

April 29, 2022

To,
The General Manager,
Department of Corporate Relations,
BSE Limited
Phiroze Jeejeebhoy, Towers,
Dalal Street, Mumbai- 400001

Ref: (MONEYBOXX | 538446 | INE296Q01012)

Sub: Notice of Extra-Ordinary General Meeting of the Company to be held on May 21, 2022

Dear Sir/Madam,

This is in continuation to our earlier letter dated April 23, 2022 with regard to intimation for Extra-Ordinary General Meeting scheduled to be held on **Saturday, May 21, 2022** at **11:30 A.M.** through Video Conferencing/Other Audio Visual Means ("VC/OAVM") only in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through remote e-voting and (iii) attending the EGM through VC / OAVM has been set out in the Notice of the EGM.

The notice convening Extra-Ordinary General Meeting, sent to the members on April 28, 2022 through electronic mode, is enclosed for your record.

The copy of the notice of the Extra-Ordinary General Meeting is also uploaded on the website of the Company at www.moneyboxxfinance.com and www.evoting.nsdl.com

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **MONEYBOXX FINANCE LIMITED**

(Bhanu Priya)
Company Secretary and Compliance Officer
M.No-A36312

MONEYBOXX FINANCE LIMITED
(Formerly Dhanuka Commercial Limited)

Registered Office: 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place New Delhi – 110066
Corporate Office: Vatika Business Centre, First India Place, 2nd Floor, Sushant Lok-1, MG Road,
Gurugram-122001, Haryana
CIN: L30007DL1994PLC260191 | Tel: 0124-4488245|
info@moneyboxxfinance.com | www.moneyboxxfinance.com

NOTICE

EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the Members of **Moneyboxx Finance Limited** (formerly known as “Dhanuka Commercial Limited”) (“the Company”) will be held on **Saturday, May 21, 2022, at 11:30 a.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following Special businesses:

ITEM NO. 1: TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges, where the equity shares of the Company are listed (“Stock Exchanges”) and/or any other statutory / regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 22,75,441 equity shares of the Company of the face value of Rs. 10/- each (Rupees Ten only) (“Equity Shares”) at a price of Rs.115 (Rupees One Hundred and Fifteen) which includes a premium of Rs.105/- (Rupees One Hundred and Five only) per equity share aggregating up to maximum of Rs. 26,16,75, 715 (Rupees Twenty Crore Sixteen Lakhs Seventy Five thousand and seven hundred and fifteen only) to the identified investors (hereinafter referred to as the “Proposed Allottees /Equity holder/Investor), as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is April 20, 2022 being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee
- (iii) Allotment of Shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be in their sole discretion consider necessary, desirable or expedient for the purpose of give effect to the above resolution, and/or if desirable to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

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

ITEM NO. 2: TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS

“RESOLVED THAT in supersession of the Special Resolution passed through postal ballot vide declaration of result dated May 05, 2021 and pursuant to the provisions of Section 23, 42, 71, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by making offer(s) or invitation(s) to subscribe or issuance of secured/unsecured/listed/unlisted/rated/unrated Non-Convertible Debentures (NCDs)/Bonds/Other instruments, whether secured or unsecured, on private placement basis, in one or more tranches, an amount not exceeding Rs. 200 crore (Rupees Two Hundred Crore only) during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider the said

borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution for the purpose of creating, offering, issuing and allotting the Debenture(s), as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

By Order of the Board of Directors
For **Moneyboxx Finance Limited**

Sd/-

Bhanu Priya

Company Secretary and Compliance officer

Address: Vatika Business Centre, First India Place, 2nd Floor, Sushant Lok-1, MG Road,

Gurugram-122001, Haryana

Date: April 23, 2022

Place: Gurugram

NOTES-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular no. 21/2021 dated December 14, 2021 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the EGMs through VC/ OAVM. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only.
2. In compliance with the provisions of the Companies Act, 2013, as amended (“Companies Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Applicable Circulars, the EGM of the Company is being held through Electronic Means. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Extraordinary General Meeting (EGM) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the service of National Securities Depository Limited (NSDL) for conducting EGM through VC/OAVM. Further, NSDL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes below.
4. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed herewith and forms part of the Notice.
5. This EGM Notice is being sent, through electronic mode in pursuance to the applicable Circulars to all the Members whose name appears in the Register of Members as on April 22, 2022
6. Pursuant to the abovementioned Circulars the Company will send the EGM notice in electronic form only. The Notice of EGM is also placed on the website of the Company i.e. www.moneyboxxfinance.com and the website of National Securities Depository Limited i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd.
7. Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the EGM is permitted to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Members attending the EGM electronically in compliance with applicable Circulars shall not be entitled to appoint proxies on their behalf. Attendance of the members participating in the EGM through electronic means shall be counted for the purpose of quorum under Section 103 of the Companies Act.

8. Members may join the EGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 A.M.(IST) i.e. 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the EGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Auditors, etc.
9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Board of Directors have appointed Mr. Shashank Pashine Prop. M/s Shashank Pashine & Associates, Practicing Company Secretary (M. No. A40278, CP. No. 21229, as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the EGM in a fair and transparent manner.
11. Corporate/ Institutional members intending to attend the EGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Extra-ordinary General Meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to csshashankpashine@gmail.com with a copy marked to evoting@nsdl.co.in.
12. The Company has fixed **Saturday, May14, 2022** as the cut-off date for determining entitlement of members who will be eligible to attend and vote at the Meeting.

A person who is not a member as on cut off date should treat this Notice for information purpose only

The remote e-voting period begins on Tuesday, May 17, 2022 at 09:00 A.M. (IST) and ends on Friday, May 20, 2022 at 5.00 P.M.(IST). 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., Saturday, May14, 2022, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for electronic voting system, shall also be made available at the EGM. The Members attending the EGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the EGM. The Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the EGM.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cut- off date.

13. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) within 48 hours from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.moneyboxxfinance.com) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.

14. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including EGM Notices etc.
15. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN), email and mobile number by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details, email and mobile number to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN, email and mobile number to the RTA (i.e. MAS Services Limited).
16. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form before the cut off date i.e. May 14, 2022.
18. As per Regulation 40 of the SEBI Listing Regulations, as amended, vide SEBI notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Accordingly, requests for physical transfer of securities of the Company are not being accepted with effect from April 1, 2019. In view of such amendment and in order to eliminate the risks associated with physical holding of shares and for ease of portfolio management, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. All documents referred to in the Notice will be available for electronic inspection by the members, without any fee, from the date of circulation of this Notice up to the date of EGM, i.e. May 21, 2022. Members seeking to inspect such documents can send an email to investor info@moneyboxxfinance.com.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the EGM.

Further, members seeking any information with regard to the matter stated in the EGM notice or any other matter in regard to business and operations of the Company, are requested to write to the Company latest by May 14, 2022 through email on info@moneyboxxfinance.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

21. In compliance with the aforesaid MCA Circulars and SEBI Circular, the EGM notice dated April 23, 2022 is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner:

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the 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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given here below.

1. NSDL e-voting System- For Remote e-voting and e-voting during EGM

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, May 17, 2022 at 09:00 A.M. and ends on Friday, May 20, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. May 14, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being May 14, 2022.

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 and joining virtual meeting 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 on next page:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022- 23058542-43

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 use 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.co.in 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 NSD
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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 csshashankpashine@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Amit Vishal) at evoting@nsdl.co.in.

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 send signed request with 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 info@masserv.com
2. In case shares are held in demat mode, please update email id with depository 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. aga
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@moneyboxxfinance.com. The same will be replied by the company suitably.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
AND OTHER APPLICABLE PROVISIONS**

ITEM NO 1

ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS:

In accordance with provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement given below sets out the material facts relating to the special business mentioned at the said Item of the accompanying Notice dated April 23, 2022 and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations.

Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to support the expansion of business, general corporate purpose, working capital and repay borrowings. In view of the same, it is proposed to raise funds by way of issuing equity shares of the company under preferential allotment route.

Accordingly, the Board at its meeting held on April 23, 2022 reviewed and discussed to meet the fund requirement and approved issuance upto maximum of fully 22,75,441 equity shares aggregating to Rs. 26,16,75,715/- to the proposed investors belonging to Non-Promoter category, by way of preferential allotment as contained in the resolution.

In accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares (“Equity Shares”) to the identified investors under Non-Promoter category, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

1. The allotment of the Equity Shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during *90 trading days* preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during the *90 trading days* preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations and Companies Act, 2013 read with the rules as issued thereunder, are set forth below :

(a) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on April 23, 2022, had approved the issuance of equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 22,75,441 equity shares at a price of Rs. 115/- (Rupees One Hundred and Fifteen Only) each including premium of Rs 105/- (Rupees One Hundred Five Only) per equity shares to the entities/individuals belonging to Non Promoter Category, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

(b) Objects of the Preferential Issue:

The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes.

(c) Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue up to 22,75,441 number of equity shares at a price of Rs. 115/- per share including premium of Rs.105/-. (Detail of proposed investors stated under Annexure -1).

(d) Intent of the Promoters, Directors or Key Managerial Personnel to subscribe to the preferential issue.

None of the Promoters, Directors or Key Managerial Personnel intend to subscribe to the preferential issue as proposed.

(e) Pre and Post-Issue Shareholding Pattern

The Pre and Post-issue Shareholding Pattern of the Company is set out below:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares Held	% of share Holding
A	Promoters' holding:				
1.	Indian				
	Individuals/ HUF				
	Bodies Corporate	1,37,18,524	63.51	1,37,18,524	57.46
	Trust	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,37,18,524	63.51	1,37,18,524	57.46
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension	-	-	-	-

	Funds				
	Any other (Specify)				
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors	78,27,944	36.24	98,42,515	41.23
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	10,23,546	4.74	15,72,700	6.59
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	68,04,398	31.50	82,69,815	34.64
	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-
	Any Other	53,030	0.25	3,13,900	1.31
	Non Resident Indians	44,007	0.21	44,007	0.18
	Clearing Members	4,925	0.02	4,925	0.02
	Bodies Corporate	4,098	0.02	2,64,968	1.11
	Foreign Nationals	-	-	-	-
	Trust	-	-	-	-
	I E P F	-	-	-	-
	Sub Total (B)	78,80,974	31.31	1,01,56,415	42.54
	TOTAL (A+B)	2,15,99,498	100	2,38,74,939	100
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	2,15,99,498	100	2,38,74,939	100

NOTE: The post preferential percentage has been calculated assuming full subscription of equity shares as proposed.

(f) Proposed time for completion of Preferential Allotment

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

(g) 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, the percentage of post preferential issue capital that may be held by them and change in control, if any

The names of the Investor together with their post issue capital held with them will be as set out below.(refer **Annexure- A**).

(h) Principal terms of Asset charged as securities

Not applicable

(i) Change in control if any, in the Company that would occur consequent to the preferential issue

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

(j) Re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares in accordance with ICDR Regulations.

(k) Kinds of Securities offered- Equity Shares

(l) Basis on which the price has been arrived and justification for the price(including premium if any)

The Equity Shares of the Company are listed on BSE Limited. In terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on stock exchange i.e BSE Limited, where the shares of the company are listed; therefore, the aforesaid equity shares(s) shall be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by independent valuer taking into account including book value, comparable trading multiple and such other parameters and a report from independent valuer has been obtained and the issue price has been determined as Rs. 115/- per equity shares.

“**Stock Exchange**” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 trading days prior to the relevant date.

“**Frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer. The shares of the company are not frequently traded in terms of Regulation 164(5) of SEBI (ICDR) Regulations, 2018. Equity Shares of the Company are listed on BSE Limited and are infrequently traded at BSE. Accordingly, the minimum issue price has been calculated on the basis valuation report taken from Independent Valuer in compliance with Regulation 165 of SEBI ICDR Regulations, 2018.

Therefore, in terms of Regulation 165 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 115/- per equity shares including premium of Rs. 105/- per share. A Certificate has been taken from Independent Valuer confirming the minimum price for the preferential issue as per Preferential Issue Regulations under Chapter V of SEBI (ICDR) Regulations, 2018 along with the calculation thereof has been obtained and the same shall be made available for inspection at the Registered Office of the Company.

Relevant date with reference to which the price has been arrived at

The relevant date as per the relevant provisions of Chapter V of the ICDR Regulations, for the determination of the said issue price for the Shares is **April 20, 2022** being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting ("EGM")

(m) The class or classes of persons to whom the allotment is proposed to be made

The Shares pursuant to the preferential issue shall be allotted to Non- Promoter Category (refer **Annexure-A**) in the manner as specified here.

(n) Practicing Company Certificate

The certificate has issued from Ms. Ritu Panchal, Practicing Company Secretary certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, as required under the SEBI (ICDR) Regulations, 2018 as amended from time to time, and the same shall be available for inspection at the Registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The Certificate will also available on the Company's website and will be accessible at <https://moneyboxxfinance.com/wp-content/uploads/2022/04/PCS-Certificate-1632.pdf>

(o) Lock-in requirements

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a 90 Trading days from the date of trading approval granted by the Stock Exchange(s).

(p) Contribution being made by the promoters or directors either as part of the Preferential issue or separately in furtherance of objects:

No contribution is being made by promoter or Director of the Company, as part of the Preferential Issue

(q) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

(r) The Current and proposed Category/Status of the allottee (s) post the preferential issues are as under:

The current and proposed Category/Status of the proposed allottee(s) specified under **Annexure A**

(s) Other disclosures

- (i) During the period, commencing from April 01, 2022 till the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.

- (ii) Report of the registered valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- (iii) None of the proposed allottees have sold or transferred any Equity Shares during 90 Trading days preceding the Relevant Date.
- (iv) Since the preferential issue is not more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees in concert. Hence, report of the registered valuer is not required under applicable provisions of SEBI ICDR Regulations.

(t) Undertakings

- (i) None of the Company, its Promoters and Directors is declared as wilful defaulter by Reserve Bank of India and also none of the company, its promoters and directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.
- (ii) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI (ICDR) Regulations.
- (iii) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- (iv) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.
- (v) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- (vi) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.
- (vii) The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- (viii) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public.

Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Regulations for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the Non- promoter(s) category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity share capital to the Non- Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 1 of the Notice. Provided that, the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item no. 1 except to the extent of their shareholding in the Company, if any.

ITEM NO. 2

TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of offer or invitation for Non-Convertible Debentures ("NCDs"), where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of one year from the date of passing of the aforementioned special resolution. In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes, and for any other purposes, the Company may invite subscription for secured / unsecured / subordinated / senior, rated / unrated, listed / unlisted, perpetual or non-perpetual, redeemable (including market linked debentures) NCDs, in one or more series / tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at a premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of various factors including the interest rate / effective yield determined, based on market conditions prevailing at the time of the issue(s). Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

a) Particulars of the offer including date of passing Board Resolution

Rule 14(1) of the Prospectus and Allotment Rules of the Companies Act 2013 , prescribes that where the proposed amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during such year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/ senior, rated/unrated, listed/unlisted, perpetual or non-perpetual, redeemable (including market linked debentures) NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant Board resolution shall be mentioned/disclosed in the private placement offer cum application letter for each offer/ issue of NCDs.

b) Kinds of securities offered and the price at which the security is being offered

The non-convertible debt instruments / NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.

c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments/NCDs which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).

d) Name and address of valuer who performed valuation

Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments / NCDs.

e) Amount which the Company intends to raise by way of securities

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholder's resolution shall not exceed in the aggregate, the limit specified in the resolution under Section 42 of the Companies Act, 2013 i.e. upto 200 Crore.

f) Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities

The material / specific terms of each offer/issue of NCDs and the other information being sought herein shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective transaction documents executed in respect of each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to Rs. 200 Crore (Two Hundred Crore only) as stipulated above, in one or more series / tranches on private placement basis within the overall borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or the relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 2 for the approval of Members

By Order of the Board of Directors
For **Moneyboxx Finance Limited**

Sd/-

(Bhanu Priya)

(Company Secretary and Compliance officer)

Address: Vatika Business Centre, First India Place, 2nd Floor, Sushant Lok-1, MG Road,
Gurugram-122001, Haryana

Date: April 23, 2022

Place: Gurugram

Annexure -A

S. No.	Proposed Allotees/ Identified Investors	Category	PAN	Ultimate Beneficial owner	Maximum No. of equity shares to be allotted	Pre-issue shareholding		Post-issue shareholding	
						Number	Percentage (%)	Number	Percentage (%)
1	Parag Gupta	Non- Promoter Category	AFYPG8205Q	N.A.	34,783	0	0	34,783	0.15
2	Rakesh Sharma	Non- Promoter Category	BCJPS0482E	N.A.	8,696	0	0	8,696	0.04
3	Palash Gupta	Non- Promoter Category	ACQPG9058G	N.A.	17,391	0	0	17,391	0.07
4	Vikram Sharma	Non- Promoter Category	AMAPS7746M	N.A.	21,739	0	0	21,739	0.09
5	Balbir Gupta HUF	Non- Promoter Category	AACHB9921K	Balbir Gupta	8,696	0	0	8,696	0.04
6	Meena Gupta	Non- Promoter Category	AAKPG9807F	N.A.	8,696	0	0	8,696	0.04
7	Swadesh Gupta	Non- Promoter Category	ADQPG6211J	N.A.	50,000	183415	0.85	2,33,415	0.98
8	Preeti Gupta	Non- Promoter Category	AHGPG5935M	N.A.	50,000	148500	0.69	1,98,500	0.83
9	Jaya Bhatia	Non- Promoter Category	AXKPB9206G	N.A.	20,000	-	0	20,000	0.08
10	GNPV Solutions LLP	Non- Promoter Category	AAVFG6722E	B. L. Tayal Vinod Kumar	21,739	0	0	21,739	0.09
11	Gaurav Bansal	Non- Promoter Category	ALTPB7294H	N.A.	21,739	36842	0.17	58,581	0.25
12	Swati Kalra	Non- Promoter Category	AQNPA3520E	N.A.	4,348	0	0	4,348	0.02
13	Dharmesh Bishnoi	Non- Promoter Category	BWGPG2686C	N.A.	21,739	0	0	21,739	0.09
14	Sheela Rani Gupta	Non- Promoter Category	AAOPG6848E	N.A.	25,000	50000	0.23	75,000	0.31

15	Vijay Singhal	Non- Promoter Category	AUOPS2687M	N.A.	10,000	0	0.00	10,000	0.04
16	Poonam Singhal	Non- Promoter Category	ALKPM9528L	N.A.	10,000	0	0.00	10,000	0.04
17	Manish Prakash	Non- Promoter Category	AARPP3392D	N.A.	43,478	305224	1.41	3,48,702	1.46
18	Arti Roda	Non- Promoter Category	AHTPR7399M	N.A.	13,043	0	0.00	13,043	0.05
19	Akash Goyal	Non- Promoter Category	AFOPG1784Q	N.A.	17,391	0	0.00	17,391	0.07
20	Hussan Lal	Non- Promoter Category	AAKPL8490P	N.A.	6,957	0	0.00	6,957	0.03
21	Dewan Varendra Partap Singh	Non- Promoter Category	COPPS4716E	N.A.	8,696	0	0.00	8,696	0.04
22	Amitoz Singh Kamboj	Non- Promoter Category	APXPK6549Q	N.A.	8,696	0	0.00	8,696	0.04
23	Amrit Pal Singh	Non- Promoter Category	BDKPS0960H	N.A.	8,696	665	0.00	9,331	0.04
24	Pawan Kumar Jindal	Non- Promoter Category	AASPK7826L	N.A.	13,043	0	0.00	13,043	0.05
25	Ram Niwas	Non- Promoter Category	AAJPN3028N	N.A.	8,696	0	0.00	8,696	0.04
26	Priya Gupta	Non- Promoter Category	BZCPG0268C	N.A.	8,696	0	0.00	8,696	0.04
27	Pushpa Devi	Non- Promoter Category	BBMPD8519H	N.A.	8,696	0	0.00	8,696	0.04
28	Akhil Kumar Gupta	Non- Promoter Category	ALWPG5827A	N.A.	8,696	0	0.00	8,696	0.04
29	Suresh Kumar	Non- Promoter Category	AAJPG3916A	N.A.	43,478	77,300	0.36	1,20,778	0.51
30	Krishan Chander Gupta	Non- Promoter Category	ADEPG1329H	N.A.	8,696	0	0.00	8,696	0.04
31	Arpit Jindal	Non- Promoter Category	BOCPJ5562H	N.A.	8,696	0	0.00	8,696	0.04

32	Vikas Goel	Non- Promoter Category	AHOPG9457C	N.A.	8,696	0	0.00	8,696	0.04
33	Rajiv Bakshi	Non- Promoter Category	AEYPB1016M	N.A.	17,391	0	0.00	17,391	0.07
34	Gaurav Pant HUF	Non- Promoter Category	AAIHG6870J	-Gaurav Pant	8,696	0	0.00	8,696	0.04
35	Saroj Gupta	Non- Promoter Category	AJTPG1831B	N.A.	8,696	692	0.00	9,388	0.04
36	Renu Gupta	Non- Promoter Category	AQLPR1257K	N.A.	8,696	0	0.00	8,696	0.04
37	Rupali Joshi	Non- Promoter Category	BBNPJ9402L	N.A.	4,348	0	0.00	4,348	0.02
38	Kamla	Non- Promoter Category	BEQPK5927M	N.A.	8,696	0	0.00	8,696	0.04
39	Varun Mittal	Non- Promoter Category	BINPM8066Q	N.A.	86,957	0	0.00	86,957	0.36
40	Ishan Jindal	Non- Promoter Category	AJFPJ0362C	N.A.	8,696	0	0.00	8,696	0.04
41	Sameer Mehndiratta	Non- Promoter Category	AMUPM0562E	N.A.	30,435	0	0.00	30,435	0.13
42	Bimal Kumar Jhunjunwala	Non- Promoter Category	ABHPJ7742G	N.A.	10,000	0	0.00	10,000	0.04
43	Nitin Goel HUF	Non- Promoter Category	AAFHN3124H	- Nitin Goel	26,087	0	0.00	26,087	0.11
44	Praveen Sorot	Non- Promoter Category	AGNPC8000H	N.A.	4,348	0	0.00	4348	0.02
45	Mohan Joshi	Non- Promoter Category	AFWPJ6095F	N.A.	17,391	0	0.00	17,391	0.07
46	Aryan Mittal	Non- Promoter Category	GMAPM6130D	N.A.	21,739	40	0.00	21,779	0.09
47	Corporate Network Solutions Private Limited	Non- Promoter Category	AADCC0399L	-Shobhit Aggarwal -Arun Kumar - Dhanesh	1,30,435	0	0.00	1,30,435	0.55

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48	Deepika Mittal	Non- Promoter Category	AGKPM3561E	N.A.	21,739	0	0.00	21,739	0.09
49	Rachna Singla	Non- Promoter Category	AMRPS1381F	N.A.	17,391	130	0.00	17,521	0.07
50	Madhur Agarwal HUF	Non- Promoter Category	AASHM7035D	- Madhu r Agarwal	9,565	0	0.00	9,565	0.04
51	Manish Mittal	Non- Promoter Category	AEOPM0652G	N.A.	21,739	0	0.00	21,739	0.09
52	Meghna Agarwal	Non- Promoter Category	BFFPA5025Q	N.A.	30,435	26,315	0.12	56,750	0.24
53	Ankit Dhanuka	Non- Promoter Category	AROPA8650P	N.A.	17,391	369	0.00	17,760	0.07
54	Orator Marketing Private Limited	Non- Promoter Category	AABCO1915C	- Kaushal ya Devi - Ramesh chander Garg -Ram Kumar	1,30,435	0	0.00	1,30,435	0.55
55	Pratham Aggarwal	Non- Promoter Category	DOPPA1941N	N.A.	21,739	0	0.00	21,739	0.09
56	Pushkar Mal Gupta	Non- Promoter Category	AETPG2585D	N.A.	1,30,435	0	0.00	1,30,435	0.55
57	Rameshwar Dayal Aggarwal	Non- Promoter Category	AADPA0879L	N.A.	30,435	26,315	0.12	56,750	0.24
58	Suman Aggarwal	Non- Promoter Category	AAEPA8786B	N.A.	30,435	26,315	0.12	56,750	0.24
59	Amit Agarwal	Non- Promoter Category	AAQPA1853R	N.A.	8,696	0	0.00	8,696	0.04
60	Bineet Kumar Agarwal	Non- Promoter Category	ACAPA6749A	N.A.	8,696	0	0.00	8,696	0.04
61	Anuj Maheshwari	Non- Promoter Category	ABCPM0456H	N.A.	8,696	0	0.00	8,696	0.04
62	Jimmy Mittal	Non- Promoter Category	ADPPM6908H	N.A.	17,391	0	0.00	17,391	0.07

63	Mannat Minhas	Non- Promoter Category	EBGPM6517P	N.A.	4,348	0	0.00	4,348	0.02
64	Dilsher Singh Minhas	Non- Promoter Category	FOTPM4358M	N.A.	4,348	0	0.00	4,348	0.02
65	Abhinav Aggarwal	Non- Promoter Category	APSPA5139F	N.A.	86,957	1,40,600	0.65	2,27,557	0.95
66	Manoj Bhatia	Non- Promoter Category	AKFPB2031B	N.A.	8,696	0	0.00	8,696	0.04
67	Rajiv Bhatia	Non- Promoter Category	AAOPB8611J	N.A.	17,391	10,526	0.05	27,917	0.12
68	Nimish Bhatia	Non- Promoter Category	AQBPB3560D	N.A.	8,696	0	0.00	8,696	0.04
69	Simran Tandon	Non- Promoter Category	BKGPT6715A	N.A.	17,391	10,526	0.05	27,917	0.12
70	Vikas Bhatia	Non- Promoter Category	ADWPB3184D	N.A.	17,391	10,526	0.05	27,917	0.12
71	Raghav Gupta	Non- Promoter Category	AEOPG8387C	N.A.	86,957	0	0.00	86,957	0.36
72	Mohit Garg	Non- Promoter Category	APUPG7967H	N.A.	43,478	105263	0.49	1,48,741	0.62
73	Jaspreet Singh Minhas	Non- Promoter Category	AAQPM2559L	N.A.	17,391	0	0.00	17,391	0.07
74	Gaganpreet Kaur Minhas	Non- Promoter Category	AIXPM8808K	N.A.	17,391	0	0.00	17,391	0.07
75	Yatharth Gupta	Non- Promoter Category	DFXPG4230K	N.A.	17,391	10	0.00	17,401	0.07
76	Plancherail Koghy Itty	Non- Promoter Category	AQFPS5904C	N.A.	43,478	0	0.00	43,478	0.18
77	Punit Bhatia	Non- Promoter Category	ADWPB3183E	N.A.	8,696	2,71,610	1.26	2,80,306	1.17
78	Vishal Bhatia	Non- Promoter Category	AFBPB7085E	N.A.	8,696	2,39,543	1.11	2,48,239	1.04
79	Northtree Teleconsulting LLP	Non- Promoter Category	AASFN8993R	-Ankit Goel	2,60,870	0	0.00	2,60,870	1.09

80	Gaurav Anand	Non- Promoter Category	AEFPA8046P	N.A.	13,043	0	0.00	13,043	0.05
81	Saumya	Non- Promoter Category	KOSPS2590F	N.A.	8,696	496	0.00	9,192	0.04
82	Pankaj Maini	Non- Promoter Category	AAJPM6078P	N.A.	8,696	0	0.00	8,696	0.04
83	Rachanaa Musaddi	Non- Promoter Category	AESPM2738P	N.A.	13,043	0	0.00	13,043	0.05
84	Garimaa Musaddi	Non- Promoter Category	DCAPM3096P	N.A.	2,174	0	0.00	2,174	0.01
85	Dipak Kumar Musaddi	Non- Promoter Category	AHOPM8643E	N.A.	4,348	0	0.00	4,348	0.02
86	Nikkunj Musaddi	Non- Promoter Category	DCEPM3330J	N.A.	2,174	0	0.00	2,174	0.01
87	Kaushik U Raval	Non- Promoter Category	AADPR9142F	N.A.	8,696	28,383	0.13	37,079	0.16
88	Manisha Natarajan	Non- Promoter Category	ABTPN8753D	N.A.	4,348	10,526	0.05	14,874	0.06
89	Pankaj Bhatia	Non- Promoter Category	AJTPB3873C	N.A.	8,696	0	0.00	8,696	0.04
90	Bhavna Aggarwal	Non- Promoter Category	ARRPA7364H	N.A.	17,391	0	0.00	17,391	0.07
91	Ruchir Jain	Non- Promoter Category	AFDPJ6052K	N.A.	21,739	72,000	0.33	93,739	0.39
92	Ravi Prakash Verma	Non- Promoter Category	ABXPV4025G	N.A.	13,043	13,137	0.06	26,180	0.11
93	Vishal Goyal	Non- Promoter Category	AMPPG3675C	N.A.	17,391	0	0.00	17,391	0.07
94	Shubham Gupta	Non- Promoter Category	BMZPG5212L	N.A.	5,652	0	0.00	5,652	0.02

**Note: Category/Status of all the investors shall remain same i.e. Non-promoter category.*

- 1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed allottee will be beneficially shareholder of the equity shares that may be allotted.*
- 2. There shall not be change in control consequent to the present preferential issue of equity shares.*