



Moneyboxx Finance Limited

(CIN- L30007DL1994PLC260191)

Regd. Office: 523-A, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi-110066
Tel: 011-45657452, Website: www.moneyboxxfinance.com; E-mail: info@moneyboxxfinance.com

NOTICE OF POSTAL BALLOT

{Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and relevant Circulars issued by Ministry of Corporate Affairs ("MCA") thereto}

Dear Member(s)

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of Companies Act, 2013 ("**Act**"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated December 28, 2022, 9/2023 dated 25th September 2023 and the latest one being General Circular No. 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively the "**MCA Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of **Moneyboxx Finance Limited ("the Company")** by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolution(s) set out in this Notice and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to the Members whose names appear in the Register of Members/Register of Beneficial Owners, as on Friday, February 07, 2025, and whose email address is registered with the Company/Depository Participants. The details of the procedure to cast the vote form part of the Notes to this Notice. Hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. Shashank Pashine, Prop. M/s Shashank Pashine & Associates, Practicing Company Secretary (Membership Number FCS No.: 11665, CP No: 21229) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other Director authorized by the Chairman, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities to members of the Company.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer to the instructions for e-voting given below for the process and manner in which e-voting is to be carried out.

The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means, i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Saturday, February 15, 2025 at 09:00 A.M. (IST)** and end on **Sunday, March 16, 2025 at 05:00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent **(FOR)** or dissent **(AGAINST)** through the e-voting process not later than **Sunday, March 16, 2025, at 05:00 P.M. IST**.

E-voting will be disabled by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or in his absence to any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman within prescribed time. The results of the Postal Ballot will be announced on or before **Tuesday March 18, 2025**, by the Chairman or in his absence by the authorised person.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.moneyboxfinance.com on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the BSE Limited where the Equity Shares of the Company are listed.

SPECIAL BUSINESS:

1. **Appointment of Mr. Shantanu Chandrakant Pendsey (DIN: 10860833) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) read with schedule IV of the Act, and pursuant to the provisions of Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 ("**RBI Master Directions**") as amended and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of shareholders of the Company be and is hereby accorded to appoint Mr. Shantanu Chandrakant Pendsey (DIN: 10860833), who is eligible for appointment and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director be and is hereby appointed as Non-Executive Independent Director of the Company, to hold the office for 3 (three) consecutive years effective from December 20,2024 to December 19, 2027 (both days inclusive) and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, Schedule V and other applicable provisions of the Act and the rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Shantanu Chandrakant Pendsey be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all

such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s)/or Company Secretary of the Company, to give effect to this resolution.”

**By order of the Board
For Moneyboxx Finance Limited**

Sd/-
Lalit Sharma
Company Secretary
Membership No: A24111

Date: February 10, 2025
Place: Gurugram, Haryana

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with MCA Circulars and SEBI Listing Regulations, the Company is sending the notice in electronic form only by email to all the members, whose name appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on **Friday February 07, 2025 (the “cut-off date”)** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. MAS Services Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off date is for determining the eligibility to vote by electronic means. A person who is not a member as on the cut-off date or who becomes a member of the Company after the cut-off date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, February 07, 2025** being the cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the cut-off date, can cast their vote electronically.
5. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to csshashankpashine@gmail.com.
6. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. The proposed resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Sunday, March 16, 2025**. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a general meeting of the Members.

8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, February 07, 2025**, the cut-off date being fixed for the purpose.
9. The Scrutinizer will submit his report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before **Tuesday March 18, 2025**, at the Registered Office of the Company at 523-A, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi-110066.
10. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from **Saturday, February 15, 2025 to Sunday, March 16, 2025**, basis the request being sent on info@moneyboxxfinance.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., www.moneyboxxfinance.com and website of RTA at www.masserv.com.

This Notice shall also be available on the website of the Company at www.moneyboxxfinance.com, websites of the stock exchanges where the Equity Shares of the Company are listed, i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited respectively, and on the website of RTA at www.masserv.com.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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 hold with NSDL),

	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 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 helpdesk.evoting@cdslindia.com 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.
 - 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 selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshankpashine@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager 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. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@moneyboxxfinance.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
2. 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.
3. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.1:

The Company has a firm view that Independent Directors play a critical role in overseeing how the management of the Company serves the short- and long-term interests of all shareholders and other stakeholders. This belief is reflected in the governance practices adopted by the Company, under which it strives to maintain an effective, informed and Independent Board. On review of wide range of professional knowledge, skill, expertise and experience of Mr. Shantanu Chandrakant Pendsey (DIN:10860833), the Board of Directors of the Company ("Board") vide their resolution dated December 20, 2024, and based on the recommendation of the Nomination and Remuneration Committee ('NRC') has approved and proposed to the members of the Company, the appointment of Mr. Shantanu Chandrakant Pendsey (DIN: 10860833) as a Non-Executive Independent Director, not liable to retire by rotation, who shall hold office for a term of three consecutive years commencing with effect from December 20, 2024 up to December 19, 2027.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and meets the "Fit and Proper" criteria prescribed by the Reserve Bank of India ('RBI') and other applicable guidelines/circulars issued from time to time by RBI and not debarred from holding the office of Director by virtue of any SEBI Order or any other authority as per BSE Circular LIST/COMP/14/2018-19 and other statutory affirmations in this regard. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Shantanu Chandrakant Pendsey is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a director of the Company. He fulfils the conditions as specified in the Act read with the rules made thereunder and SEBI Listing Regulations and is independent of the management of the Company.

Details of Mr. Shantanu Chandrakant Pendsey are provided under "**Annexure A**" to the notice pursuant to provisions of Regulation 36(3) of SEBI Listing Regulations, SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.

The Board firmly believes that with the professional knowledge and experience of Mr. Pendsey, as an Independent Director will be in the best interests of the Company and accordingly, the Board recommends that the members approve the appointment of Mr. Shantanu Chandrakant Pendsey as a Non-Executive Independent Director by passing the Special Resolution.

None of the Directors, apart from Mr. Shantanu Chandrakant Pendsey (DIN: 10860833), or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

**By order of the Board
For Moneyboxx Finance Limited**

Sd/-
Lalit Sharma
Company Secretary
Membership No: A24111

Date: February 10, 2025
Place: Gurugram, Haryana

ANNEXURE A

Details of Mr. Shantanu Chandrakant Pendsey seeking appointment as Non-Executive Independent Director of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings)

Brief Profile:

Mr. Pendsey is a distinguished finance professional with 38 years of experience in the banking and financial sector. His remarkable career spans leadership roles at State Bank of India (SBI), where he developed expertise in Retail, Agriculture, and MSME banking, as well as Risk Management, Strategic Planning, and Business Growth. Notably, Mr. Pendsey progressed from Branch Manager to Chief General Manager, leading SBI's Agriculture Business and MSME Financial Inclusion verticals. His key competencies include Credit and Loan Portfolio Management, Digital Transformation, Stakeholder Relationship Management, and Innovative Business Solutions.

Mr. Pendsey hold a Bachelor of Science, Diploma in Business Management and Certified Associate of Indian Institute of Banking and Finance.

Mr. Pendsey was assigned with 12 leadership assignments and his remarkable career spans with State Bank of India (SBI), where he developed expertise in Retail, Agriculture, and MSME banking, as well as Risk Management, Strategic Planning, and Business Growth. Notably, Mr. Pendsey progressed from Branch Manager to Chief General Manager, leading SBI's Agriculture Business and MSME Financial Inclusion verticals. His key competencies include Credit and Loan Portfolio Management, Digital Transformation, Stakeholder Relationship Management, and Innovative Business Solutions.

Moneyboxx Finance expects to benefit immensely from the rich experience of Mr. Pendsey and is pleased to have him as a board member.

Mr. Pendsey does not hold any shares in Moneyboxx Finance Ltd and is not related to any of the Director/KMP of the Company. He is not on the board of any Company and not disqualified from holding the office of director by virtue of any order passed by Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI) and Securities Exchange of India Limited (SEBI) or any other such authority.

Name of the Director	Shantanu Chandrakant Pendsey
DIN	10860833
Date of Birth	13/09/1964
Age	60
Date of first Appointment on the Board	20/12/2024
Period	Three years w.e.f. December 20, 2024 up to December 19, 2027
Designation	Non-Executive, Independent Director
Qualifications	Bachelor of Science, Diploma in Business Management and Certified Associate of Indian Institute of Banking and Finance.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As mentioned in the statement annexed to the Notice
Expertise in specific functional areas	Refer brief profile as stated above
No. of Board Meetings attended during the financial year 2024-25	2 (Two) board meetings held on January 15, 2025, and February 10, 2025
Directorships held in other companies as on the date of Postal Ballot Notice	Listed Companies (Equity Listed Company): Nil Debt Listed Companies: Nil Unlisted Companies: Nil
Listed entities from which the Director has resigned in the past three years	Nil
Membership/Chairmanship of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil

Number of Shares held in the Company	Nil
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	Mr. Pendsey is not related to any directors, manager and other Key Managerial Personnel of the Company.
Terms and Conditions of appointment or re-appointment	Mr. pendsey shall hold office for a term of three consecutive years commencing with effect from December 20, 2024, up to December 19, 2027. (both days inclusive)
Remuneration last drawn	Nil*
Details of remuneration sought to be paid	Mr. Pendsey will be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Shantanu Chandrakant Pendsey distinguished finance professional with more than 38 years in banking, including extensive leadership roles at State Bank of India (SBI) with adequate expertise in Retail, Agriculture, and MSME banking.

**However, the Company had paid sitting fee to the Director for the Board meeting held on January 15, 2025*