



MONEYBOXX FINANCE LIMITED

Registered Office: 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place New Delhi – 110066
Corporate Office: First India Vatika Place, 2nd Floor Sushant Lok-1 MG Road, Gurgaon Haryana-122001
CIN: L30007DL1994PLC260191 | Tel: 011-45657452|
info@moneyboxxfinance.com | www.moneyboxxfinance.com |

NOTICE

28th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting (“AGM”) of the Member(s) of **Moneyboxx Finance Limited** (“the Company”) will be held on **Monday, September 19, 2022 at 11:30 A.M.** (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company which include Balance Sheet as at March 31, 2022, the Statement of Profit & Loss for the Financial year ended on that date together with schedule(s), annexure(s) and note(s) thereon and the cash flow statement of the Company (“**Financial Statement**”) and the report of the Board of Director(s) (“**Board**”) and the Statutory Auditor(s) thereon.

Item No. 2: APPOINTMENT OF MR. MAYUR MODI (DIN: 08021679) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Mayur Modi, Director (DIN: 08021679), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 25,00,00,000 (Rupees Twenty-Five crore) divided into 2,50,00,000 (Two Crore and Fifty Lakh) equity Shares of Rs.10/- each to Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000 divided into 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 4: TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing clause of Articles 82(ii) and substituting with following new clause 82(ii):

THE SEAL

“The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board in the presence of any person as authorized by the resolution approved by the Board/ Committee of the Company who shall sign every instrument to which seal is affixed in his/her presence.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

Item No. 5: TO CONSIDER AND APPROVE THE ISSUANCE OF 11,70,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER CATEGORY

To consider and if thought fit to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 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”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, 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, in one or more tranches, up to maximum of 11,70,000 (Eleven Lakhs Seventy Thousand Only) Convertible Warrants (“Warrants”) entitling the warrant holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice and at a price of Rs. 115 (Rupees One Hundred and Fifteen Only) (including premium of Rs. 105 each) (hereinafter referred to as the “Issue Price”), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter Group (hereinafter referred to as the “Proposed Allottees /Equity holder,”) 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 offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the abovementioned Preferential Issue of Warrants is Friday, August 19, 2022, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. Monday, September 19, 2022.
- b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.
- c) The said Warrant(s) shall be issued and allotted to the Promoter within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

k) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

k) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

l) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.

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.”

Corporate Office:

First India Vatika Place, 2nd Floor,
Sushant Lok-1, M.G. Road,
Gurgaon-122001, Haryana

Registered Office:

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

Date: August 10, 2022

Place: Gurugram

By Order of the Board of Directors

For Moneyboxx Finance Limited

Sd/-

(Bhanu Priya)

Company Secretary & Compliance officer

M. No. A36312

NOTES:

1. The AGM will be convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with applicable provisions of the Companies Act, 2013, Ministry of Corporate Affairs (MCA) Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December 2021, Circular No. 21/2021 dated 14th December 2021 and Circular No.2/2022 dated 5th May, 2022 . Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

SEBI has vide Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, dispensed with the requirement of sending physical copies of Annual Report to the Members under Regulation 36(1)(b)&(c) of the SEBI Listing Regulations till 31st December, 2022

2. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
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 Annual General Meeting (AGM) 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 AGM 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 AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes below.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Pursuant to the abovementioned Circulars the Company will send the Annual Report for the financial year 2021- 22 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2021-22 are 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. (www.bseindia.com).
7. 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 AGM, i.e., September 19, 2022. Members seeking to inspect such documents can send an email to info@moneyboxxfinance.com.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, certificate from the Secretarial Auditor of the Company certifying that the ESOP Schemes are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and all the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection at the Registered Office and Corporate Office of the Company on all working days between 11:00 a.m. to 5:00 p.m. from the date of circulation of this Notice up to the date of this AGM.

Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 16, 2022 through email on

info@moneyboxxfinance.com Such questions shall be taken up during the meeting or replied by the Company suitably.

8. The Notice is being sent to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on Friday, August 19, 2022, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.

a) The Company has fixed as Monday, September 12, 2022 as the cut-off date for determining entitlement of members who will be eligible to attend and vote at the Meeting.

9. A person who is not a member as on cutoff date should treat this Notice for information purpose only

The remote e-voting period begins on Thursday, September 15, 2022, at 09:00 A.M. (IST) and ends on Sunday, September 18, 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., Monday, September 12, 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 AGM. The Members attending the AGM, 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 AGM. 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 Annual General Meeting.

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 and any person who is not a member as on that date should treat this Notice for information purposes only.

10. Members may join the AGM 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 AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM. 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.
11. 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 AGM in a fair and transparent manner.
12. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer'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.
13. Corporate/ Institutional members intending to attend the AGM 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 Annual 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

14. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at info@moneyboxxfinance.com on or before September 15, 2022. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
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 Annual Report, Notices etc.
16. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. 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 cutoff date i.e., September 12, 2022.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report including audited financial statements for the financial year 2021-22 including notice of 28th AGM 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 including Annual Report, Notices, Circulars, etc. from the Company electronically. In case you have not registered your email id with depository or RTA you may registered your email id through RTA.
20. 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.
21. **NSDL e-voting System- For Remote e-voting and e-voting during AGM**

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

The remote e-voting period begins on Thursday, September 15, 2022, at 09:00 A.M. (IST) and ends on Sunday, September 18, 2022 at 5.00 P.M.(IST). 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., September 12, 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 September 12, 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 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.nsd.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.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.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 NSDL.
 7. After entering your password tick on Agree to “Terms and Conditions” by selection 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 csshshankpashine@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 (**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 AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
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 CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS

Item No. 3

TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five crore) comprising of 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs.10/- each.

Considering the future expansions requirement of the Company, the Board at its Meeting held on Wednesday, August 10, 2022 had accorded its approval for increasing the Authorised Share Capital from 25,00,00,000 (Rupees Twenty-Five crore) to 30,00,00,000 (Rupees Thirty Crore), subject to shareholders approval.

Accordingly, the Board of directors pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the authorized share capital of the Company from 25,00,00,000 (Rupees Twenty-Five crore) to 30,00,00,000 (Rupees Thirty Crore). The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolution.

Item No. 4

TO ALTER THE ARTICLES OF ASSOCIATION OF COMPANY

As per existing Article 82(ii) of Articles of Association of the Company, the Common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the Secretary or such other person as the Board may appoint for the purpose; and those two directors and the Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is to affixed in their presence.

Pursuant to the Companies (Amendment) Act, 2015 coming into force the common seal is no more mandatory. It has been made optional. Thus, with reference to the above cited amendment and to ease the business transactions in the Company, Board proposed to simplify the above clause by replacing the Article 82(ii) of Article of Association of the Company with following new clause:

THE SEAL

“The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board, in the presence of any person as authorized by the resolution approved by the Board/ Committee of Board of the Company who shall sign every instrument to which seal is affixed in his/her presence.”

The Resolution at Item No. 04 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Corporate Office of the Company.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04.

Item No.5

TO CONSIDER AND APPROVE ISSUANCE OF 11,70,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER CATEGORY

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 warrants convertible in to equity shares (“Warrants”) to the investors belonging to Promoter Group, 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:

Salient features of the preferential issue of Equity Shares are as under:

The proposed issue and allotment of Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

- The “**Relevant Date**” as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of Convertible warrants is **August 19, 2022**, which is a date 30 days prior to the date on which the resolution is deemed to be passed;
- The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 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 90 Trading Days preceding the Relevant Date.

The relevant disclosures as required under the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set out below:

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

The Board of Directors in its meeting held on August 10, 2022, had approved the issue of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 11,70,000 (Eleven Lakh Seventy Thousand Only) convertible warrants at a price of Rs. 115 each including a premium of Rs. 105 to the person(s) belonging to Promoter Group, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The funds so infused shall be utilized to support the expansion of business, general corporate purpose, working capital and such other purpose as the Board may decide.

(iii) Maximum number of specified securities to be issued

The resolution set out in this Notice authorize the Board to issue up to 11,70,000 number of convertible warrants at a price of Rs. 115 per warrant convertible in to equivalent number of equity shares including premium of Rs. 105 as per the table specified below:

S. No.	Name of Proposed Allottees	PAN of proposed allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	Mr. Deepak Aggarwal	ADKPA2836K	Promoter	5,85,000
2	Mr. Mayur Modi	AJGPM2214B	Promoter	5,85,000

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is August 19, 2022, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the price has been arrived

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 convertible warrants 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 minimum issue price is needed to be determined by independent registered valuer taking into account including book value, comparable trading multiple and such other parameters and a report from independent registered valuer has been obtained and the issue price has been fixed at Rs.115 per warrants convertible in to equivalent number of 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 240 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 of valuation report taken from Independent Registered Valuer in compliance with Regulation 165 of SEBI ICDR Regulations, 2018.

Therefore, in terms of Regulation 165 of the SEBI ICDR Regulations and after taking into consideration minimum price as calculated by independent registered valuer, the Issue Price has been fixed as Rs. 115 per warrant convertible into equivalent number of equity shares including premium of Rs. 105.

A Certificate has been taken from Independent Registered Valuer Mr. Chandan Bhatia (Registration No. IBBI/RV/06/2019/11431) Address: H. No. 1321, Sector 29, Faridabad, Haryana- 121008, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and 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 AGM, i.e., September 19, 2022.

- The allotment of warrants is subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

(vi) Amount which the Company intends to raise by way of such convertible warrants

Up to a maximum of Rs. 13,45,50,000 (Rupees Thirteen Crore Forty-Five Lakh Fifty Thousand Only)

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

The Promoters and person(s) belonging to Promoter and Promoter Group Mr. Mayur Modi and Mr. Deepak Aggarwal, Directors of the Company have shown their intention to subscribe to the proposed issue.

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

The convertible warrants pursuant to the Preferential Issue would be allotted to Mr. Deepak Aggarwal and Mr. Mayur Modi falling under Promoter Category.

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

During the Financial Year 2022-23, the Company had made an allotment of 18,05,851 equity shares at a price of Rs. 115 per share having a face value of Rs. 10 each on preferential basis to a total of 81 allottees falling under the Non-Promoter Category dated June 02, 2022.

(ix) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is **pending** on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(x) Principal terms of assets charged as securities

Not applicable.

(xi) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares and warrants.

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares Held	% of share Holding on Post Preferential Capital
A	Promoters' holding :				
1.	Indian	-	-	-	-
	Individuals/ HUF	-	-	11,70,000	4.76
	Bodies Corporate	1,37,18,524	58.61	13718524	55.82
	Trust				
2.	Foreign Promoters				
	Sub Total (A)	1,37,18,524	58.61	1,48,88,524	60.58
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	1461534	6.24	1461534	5.95
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	7799191	33.32	7799191	31.74
	NBFCs Registered with RBI				
	Employee Trusts				
	Any Other	426100	1.83	426100	1.73
	Non-Resident Indians	46494	0.20	46494	0.19
	HUF				
	Bodies Corporate	373752	1.60	373752	1.52
	Clearing member	5854	0.03	5854	0.02
	Sub Total (B)	9686825	41.39	9686825	39.42
	TOTAL (A+B)	23405349	100	24575349	100
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	0	0	0	0
	Sub Total (C)	0	0	0	0
	GRAND TOTAL (A+B+C)	23405349	100	24575349	100

Notes:

- The above mentioned post preferential issue shareholding pattern of the Company is on basis assuming full conversion of warrants to be allotted under the present issue.
- The pre preferential shareholding pattern is prepared based on August 19, 2022.

(xii) 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

S.No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		No. of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue Shareholding ³	
				No. of equity shares	% age		No. of equity shares	% age ⁴
1	Deepak Aggarwal	ADKPA2836K	Not applicable	0	0	585000	585000	2.38
2	Mayur Modi	AJGPM2214B	Not applicable	0	0	585000	585000	2.38

- 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.
- Pre issue shareholding is as on August 19, 2022.
- Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue.
- There shall not be change in control consequent to the present preferential issue of convertible warrants.

(xiii) Lock-in Period

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiv) The Percentage of post preferential issue capital that may be held by the allottee (s) and change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern. Details of Post Preferential percentage is disclosed at para xi above.

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

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xvi) The current and proposed status of the allottees post the preferential issue, namely Promoter and Non-Promoter

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	Mr. Mayur Modi	Promoter	Promoter
2	Mr. Deepak Aggarwal	Promoter	Promoter

(xvii) Undertakings

- None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- 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(1) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- 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.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The allotment of Equity Shares and warrants 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 and warrants, 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.
- 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.

(xviii) Practicing Company Secretary's Certificate

The Certificate from Ms. Ritu , Practicing Company Secretary, Company Secretary in Practice (ACS No- 51819), certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at www.moneyboxxfinance.com

(xix) 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 Agreement with the Stock Exchange(s) 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

promoters 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 Warrants to entities belonging to the Promoter Group, is being sought by way of a “Special Resolution” as set out in the said Item No. 5 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mr. Deepak Aggarwal and Mr. Mayur Modi, being Directors of the Company are concerned or interested in the aforesaid resolution. The other Directors / key managerial personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise.

Corporate Office:

First India Place, 2nd floor Sushant Lok-1,
M.G. Road – Gurgaon- 122001, Haryana

Registered Office:

523-A, Somdutt Chamber-II, 9,
Bhikaji Cama Place, New Delhi – 11006
Date: August 10, 2022

Date: August 10, 2022

Place: Gurugram

By Order of the Board of Directors

For **Moneyboxx Finance Limited**

Sd/-

(Bhanu Priya)

Company Secretary & Compliance officer

M. No.- A36312

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Mayur Modi
DIN	08021679
Date of Birth	09/01/1978
Age	44 Years
Date of first Appointment on the Board	12/10/2018
Qualifications	Bachelor's degree in commerce and Chartered Accountant
Expertise in specific functional areas	Rich experience in financial services across developed and emerging markets.
No. of Board Meetings attended during the financial year 2021-22	All Five Meetings attended
Directorships of other Board	1 Company -Moneyboxx Capital Private Limited
Membership/Chairmanship of Committees of other Board	Membership - Moneyboxx Finance Limited- Stakeholders Relationship Committee
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	*As mentioned below
Terms and Conditions of appointment or re-appointment	As per the appointment letter
Remuneration last drawn	As per the shareholders' approval

Note:

Moneyboxx Capital Private Limited(MCPL), holding Company of Moneyboxx Finance Limited, is owned and controlled by the following under the capacity as Director(s) and/ or as Member(s) of MCPL:

Name	Capacity
<i>Mr. Govind Gupta</i>	<i>Director & Member</i>
<i>Mr. Deepak Aggarwal</i>	<i>Director & Authorised representative of Member "Avancer Capital Partners Pvt. Ltd."</i>
<i>Mr. Deepak Aggarwal</i>	<i>Director & Member</i>
<i>Mr. MayurModi</i>	<i>Director & Member</i>
<i>Mr. Atul Garg</i>	<i>Director & Member</i>