

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

CIN: L30007DL1994PLC260191

Reg. Off: 523-A, Somdutt Chamber-II 9, Bhikaji Cama Place New Delhi – 110066  
Tel: 011-45657452 | [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com) | [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com)

**POSTAL BALLOT NOTICE**

**Dear Shareholders,**

**NOTICE** is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (‘SS-2’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the resolutions appended below to approve the increase in borrowing limits of the Company, to approve the power of Board to create charge on the assets of the Company to secure Borrowings and to issue non-convertible debentures by way of preferential issue on private placement basis of Moneyboxx Finance Limited (the “Company”) is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA’) vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated 28<sup>th</sup> September, 2021 and General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as “MCA Circulars”) and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the company proposes for passing of resolutions as per this Postal Ballot Notice.

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business (es) only by Postal Ballot upto 30<sup>th</sup> June, 2021 , the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Further, the company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning to approve the increase in borrowing limits of the Company, to approve the power of Board to create charge on the assets of the Company to secure Borrowings and to issue non-convertible debentures by way of preferential issue on private placement basis and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on March 23, 2021, have appointed Mr. Shashank Sharma, proprietor of Shashank Sharma & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such e-voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on 5<sup>th</sup> April, 2021 from 9:00 AM (IST) and shall end on 4<sup>th</sup> May, 2021 at 05:00 PM (IST). E-voting shall not be allowed beyond the said date and time.

This Postal Ballot is accordingly being initiated in compliance with the above **MCA Circulars**.

**In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.**

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), has at its meeting held on Tuesday, 23<sup>rd</sup> March, 2021 have considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

1. To consider and approve the increase in borrowing limits of the company up to Rs. 500 Crore.
2. To consider and approve the power to create charge on the assets of the company to secure borrowings for an amount not exceeding Rs. 500 crore.
3. To consider and approve the issuance of redeemable non-convertible debentures on private placement basis in one or more tranches.

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before Thursday, 06<sup>th</sup> May, 2021 and shall be communicated to the BSE Limited ("BSE"), depository and shall also be displayed on the Company's website, [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com).

The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

**Item of Business requiring consent of Shareholders through Postal Ballot:**

**SPECIAL BUSINESS**

**Item No. 01: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO RS. 500 CRORE**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution through postal ballot:

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

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company on any document, if required, for and on behalf of the Company.

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

**Item No. 02: TO CONSIDER AND APPROVE THE POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS FOR AN AMOUNT NOT EXCEEDING RS. 500 CRORE**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution through postal ballot:

**“RESOLVED THAT** in supersession of the earlier resolution and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto

including any statutory modifications or re-enactments thereof and the Articles of Association of the Company consent of the members of the Company be and is hereby accorded to the Board of Directors/or any Committee of Directors thereof, to pledge, mortgage, hypothecate, securitization and/or create charge, within the limits prescribed by the concerned authorities, if any, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable and/ or immovable properties of the Company and the whole of the undertaking(s) of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not at any time exceed Rs. 500 Crore.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company on any document, if required, for and on behalf of the Company.

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

**Item No. 03: TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution through postal ballot:

“**RESOLVED THAT** in supersession of the Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 17<sup>th</sup> January, 2020 and pursuant to the provisions of Section 23, 42, 71, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by making offer(s) or invitation(s) to subscribe or issuance of secured/unsecured/listed/unlisted/rated/unrated Non-Convertible Debentures (NCDs)/Bonds/Other instruments, whether secured or unsecured, on private placement basis, in one or more tranches, an amount not exceeding Rs. 200 crore (Rupees Two Hundred Crore only) during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

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

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

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**(Radhika Garg)**

Company Secretary & Compliance Officer  
M. No. A36587

Date: 23/03/2021  
Place: New Delhi

**Registered Office:**

523-A, Somdutt Chamber-II,  
9, Bhikaji Cama Place, New Delhi - 110066  
CIN: L30007DL1994PLC260191  
Website: [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com)  
E-mail: [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com)  
Tel.: 011-45657452

**NOTES:**

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 33/2020 dated 28th September 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Wednesday, 31st March, 2021 (“**cut-off date**”) and who have registered their e-mail addresses with the **MAS Services Ltd., Registrar and Share Transfer Agent (RTA)** of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along-with the Postal Ballot Form in physical form has been dispensed with till 30<sup>th</sup> June, 2021. Accordingly, the Company will not be dispatching physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [radhikagarg@moneyboxxfinance.com](mailto:radhikagarg@moneyboxxfinance.com) along with the copy of the signed request letter mentioning their name, folio no. and address, self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to [radhikagarg@moneyboxxfinance.com](mailto:radhikagarg@moneyboxxfinance.com).
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, 31<sup>st</sup> March, 2021** and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on a cut-off date should treat the Notice for information purpose only.

5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the special resolutions contained in the Notice of Postal Ballot dated 23<sup>rd</sup> March, 2021 is being taken through remote e-voting.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. Mr. Shashank Sharma, Prop. Shashank Sharma & Associates, Practicing Company Secretary (M. No. A-19311 and CP No. 7221) has been appointed as the Scrutinizer to conduct the postal ballot process in fair and transparent manner.
8. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot will be final.
9. The results of the Postal Ballot shall be declared on or before **May 06, 2021**. The Resolutions set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **May 04, 2021**.
10. Resolution passed by the shareholders through postal ballot is deemed to have been passed at a general meeting of the shareholders of the company.
11. The Notice of Postal Ballot is available on the website of the Company at [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Notice of Postal Ballot is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
12. The results of the Postal Ballot will be posted on the company's website [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com), CDSL's Website [www.evotingindia.com](http://www.evotingindia.com) and will also be communicated to the BSE Limited ("BSE").
13. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) in order to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. **Tuesday, 4<sup>th</sup> May, 2021**.
14. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district in which registered office of the company is situated.
15. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
16. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

#### **17. Remote e-voting procedure:**

In compliance with the provisions of Sections 108 and 110 of the Act read with relevant rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned below:

**The instructions for Members with respect to remote e-voting are as under:**

- (i) The remote e-voting period begins on Monday, April 05, 2021 from 09.00 A.M. and ends on Tuesday, May 04, 2021 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 31<sup>st</sup> March, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (iii) Click on “Shareholders” module.
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>● 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 (iii).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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.

- (x) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Moneyboxx Finance Limited.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution on which you have decided to vote, 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**(xix) Note for Non – Individual Members and Custodians**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address, [radhikagarg@moneyboxxfinance.com](mailto:radhikagarg@moneyboxxfinance.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) If you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or



write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Shri Nitin Kunder (022-23058738), Shri Rakesh Dalvi (022-23058542) or Shri Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43.

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

**Item No. 01**

Members are being informed that the existing borrowing limit of the Company is Rs. 200 Crore, was approved by the members in the 25<sup>th</sup> Annual General Meeting held on September 30, 2019, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. However, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from Rs. 200 Crore to Rs. 500 Crore i.e. within the limits prescribed by the concerned authorities, if any. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

Hence, in supersession of the earlier resolution passed at the 25<sup>th</sup> Annual General Meeting held on September 30, 2019, it is proposed to seek the Shareholders approval for the borrowing limits to the Board of Directors/or any Committee of Directors thereof for an amount not exceeding Rs. 500 Crore.

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

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**Item No. 02**

Members are being informed that consequent to the increase in the borrowing limits of the Company as aforesaid, it would be necessary to also revise the approval for creation of charge on properties of the Company given by the members at their 25<sup>th</sup> Annual General Meeting held on September 30, 2019, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had in its meeting held on March 23, 2021 accorded consent to create security to secure borrowings up to Rs. 500 Crore to secure the borrowings made / to be made by the Company, the Company may be required to pledge, mortgage, hypothecate, securitization and/or create charge, within the limits prescribed by the concerned authorities, if any, in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, subject to the approval of the members in general meeting.

Hence, in supersession of the earlier resolution passed at the 25<sup>th</sup> Annual General Meeting held on September 30, 2019, it is proposed to seek the Shareholders approval for the creation of charge/lien on all the present and/ or future assets of the company for an amount not exceeding Rs. 500 crore.

Accordingly, the Board recommends the Resolution as set out at Item No.2 of the Notice for approval by the Members of the Company through postal ballot as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**Item No. 03**

Members are being informed that the Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its new branches. Funds infusion will also strengthen the Company's balance sheet and reduce finance cost for the Company. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. Given the current market scenario and sentiments, it is proposed to raise funds by way of issuance of non - convertible debentures.

It is further informed that the Company had accorded the approval of shareholders of the Company on January 17, 2020 to authorize the Board of Directors to make offer(s) or invitation(s) for raising funds through Secured/ Unsecured, Non- convertible debenture upto Rs. 20 Crore on private placement basis during the financial year 2019-20 but due to the COVID-19 pandemic spread across the world which adverse the market situations, the Management of the Company could not raise the funds during the period under review.

Pursuant to Section 42 of the Companies Act, 2013 read with section 71 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, to enable the Company to offer and issue Non-Convertible Debentures up to maximum of Rs. 200 Crore on private placement basis in one or more tranches during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time..

Accordingly, the Board recommends the Resolution as set out at Item No.3 of the Notice for approval by the Members of the Company through postal ballot as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

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**(Radhika Garg)**

Company Secretary & Compliance Officer  
M. No. A36587

Date: 23/03/2021  
Place: New Delhi

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