

**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,
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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 **Monday, December 27, 2021 at 11:30 A.M. (IST)** 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 which may be 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 17,46,501 equity shares of the Company of the face value of Rs. 10/- each (Rupees Ten only) (“Equity Shares”) at a price of Rs. 95/- (Rupees Ninety Five) which includes a premium of Rs.85/- (Rupees Eighty Five only) per equity share aggregating up to maximum of Rs. 16,59,17,595 (Rupees Sixteen Crore Fifty Nine lakh Seventeen thousand five hundred and ninety five 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 **November 26, 2021**, 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 APPROVE THE ‘MONEYBOXX FINANCE LIMITED EMPLOYEE STOCK OPTION PLAN 2021’ (“ESOP 2021”/ “PLAN”)

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of the Securities and Exchange Board of India

(Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of ‘MFL Employee Stock Option Plan 2021’ (“ESOP 2021”/ “Plan”) and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, and grant from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs Only) (“Option(s)”) to or for the benefit of such person(s) as designated by the Company for the employment within the meaning of the Plan, (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 10,00,000 (Ten Lakhs Only) equity shares of face value of Rs. 10/- (Ten) each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan”.

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned here in before shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to mo/dify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

ITEM NO. 3: TO APPROVE THE GRANT OF OPTIONS TO THE EMPLOYEES/ DIRECTORS OF GROUP COMPANY(IES), ASSOCIATE COMPANY(IES), SUBSIDIARY COMPANY(IES) AND/OR HOLDING COMPANY(IES) OF THE COMPANY UNDER ‘MFL EMPLOYEE STOCK OPTION PLAN 2021’ (“ESOP 2021”/ “PLAN”)

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of ‘**MFL Employee Stock Option Plan 2021’ (“ESOP 2021”/ “Plan”)**’ and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer and grant such number of employee stock options to the eligible employees of the group company(ies), associate company(ies), subsidiary company(ies) and or holding company(ies) of the Company, as determined in terms of ‘**MFL Employee Stock Option Plan 2021’ (“ESOP 2021”/ “Plan”)**’, in one or more tranches, exercisable, in aggregate, into equity shares of face value of Rs. 10/- each fully’ paid up and on such terms and conditions as may be fixed or determined in this behalf as per provision of the Plan and the Companies Act, 2013, Companies (Share Capital and Debentures) Rules 2014.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary and incidental to the effective implementation, administration and such extension of the Plan.”

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

Sd/-

(Bhanu Priya)

(Company Secretary and Compliance officer)

Date: December 01, 2021

Place: Gurugram

NOTES-

1. In view of the outbreak of the COVID-19 pandemic, and in compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/ 2020 dated December 31, 2020 and Circular no. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (referred to as the “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI”) (referred to as the “SEBI Circular”) (collectively referred as the “Applicable Circulars”) the Company is holding the meeting via video conference (“Electronic Means”) through VC/OAVM Meeting platform.
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 December 03, 2021
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, 10 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. 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 csshshankpashine@gmail.com with a copy marked to evoting@nsdl.co.in
11. In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.moneyboxxfinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively.
12. The Company has fixed Monday, December 20, 2021 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 Thursday, December 23, 2021 at 09:00 A.M. (IST) and ends on Sunday, December 26, 2021 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., Monday, December 20, 2021, 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 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.

14. 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 authorised 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.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.
15. 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.
16. 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).
17. 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.
18. 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. December 20, 2021.
19. 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 dematerialise their holdings.
20. 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.
21. 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. December 27, 2021. 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 December 23, 2021 through email on info@moneyboxxfinance.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

22. In compliance with the aforesaid MCA Circulars and SEBI Circular, the EGM notice dated December 01, 2021 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 Thursday, December 23, 2021 at 09:00 A.M. and ends on Sunday, December 26, 2021 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. December 20, 2021, 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 December 20, 2021.

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 below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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 digit demat 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	<ol style="list-style-type: none"> 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.
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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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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 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 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 csshankpashine@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.nsd.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 December 01, 2021 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 December 01, 2021 reviewed and discussed to meet the fund requirement and approved issuance fully 17,46,501 equity shares aggregating to Rs. 16,59,17,595/- 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 the 6 (Six) months 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 6 (Six) months preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below :

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

The Board of Directors in its meeting held on December 01, 2021, had approved the issuance of equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 17,46,501 equity shares at a price of Rs. 95/- (Rupees Ninety Five Only) each including premium of Rs 85/- per equity shares to the entities/individuals belonging to Non Promoter, 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) 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.

(d) 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	75,000	0.37	75,000	0.34
	Bodies Corporate	1,37,18,524	68.31	1,37,18,524	62.85
	Trust	-	-		
2.	Foreign Promoters	-	-		
	Sub Total (A)	1,37,93,524	68.69	1,37,93,524	63.19
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				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	8,26,441	4.12	10,19,027	4.67
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	54,04,740	26.91	69,58,655	31.88
	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-

	Any Other	56,946	0.28	56,946	0.26
	Non Resident Indians	43,699	0.22	43,699	0.20
	Clearing Members	524	0.00	524	0.00
	Bodies Corporate	12,723	0.06	12,723	0.06
	Foreign Nationals	-	-	-	-
	Trust	-	-	-	-
	I E P F	-	-	-	-
	Sub Total (B)	62,88,127	31.31	80,34,628	36.81
	TOTAL (A+B)	2,00,81,651	100	2,18,28,152	100
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	2,00,81,651	100	2,18,28,152	100

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

(e) 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.

(f) 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).

(g) 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.

(h) 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.

(i) Kinds of Securities offered- Equity Shares

(j) Pricing of the Preferential Issue

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. 95/- 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 twenty six weeks 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 twelve calendar months 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. 95/- per equity shares including premium of Rs. 85/- 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 **November 26, 2021**

(k) 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.

(l) Auditors' certificate

A copy of the certificate from the Statutory Auditors of the Company, M/s Gaur & Associates, Chartered Accountants, certifying that the 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, and the same shall be available for inspection at the Corporate 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 members desirous to inspect the auditor certificate may send an email at info@moneyboxxfinance.com for inspection of said certificate electronically during the EGM, at-least 5 days before the date of EGM, in advance.

(m) 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 period of six months from the date of trading approval granted by the Stock Exchange(s).

(n) Other disclosures

- (i) During the period, commencing from April 1, 2021 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) No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.

(o) 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 twenty-six weeks 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, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- (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- promoters 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 & 3

APPROVAL OF ‘MONEYBOXX FINANCE LIMITED EMPLOYEE STOCK OPTION PLAN 2021’ (“ESOP 2021”/ “PLAN”)

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Equity based compensation plans are an effective tool to reward the employees and key talents working with the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors (“Committee”) and the Board of Directors of the Company at their respective meetings held on December 01, 2021 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) dated 13th August 2021, the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB SE Regulations.

The main features of the Plan are as under:

a) Brief Description of the Plan:

Keeping in view the aforesaid objectives, the Plan contemplates grant of Options to the Employees of the Company. After vesting of Options, the Employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as nomination and remuneration Committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

b) Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed **10,00,000 (Ten Lakhs Only)**. Each Option when exercised would be converted in to one equity share of Rs. 10/- (Rupees Ten) each fully paid-up.

Further, SEBI SBEB SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of **10,00,000 (Ten Lakhs Only)**, shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Plan:

All employees and Directors (hereinafter referred to as “Employees”) of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- a) an employee as designated of the Company, who has been working in India or outside India;
- b) a director of the Company, whether a whole-time director or not including a non-executive director who is not a Promoter or member of the Promoter Group.
- c) an employee as defined in sub clause (i) or (ii), of a Group Company including Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company

but does not include—

- (i) an employee who is a Promoter or belongs to the Promoter Group; and
- (ii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.
- (iii) a Director being an Independent Director.

d) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of **1 (one) year** from the date of grant of Options and not later than maximum period of **4 (four) years** from the date of Grant.

The vesting dates in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB SE Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of **4 (four) years** from the date of grant.

f) Exercise price or pricing formula:

The Exercise Price shall be decided by the Committee which shall in no case be more than the Market Price and not lesser than the face value of the Share of the Company on the date of grant of Options. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter issued at the time of Grant.

Explanation: In case the Shares are listed on more than one Recognized Stock Exchange, then the Recognized Stock Exchange where the highest trading volume on the said date shall be considered for the purpose of determining the Exercise Price.

g) Exercise period and the process of exercise:

The Vested Options shall be exercised by the Employees within **4 (four) years** from the date of each Vesting.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

h) Lock in Period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

i) Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee.

j) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options to be granted to any eligible employee shall be decided by the Board or Remuneration Committee. However, the number of employee stock option that may be granted to a single eligible employee, under the Scheme during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). The aggregate of all such Options shall not result into more than 2,00,000 (Two Lakhs Only) Options at the time of Grant of Option

k) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

l) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of termination of employment as specified in point (k) above, all the vested options shall lapse and cannot be exercised.

In case of resignation / retirement, all the vested options as on date of notice of resignation / retirement shall be exercisable by the Option Grantee by his/her last working day in the Company.

m) Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

n) Whether the ESOP Scheme is to be implemented and administered directly by the Company or through a Trust.:

The Company shall directly implement and administer the Scheme through the Board / the Nomination and Remuneration Committee.

o) Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh/ primary shares by the Company.

p) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Plan.

q) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the ESOP 2021:

This is not relevant under the present Plan.

r) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB SE Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other

Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEBS Regulations.

s) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

t) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Regulation 6(1) of SEBI ESOP Regulations requires that every employee stock option scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting. Further, as ESOP 2021 Scheme entails further issue of shares, consent of the Shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Act. Accordingly, the Special Resolution set out at Item No. 2 of this Notice is proposed for approval by the shareholders.

As per Regulation 6(3) of SEBI ESOP Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the Group Company/ holding Company/subsidiary company(ies). Accordingly, the Special Resolution set out at Item No. 3 of this Notice is proposed for approval by Shareholders.

A draft copy of the Plan is available for inspection at the Company's corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.2 & 3 of the accompanying notice.

Registered Office:
523-A, Somdutt Chamber-II, 9,
Bhikaji Cama Place, New Delhi – 110066

Date: December 01, 2021

Place: Gurugram

By Order of the Board of Directors
For **Moneyboxx Finance Limited**
Sd/-
(Bhanu Priya)

(Company Secretary and Compliance officer)

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	% of shares	Number	% of shares
1	Ms. Reetu Jain	Non-Promoter-Category	AEKPJ2260H	N.A.	10,526	55021	0.27	65,547	0.3
2	Ms. Neha Goyal	Non- Promoter-category	CQDPG5161R	N.A.	26,316	39172	0.2	65,488	0.3
3	Ms. Tanya Goyal	Non- Promoter-category	CQDPG5163P	N.A.	26,316	42857	0.21	69,173	0.32
4	Ms. Sakshi Agrawal	Non- Promoter-category	ALDPA9400G	N.A.	10,526	0	0	10,526	0.05
5	Mr. Saksham Agarwal	Non- Promoter-category	AYUPA7958H	N.A.	10,526	1000	0	11,526	0.05
6	Mr. Naveen Kumar Goyal	Non- Promoter-category	AGGPG5569A	N.A.	21,053	0	0	21,053	0.1
7	Ms. Ruchi Maheshwari	Non- Promoter-category	AKFPM0169H	N.A.	10,526	5001	0.02	15,527	0.07
8	M/s Akhil Agarwal (HUF)	Non- Promoter-category	AABHA1045G	Mr. Akhil Agarwal	10,526	0	0	10,526	0.05
9	Mr. Shekhar Kumar Gupta	Non- Promoter-category	ANRPG9894Q	N.A.	10,526	0	0	10,526	0.05
10	Mr. Vikas Bhatia	Non- Promoter-category	ADWPB3184D	N.A.	10,526	0	0	10,526	0.05
11	Mr. Rajat Garg	Non- Promoter-category	AWDPG4123F	N.A.	10,526	15	0	10,541	0.05
12	Mr. Subhash Kumar	Non- Promoter-category	BNKPK3994D	N.A.	5,263	0	0	5,263	0.02
13	Mr. Sanjana Krishna	Non- Promoter-category	AGIPK8281D	N.A.	5,263	0	0	5,263	0.02
14	Mr. Rajiv Bhatia	Non- Promoter-category	AAOPB8611J	N.A.	10,526	0	0	10,526	0.05

15	Mr. Simran Tandon	Non- Promoter-category	BKGPT6715 A	N.A.	10,526	0	0	10,526	0.05
16	Mr. Ankit Agarwal	Non- Promoter-category	AJCPA1175B	N.A.	10,526	0	0	10,526	0.05
17	Mr. Rameshwar Dayal Aggarwal	Non- Promoter-category	AADPA0879 L	N.A.	26,316	0	0	26,316	0.12
18	Ms. Suman Aggarwal	Non- Promoter-category	AAEPA8786 B	N.A.	26,316	0	0	26,316	0.12
19	Ms. Meghna Aggarwal	Non- Promoter-category	BFFPA5025Q	N.A.	26,316	0	0	26,316	0.12
20	Mr. Harish Chand Pathak	Non- Promoter-category	AKAPP7964J	N.A.	10,526	21601	0.11	32,127	0.15
21	Mr. Abhinav Aggarwal	Non- Promoter-category	APSPA5139F	N.A.	26,316	114285	0.57	1,40,601	0.64
22	Mr. Mohit Garg	Non- Promoter-category	APUPG796H	N.A.	1,05,263	0	0	1,05,263	0.48
23	Mr. Vijay Raina	Non- Promoter-category	ANLPP9789D	N.A.	21,053	0	0	21,053	0.1
24	Mr. Sudhir Raina	Non- Promoter-category	ANLPR9736 N	N.A.	21,053	0	0	21,053	0.1
25	Mr. Pawan Kapur	Non- Promoter-category	AFOPK3950 L	N.A.	21,053	0	0	21,053	0.1
26	Ms. Roopam Kapur	Non- Promoter-category	AGDPK1355 R	N.A.	21,053	0	0	21,053	0.1
27	Mr. Atma Prakash Dadoo	Non- Promoter-category	ACKPD1627 Q	N.A.	26,316	15000	0.07	41,316	0.19
28	Ms. Asha Dadoo	Non- Promoter-category	ADZPD5081 G	N.A.	26,316	15000	0.07	41,316	0.19
29	Ms. Geeta Mahar	Non- Promoter-category	ADCPM2958 G	N.A.	52,632	71500	0.36	1,24,132	0.57
30	Mr. Kaushik Raval	Non- Promoter-category	AADPR9142 F	N.A.	10,526	17857	0.09	28,383	0.13
31	Mr. Rajiv Khemka	Non- Promoter-category	AFOPK2682 M	N.A.	10,526	14,300	0.07	24,826	0.11

32	Mr. NIKESH Raval	Non- Promoter-category	ASXPR9769 A	N.A.	10,526	0	0	10,526	0.05
33	Ms. Anamica Saraogi	Non- Promoter-category	BRGPS7911 C	N.A.	5,263	0	0	5,263	0.02
34	Mr. Chandraketu Jha	Non- Promoter-category	ADTPJ8753F	N.A.	26,316	0	0	26,316	0.12
35	Mr. Vivek	Non- Promoter-category	AANPV5090J	N.A.	26,316	0	0	26,316	0.12
36	Mr. Rohan Parikh	Non- Promoter-category	AGMPP1374 Q	N.A.	21,053	0	0	21,053	0.1
37	Ms. Minni Mehrotra/Sastry	Non- Promoter-category	AFQPM2649 C	N.A.	11,579	0	0	11,579	0.05
38	Mr. Bose K Verghese	Non- Promoter-category	AIFPV1831R	N.A.	26,316	7	0	26,323	0.12
39	Mr. Praveen Gupta	Non- Promoter-category	AAKPG9944 P	N.A.	10,526	2000	0.01	12,526	0.06
40	M/s Praveen Gupta HUF	Non- Promoter-category	AAOHP8945 D	Mr. Praveen Gupta	15,789	46500	0.23	62,289	0.29
41	M/s Prem Prakash Gupta HUF	Non- Promoter-category	AAIHP4756N	Mr. Prem Prakash Gupta	10,526	38856	0.19	49,382	0.23
42	Ms. Aditi Gupta	Non- Promoter-category	AKLPG0460 H	N.A.	5,263	21500	0.11	26,763	0.12
43	M/s Naveen Gupta HUF	Non- Promoter-category	AAIHN1594C	Mr. Naveen Gupta	10,526	0	0	10,526	0.05
44	Mr. Prem Prakash Gupta	Non- Promoter-category	AAGPP6724 Q	N.A.	5,263	0	0	5,263	0.02
45	Ms. Poonam Gupta	Non- Promoter-category	AALPG0177 H	N.A.	5,263	0	0	5,263	0.02
46	Ms. Deepa Aggarwal	Non- Promoter-category	AEAPA5298 N	N.A.	1,05,263	88000	0.44	1,93,263	0.89
47	Mr. Manish Prakash	Non- Promoter-category	AARPP3392 D	N.A.	1,57,895	147330	0.73	3,05,225	1.4
48	Mr. Gaurav Bansal	Non- Promoter-category	ALTPB7294H	N.A.	36,842	0	0	36,842	0.17

49	Mr. Pankaj Bagla	Non- Promoter-category	ADBPB0883 A	N.A.	10,526	0	0	10,526	0.05
50	Ms. Manisha Natarajan	Non- Promoter-category	ABTPN8753 D	N.A.	10,526	0	0	10,526	0.05
51	Ms. Roopak Jain	Non- Promoter-category	AFNPJ2266F	N.A.	21,053	0	0	21,053	0.1
52	Mr. Mahesh Parasuraman	Non- Promoter-category	AAWPP1502 E	N.A.	10,526	0	0	10,526	0.05
53	Mr. Narayan Anand	Non- Promoter-category	AADPA9195 M	N.A.	2,10,526	0	0	2,10,526	0.96
54	Mr. Balbir kumar Gupta	Non- Promoter-category	AAKPG9814 E	N.A.	10,526	17425	0.09	27,951	0.13
55	Mr. Surinder Garg	Non- Promoter-category	AEQPG7705 L	N.A.	28,421	0	0	28,421	0.13
56	Ms. Ruchika Garg	Non- Promoter-category	AETPG1148L	N.A.	28,421	0	0	28,421	0.13
57	Ms. Rachna Goyal	Non- Promoter-category	AKXPG9718J	N.A.	1,05,263	1691	0.01	1,06,954	0.49
58	Ms. Ashima Gupta	Non- Promoter-category	BBNPG8943 F	N.A.	10,526	0	0	10,526	0.05
59	Mr. Brij Bhushan Sharma	Non- Promoter-category	AQLPS5178C	N.A.	21,053	0	0	21,053	0.1
60	Mr. Naresh Tyagi	Non- Promoter-category	ACKPT2808 B	N.A.	10,526	0	0	10,526	0.05
61	Mr. Dinesh Kumar	Non- Promoter-category	AIEPK5930F	N.A.	10,526	0	0	10,526	0.05
62	Mr. Sidhartha Gupta	Non- Promoter-category	AGZPG3148 E	N.A.	26,316	0	0	26,316	0.12
63	Mohd. Imran	Non- Promoter-category	AALPI1622D	N.A.	10,526	0	0	10,526	0.05
64	Mr. Vikas Jhunjhunwala	Non- Promoter-category	ACCPJ8790J	N.A.	10,526	0	0	10,526	0.05
65	Mr. Umesh Gaba	Non- Promoter-category	AHCPG2823J	N.A.	26,316	0	0	26,316	0.12

66	Mr. Chitra Gaba	Non- Promoter-category	AKSPG8247 K	N.A.	26,316	0	0	26,316	0.12
67	Mr. Aiyer Sanjay Ramaswamy	Non- Promoter-category	ADMPA7119 D	N.A.	21,053	0	0	21,053	0.1
68	Mr. Shubham Goyal	Non- Promoter-category	BXEPPG8503 L	N.A.	10,526	0	0	10,526	0.05
69	Mr. Abhay Jain	Non- Promoter-category	AARPA8407 C	N.A.	1,100	0	0	1,100	0.01
70	Mr. Ramnath Narayanswamy	Non- Promoter-category	AAFPN3420 N	N.A.	1,100	0	0	1,100	0.01
71	Mr. P.D. Jose	Non- Promoter-category	AEJPP6258G	N.A.	1,100	0	0	1,100	0.01
72	Mr. Siddarth M Pai	Non- Promoter-category	AQKPP7629J	N.A.	1,100	0	0	1,100	0.01

Note: The pre preferential percentage of shareholding has been calculated on the basis of present equity share capital of company and the post preferential percentage of shareholding has been calculated on the basis of post emerging equity share capital of company assuming allotment of equity shares as proposed.