



**MONEYBOXX FINANCE LIMITED**

Registered Office: 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place New Delhi – 110066  
Corporate Office: Block A, DLF Building 8, 4th Floor, DLF Cyber City Gurugram, Haryana-122002  
Head Office: 411-A, Kanakia Wallstreet, Chakala, Andheri Kurla Road, Andheri (East), Mumbai-400093  
CIN: L30007DL1994PLC260191 | Tel: 011-45657452  
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**NOTICE**

**30<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirtieth Annual General Meeting (“AGM”) of the Member(s) of **Moneyboxx Finance Limited** (“the Company”) will be held on **Wednesday, September 25, 2024 at 11:30 A.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard, to transact the following business:

**ORDINARY BUSINESS:**

**ITEM NO. 1:** To Consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the board of directors and auditors’ thereon.

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution:**

**“RESOLVED THAT** the audited financial statements of the Company comprising of the balance sheet as at March 31, 2024, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2024, together with notes thereto, and the reports of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.”

**ITEM NO. 2:** To re-appoint Mr. Atul Garg (Din: 07093376), who retires by rotation and being eligible, offers himself for re-appointment as Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Atul Garg (DIN: 07093376), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**ITEM NO. 3:** To approve re-appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and as approved by the Board of Directors, M/s Gaur & Associates, Chartered Accountants (Firm Registration No. 005354C), New Delhi be is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General

Meeting of the Company to be held in the calendar year 2029, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of the Company.”

**SPECIAL BUSINESS:**

**ITEM NO. 4:** To approve re-appointment of Mr. Mayur Modi (DIN: 08021679) as Co-CEO and Whole-Time Director of the Company and Fixation of his Remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and in terms of the recommendation made by the Nomination and Remuneration Committee (NRC) and approved by the Board of the Directors of the Company and in terms of Articles of Association of the Company and regulations issued by Reserve Bank of India or any other statutory authorities from time to time, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Mayur Modi (DIN: 08021679) as Co-CEO & Whole time Director of the Company for a period of 5 (Five) years with effect from January 01, 2025.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V as applicable and all other provisions, if any, of the Act and rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of the recommendation of Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Mayur Modi for his reappointment as the Co-CEO & Whole time Director of the Company, which remuneration shall be valid and payable (i) in the event the Company is profit making, for his entire term of re-appointment; and (ii) for a period not exceeding 3 (Three) years from the date of his re-appointment in the event that the Company has no profits or has inadequate profits in any financial year, with authority to the Board of Directors, on the recommendations of the NRC, to alter, vary, increase, enhance or widen the scope of remuneration (including the gross pay, variable pay/bonus or other benefits) or the terms and conditions of the said re-appointment from time to time including such periodical increase in his remuneration as may be permissible within the overall remuneration limit under Section 197 read with Schedule V of the Act and rules made thereunder, as amended from time to time.

**A. Remuneration:**

- (i) **Gross Pay:** Rs. 20,00,000 (Rupees Twenty Lakh only) per month w.e.f. January 01, 2025, as fixed pay. The annual increase in gross salary to be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC).
- (ii) **Variable Pay/Bonus:** He will also be allowed remuneration by way of variable pay/bonus in addition to Gross Salary during his tenure as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- (iii) Perquisites, other allowances, and reimbursement of expenses on actual as per Company's policy of self and his family.
- (iv) Leave Travel Concession for self and his family in accordance with the rules of the company.

**RESOLVED FURTHER THAT** the Board (including Nomination and Remuneration Committee and/or any other Committee of Directors) or any of the Key Managerial Personnel of the Company be and are hereby authorised to take such steps and actions as may be required for the purpose of implementation of the aforesaid resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolution, certified to be true by any Director or the Chief Financial Officer or the Company Secretary of the Company, may be furnished to any concerned person(s)/authorities as may be necessary from time to time."

**ITEM NO. 5:** To approve an increase in the ESOP Pool from 10,00,000 options to 15,00,000 options and amendment in MFL Employee Stock Option Plan 2021.

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

**"RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ('SEBI'), and such other applicable rules (if any) framed pursuant to the Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of articles of association of the Company and subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) and in terms of recommendation made by the Nomination & Remuneration Committee (NRC) and approval by the Board of Directors, consent of the Members of the Company be and is hereby accorded, for an increase in the ESOP pool of Moneyboxx Finance Limited Employee Stock Option Plan, 2021 (**"ESOP Scheme"**) from existing 10,00,000 options to 15,00,000 options on the terms set out thereof including without limitation to granting and/or vesting of such number of stock options which could give rise to the issue of Equity Shares of the Company, not exceeding 15,00,000 in aggregate, at such price and on such terms and conditions as set out under the ESOP Scheme 2021 and to approve the amended Moneyboxx Finance Limited Employee Stock Option Plan 2021.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee, be and is hereby authorized to formulate, implement and administer the restated ESOP Scheme 2021 and vary, amend, modify or alter the terms of the restated ESOP Scheme 2021 subject to the terms of the Companies Act, 2013 and any guidelines, rules or regulations that may be issued by any regulatory/statutory authority, as applicable.

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

**ITEM NO. 6:** To approve issue of Non-Convertible Debentures on Private Placement Basis

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

**“RESOLVED THAT** in supersession of the Special Resolution passed on September 25, 2023 and pursuant to the provisions of Section 23, 42, 71, and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to Securities and Exchange Board of India (**“SEBI”**) (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Moneyboxx Finance Limited (hereinafter to be referred the **“Company”**), consent of the member(s) of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by making offer(s) or invitation(s) to subscribe or issuance of secured/unsecured/listed/unlisted/rated/unrated Non-Convertible Debentures (NCDs)/Bonds/Other instruments, whether secured or unsecured, on private placement basis, in one or more tranches/series, an amount not exceeding Rs. 400 crore (Rupees Four Hundred Crore only) during a period of 1 (one) year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution for the purpose of creating, offering, issuing and allotting the Debenture(s), as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**Registered Office:**

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

Date: August 08, 2024

Place: Gurugram

**By Order of the Board of Directors**

For Moneyboxx Finance Limited

Semant Juneja

Company Secretary & Compliance officer

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 & 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the abovementioned circulars the Company will send the Integrated Annual Report for the financial year 2023- 24 and AGM notice in electronic form only. The Notice of AGM and Integrated Annual Report for the financial year 2023-24 are also placed on the website of the Company i.e. [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) and the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)).
7. All documents referred to in the Notice will be available for electronic inspection by the members, without any fee, from the date of circulation of this Notice up to the date of AGM, i.e., September 25, 2024. Members seeking to inspect such documents can send an email to [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com).

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, certificate from the Secretarial Auditor of the Company certifying that the ESOP Scheme is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and all the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection at the Registered Office and Corporate Office of the Company on all working days between 11:00 a.m. to 5:00 p.m. from the date of circulation of this Notice up to the date of this AGM.

8. The Notice is being sent to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on Friday, August 30, 2024, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.
  - a) The Company has fixed **Wednesday, September 18, 2024**, as the cut-off date for determining entitlement of members who will be eligible to attend and vote at the Meeting.
9. A person who is not a member as on cutoff date should treat this Notice for information purpose only.

The remote e-voting period begins on **Friday, September 20, 2024, at 09:00 A.M. (IST) and ends on Tuesday, September 24, 2024, at 5.00 P.M.(IST)**. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, September 18, 2024, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for an electronic voting system shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the Annual General Meeting.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cut- off date and any person who is not a member as on that date should treat this Notice for information purposes only.

10. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker between September 17, 2024 and September 24, 2024 by sending an email on [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com) from their registered email address, mentioning their name, demat account number / folio number, email address and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time as appropriate for smooth conduct of the AGM.
11. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 A.M. (IST) i.e., 30 minutes before the scheduled time to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time of the AGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on a first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters,

Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc.

12. The Board of Directors have appointed Mr. Shashank Pashine Prop. M/s Shashank Pashine & Associates, Practicing Company Secretary (M. No. F11665, COP. No. 21229), as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
13. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within 2 working days from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company ([www.moneyboxxfinance.com](http://www.moneyboxxfinance.com)) and the website of NSDL ([www.nsdl.com](http://www.nsdl.com)) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
14. Corporate/ Institutional members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to [csshashankpashine@gmail.com](mailto:csshashankpashine@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
15. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices etc.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report including audited financial statements for the financial year 2023-24 including notice of 30<sup>th</sup> AGM is being sent only through electronic mode. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In case you have not registered your email id with depository or RTA you may registered your email id through RTA.
17. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.

18. NSDL E-VOTING SYSTEM- FOR REMOTE E-VOTING AND E-VOTING DURING AGM

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Friday, September 20, 2024, at 09:00 A.M. and ends on Tuesday, September 24, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday,**



**September 18,2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being Wednesday, September 18, 2024.**

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

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

**Step 1: Access to NSDL e-Voting system**





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the</li> </ol>



	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> </ol>

	<p>and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csshashankpashine@gmail.com](mailto:csshashankpashine@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that

the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS**

**ITEM NO. 4:**

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with in conjunction with the guidelines outlined in Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board of Director(s), and subject to the approval of the shareholders, the Board of Directors in their meeting held on August 08, 2024, re- appointed Mr. Mayur Modi (DIN: 08021679) as the Co-CEO & Whole-Time Director (being "KMP") of Moneyboxx Finance Limited for a period of five years with effect from January 01, 2025.

Mr. Mayur Modi is a Qualified Chartered Accountant and possesses vast experience in financial services across developed and emerging markets. Mr. Mayur Modi has been successfully leading the Company and has made remarkable efforts and contribution during this time. As the Co-founder, Mr. Mayur Modi has led it to become a formidable player in the non-bank space. Looking forward, the Company is well placed for future growth, and it aspires to achieve new milestones and profitability in the years to come.

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

Disclosures and details of terms and conditions of re-appointment of Mr. Mayur Modi as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General



Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure attached to the notice.

The Board recommends the resolution at item no. 4 for approval by the Member(s) by way of Special Resolution.

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

**Additional information as required under Schedule V of the Companies Act, 2013:**

**I. General Information:**

1. Nature of Industry: The Company is registered as non-deposit accepting Non-Banking Finance Company falling under Base Layer as per Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023.
2. Date or expected date of commencement of commercial production: Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators: During the financial year ended March 31, 2024, the Company earned a total income of Rs. 127.97 crore with a profit after tax of Rs. 9.14 crore.
5. Foreign Investments and Collaborations: Nil

**II. Information about the appointee:**

1. Background details: Mr. Mayur Modi, aged 46 years holds a bachelor's degree in commerce and he is also a fellow member of the Institute of Chartered Accountants of India. He has rich experience in financial services across developed and emerging markets. His key expertise includes banking and capital products, credit ratings, industry research, relationship management and risk management. Mr. Mayur Modi has been successfully leading the Company for the past 5 years and has made remarkable efforts and contribution during this time.
2. Past remuneration: During the financial year 2022-23, Rs. 176 lakh was paid as remuneration (excluding variable pay) to Mr. Mayur Modi.
3. Recognition or awards: N.A.
4. Job Profile and his suitability: The Board believes that the Company will benefit from professional expertise and rich experience of Mr. Mayur Modi as Co-CEO & Whole Time Director of the Company. Mr. Mayur Modi has devoted his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board.

5. Remuneration proposed: The remuneration proposed to be paid is mentioned in the resolution hereinabove.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Mayur Modi, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: Besides the remuneration proposed to be paid, Mr. Mayur Modi does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

**III. Other Information:**

1. Reasons of loss or inadequate profits: The Company is in its growth phase and hence has had to incur cost related to branch expansions, infrastructure and on information technology. All these expenditures are to build long term capacity to achieve economies of scale in coming years. We are hopeful that with the current strong growth shown in this year of operations and planned expansion, we would be able to deliver sustainable profitability in coming years.
2. Steps taken or proposed to be taken: The Company is growing and had to incur costs related to capacity building. The Company is continuously optimizing its resources and productivity of employees by using technology and other analytical tools. The Company further aims to enhance the collection efficiency through adoption of innovative approach in deployment of dedicated collection resources, allocation of cases and conduct of collection reviews.
3. Expected increase in productivity and profits in measurable terms: The Company is focused extensively on operational improvements through various strategic projects for operational excellence, better collection efficiencies, cost measures and quality initiatives.

**IV. Disclosures:**

The information and disclosures of the remuneration package of the managerial personnel have been mentioned under the section Corporate Governance Report in the Annual Report of the Company for the year ended March 31, 2024.

**ITEM NO. 5:**

The Company proposes to increase in ESOP pool by 5,00,000 options thereby increasing current ESOP pool from 10,00,000 equity options to 15,00,000 equity options under the Moneyboxx Finance Limited Employee Stock Option Plan 2021 ("MFL ESOP Scheme 2021"). The MFL ESOP Scheme 2021 was approved by the shareholders in their meeting held on December 27, 2021. In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting. The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on May 17, 2024 had accorded its approval for increase in ESOP Pool of the Company, subject to the approval of the members of the Company. Accordingly, the consent of the members of the Company is sought.

The draft copy of the Restated MFL ESOP Scheme 2021 is available for the inspection during the office hours till the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution, except to the extent of the shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 5 as a special resolution.

**ITEM NO. 6:**

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

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

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

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

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

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

Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative at premium, discount or at par as may be determined by the Board of Directors of the Company.

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

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

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

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

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

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

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

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

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

**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

Date: August 08, 2024  
Place: Gurugram

Semant Juneja  
Company Secretary & Compliance officer

**ANNEXURE TO THE NOTICE****DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

<b>Name of the Director</b>	<b>Mayur Modi</b>	<b>Atul Garg</b>
<b>DIN</b>	08021679	07093376
<b>Date of Birth</b>	09/01/1978	25/05/1976
<b>Age</b>	46	48
<b>Date of first Appointment on the Board</b>	12/10/2018	15/09/2020
<b>Qualifications</b>	Bachelor's degree in commerce and Chartered Accountant	M.B.A
<b>Expertise in specific functional areas</b>	Mr. Mayur Modi has a rich experience in financial services across developed and emerging markets for over 20 Years.	Mr. Atul is having rich experience of more than 20 Years in marketing a wide spectrum of financial products ranging from Direct Equities both Primary and Secondary, Mutual Funds, Fixed Income Products, Company Deposits, Primary and Secondary Bonds, IPOs Funding, Insurance and services like Investment Advisory and Fee Based Financial Planning Modules
<b>No. of Board Meetings attended during the financial year 2023-24</b>	Six Meetings attended out of Seven Meetings held during the financial year 2023-24	Four Meetings attended out of Seven Meetings held during the financial year 2023-24
<b>Directorships of other Board as on March 31, 2024</b>	1. Moneyboxx Capital Private Limited 2. Moneyboxx Foundation	1. Moneyboxx Capital Private Limited 2. Fincase Digitech Private Limited 3. Radical Advisors India Private Limited
<b>Membership/Chairmanship of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Membership – Moneyboxx Finance Limited- Stakeholders Relationship Committee	Membership – Moneyboxx Finance Limited- Nomination & Remuneration Committee
<b>Number of Shares held in the Company</b>	5,85,000	Nil
<b>Inter-se relationship with other Directors, Manager and Key Managerial Personnel</b>	None	N.A.

<b>Terms and Conditions of appointment or re-appointment</b>	As per the appointment letter.	As per the resolution passed by the Board of Directors.
<b>Remuneration last drawn</b>	255.00 Lakhs	N.A.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	N.A.	N.A.