



## MONEYBOXX FINANCE LIMITED

Registered Office: 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place New Delhi – 110066  
Corporate Office: First India Vatika Place, 2<sup>nd</sup> Floor Sushant Lok-1 MG Road, Gurgaon Haryana-122001  
Head Office: 411-A, Kanakia Wallstreet, Chakala, Andheri Kurla Road, Andheri (East), Mumbai-400093  
CIN: L30007DL1994PLC260191 | Tel: 011-45657452|  
[info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com) | [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) |

### NOTICE

#### 29<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting (“AGM”) of the Member(s) of **Moneyboxx Finance Limited** (“the Company”) will be held on **Monday, September 25, 2023** at **12:30 P.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, 2023, 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. GOVIND GUPTA (DIN: 00065603) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Govind Gupta, Director (DIN: 00065603), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### **Item No. 3: RE-APPOINTMENT OF MR. DEEPAK AGGARWAL (DIN: 03140334) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), or any other applicable rules, directives, regulations or circulars issued by the Securities and Exchange Board of India (“**SEBI**”) and / or Reserve Bank of India (“**RBI**”), the relevant provisions of the Articles of Association (“**AOA**”) of the Moneyboxx Finance Limited (hereinafter to be referred the “**Company**”) and all applicable guidelines issued by the Central Government (“**CG**”) from time to time and subject to such other approvals, as may be necessary, and upon recommendation of Nomination and Remuneration Committee (“**NRC**”) and Board of Director(s) (hereinafter to be referred the “**Board**”) of the Company, the consent of the member(s) of the Company be and is hereby accorded for the re-appointment of Mr. Deepak Aggarwal (DIN: 03140334) as the Whole-time director and Key Managerial Personnel (“**KMP**”) of the Company for a further period of 3 (Three) years w.e.f. September 15, 2023 to September 14, 2026 (both days inclusive) on the terms and conditions including remuneration set out hereunder with

specific authority to the Board of Director(s) of the Company from time to time to alter the said terms and conditions of re-appointment and remuneration payable to Mr. Deepak Aggarwal in the best interests of the Company and as may be permissible at law, viz.:

**A. Period:** 3 years w.e.f. September 15, 2023, to September 14, 2026 (both days inclusive).

**B. Remuneration**

- i. **Gross Pay:** Rs. 15,00,000 (Rupees Fifteen Lakh only) per month w.e.f. September 15, 2023, as fixed pay during his appointment/re-appointment or such other period as may be determined in accordance with applicable laws with such increments as the Board of Director(s) may decide from time to time subject to maximum ceiling of 100% of Gross Pay.
- ii. **Annual yearly Bonus** during tenure of the appointment as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- iii. **Additional Conditions:**
  - Perquisites, other allowances, and reimbursement of expenses on actual as per Company's policy.
  - Leave Travel Concession for self in accordance with the rules of the company.

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid payable in any financial year shall not exceed the limit as may be prescribed from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

**RESOLVED FURTHER THAT** in the event of any inadequacy or absence of profits in any financial year or years during the tenure of his appointment, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr Deepak Aggarwal, the Whole Time Director, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board on the recommendation from Nomination and Remuneration Committee from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and are hereby authorised severally, to do all necessary acts, deeds, and things, which may be usual, expedient, or proper to give effect to the above resolution.”

**Item No. 4:** **RE-APPOINTMENT OF MR. UMA SHANKAR PALIWAL (DIN: 06907963) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and pursuant to the recommendation by Nomination and Remuneration Committee ("**NRC**"), and approval of Board of Directors (hereinafter to be referred the "**Board**") of the Moneyboxx Finance Limited (hereinafter to be referred the "**Company**"), Mr. Uma Shankar Paliwal (DIN: 06907963), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for re-appointment for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for second term of five consecutive years commencing from January 11, 2024, to January 10, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Uma Shankar Paliwal be paid such sitting fees as the Board may approve from time to time and subject to such limits as may be prescribed.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

**Item No. 5: RE-APPOINTMENT OF MS. RATNA DHARASHREE VISHWANATHAN (DIN: 07278291) AS NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India (**“SEBI”**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and pursuant to the recommendation by Nomination and Remuneration Committee (**“NRC”**), and approval of Board of Directors (hereinafter to be referred the **“Board”**) of the Moneyboxx Finance Limited (hereinafter to be referred the **“Company”**), Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), Independent Director of the Company who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for re-appointment for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for second term of five consecutive years commencing from January 11, 2024, to January 10, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Ratna Dharashree Vishwanathan be paid such sitting fees as the Board may approve from time to time and subject to such limits as may be prescribed.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

**Item No. 6: TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

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

“**RESOLVED THAT** in supersession of the Special Resolution passed on May 21, 2022 and pursuant to the provisions of Section 23, 42, 71, and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to Securities and Exchange Board of India (**“SEBI”**) (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Moneyboxx Finance Limited (hereinafter to be referred the **“Company”**), consent of the member(s) of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by making offer(s) or invitation(s) to subscribe or issuance of secured/unsecured/listed/unlisted/rated/unrated Non-Convertible Debentures (NCDs)/Bonds/Other instruments, whether secured or unsecured, on private placement basis, in one or more tranches/series, an amount not exceeding Rs. 400 crore (Rupees Four Hundred Crore only) during a period of 1 (one) year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution for the purpose of creating, offering, issuing and allotting the Debenture(s), as it may, in its absolute discretion, deem necessary or expedient in the

interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**Item No. 7: INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO RS. 1500 CRORES**

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

“**RESOLVED** in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 180(1)(c) read with section 179(3) (including any amendment thereto or re-enactment thereof) and other applicable provisions, if any, of the Companies Act 2013 (“**the Act**”), and other relevant rules thereof and the Articles of Association (“**AOA**”) of the Moneyboxx Finance Limited (hereinafter to be referred the “**Company**”) consent of the member(s) of the Company, be and is hereby accorded to the Board of Directors/or any Committee of Directors thereof, to borrow at any time or from time to time in one or more series/ tranches, within the limits prescribed by the concerned authorities, if any, by obtaining secured/unsecured loans, secured / unsecured and/or convertible/non-convertible Debentures, bonds, overdraft facilities, lines of credit, commercial papers, securitization, external commercial borrowings or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporate/entity/entities or other eligible investors/lenders, including by way of availing credit limits through both Fund based and/or Non-Fund based limits, Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required at any time or from time to time, any sum or sums of money(ies), whether in Indian or foreign currency, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed shall not at any time exceed Rs. 1,500 Crores (Rupees Fifteen Hundred Crores Only).

**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorised to sign, execute and submit all such papers, deeds and documents and to take such steps as may be deemed necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all such acts, deeds, matters and things, including but not limiting to the power to sub-delegate the borrowing powers to any Committee of the Board, as may be necessary, proper, expedient or incidental for giving effect the aforesaid resolution.

**RESOLVED FURTHER THAT** a Certified True Copy of this resolution be furnished as required under the signature of any of the Director or Company Secretary of the Company.”

**Item No. 8: CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS**

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and relevant rules made thereto including any statutory modifications or re-enactments thereof and the Articles of Association (“**AOA**”) of the Moneyboxx Finance Limited (hereinafter to be referred the “**Company**”), consent of the member(s) of the Company be and is hereby accorded to the Board of Directors/or any Committee of Directors thereof, to pledge, mortgage, hypothecate, securitization and/or create charge, within the limits prescribed by the concerned authorities, if any, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable and/ or immovable properties of the Company and the whole of the undertaking(s) of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not at any time exceed Rs. 1500 Crores (Rupees Fifteen Hundred Crores Only).

**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorised to sign, execute and submit all such papers, deeds and documents and to take such steps as may be deemed necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all such acts, deeds, matters and things, including but not limiting to the power to sub-delegate the said powers to any Committee of the Board, as may be necessary, proper, expedient or incidental to give effect the aforesaid resolution.

**RESOLVED FURTHER THAT** a Certified True Copy of this resolution be furnished as required under the signature of any of the Director or Company Secretary of the Company.”

**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

**By Order of the Board of Directors**

For Moneyboxx Finance Limited



(Deepak Aggarwal)  
Co-CEO and Whole-time Director  
DIN: 03140334

Date: August 11, 2023

Place: Gurugram

## 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) General Circular No. 10/2022 dated 28th December 2022 read with MCA General Circular Nos. 02/2022, 20/2020, 17/2020 & 14/2020 dated 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as "MCA Circulars"), the Company will be conducting its 29<sup>th</sup> AGM through VC/OAVM.02/2022, 20/2020, 17/2020 & 14/2020 dated 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as "MCA Circulars"), the Company will be conducting its 33rd AGM through VC/OAVM.

SEBI has vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 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 30<sup>th</sup> September, 2023.

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 2022- 23 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2022-23 are also placed on the website of the Company i.e. [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) and the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://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](http://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 25, 2023 Members seeking to inspect such documents can send an email to [info@moneyboxxfinance.com](mailto: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 19, 2023 through email on [info@moneyboxxfinance.com](mailto: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 25, 2023, 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 **Monday, September 18, 2023**, 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 21, 2023, at 09:00 A.M. (IST) and ends on Sunday, September 24, 2023, 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 18, 2023, 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 an 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 12:00 P.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 a 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. F11665, COP. 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](http://www.moneyboxxfinance.com)) and the website of NSDL ([www.nSDL.com](http://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](mailto:csshshankpashine@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](mailto:info@moneyboxxfinance.com) on or before September 19, 2023. 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 to avail 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 18, 2023.

19. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report including audited financial statements for the financial year 2022-23 including notice of 29th AGM is being sent only through electronic mode. 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 register 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 21, 2023, at 09:00 A.M. (IST) and ends on Sunday, September 24, 2023, 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 18, 2023, 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 18, 2023.**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL <b>IDeAS</b> facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider – NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



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 <b>e-Voting service provider-NSDL</b> 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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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**

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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:

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

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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, the 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 the 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 "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](mailto:csshshankpashine@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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 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. Members 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 the Internet at 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@moneyboxfinance.com](mailto:info@moneyboxfinance.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:**

**RE-APPOINTMENT OF MR. DEEPAK AGGARWAL (DIN: 03140334) AS THE WHOLE TIME DIRECTOR OF THE COMPANY**

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with in conjunction with the guidelines outlined in Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board of Director(s), and subject to the approval of the shareholders, the Board of Director(s) at its meeting held on September 15, 2020, appointed Mr. Deepak Aggarwal (DIN: 03140334) as the Whole-Time Director and KMP of the Moneyboxx Finance Limited for a period of three years with effect from September 15, 2020. Consequently, the tenure of Mr. Deepak Aggarwal as the Whole-time Director of the Moneyboxx Finance Limited will expire on September 14, 2023 (close of business hours).

The re-appointment of Mr. Deepak Aggarwal as the Whole-Time Director and KMP of the Moneyboxx Finance Limited was duly recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on August 11, 2023, spanning an additional triennial term for a period of further three years w.e.f. September 15, 2023, subject to approval of the members in the ensuing Annual General Meeting being held on September 25, 2023.

It is proposed to re-appoint him for a further period of further 3 (Three) years, from September 15, 2023, to September 14, 2026 (both days inclusive).

Mr. Deepak Aggarwal holds the distinction of being a Qualified Chartered Accountant and boasts an extensive and diverse professional background exceeding a span of 17 years within the domains of investment banking and financial services, having served in manifold capacities. Notably, he has fostered pertinent affiliations with a substantial array of Private Equity Firms, Private Banks, Non-Banking Financial Companies (NBFCs), and Debt Funds, particularly in the context of substantial capital provisioning.

Mr. Deepak Aggarwal is not disqualified from being reappointed as the Whole-Time Director of the Moneyboxx Finance Limited in terms of section 164 of the Companies Act, 2013. Further, he is not debarred from holding the office of Director by virtue of SEBI order or any other authority, pursuant to BSE circular dated June 20, 2018. He has also communicated his willingness to be reappointed and has given his consent to act as the Whole-time Director of the Moneyboxx Finance Limited. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of the Schedule V thereof and hence, is eligible for reappointment.

Disclosures and details of terms and conditions of the re-appointment of Mr. Deepak Aggarwal as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure attached to the notice and should be taken and read as part hereof.

Broad terms of remuneration payable to Mr. Deepak Aggarwal has been duly explained in the resolution above.

The Board recommends the resolution at No. 3 for approval by the Member(s) by way of **Special Resolution**.

None of the Directors of the Company and/or their relatives, except Mr. Deepak Aggarwal and his relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

**Item No. 4 & 5:**

**RE-APPOINTMENT OF MR. UMA SHANKAR PALIWAL (DIN: 06907963) AND MS. RATNA DHARASHREE VISHWANATHAN (DIN: 07278291) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY**

The Member(s) of the Company had by way of an ordinary resolution, as then applicable, appointed Mr. Uma Shankar Paliwal (DIN: 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) as Independent Directors on the Board of Director(s) of the Company (hereinafter to be referred as the “**Board**”), for the first term of 5 (five) consecutive years effective from January 11, 2019, to January 10, 2024.

In terms of section 149(10) of the Companies Act, 2013 (the “Act”), inter alia, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, in terms of section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms.

The management maintains the perspective that Mr. Uma Shankar Paliwal and Ms. Ratna Dharashree Vishwanathan persistently retain the delineated core proficiencies, specialized knowledge, and essential capacities requisite for proficient performance within their roles as Independent Directors of the Company. The perpetuation of their engagement is perceived as exceedingly advantageous to the Company, given the substantial value it brings forth.

Based on recommendation of the NRC, the Board re-appointed Mr. Uma Shankar Paliwal (DIN: 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) as Independent Directors, not liable to retire by rotation, for the second consecutive term of 5 (five) years, i.e., from January 11, 2024, to January 10, 2029 (both days inclusive), subject to approval of the Member(s).

Mr. Uma Shankar Paliwal (DIN: 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) have given declaration to the Board, inter alia, that (i) they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) are not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) are eligible to be appointed as a Director in terms of Section 164 of the Act. They have also duly given their respective consents to act as Directors.

Also, in terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for re-appointment as Independent Director as they are independent of the management of the Company.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Uma Shankar Paliwal**, a postgraduate (Economics and History) and an M. Phil, has more than 34 years of experience in Central Banking having worked with RBI in the areas of Regulation and Supervision, Risk Management, Consumer Education and Protection, Payment and Settlement Systems, Currency Management, Operations, Strategy, Human Resources, Inspection, NBFCs and Supply Chain. He has completed his MBA in Financial Management with Distinction from the University of Exeter, UK and is also an Alumnus of the London Business School.

**Ms. Ratna Dharashree Vishwanathan** has an extensive work experience as a career civil servant with the Comptroller and Auditor General of India, Ministry of Defence and Prasar Bharti. Worked in various capacities, exercising oversight on all government transactions and budgets/ accounts of state governments. Included audit reportage and placing reports before Parliament. With the Department of Defence, handled procurement and naval projects for the Indian Navy. she has worked in a range of departments across the Government of India including Audit, Defence and Indian Public Broadcasting. She has also worked as CEO of a microfinance network comprising of all RBI registered NBFC-MFIs.

Disclosures and details of terms and conditions of the re-appointment of Mr. Uma Shankar Paliwal and Ms. Ratna Dharashree Vishwanathan as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure attached to the notice and should be taken and read as part hereof.

The Board of Directors recommends the Special Resolution set out at Item No. 4 and 5 of the accompanying Notice for approval of the Members.

Ms. Ratna Dharashree Vishwanathan and Mr. Uma Shankar Paliwal and their respective relatives are concerned or interested, in the Resolutions relating to their own re-appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item Nos. 4 and 5 of the Notice.

**Item no.6:**

**TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES (NCD's) ON PRIVATE PLACEMENT BASIS**

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

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

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

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

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

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

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

**d) Name and address of valuer who performed valuation**

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

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

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholder's resolution shall not exceed in the aggregate, the limit specified in the resolution under Section 42 of the Companies Act, 2013 i.e. up to 400 Crore.

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

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

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to Rs. 400 Crore (Four Hundred Crore only) as stipulated above, in one or more series / tranches on private placement basis within the overall borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

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

The Board recommends the Special Resolution set out at Item No. 6.

**Item no. 7:**

**INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO RS. 1500 CRORES**

Members are being informed that the existing borrowing limit of the Company is of Rs. 500 Crores, which was approved by the members through Postal Ballot dated May 05, 2021, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. However, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from Rs. 500 Crores to Rs. 1500 Crores i.e., within the limits prescribed by the concerned authorities, if any. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

Hence, in supersession of the earlier resolution passed, it is there by proposed to seek the Shareholders approval for the borrowing limits to the Board of Directors/or any Committee of Directors thereof for an amount not exceeding Rs. 1500 Crores.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the Members of the Company as Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 7 of the Notice.

**Item no. 8:**

**CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN RESPECT OF BORROWINGS**

Members are being informed that consequent to the increase in the borrowing limits of the Company as aforesaid, it would be necessary to also revise the approval for creation of charge on properties of the Company given by the members through Postal Ballot dated May 05, 2021, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

To secure the borrowings made / to be made by the Company, the Company may be required to pledge, mortgage, hypothecate, securitization and/or create charge, within the limits prescribed by the concerned authorities, if any, in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, subject to the approval of the members in general meeting.

Hence, in supersession of the earlier resolution passed through the Postal Ballot dated May 05, 2021, it is proposed to seek the Shareholders approval for the creation of charge/lien on all the present and/ or future assets of the company for an amount not exceeding Rs. 1500 crores.

Accordingly, the Board recommends the resolution as set out at Item No. 8 of the Notice for approval by the Members of the Company as Special Resolution.

**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

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



(Deepak Aggarwal)  
Co-CEO and Whole time Director  
DIN: 03140334

Date: August 11, 2023  
Place: Gurugram



**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING 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]

<b>Name of the Director</b>	<b>Govind Gupta</b>	<b>Deepak Aggarwal</b>	<b>Uma Shankar Paliwal</b>	<b>Ratna Dharashree Vishwanathan</b>
<b>DIN</b>	00065603	03140334	06907963	07278291
<b>Date of Birth</b>	13.09.1975	09/01/1978	22/12/1956	15/04/1963
<b>Age</b>	48	45	67	60
<b>Date of first Appointment on the Board</b>	12/10/2018	12/10/2018	11/01/2019	11/01/2019
<b>Qualifications</b>	Bachelor's degree in commerce and a Fellow Member of the Institute of Chartered Accountants of India.	Bachelor's degree in commerce and Chartered Accountant	Master's degree in economics and history, MBA (Financial Management) and M.Phil.	Master of Arts (MA) in English Literature, Diploma in Environment and Third World Development.
<b>Expertise in specific functional areas</b>	Chartered Accountant with experience of more than 16 years in the field of tax and company law matters.	Rich experience in financial services across developed and emerging markets.	Refer brief profile as given in Explanatory Statement	Refer brief profile as given in Explanatory Statement
<b>No. of Board Meetings attended during the financial year 2022-23</b>	Five Meetings attended out of six	All Six Meetings attended	All Six Meetings attended	All Six Meetings attended
<b>Directorships of other Board as on March 31, 2023</b>	4 Finetouch Marketing Private Ltd.  Barwala Leasing & Finance Private Limited  Moneyboxx Capital Private Limited  Radical Advisors India Private Limited	3 Prescient Capital Advisors Private Limited  Avancer Capital Partners Private Limited  Moneyboxx Capital Private Limited	4 UV Asset Reconstruction Company Limited  Samavesh Finance India Private Limited  Evyavan Assets Management Limited  Globospace Industrial & Logistics Parks Private Limited	5 Fusion Micro Finance Limited  Dilip Buildcon Limited  Reach to Teach Private Limited  Reach to Teach Foundation  Suryoday Foundation
<b>Membership/Chairmanship of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	Nil	2 Dilip Buildcon Limited- Chairperson  Fusion Microfinance Limited-	Nil

			Chairperson	
<b>Number of Shares held in the Company</b>	Nil	Nil	Nil	Nil
<b>Inter-se relationship with other Directors, Manager and Key Managerial Personnel</b>	*As mentioned below	*As mentioned below	N.A.	N.A.
<b>Terms and Conditions of appointment or re-appointment</b>	-	As per the appointment letter	-	-
<b>Remuneration last drawn</b>	N.A.	As per the shareholders' approval	N.A.	N.A.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	N.A.	N.A.	Mr. Uma Shankar Paliwal has a rich experience in Central banking with the RBI in areas of regulation, supervision, financial inclusion, risk management, consumer protection, NBFCs and supply chain. Thus, he duly fulfills the requirements as needed for the proposed role.	Mr. Ratna Vishwanathan Dharashree has worked in a range of departments across the Government of India including Audit, Defence and Indian Public Broadcasting.

*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:*

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