

MONEYBOXX FINANCE LIMITED
(Formerly Dhanuka Commercial Limited)

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

CIN: L30007DL1994PLC260191 | Tel: 011-26171326 |

info@moneyboxxfinance.com | www.moneyboxxfinance.com |

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Moneyboxx Finance Limited (“Company”) will be held on Friday, 17th January, 2020 at 11.00 a.m. at the registered office of the Company situated at 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi-110066 to transact the following special business:

1. Issue Of Equity Shares On A Preferential Basis:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”); and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) and/or any other statutory / regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 26,53,250 (Twenty Six Lakhs Fifty Three Thousand Two Hundred Fifty Only) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each (“**Equity Shares**”) at a price of Rs. 70/- (Rupees Seventy Only) which includes a premium of Rs. 60/- (Rupees Sixty Only) per equity share aggregating up to maximum of Rupees 18,57,27,500/- (Rupees Eighteen Crore Fifty Seven Lakhs Twenty Seven Thousand Five Hundred Only) to the person belonging to Promoter Group and Non-Promoters entities (hereinafter referred to as the “Proposed Allottees /Equity holder/Investor,)”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be **Wednesday, 18th December, 2019**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- I. In accordance with the provisions of Regulation 161 of the ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is **Wednesday, 18th December, 2019**, which is the date falling 30 (Thirty) days prior to the date of Extraordinary General Meeting or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.
- II. That the said equity shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.
- III. The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company.
- IV. The equity shares allotted shall be subject to a lock-in for such period as specified under Part V of Chapter V of ICDR Regulations relating to Preferential Issues.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. Issuance of Non -Convertible Debentures on Private Placement basis

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

"RESOLVED THAT pursuant to the provisions of Section 42, 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time, the consent of shareholders of the Company be and is hereby accorded to offer Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Non-Convertible/ Market Linked/ Subordinated Debt/ Fixed Maturity Debentures aggregating to maximum of Rupees 20 Crores (Rupees Twenty Crore) on private placement basis during the financial year 2019-2020, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the Government or any Regulator or Authority, in this regard.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing and allotting the Debentures, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, 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."

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**
-- Sd / --
(Radhika Garg)
Company Secretary & Compliance Officer
M. No. 36587

Date: December 20, 2019

Place: New Delhi

NOTES:-

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the “**Companies Act**” or the “**Act**”) with respect of the special business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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. A PROXY FORM IS ATTACHED HEREWITH.**
3. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Act.
4. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of this Extra Ordinary General Meeting (EGM) and at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Companies Act, 2013 (the Act), are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
7. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, M/s. MAS Services Limited. Address: T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-1100200, 11-26387281, Fax No: 011-26387281, Email: info@masserv.com Website: www.masserv.com.
8. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with M/s. MAS Services Limited. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
9. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance.

To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on January 10, 2020 unless any Member has requested for a physical copy of the same. Members may note that this Notice will also be available on the Company’s website www.moneyboxxfinance.com

10. Members/Proxies should bring the Attendance Slip duly filled in, for attending the EGM. Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the EGM.
11. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered **January 10, 2020** to determine the eligibility of Members to vote by physical ballot and by electronic means/ e-voting (**Cut-off date**). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date would be entitled to vote through electronic means or through physical ballot at the EGM.
12. The Route Map to the EGM Venue is provided as a part of this Notice as required under Secretarial Standards.
13. a) Members holding shares in Physical form are requested to notify the Registrar and Share Transfer Agent/Company change in their address, if any, with pin code, quoting their folio number.
b) Members holding shares in electronic form should notify any change in their residential address or bank details directly to their respective Depository Participants.
14. Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent/ Company/respective Depository Participant:
15. a) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.
b) Change, if any, in their Residential status.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN 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/RTA.
17. SEBI has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company prints the bank account details, if available, on the warrant for distribution of dividend. Therefore, to avoid any fraudulent encashment of warrants, the members are requested to furnish, quote their folio number, following information to the Registrar & Share Transfer Agents / Company / respective depository participant so that requisite details could be printed on all future dividend warrants:
 - a. Name of the Sole/First Joint Holder, and
 - b. Particulars of his/her Bank account, viz. account number, name of Bank and complete address of the Branch with Pin code Number.
18. For effecting changes in address / bank details / ECS mandate etc., shareholders are requested to contact the RTA in case of shares held in physical form / their respective Depository Participant in case of shares held in dematerialized form.
19. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.
20. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with their Depository Participants for receiving all communication including Notices, Circulars, etc. from the Company electronically. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request to the Company at info@moneyboxxfinance.com.
21. The Board of Directors has appointed **M/s Vikash Sethi & Associates, Practicing Company Secretary (Certificate of Practice Number 7863)** to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.
22. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. close of business hours on **January 10, 2020 6:00 PM** and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.

23. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

PROCESS FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on **Tuesday, January 14, 2020 (from 09:00 A.M IST) and will end on Thursday, January 16, 2020 at (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (a) The voting period begins on **Tuesday, January 14, 2020 (from 09:00 A.M IST) and will end on Thursday, January 16, 2020 at (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Friday, January 10, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on Shareholders/Members.
- (e) Now Enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the Name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence Number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as Recorded in your demat account or in the Company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (j) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant **← Moneyboxx Finance Limited**> on which you choose to vote.
- (m) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (o) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (s) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (t) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- (v) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Other Instructions

The Chairman of the Meeting shall, at the Meeting, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Meeting.

The Chairman of the Meeting, on receipt of the Scrutinizer’s Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.moneyboxxfinance.com / and on the website of CDSL www.cdslindia.com immediately after the result is declared and the Company shall, simultaneously, forward the results to Stock Exchanges.

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

-- Sd / --

(RadhikaGarg)

Company Secretary & Compliance Officer
M. No. 36587

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

Date: December 20, 2019

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1

ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS:

The special resolution as mentioned under item 1 proposes to authorize the Board of directors to issue and allot up to maximum of 2653250 equity shares to the Promoters and Non-Promoters and others in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The Information pertaining to the proposed preferential allotment in terms of the Part III of Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below:

(a) The Object of the Issue through preferential offer

- i. To fund long term capital requirements for future growth of the company;
- ii. To meet working capital requirement;
- iii. To meet General Corporate Purpose.

(b) Maximum Number of Specified Securities to be issued.

The Company proposed to issue and allot up to maximum of 2653250 equity shares to the Promoters and Non- Promoters.

(c) The proposal of the Promoters or their associates and relatives/Directors/Key Managerial Personnel of the issuer to subscribe to the offer

The Promoter and person(s) belonging to Promoter and Promoter Group have shown their intention to subscribe to the proposed issue.

(d) The shareholding Pattern of the Issuer before and after the preferential issue

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share holding
A	Promoters' holding :				
1.	Indian				
	Individuals/ HUF	-	-	84300	0.40
	Bodies Corporate	13632804	74.02	13842804	65.70
	Trust	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	13632804	74.02	13927104	66.10
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-

	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any other (Specify)				
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors	-	-	-	-
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	232429	1.26	986309	4.68
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	4552572	24.72	6157642	29.22
	NBFCs Registered with RBI	-	-		
	Employee Trusts	-	-		
	Any Other	-	-		
	Non Resident Indians	-	-		
	Clearing Members	-	-		
	Bodies Corporate	-	-		
	Foreign Nationals	-	-		
	Trust	-	-		
	I E P F	-	-		
	Sub Total (B)	4785001	25.98	7143951	33.90
	TOTAL (A+B)	18417805	100	21071055	100
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	18417805	100	21071055	100

Note:

1. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis.

(e) The Time within which preferential issue shall be completed

As required under Chapter V of the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

Sr. No.	Proposed Allottee	Category	PAN	Ultimate Beneficial Owner	Pre Issue Equity Holding		No. of shares to be Allotted	Post Issue Equity Holding	
					Number of share	%		Number of share	Percentage
1	Moneyboxx Capital Pvt. Ltd.	Promoter	AALCM5805B	1.Prashant Agarwal Address: Gokulka Near Lakshmi Talkies Chatra Road Bodom Bazaar Hazaribag h 825301 2. Govind Gupta Address: 24, 1st Floor, Harsh Vihar Pitam pura, Saraswati Vihar New Delhi 110034	13632804	74.02	210000	13842804	65.70

2	Ruchir Jain	Non-Promoter	AFDPJ6052 K	-	Nil	N.A	71500	71500	0.34
3	Sudesh Sarin	Non-Promoter	ABFPS3217 F	-	Nil	N.A	14300	14300	0.07
4	Ranjeet Agarwal	Non-Promoter	AGWPA408 0E	-	Nil	N.A	14300	14300	0.07
5	Deepak Agrawal	Non-Promoter	AGWPA408 1F	-	Nil	N.A	14300	14300	0.07
6	Kaushik U Raval	Non-Promoter	AADPR9142 F	-	Nil	N.A	17900	17900	0.08
7	Nikesh Raval	Non-Promoter	ASXPR9769 A	-	Nil	N.A	17900	17900	0.08
8	Geeta Mahar	Non-Promoter	ADCPM2958 G	-	Nil	N.A	71500	71500	0.34
9	Rajiv Khemka Archana Khemka	Non-Promoter	AFOPK2682 M	-	Nil	N.A	14300	14300	0.07
10	Puja Agarwal	Promoter Group	BEZPS8872 N	-	Nil	N.A	50000	50000	0.24
11	Chhaya Rani	Non-Promoter	ALVPR5866 K	-	Nil	N.A	40000	40000	0.19
12	Ashish Kumar Gattani	Non-Promoter	AGQPG5246 G	-	Nil	N.A	34300	34300	0.16
13	Arpit Bohra	Non-Promoter	AHPPB9955 R	-	Nil	N.A	17200	17200	0.08
14	CA Rohit Jain	Non-Promoter	ADYPJ6453 D	-	Nil	N.A	8000	8000	0.04
15	Arvind Mangal	Non-Promoter	ABEPM9047 J	-	Nil	N.A	8000	8000	0.04
16	Nishant Agarwal	Promoter Group	AEWPA7890 J	-	Nil	N.A	34300	34300	0.16
17	Dhiraj Jain	Non-Promoter	ADLPJ2146 G	-	Nil	N.A	14000	14000	0.07
18	Rahul Singhania	Non-Promoter	BQNPS4722 B	-	Nil	N.A	8000	8000	0.04
19	Binod Agarwal (HUF)	Non-Promoter	AACHB8186 N	Binod Agarwal (Karta) Address: 36/57, Jyotish Roy Road, New Aliore, Kolkata-700053	Nil	N.A	7000	7000	0.03
20	Shakti Singhania	Non-Promoter	BBVPS5011 E	-	Nil	N.A	27200	27200	0.13
21	Kailash Kumar Kataruk	Non-Promoter	AHKPK7839 A	-	Nil	N.A	11000	11000	0.05

22	Punam Kailash Kataruka	Non-Promoter	ADVPK3959 Q	-	Nil	N.A	10430	10430	0.05
23	Punit Bhatia	Non-Promoter	ADWPB318 3E	-	198000	1.07	28710	226710	1.07
24	Vishal Bhatia	Non-Promoter	AFBPB7085 E	-	178447	0.97	28710	207157	0.98
25	Devendra Shankar Vishnoi	Non-Promoter	ABFPV9744 E	-	Nil	N.A	14350	14350	0.07
26	Ashwani Kumar	Non-Promoter	ABCPK4518 J	-	Nil	N.A	14350	14350	0.07
27	Tanya Goyal	Non-Promoter	CQDPG5163 P	-	Nil	N.A	43070	43070	0.20
28	Ananya Aggarwal	Non-Promoter	BSAPA6769 B	-	Nil	N.A	14350	14350	0.07
29	Neetu Jain	Non-Promoter	AFZPJ5298P	-	Nil	N.A	28710	28710	0.14
30	Om Bhatia	Non-Promoter	APCPB1313 C	-	Nil	N.A	14350	14350	0.07
31	Pankaj Bansal	Non-Promoter	AHYPB5785 A	-	Nil	N.A	28710	28710	0.14
32	Neetu Bansal	Non-Promoter	BCHPB3446 F	-	Nil	N.A	28710	28710	0.14
33	Pankaj Bansal HUF	Non-Promoter	AAMHP176 8G	Pankaj Bansal (Karta) Address: 130, Aamarpali Appt. Plot No.56, I.P. Extn. Delhi - 110092	Nil	N.A	14350	14350	0.07
34	Ankur Jain	Non-Promoter	AERPJ6626 G	-	Nil	N.A	14350	14350	0.07
35	Neha Jain	Non-Promoter	AGGPJ6398 E	-	Nil	N.A	14350	14350	0.07
36	Ankur Jain HUF	Non-Promoter	AAJHA1235 J	Ankur Jain (Karta) Address: 137, Parshva Vihar, Plot No.50, I. P. Extn. Delhi – 110092	Nil	N.A	28710	28710	0.14

37	Mukesh Kumar	Non-Promoter	ASGPK1138 D	-	Nil	N.A	28710	28710	0.14
38	Raj Kishore Garg	Non-Promoter	AHPPG2162 F	-	Nil	N.A	28710	28710	0.14
39	Ankit Verma	Non-Promoter	AONPV1493 B	-	Nil	N.A	14350	14350	0.07
40	Manish Kumar Jain	Non-Promoter	ADYPJ7431 M	-	Nil	N.A	14350	14350	0.07
41	Rohit Jain	Non-Promoter	AEBPJ9422 Q	-	Nil	N.A	14350	14350	0.07
42	Girdhari Lal Agrawal	Non-Promoter	AEUPA4332 B	-	Nil	N.A	14350	14350	0.07
43	Abhinav Aggarwal	Non-Promoter	APSPA5139 F	-	Nil	N.A	14350	14350	0.07
44	Shobhit Agarwal	Non-Promoter	ADOPA7449 L	-	Nil	N.A	14350	14350	0.07
45	Vivek Jain & HUF	Non-Promoter	AADHV534 3N	Vivek Jain (Karta) Address: S-147, School Block, Shakarpur, Delhi-110092	Nil	N.A	14350	14350	0.07
46	Atma Prakash Dadoo	Non-Promoter	ACKPD1627 Q	-	Nil	N.A	42850	42850	0.20
47	Asha Dadoo	Non-Promoter	ADZPD5081 G	-	Nil	N.A	42850	42850	0.20
48	Vijay Raina	Non-Promoter	ANLPR9789 D	-	Nil	N.A	13710	13710	0.06
49	Sudhir Raina	Non-Promoter	ANLPR9736 N	-	Nil	N.A	13710	13710	0.06
50	Satish Raina	Non-Promoter	AAIPR6011L	-	Nil	N.A	13710	13710	0.06
51	Aditya K Singh	Non-Promoter	EATPS2531 D	-	Nil	N.A	13710	13710	0.06
52	Girija Singh	Non-Promoter	HAEPS0790 A	-	Nil	N.A	13710	13710	0.06
53	Pradeep Mehta	Non-Promoter	ABDPM8274 E	-	Nil	N.A	17140	17140	0.08
54	Lata Mehta	Non-Promoter	AKMPM751 7L	-	Nil	N.A	17140	17140	0.08
55	Roopam Kapur	Non-Promoter	AGDPK1355 R	-	Nil	N.A	13710	13710	0.06
56	Pawan Kapur	Non-Promoter	AFOPK3950 L	-	Nil	N.A	13710	13710	0.06
57	Swadesh Gupta	Non-Promoter	ADQPG6211 J	-	Nil	N.A	130000	130000	0.62

58	Avadesh Gupta	Non-Promoter	AGVPG9488 K	-	Nil	N.A	130000	130000	0.62
59	Astha Gupta	Non-Promoter	ARGPG5950 J	-	Nil	N.A	25000	25000	0.12
60	Preeti Gupta	Non-Promoter	AHGPG5935 M	-	Nil	N.A	100000	100000	0.47
61	Ved Parkash Jindal	Non-Promoter	AAGPJ6762J	-	Nil	N.A	82500	82500	0.39
62	Santosh Jindal	Non-Promoter	APXPJ1579 D	-	Nil	N.A	82500	82500	0.39
63	Rahul Jindal	Non-Promoter	AGTPJ0682 Q	-	Nil	N.A	82500	82500	0.39
64	Sunchit Jindal	Non-Promoter	AVUPJ1147 Q	-	Nil	N.A	82500	82500	0.39
65	Naveen Gupta	Non-Promoter	AAOPG1381 Q	-	Nil	N.A	70000	70000	0.33
66	Bratin Biswas	Non-Promoter	AHHPB8691 A	-	Nil	N.A	42850	42850	0.20
67	Neetika Suryawanshi	Non-Promoter	AHGPD5141 G	-	Nil	N.A	14280	14280	0.07
68	Ram Niwas	Non-Promoter	AAEPN5744 L	-	1980	0.01	14280	16260	0.08
69	Nitin Gupta	Non-Promoter	ANPPG5189 E	-	25839	0.14	14280	40119	0.19
70	Praveen Gupta HUF	Non-Promoter	AAOHP8945 D	Praveen Gupta (Karta) Address: F602, Purva Fountain Square, Marathah alli Bangalore , Karnataka -560037	9086	0.01	14280	23366	0.08
71	Viral Sheth	Non-Promoter	AQLPS6388 Q	-	Nil	N.A	1500	1500	0.01

72	Amit Gupta	Non-Promoter	AFAPG2969 K	-	Nil	N.A	14280	14280	0.07
73	Nivesh Goyal	Non-Promoter	AKEPG0413 H	-	79200	0.43	60000	139200	0.66
74	Pragya Goel	Non-Promoter	CQIPG4381 A	-	3300	0.02	15000	18300	0.09
75	Madhu Goyal	Non-Promoter	AKIPG1118 N	-	Nil	N.A	15000	15000	0.07
76	Suresh Kumar	Non-Promoter	AAJPG3916 A	-	Nil	N.A	35710	35710	0.17
77	Aneeta Gupta	Non-Promoter	ACMPG5104 D	-	Nil	N.A	14350	14350	0.07
78	Subhrangshu Gupta	Non-Promoter	ACMPG5103 E	-	Nil	N.A	14350	14350	0.07
79	Anjali Gupta	Non-Promoter	AQMPG526 6A	-	Nil	N.A	14350	14350	0.07
80	Rohit Samuel	Non-Promoter	AOHPS7966 L	-	Nil	N.A	21420	21420	0.10
81	Rakesh Kumar Bansal	Non-Promoter	ALEPB3061 B	-	Nil	N.A	14350	14350	0.07
82	Pooja Bansal	Non-Promoter	APBPB3059 E	-	Nil	N.A	14350	14350	0.07
83	Arun Kumar Jain	Non-Promoter	AAAPJ1302J	-	Nil	N.A	28570	28570	0.13
84	Sanjay Jain	Non-Promoter	AEAPJ2993 R	-	Nil	N.A	14290	14290	0.07
85	Ashok Luthra	Non-Promoter	AABPL5198 B	-	Nil	N.A	14290	14290	0.07
86	Pawan Jindal	Non-Promoter	AASPK7826 L	-	Nil	N.A	14290	14290	0.07
87	Sanjay Mittal	Non-Promoter	AAMPM352 6H	-	Nil	N.A	28570	28570	0.13
88	Ranjan Kedia	Non-Promoter	AABPK3615 N	-	Nil	N.A	14290	14290	0.07
89	Gautam Vohra	Non-Promoter	ADCPV6057 D	-	Nil	N.A	14290	14290	0.07
					14128656	76.71	2653250	16781906	79.64

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

(g) Requirement as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares in accordance with Regulation 164(3) of ICDR Regulations.

(h) Pricing of the Preferential issue

The Equity Shares of the Company are listed on BSE Limited (BSE). However, in terms of Regulation 164(5) of the SEBI ICDR Regulations, 2018, the shares of the Company are frequently traded on the Stock Exchange; therefore, the aforesaid equity shares will be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018.

As per the said Regulation, if the shares are frequently traded and If the equity shares of the issuer have been listed on a recognized stock exchange for a period of twenty six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The floor price comes to Rupees 69.63 per equity share as calculated in accordance with SEBI (ICDR) Regulations, 2018 and the price at which the Preferential Issue is being made (as determined in accordance with the SEBI ICDR Regulations) is Rupees 70/- per equity shares.

“Stock Exchange” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

- The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares Equity Shares until completion of the allotment under the proposed preferential issue.
- The Company, Its Promoters and Directors is not declared as wilful defaulter by Reserve Bank of India and also not declared as fugitive economic offender under Fugitive Economic offender Act, 2018.

(i) Relevant date with reference to which the price has been arrived at

The “Relevant Date” in terms of Regulation 161 of the ICDR Regulations for determination of minimum price is **Wednesday, 18th December, 2019**, being a date which is 30 (Thirty) days prior to the date of Extraordinary General Meeting, i.e. 17th January, 2020 to approve the proposed preferential issue, in term of Section 42 and Section 62 of the Companies Act, 2013.

(j) Auditor’s Certificate

A copy of the certificate from the Statutory Auditors of the Company, M/s Gaur & Associates, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Registered Office of the Company during 11.00 A.M. and 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

(k) Lock-in Period

The equity shares issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

(l) Basis on which the price has been arrived at along with report of the registered valuer

As such this is not applicable in the present case since the Company is a listed Company and the pricing is calculated in terms of the ICDR Regulations.

(m) Change in control

There shall be no change in management or control of the Company pursuant to this proposed issue.

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

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

(o) Undertaking to put Equity Shares under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

(p) Earlier allotment on preferential basis

During the Financial Year 2019-20, the Company has not offered, issued and allot any equity shares on preferential basis to promoter and non promoters.

(q) Other Terms and conditions for Issue of equity shares

1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of ICDR Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations.
2. The equity shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing equity shares of the Company and will be listed on BSE Limited where the equity shares of the Company are listed.

(r) Compliances:

The company has complied with the requirement of listing obligation including clause 40A i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public.

(s) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

(t) Declaration about Wilful Defaulter and Fugitive Economic Offender

None of the Company, Its Promoters and Directors is declared as wilful defaulter by Reserve Bank of India and also none of the company, its promoters and directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

The Board recommends the Special Resolution as set out at Item No. 1 in the Notice for members' approval.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any and the shares proposed to be issued to them/ their relatives/ their associates.

ITEM NO.2:

The Company is a Non- Banking Financial Company registered with the Reserve Bank of India. The lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). In order to meet the business requirements, the Company is exploring various options including but limited to raising of funds by way of issuance of non - convertible debentures.

Pursuant to Section 42 of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of the shareholders once in a year for all the offers or invitations for issuance of Non – Convertible Debentures on a private placement basis.

It is, therefore, necessary to obtain the approval of shareholders of the Company by means of Special Resolution under Section 42 and Rules framed there under, as set out at Item No. 2 of the Notice, to enable the Company to offer and issue Non-Convertible Debentures up to maximum of Rs. 20 Crores in one or more tranches during the financial year 2019- 20 on Private Placement basis.

The Board recommends the Special Resolution as set out at Item No. 2 in the Notice for members' approval.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item no. 2 except to the extent of their shareholding in the Company, if any.

MONEYBOXX FINANCE LIMITED

(Formerly Dhanuka Commercial Limited)

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

CIN: L30007DL1994PLC260191 | Tel: 011-26171326 |

[info@ moneyboxxfinance.com](mailto:info@moneyboxxfinance.com) | www.moneyboxxfinance.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 **Friday, 17th January, 2020** at **11.00 am** at the registered office of the Company situated at 523-A, Somdutt Chamber- II, 9, Bhikaji Cama Place, New Delhi- 110066.

.....
Name of the member/ proxy
(in BLOCK letters)

.....
Signature of the member/ proxy

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]

**MONEYBOXX FINANCE LIMITED
(Formerly Dhanuka Commercial Limited)**

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

CIN: L30007DL1994PLC260191 | Tel: 011-26171326 |

info@moneyboxxfinance.com | www.moneyboxxfinance.com |

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 **Friday, 17th January, 2020 at 11.00** am at the registered office of the Company situated at 523-A, Somdutt Chamber- II, 9, Bhikaji Cama Place, New Delhi- 110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
SPECIAL BUSINESS	
1.	Issue of equity shares on a Preferential Basis
2.	Issuance of Non -Convertible Debentures on Private Placement basis

Signed this.....day of, 2020

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 EXTRA ORDINARY GENERAL MEETING

