

NOTICE

NOTICE be and is hereby given that an Extraordinary General Meeting ("EGM") of the shareholders of Dhanuka Commercial Limited (the "Company") will be held on Thursday January 3, 2019 at 11:30 am at the registered office of the Company at 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi South Delhi - 110066 to transact the following businesses:

SPECIAL BUSINESS

Item No. 1

TO CHANGE THE NAME OF THE COMPANY FROM "DHANUKA COMMERCIAL LIMITED" TO "MONEYBOXX FINANCE LIMITED"

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, as amend from time to time, subject to approval of the BSE Limited ("stock exchange") and any other Regulatory Authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to change the existing Name of the Company from "Dhanuka Commercial Limited" to "Moneyboxx Finance Limited".

RESOLVED FURTHER THAT the Name Clause (Clause I) of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

- I. The Name of the Company is MONEYBOXX FINANCE LIMITED

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT Mr. Govind Gupta (DIN: 00065603), Mr. Prashant Agarwal (DIN: 08019634) and / or Mr. Mayur Modi (DIN: 08021679), Directors of the Company be and are hereby jointly and/or severally authorised to make the necessary application to the Central Government (power delegated to Registrar of Companies) to file and submit the relevant forms and requisite documents with Registrar of Companies, NCT Delhi and Haryana, for obtaining necessary approval to the change of name and to submit relevant documents and applications to Reserve Bank of India and Stock Exchange as and when required for and on behalf of the Company and to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution for change in name of the Company including filing necessary forms/ returns with the concerned authorities."

Item No. 2

TO APPOINT MR. GOVIND GUPTA (DIN: 00065603) AS A DIRECTOR, CATEGORIZED AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Govind Gupta (DIN: 00065603) who was appointed as an Additional Director categorized as Non-Executive Director of the Company by the Board of Directors (the “Board”) in its meeting held on 12.10.2018 and who holds office upto the date of the next Annual General Meeting, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from Mr. Govind Gupta (DIN: 00065603) under section 160 of the Companies Act, 2013, for proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 3

TO APPOINT MR. DEEPAK AGGARWAL (DIN: 03140334) AS A DIRECTOR, CATEGORIZED AS NON- EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Deepak Aggarwal (DIN: 03140334) who was appointed as an Additional Director categorized as Non- Executive Director of the Company by the Board of Directors (the “Board”) in its meeting held on 12.10.2018 and who holds office upto the date of the next Annual General Meeting, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from Mr. Deepak Aggarwal (DIN: 03140334) under section 160 of the Companies Act, 2013, for proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 4

TO APPOINT MR. PRASHANT AGARWAL (DIN: 08019634) AS A DIRECTOR, CATEGORIZED AS EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Prashant Agarwal (DIN: 08019634) who was appointed as an Additional Director categorized as Executive Director of the Company by the Board of Directors (the “Board”) in its meeting held on 12.10.2018 and who holds office upto the date of the next Annual General Meeting, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from Mr. Prashant Agarwal (DIN: 08019634) under section 160 of the Companies Act, 2013, for proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 5

TO APPOINT MR. MAYUR MODI (DIN: 08021679) AS A DIRECTOR, CATEGORIZED AS EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Mayur Modi (DIN: 08021679) who was appointed as an Additional Director categorized as Executive Director of the Company by the Board of Directors (the “Board”) in its meeting held on 12.10.2018 and who holds office upto the date of the next Annual General Meeting, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from Mr. Mayur Modi (DIN: 08021679) under section 160 of the Companies Act, 2013, for proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 6

TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. PRASHANT AGARWAL (DIN: 08019634) AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, the consent of the Members be and is hereby accorded to the appointment of Mr. Prashant Agarwal (DIN: 08019634) as the Whole-time director of the Company for a period of 3 years w.e.f. 1st January, 2019 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Prashant Agarwal in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

3 years w.e.f. 1st January, 2019

B. Remuneration:

Rs. 1,50,000 (Rupees One Lakh and Fifty Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per month.

C. Additional Conditions:

- i. Perquisites, HRA and other allowances and reimbursement of expenses on actual.
- ii. Annual Bonus as may be applicable and decided by management.
- iii. Annual remuneration review is effective 1st January each year, as per the policy of the Company.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit 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 wherein any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Prashant Agarwal in accordance with the applicable provisions of Schedule V section II of the Act, and subject to the approval of the Central Government, if any required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Item No. 7

TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. MAYUR MODI (DIN: 08021679) AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, the consent of the Members be and is hereby accorded to the appointment of Mr. Mayur Modi (DIN: 08021679) as the Whole-time director of the Company for a period of 3 years w.e.f. 1st January, 2019 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Mayur Modi in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

3 years w.e.f. 1st January, 2019

B. Remuneration:

Rs. 1,50,000 (Rupees One Lakh and Fifty Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per month.

C. Additional Conditions:

- i. Perquisites, HRA and other allowances and reimbursement of expenses on actual.
- ii. Annual Bonus as may be applicable and decided by management.
- iii. Annual remuneration review is effective 1st January each year, as per the policy of the Company.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit 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 wherein any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Mayur Modi in accordance with the applicable provisions of Schedule V section II of the Act, and subject to the approval of the Central Government, if any required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

By Order of the Board of Directors
For **Dhanuka Commercial Limited**

-- sd / --

(Radhika Garg)
Company Secretary & Compliance Officer
M. No. 36587

Date: 10/12/2018
Place: New Delhi

Registered Office: 523-A, Somdutt Chamber-II, 9,
Bhikaji Cama Place, New Delhi - 110066
CIN: L30007DL1994PLC260191
Website: www.dhanukacommercial.com
E-mail: info@dhanukacommercial.com
Tel.: 011-26171326

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the office of the Company's registrar & share transfer agent- MAS Services Limited having its office situated at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, not less than forty-eight hours before the time for commencement of the meeting or with the Company at its registered office.

2. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business to be transacted as per notice, is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
6. Members/Proxies are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.
7. Members holding shares in de-mat form are requested to write their DP ID and Client ID and those holding Shares in Physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any in their address and e-mail-ID to the Company/or Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.

10. Members may also note that this notice will be available on the Company's website: www.dhanukacommercial.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company at 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi - 110066 and will also be made available at the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
12. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice.
13. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: info@dhanukacommercial.com.
14. For the immediate reference, route map for reaching the venue of the Extra Ordinary General Meeting is attached.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice

ITEM NO. 1

Pursuant to the Share Purchase Agreement executed and signed, between the Promoters of the Dhanuka Commercial Limited ("Company") and "Moneyboxx Capital Private Limited" (hereinafter referred as "the Acquirer"), dated 14th June, 2018, the promoters of the Company had transferred their respective holding of specified securities in the name of the Acquirer and thereafter by virtue of such transfer, the Acquirer has become the Holding Company of the Company (by virtue of holding 71.21% of the Equity Share Capital in the Company). It is also to be noted that the Reserve Bank of India (RBI) had accorded its approval for the said transfer of shares including the change of Management of the Company vide approval letter no. DNBS/CMS-V/N.831/05.04.111/2017-18 dated August 8, 2018.

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

Name	Capacity
Mr. Govind Gupta	Director & Member
Mr. Prashant Agarwal	Director & Member
Mr. Deepak Aggarwal	Director & Authorised representative of Member "Avancer Capital Partners Pvt. Ltd."
Mr. Mayur Modi	Member

It is now further proposed to change the name of the Company to align with the name of its Holding Company thereby bringing more clarity to the public at large that both the Companies belong to the same group. Aligning the Name by Prefixing the Word 'MoneyBoxx' would also enable the Company to bring more socio-economic synergy of the Company in the interest of all the stakeholders. The Company intends to operate henceforth under the banner of the new proposed name.

The name "Moneyboxx Finance Limited" has been duly approved and made available for changing the name by the Registrar of Companies, National Capital Territory of Delhi and Haryana vide its name approval letter dated 06th November, 2018 which is valid for 60 days.

It is also to be noted that the Reserve Bank of India (RBI) had accorded its approval for the change of name of the Company to "Moneyboxx Finance Limited" vide approval letter no. DNBS L. No. 3364/CMS V/05.04.111/2018-19 dated December 6, 2018.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 1 of the Notice for approval by the Members of the Company.

None of the directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2

The Board, pursuant to the approval of Reserve Bank of India for change in Management and control of the Company vide approval letter no. DNBS/CMS-V/N.831/05.04.111/2017-18 dated 08th August, 2018 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th October 2018, Mr. Govind Gupta (DIN: 00065603) was appointed as an Additional Director categorized as Non-Executive Director of the Company.

As per the provision of the Section 160 of the Companies Act, 2013, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of Act, be eligible for appointment to the office of a director at any general meeting, if he, intending to propose him as a director, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Govind Gupta (DIN: 00065603) proposing his candidature for the office of Director along with the a certificate in form DIR-8 confirming that he is not disqualified under section 164 to act as the Director of the Companies Act, 2013.

A brief resume of Mr. Govind Gupta as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure-1 to this Notice.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the Members of the Company.

Except Mr. Govind Gupta, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3

The Board, pursuant to the approval of Reserve Bank of India for change in Management and control of the Company vide approval letter no. DNBS/CMS-V/N.831/05.04.111/2017-18 dated 08th August, 2018 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th October 2018, Mr. Deepak Aggarwal (DIN: 03140334) was appointed as an Additional Director categorized as Non-Executive Director of the Company.

As per the provision of the Section 160 of the Companies Act, 2013, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of Act, be eligible for appointment to the office of a director at any general meeting, if he, intending to propose him as a director, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Deepak Aggarwal (DIN: 03140334) proposing his candidature for the office of Director along with the a certificate in form DIR-8 confirming that he is not disqualified under section 164 to act as the Director of the Companies Act, 2013.

A brief resume of Mr. Deepak Aggarwal as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure - A to this Notice.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the Members of the Company.

Except Mr. Deepak Aggarwal, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

The Board, pursuant to the approval of Reserve Bank of India for change in Management and control of the Company vide approval letter no. DNBS/CMS-V/N.831/05.04.111/2017-18 dated 08thAugust, 2018 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th October 2018, Mr. Prashant Agarwal (DIN: 08019634) was appointed as an Additional Director categorized as Executive Director of the Company.

As per the provision of the Section 160 of the Companies Act, 2013, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of Act, be eligible for appointment to the office of a director at any general meeting, if he, intending to propose him as a director, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Prashant Agarwal (DIN: 08019634) proposing his candidature for the office of Director along with the a certificate in form DIR-8 confirming that he is not disqualified under section 164 to act as the Director of the Companies Act, 2013.

A brief resume of Mr. Prashant Agarwal as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure - A to this Notice.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members of the Company.

Except Mr. Prashant Agarwal, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

The Board, pursuant to the approval of Reserve Bank of India for change in Management and control of the Company vide approval letter no. DNBS/CMS-V/N.831/05.04.111/2017-18 dated 08thAugust, 2018 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th October 2018, Mr. Mayur Modi (DIN: 08021679) was appointed as an Additional Director categorized as Executive Director of the Company.

As per the provision of the Section 160 of the Companies Act, 2013, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of Act, be eligible for appointment to the office of a director at any general meeting, if he, intending to propose him as a director, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Mayur Modi (DIN: 08021679) proposing his candidature for the office of Director along with the a certificate in form DIR-8 confirming that he is not disqualified under section 164 to act as the Director of the Companies Act, 2013.

A brief resume of Mr. Mayur Modi as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure-1 to this Notice.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the Members of the Company.

Except Mr. Mayur Modi, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6 & 7

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 12th October, 2018, appointed Mr. Prashant Agarwal (DIN: 08019634) and Mr. Mayur Modi (DIN: 08021679) as the Whole-time Director(s) of the Company for a period of 3 years with effect from 1st January, 2019.

Mr. Prashant Agarwal has work experience of more than 16 years which has been largely spent in financial service sectors in various capacities. His key expertise includes debt capital market, credit rating, balance sheet restructuring, management consulting, M&A and strategic planning & investment management. Apart from working in Indian financial sector, he has worked in various geographies like UK, Hong Kong and Middle East. He has worked with organizations like HSBC Capital Market, Ernst & Young Corporate Finance Advisory and GE Capital.

Mr. Mayur Modi has 15+ years of experience in financial services across developed and emerging markets. He started his career with GE Capital in the structured finance division and went on to work in global financial institutions like JPMorgan and HSBC. His last stint was with HSBC in India where he spent close to 10 years in Financial Institutions Group managing some of the large Banks and NBFI clients. He is also a certified credit analyst by Global trainers Pimley&Pimley.

Considering the adequate experience of Mr. Prashant Agarwal and Mr. Mayur Modi , the Board recommends confirmation of the appointment of Mr. Prashant Agarwal (DIN: 08019634) and Mr. Mayur Modi (DIN: 08021679) as Whole-time Director of the Company for a period of three years with effect from 1st January, 2019 on the terms as to remuneration as set out in the resolution being item No.5 and 6 of the accompanying Notice subject to the approval of the Central Government required, if any, or any other approval as may be required under law.

The terms of remuneration to be paid to Mr. Prashant Agarwal and Mr. Mayur Modi are considered to be fair, just and reasonable and are commended for your approval.

The Company has incurred a net loss for the year ended 31st March, 2018. The Company is taking all possible steps, but it may take some time for the situation to improve. Consequently, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following :-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A resolution has been passed at a general meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 12th October, 2018 has already approved the remuneration payable to Mr. Prashant Agarwal and Mr. Mayur Modi. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The Company has received from Mr. Prashant Aagarwal and Mr. Mayur Modi (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

The Board recommends the resolution at No. 6 and 7 for approval by the Members by way of Ordinary Resolution.

None of the Directors, Manager, Key Managerial Personnel & their relatives, except Mr. Prashant Agarwal and Mr. Mayur Modi, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

THE SPECIFIED INFORMATION WHILE SEEKING APPROVAL/CONSENT OF THE SHAREHOLDERS AS REQUIRED UNDER SECTION II, PART II of SCHEDULE V IS LISTED OUT HEREINBELOW:

I. GENERAL INFORMATION

(1) **Nature of Industry:** Your Company is engaged to carry on its business activity(ies) as an NBFC.

(2) **Date or Expected Date of Commencement of Commercial Production:** Commercial operations commenced in the year 1995.

(3) **In case of new Companies, expected date of commencement of activity as per project approved by the financial institution:** N.A.

(4) **Financial Performance of the Company for Financial Year 2017 - 2018 based on given indicators:**

Particulars	Amount
Net Sales	1,27,46,251.80
Other Income	85,325.00
Total Expenditure	1,52,68,326.49
Profit before Tax	(24,36,749.69)
Profit after Tax	(24,35,381.69)

(5) **Foreign Investments or Collaborators:** N.A.

II. INFORMATION ABOUT THE APPOINTEE

Particulars	Mr. Prashant Agarwal (DIN: 08019634)	Mr. Mayur Modi (DIN: 08021679)
Background details	Mr. Prashant Agarwal, aged 40 years holds a Bachelor's degree in Commerce and he is also a fellow member of the Institute of Chartered Accountants of India and he is a Certified credit analyst by Global trainers Pimley & Pimley. His Director Identification Number is 08019634. He has rich experience in debt capital market, credit rating, balance sheet restructuring, management consulting, M&A and strategic planning & investment management.	Mr. Mayur Modi, aged 40 years holds a Bachelor's degree in Commerce and he is also a fellow member of the Institute of Chartered Accountants of India. His Director Identification Number is 08021679. He has rich experience in financial services across developed and emerging markets.
Past	Not applicable as this is his first	Not applicable as this is his first

Remuneration	appointment as the Whole-time Director in the Company.	appointment as the Whole-time Director in the Company.
Recognition or awards	N.A.	N.A.
Job Profile and his suitability	Mr. Prashant Agarwal will be responsible for overall day to day management of the Company and shall be vested with substantial power of management of Company's affairs under the supervision and control of the Board of Directors of the Company. Considering the vast and versatile experience of Mr. Prashant Agarwal, he is very much suitable for the job profile.	Mayur Modi will be responsible for overall day to day management of the Company and shall be vested with substantial power of management of Company's affairs under the supervision and control of the Board of Directors of the Company. Considering the vast and versatile experience of Mr. Mayur Modi, he is very much suitable for the job profile.
Remuneration proposed	It is proposed to appoint Mr. Prashant Agarwal as Whole-Time Director of the Company for the period of three years starting from 1st January 2019 to 31st December 2021. Keeping in view of his role and responsibilities and role in the Company, it is proposed to provide him salary as per schedule V subject to amendment from time to time and necessary approvals, if required, including Perquisites, HRA and other allowances and Reimbursement of expenses on actuals. He will be also entitled for annual Bonus as may be applicable and decided by management and annual remuneration review is effective 1st January each year, as per the policy of the Company.	It is proposed to appoint Mr. Mayur Modi as Whole-Time Director of the Company for the period of three years starting from 1st January 2019 to 31st December 2021. Keeping in view of his role and responsibilities and role in the Company, it is proposed to provide him salary as per schedule V subject to amendment from time to time and necessary approvals, if required, including Perquisites, HRA and other allowances and Reimbursement of expenses on actuals. He will be also entitled for annual Bonus as may be applicable and decided by management and annual remuneration review is effective 1st January each year, as per the policy of the Company.
Comparative remuneration profile with respect to industry, size of the company,	For the responsibilities shouldered by Mr. Prashant Agarwal as Whole-Time Director of the Company is to execute the various day to day business affairs of the Company, the remuneration of	For the responsibilities shouldered by Mr. Mayur Modi as Whole-Time Director of the Company is to execute the various day to day business

profile of the position and person	Mr. Prashant Agarwal compares favorably with the remuneration paid to the Whole-Time Directors / business heads of companies in similar industry having like sized and similarly positioned businesses including business volume, profit etc.	affairs of the Company, the remuneration of Mr. Mayur Modi compares favorably with the remuneration paid to the Whole-Time Directors / business heads of companies in similar industry having like sized and similarly positioned businesses including business volume, profit etc.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Prashant Agrwal does not have any pecuniary relationship with the Company. There are no managerial personnel related to him	Besides the remuneration proposed, Mr. Mayur Modi does not have any pecuniary relationship with the Company. There are no managerial personnel related to him.

III. OTHER INFORMATION

- 1. Reasons of loss or inadequate profits:** The Company is passing by through a critical and competitive phase. It is important to continuously develop new products with economies of scale to survive in this most competitive environment. Thus, the Company is investing money for their future projects and some of these expenses are having direct impact on profit.
- 2. Steps taken or proposed to be taken for improvement:** The Company continues to strive for growth, higher realizations, energy optimization, better working capital management and better asset utilization. The Company is actively pursuing growth opportunities and looking at areas to reduce its cost and tap untouched market/ area. The Company is evaluating plans to have optimum utilization of the resources and to improve its service. Also, the performance of the Company is expected to improve in the upcoming years. After taking over as Whole time director position by Mr. Prashant Agarwal and Mr. Mayur Modi, the Company is expected to increase its turnover manifold and also the company would anticipate to cover its past losses. Also, it is expected to improve further and have adequate profits in the years to come.

3. **Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. DISCLOSURE

The following disclosures shall be mentioned in the Board of Director's report of the Company under the heading "Corporate Governance", if any, which shall be attached to the financial statement for the financial year ending 2018-2019: –

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees;
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

By Order of the Board of Directors
For **Dhanuka Commercial Limited**

-- sd / --

(Radhika Garg)
Company Secretary & Compliance Officer
M. No. 36587

Date: 10/12/2018
Place: New Delhi

Registered Office: 523-A, Somdutt Chamber-II, 9,
Bhikaji Cama Place, New Delhi - 110066
CIN: L30007DL1994PLC260191
Website: www.dhanukacommercial.com
E-mail: info@dhanukacommercial.com
Tel.: 011-26171326

Annexure-A

Details of Directors seeking appointment/re-appointment at the Extra-Ordinary General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government.

Name of the Director	Govind Gupta	Prashant Agarwal	Mayur Modi	Deepak Aggarwal
DIN	00065603	08019634	08021679	03140334
Date of Birth	13.09.1975	20.08.1978	09.01.1978	29.09.1979
Age	43	40	40	39
Qualification	Chartered Accountant	Chartered Accountant	Chartered Accountant	Chartered Accountant
Date of first Appointment on the Board	12.10.2018	12.10.2018	12.10.2018	12.10.2018
Brief resume, qualification, experience and nature of expertise in specific functional areas	He is a practicing Chartered Accountant with experience of more than 16 years in the field of statutory and internal audit, tax and company law matters.	He has work experience of more than 16 years which has been largely spent in financial service sectors in various capacities. His key expertise include debt capital market, credit rating, balance sheet restructuring, management consulting, M&A	He has work experience of more than 15 years in financial services across developed and emerging markets.	He has core-competence in raising funds through various types of equity, debt and mezzanine instruments. Deepak has work experience of more than 15 years.
No. of Board Meetings attended during the financial year ended March 31, 2018	N.A.	N.A.	N.A.	N.A.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	N.A.	N.A.	N.A.	N.A.
Memberships /	N.A.	N.A.	N.A.	N.A.

Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.) as on the date of notice				
Number of Shares held in the Company	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors, manager and Key Managerial Personnel	Not Related	Not Related	Not Related	Not Related
Details of Remuneration sought to be paid	N.A.	Rs. 1,50,000 (Rupees One Lakh and Fifty Thousand only) per month in the scale of Rs. 1,50,000 to Rs. 3,50,000.	Rs. 1,50,000 (Rupees One Lakh and Fifty Thousand only) per month in the scale of Rs. 1,50,000 to Rs. 3,50,000.	N.A.
Remuneration last drawn by the Director	Nil	Nil	Nil	Nil
Terms and conditions of appointment	As per the Appointment Letter	As per the Appointment Letter	As per the Appointment Letter	As per the Appointment Letter

DHANUKA COMMERCIAL LIMITED

CIN: L30007DL1994PLC260191

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

Tel: 011-26171326

info@dhanukacommercial.com | www.dhanukacommercial.com

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company/Depositories.

Registered Folio no. /DP ID no. /Client ID no.:

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No. of Shares held

--	--	--	--	--	--	--	--

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday 03rd day of January, 2019 at 11:30 A.M. at the registered office of the Company.

.....

.....

Name of the member/ proxy

Signature of the member/ proxy

(in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the EGM.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature :.....,or failing him

2. Name:
Address:
E-mail Id:
Signature:.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of the company, to be held on Thursday 03rd day of January, 2019 at 11:30 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For	Against	Abstain
Special Business				
1.	To change the name of the Company from "Dhanuka Commercial Limited" to "Moneyboxx Finance Limited"			

2.	To appoint Mr. Govind Gupta (DIN: 00065603) as a director, categorized as Non-Executive Director of the Company.			
3.	To appoint Mr. Deepak Aggarwal (DIN: 03140334) as a Director, categorized as Non-Executive Director of the Company.			
4.	To appoint Mr. Prashant Agarwal (DIN: 08019634) as a director, categorized as Executive Director of the Company.			
5.	To appoint Mr. Mayur Modi (DIN: 08021679) as a director, categorized as Executive Director of the Company.			
6.	To approve the appointment and remuneration of Mr. Prashant Agarwal (DIN: 08019634) as Whole-time Director of the Company.			
7.	To approve the appointment and remuneration of Mr. Mayur Modi (DIN: 08021679) as Whole-time Director of the Company.			

Signed thisday of, 20__

Affix Revenue Stamp of Re. 1/- and sign across
--

Signature of shareholder.....

Signature of Proxy holder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP FOR THE VENUE OF EGM

