter alia includes meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws ("General Corporate Purposes").

   Post completion of the proposed Preferential Issue, the Company intends to consolidate its leadership in secure asset financing and MSME segments through
   a) continued run-down of legacy loans with steady cash collections, improving asset quality and provisioning;

b) providing affordable housing loans and mid-market mortgage solutions to our middle and low-level incomes households
c) expansion of its asset-light co-lending and direct assignment models with partner banks, sharing risk and enhancing credit discipline;
d) accelerated deployment of technology and AI initiatives across the loan lifecycle; from digital lead generation to end-to-end online loan fulfillment, including digital KYC, underwriting, sanction, and disbursal; resulting in operational leverage and cost efficiencies.

Particulars	**Total estimated amount to be utilised for each of the Objects (in %)***	**Amount (₹ in Crore)**	**Tentative timelines for utilization of Issue Proceeds**
Gross Proceeds from Preferential allotment *		₹ 3.34 Crores	
Utilization:			
Onward Lending Purposes and Working Capital	80%	~₹ 2.67 Crores	Within 12 months from the receipt of funds
General Corporate Purposes	20%	~₹ 0.67 Crores	
Total Utilization		₹ 3.34 Crores	

**In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors.*

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

(iii) Kinds of securities offered, total/ maximum no. of securities to be issued/ material terms of raising such securities:

No. of Equity Shares	3,34,84,139
Total no. of Equity Shares	3,34,84,139

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolutions set forth in Item nos.1 and this explanatory statement to the Notice

(iv) the price or price band at/within which the securities offered and allotment is proposed:

Issue Price of ₹ 1/- (Indian Rupees One Only) per Equity Share.

(v) amount which the company intends to raise by way of such securities;

An aggregate amount of up to ₹3,34,84,139 (Three Crores Thirty-Four Lakhs Eighty-Five Thousand One Hundred and Seventy-Nine only), being the total consideration for the proposed issue of 3,34,84,139 Equity Shares at an issue price of ₹1/- per Equity Share.

(vi) relevant date with reference to which the price has been arrived at:

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations for the determination of the floor price for issue of Equity Shares, is fixed as Friday, 13th November 2026, i.e., 30 (thirty) days prior to the date of this Notice, i.e., Sunday 13th December 2026.

(vii) basis or justification for the price at which the offer or invitation is being made along with report of the registered valuer:

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

However, second proviso of rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 165 of the SEBI ICDR Regulations.

Further, Regulation 166A (1) of SEBI ICDR Regulations, *inter-alia*, states:

"Any preferential issue, which may ***result in a change in control or*** *allotment of* ***more than five per cent. of the post issue fully diluted share capital*** *of the issuer, to an allottee or to allottees acting in concert,* ***shall require a valuation report from an independent registered valuer*** *and consider the same for determining the price".*

Since, the proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company *(on allotment of Equity Shares)*, the Company is required to obtain a valuation report from an independent registered valuer and consider the same for determining the price, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

The equity shares of the Company are listed on the BSE Limited ("**BSE**") and are frequently traded in accordance with the SEBI ICDR Regulations.

Issue Price of ₹ 1/- per Equity Share, for preferential issue is in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations, being shares of an company are frequently traded, the price determined by the issuer has taken into account the highest of the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange i.e. BSE preceding the relevant date which is coming at ₹ 0.69; or the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date which is coming at ₹ 0.73. However, since the company can not issue shares at discount from face value, thus the issue price is being kept as ₹ 1.00/- per Equity Share.

Provided that the company has obtained a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed which is annexed as Annexure "A" to this Notice.

The Company has engaged Mr. Nitish Chaturvedi, Registered Valuer IBBI Regn. No.: IBBI/RV/03/2020/12916, as the registered valuer for obtaining the certificate as stated in Regulation 165 of the ICDR Regulations.

Further, the Articles of Association of the Company do not prescribe any specific method for determination of the floor price/ minimum price of shares to be issued on a preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottees at ₹ 1/- (Indian Rupees One only) being computed in accordance with Chapter V of the SEBI ICDR Regulations.

(viii) name and address of valuer from whom certificate has been obtained:

Mr. Nitish Chaturvedi
Registered Valuer - Securities or Financial Assets
IBBI Regn. No.: IBBI/RV/03/2020/12916;
Address: Unit No. 8, 2nd Floor, Senior Estate,
7/C, Parsi Panchayat Road, Sterling Enterprises,
Andheri (E), Mumbai – 400069
Email ID: chaturvedinitish@gmail.com

(ix) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable, since the entire Issue is for cash consideration.

(x) the class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons/entities belonging to the non-promoter category, as mentioned herein.

(xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

(xii) intent of the promoters, directors, key managerial personnel (KMP) or senior management of the issuer to subscribe to the offer:

None of the current promoters, directors or key management personnel or senior management of the Company intends to apply/ subscribe to the offer.

(xiii) the proposed time within which the allotment shall be completed:

In accordance with Regulation 170(1) of the SEBI ICDR Regulations, the allotment of the Equity Shares, as the case may be, shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders.

Provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xiv) the change in control, if any, in the company that would occur consequent to the preferential offer:

Pursuant to the allotment of the proposed Equity Shares there may be change in control in the Company from the existing promoters of the Company to the Proposed New Promoter Allottees.

Accordingly, a committee of independent directors of the Company has provided its reasoned recommendation detailed in (xx) below.

(xv) the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

The Proposed Allottees are currently non-promoters. However, the Proposed New Promoter Allottees have triggered an open offer under the SEBI SAST Regulations and are proposed to be promoter/ promoter group of the Company, subject to compliance with the provisions of the SEBI SAST Regulations and the SEBI Listing Regulations.

(xvi) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

None of the existing promoters or directors of the Company are contributing towards the Issue or separately in furtherance of objects.

(xvii) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S. No.	Name of the Proposed Allottee	Pre-Issue Holding (No. of Shares)	% of Pre-Preferential Issue Capital	No. of Equity Shares to be allotted	% Post Preferential Issue of Equity Shares [1]	No. of Equity Shares proposed to be transferred[2]	Holdings post preferential allotment and SPA	% Post Preferential allotment and SPA
1.	Chinkita R. Agarwal	0	0	1,64,89,251	12.32	3,23,71,995	4,88,61,246	36.50 %
2.	Naina Saideep Agarwal	0	0	1,69,94,888	12.70	24,15,745	1,94,10,633	14.50 %

***Notes*:**

1. *The **percentage of post-issue** equity shareholding is the expected shareholding in the Company, upon consummation of the allotment of the Equity Shares offered under the preferential issue (i.e., aggregate of current outstanding equity shares and proposed equity shares) and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

2. *The Proposed Allottees have entered into a share purchase agreement dated 13th November, 2026 ("SPA") inter alia with the existing promoters of the Company to purchase up to 3,47,87,740 (Three Crores Forty-Seven Lakhs Eighty-Seven Thousand Seven Hundred and Forty Only) equity shares subject to fulfilment of certain conditions precedent. Upon the completion of such purchase as per the terms therein, the equity shareholding of the Proposed New Promoter Allottees will correspondingly increase as depicted in the table above.*

3. *The Proposed Allottees have triggered a mandatory open offer under the SEBI SAST Regulations. Subject to compliance with the provisions of the SEBI SAST Regulations and the SEBI Listing Regulations, the existing promoters of the Company shall cease to be the promoters and shall be reclassified as 'public shareholders' of the Company whereas the Proposed New Promoter Allottees along with its PAC will be reclassified as the 'promoters' of the Company.*

(xviii) The pre issue and post issue shareholding pattern of the company in the following format:

S. No.	Category	Pre-Issue		Post-Issue Equity Shareholding *	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
A.	Shareholding of Promoter & Promoter Group				
1	Indian:				

	a) Individuals / HUF	3,47,87,740	34.66	6,82,77,279	**51.00**
	b) Bodies Corporate	0	-	0	-
	Sub-Total (A1)	**3,47,87,740**	**34.66**	**6,82,77,279**	**51.00**
2	**Foreign: Nil**	0	-	0	-
	Sub-Total (A2)	**0**	-	**0**	-
	Total Shareholding of Promoter & Promoter Group (A)= (A1) + (A2)	**3,47,87,740**	**34.66**	**6,82,77,279**	**51.00**
B.	**Non-Promoters' / Public Shareholding:**				
1	**Institutions:** (Foreign Portfolio Investors Category I)	0	-	0	**0**
	Sub-Total (B1)	**0**	-	**0**	**0**
2	**Non-Institutions:**				
	a) Individuals / HUF / Partnership Firm	5,95,22,689	59.29	5,95,17,289	**44.46**
	b) Any Other	15,02,348	1.5	15,02,348	**1.12**
	i. Clearing Members	0	-	0	**0**
	ii. Bodies Corporate/LLPs	40,21,241	4.01	40,21,241	**3.00**
	iii. Foreign Individuals or NRIs	5,48,272	0.55	5,48,272	**0.410**
	iv. IEPF	0	-	0	**0**
	v. Others (Directors/KMPs/Relatives)	0	-	0	**0**
	Sub-Total (B2)	**6,55,94,550**	**65.34**	**6,55,89,150**	**49.00**
	Total Public Shareholding (B)= (B1) + (B2)	**6,55,94,550**	**65.34**	**6,55,89,150**	**49.00**
C.	**Non-Promoter-Non-Public (C)**	**0**	-	**0**	**0**
	GRAND TOTAL (A) + (B) + (C)	**10,03,82,290**	**100**	**13,38,66,429**	**100.00**

Particulars	***No. of Securities***
Pre-preferential issue, total no. of equity shares outstanding as on 13th November, 2026 (A)	***10,03,82,290***
No. of equity shares to be allotted in current preferential issue ***(B)***	*3,34,84,139*
Post-preferential issue, total no. of equity shares (C)=(A+B)	***13,38,66,429***

***Notes*:**

1. *The **percentage of post-issue** equity shareholding is the expected shareholding in the Company, upon consummation of the allotment of the Equity Shares offered under the preferential issue (i.e., aggregate of current outstanding equity shares and proposed equity shares) and that, holdings of all other shareholders*

shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

2. *The Proposed Allottees have entered into a share purchase agreement dated 13th November, 2026 ("SPA") inter alia with the existing promoters of the Company to purchase up to 3,47,87,740 (Three Crores Forty-Seven Lakhs Eighty-Seven Thousand Seven Hundred and Forty Only) equity shares subject to fulfilment of certain conditions precedent. Upon the completion of such purchase as per the terms therein, the equity shareholding of the Proposed New Promoter Allottees will correspondingly increase as depicted in the table above.*

3. *The Proposed Allottees have triggered a mandatory open offer under the SEBI SAST Regulations. Subject to compliance with the provisions of the SEBI SAST Regulations and the SEBI Listing Regulations, the existing promoters of the Company shall cease to be the promoters and shall be reclassified as 'public shareholders' of the Company whereas the Proposed New Promoter Allottees along with its PAC (i.e.*

   Saideep Agrawal – currently holding 5,400 equity shares and classified under public) will be reclassified as the 'promoters' of the Company.

(xix) identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

S. No.	Name of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee
1.	Chinkita R. Agarwal	NA (Individual)
2.	Naina Saideep Agarwal	NA (Individual)

(xx) disclosures specified in Schedule VI to the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

The Company hereby confirms that the Company or any of its promoters or directors is not a willful defaulter or a fraudulent borrower.

(xxi) Recommendations and Voting Pattern of the committee of Independent Directors of the Company:

The Committee of Independent Directors comprising Mr. Javid Husain Parkar, Mr. Vishal Suresh Agarwal and Mr. Vikrant Prabhakar Ponkshe, at its meeting held on 13th November 2026, considered the proposal for preferential allotment of 3,34,84,139 Equity Shares to the Proposed New Promoter Allottees.

The Committee considered the issue price of ₹1/- per Equity Share, for which a valuation certificate has been obtained from an independent registered valuer in accordance with Regulations 164 and 166A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, after taking into consideration the relevant valuation parameters and the justification provided for the valuation. Accordingly, the Committee is of the view that the issue price and the proposed preferential allotment are fair and reasonable.

The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of Independent Director	Assent/ Dissent
1.	Mr. Javid Husain Parkar	Assent
2.	Mr. Vishal Suresh Agarwal	Assent
3.	Mr. Vikrant Prabhakar Ponkshe	Assent

(xxii) Undertakings:

The Company hereby undertakes that:

(a) The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
(b) The Company has obtained the Permanent Account Numbers of the Proposed Allottees;
(c) The Proposed Allottees have confirmed that they have not sold any equity share of the Company during the 90-trading days preceding the Relevant Date, in line with Regulation 159 of the SEBI ICDR Regulations;
(d) All equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
(e) Equity shares, if any, held by the Proposed Allottees in the Company, are in dematerialized form;
(f) As the Equity Shares have been listed for a period of more than 90-days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
(g) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Equity Shares, as the case may be, shall continue to be locked in till the time such amount is paid by the Proposed Allottee.
(h) The Company shall make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice shall be sent in respect of the extra-ordinary general meeting seeking shareholders' approval by way of special resolution.

(xxiii) Practicing Company Secretary's Certificate

A certificate from Makarand M. Joshi & Co, Practicing Company Secretaries dated 13th November 2026, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations.

The certificate along with valuation report can be accessed on the website of the company at https://moneymasterscc.in/wp-content/uploads/Corporate%20Announcements/Others/2026-2027/PCS_Valuation%20Report.pdf

(xxiv) Listing

The Company will make an application to the Stock Exchange (BSE) at which the existing equity shares are listed, for listing of the Equity Shares. The Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend and voting rights.

(xxv) Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

(xxvi) Lock-in period

a) The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares to be allotted on a preferential basis to persons other than the promoters / promoter group shall be locked in for a period of 06 (six) months from the date of trading approval, as required under Regulation 167(2) of the SEBI ICDR Regulations;

d) The pre-preferential allotment holding of the Proposed Allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval as required under Regulation 167(6) of the SEBI ICDR Regulations;

Further, in addition to the lock-in period prescribed under SEBI ICDR Regulations, the Equity Shares allotted shall along with any further issuance of shares such as bonus shares, which may arise in future,

shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

(xxvii) Principal terms of assets charged as securities

Not applicable.

(xxviii) Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee

There is no shareholding interest of any promoter, director and KMPs, to the extent of 2% or more in any body corporate, which is a proposed allottee.

Disclosure of Interest of directors/KMPs:

Except Mr. Saideep Agrawal, none of the Directors or Key Managerial Personnel of the Company, including their relatives are in, anyway, concerned or interested, in the above resolution.

Recommendation of the Board of Directors:

Section 62(1) of the Companies Act, 2013 ("**Act**"), provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the members in a general meeting decide otherwise by way of a special resolution as per Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

Also, as per Section 42 of the Act read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the members for each of the offers and invitations.

Further, in terms of Regulation 160(b) of the SEBI ICDR Regulations, a special resolution needs to be passed by members of a listed company to issue equity shares on preferential basis.

The approval of the members is accordingly being sought by way of passing 'Special Resolutions' under Sections 42, and 62(1)(c) of the Act read with the rules made thereunder, and Regulation 160(b) of the SEBI ICDR Regulations, for Item Nos. 1 of the Notice.

Except Mr. Saideep Agrawal, none of the Directors or Key Managerial Personnel of the Company, including their relatives are in, anyway, concemed or interested, in the above resolution.

The Board, accordingly, recommends the special resolutions as set forth in item nos. 1 of this Notice for approval of the members.

Registered Office:
4, Akash Deep, Ground Floor, TPS VI,
Road No. 1, Milan Subway,
Santacruz (West), Mumbai,
Maharashtra, 400054

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

HOZEF ABDULHUSSAIN DARUKHANAWALA
Digitally signed by HOZEF ABDULHUSSAIN DARUKHANAWALA
Date: 2026.11.13 19:33:04 +05'30'

Hozef Abdulhussain Darukhanawala
Managing Director
DIN: 00177029