

September 07, 2019

To,
The General Manager,
Department of Corporate Services,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

(Security Code- 538446)

Dear Sir/Madam,

Subject- Notice of 25th Annual General Meeting of the Company

We wish to inform that the 25th Annual General Meeting (“AGM”) of Moneyboxx Finance Limited (“the Company”) will be held on Monday, September 30, 2019 at 11.30 am at the registered office of the Company situated at 523-A, Somdutt Chamber-II 9, Bhikaji Cama Place New Delhi-110066.

Copy of Notice is enclosed for your reference & records.

Thanking You
For **MONEYBOXX FINANCE LIMITED**



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

MONEYBOXX FINANCE LIMITED
(Formerly Dhanuka Commercial Limited)

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

NOTICE
25th ANNUAL GENERAL MEETING

Notice is hereby given that the twenty fifth Annual General Meeting (AGM) of the Members of Moneyboxx Finance Limited (formerly Dhanuka Commercial Limited) will be held on **Monday, September 30, 2019 at 11.30 am** at the registered office of the Company situated at 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi- 110066, to transact the following business:

ORDINARY BUSINESSES:

Item No. 1: **ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company which include Balance Sheet as at 31 March, 2019, the Statement of Profit & Loss for the financial year ended on that date together with schedules, annexures and notes thereon and the cash flow statement of the Company and the report of the Board of Directors and the Statutory Auditors thereon.

Item No. 2: **APPOINTMENT OF MR. GOVIND GUPTA (DIN: 00065603) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To re-appoint a director in place of Mr. Govind Gupta (DIN: 00065603), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3: **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), 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 recommendation of Audit Committee and the Board of Directors, M/s Gaur & Associates, Chartered Accountants (Firm Registration No. 005354C), New Delhi be is hereby appointed as Statutory Auditors of the Company, in place of the retiring Auditors M/s DSP & Associates, Chartered Accountants (Firm Registration No. 006791N), to hold office of statutory auditor of the Company from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company to be held in the calendar year 2024 with respect to 5 (five) financial years beginning April 1, 2019 and ending March 31, 2024, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

SPECIAL BUSINESSES:

Item No. 4: **APPOINTMENT OF MS. RATNA DHARASHREE VISHWANATHAN (DIN: 07278291) AS NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), who was appointed as Additional Director (Non-Executive Independent) by the Board of the Company on January 11, 2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive Independent) of the Company to hold office for three consecutive years with effect from January 11, 2019 to January 10, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No. 5: **APPOINTMENT OF MR. UMA SHANKAR PALIWAL (DIN: 06907963) AS NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Uma Shankar Paliwal (DIN: 06907963) who was appointed as Additional Director (Non- Executive Independent) by the Board of the Company on January 11, 2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive Independent) of the Company to hold office for three consecutive years with effect from January 11, 2019 to January 10, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No. 6: **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“RESOLVED THAT RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to alter and substitute the existing clause 42 of Articles of Association of the Company as under:

First line of Existing clause 42:

(i) The company in general meeting may, upon the recommendation of the Board, resolve—

Substituted line of clause 42:

(i) The company in the Board Meeting/General Meeting may, upon the recommendation of the Board, resolve—

RESOLVED FURTHER THAT the first line of clause 42 of the Articles of Association of the Company, be and is hereby amended by deleting the words ‘General Meeting’ appearing in the beginning of the line and substituting it with the words ‘The Board of Directors/General Meeting’

RESOLVED FURTHER THAT the remaining wordings of the clause 42 of the Articles of Association of the Company remain unchanged.

RESOLVED FURTHER THAT the Capitalisation of profit of the Company be utilized only for the prescribed purpose as per Articles of Association of the Company, Companies Act, 2013, applicable Accounting Standard and other applicable statutory Act & Law, for the time being in force.

RESOLVED FURTHER THAT the Directors of the Company and/or the Company Secretary of the Company be and are hereby jointly / severally authorised to sign, execute and submit all papers, deeds and documents and to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution including but not limiting to settle any questions or difficulties whatsoever that may arise and filing of necessary forms/ returns with the concerned authorities.”

Item No. 7: **INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO RS. 200 CRORES**

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

“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 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. 200 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. 8: **CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS**

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

“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. 200 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.”

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

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

-- sd / --

(Radhika Garg)

Date: September 04, 2019
Place: New Delhi

Company Secretary & Compliance Officer
M. No. 36587

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings in respect of the Special Business under Item Nos. 4 to 8 of the accompanying Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of a maximum of fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.
5. Members, proxies and authorized representatives are requested to bring their copies of the Notice, attendance slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
6. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.
7. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company’s website www.moneyboxxfinance.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Mas Services Limited, the Registrar and Transfer Agent (“RTA”) of the

Company (in case of shares held in physical form). Electronic copy of this Notice of the 25thAGM is uploaded on the Company's website www.moneyboxxfinance.com. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: info@dhanukacommercial.com.

8. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on closure of the business hours on **30thAugust, 2019**.
9. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 24/09/2019 to 30/09/2019 (both days inclusive), for the purpose of AGM.
12. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice.
13. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
14. Under Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date was required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has no unpaid and unclaimed dividend amount.
15. The investors may contact the Company Secretary for Redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: info@dhanukacommercial.com; and radhikagarg@moneyboxxcapital.com.

Explanatory Statement in respect to the Special Business pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4 & 5

Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) and Mr. Uma Shankar Paliwal (DIN: 06907963) were appointed as Additional Directors of the Company with effect from January 11, 2019 in the category of Non-Executive Independent Directors, not liable to retire by rotation for a term of three years. In accordance with Section 161(1) of the Companies Act, 2013, Ms. Ratna Dharashree Vishwanathan and Mr. Uma Shankar Paliwal holds office up to the date of this Annual General Meeting and are eligible to be appointed as Directors of the Company.

The Company has received declarations from Ms. Ratna Dharashree Vishwanathan and Mr. Uma Shankar Paliwal to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director as they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Uma Shankar Paliwal, a postgraduate (Economics and History) and an M. Phil, has more than 34 years of experience in Central Banking having worked with RBI in the areas of Regulation and Supervision, Risk Management, Consumer Education and Protection, Payment and Settlement Systems, Currency Management, Operations, Strategy, Human Resources, Inspection, NBFCs and Supply Chain. He has completed his MBA in Financial Management with Distinction from the University of Exeter, UK and is also an Alumnus of the London Business School.

Ms. Ratna Dharashree Vishwanathan, has 21 years of extensive work experience in the Government. As a career civil servant with the Comptroller and Auditor General of India, Ministry of Defense and Prasar Bharti. Worked in various capacities, exercising oversight on all government transactions and budgets/ accounts of state governments. Included audit reportage and placing reports before Parliament. With the Department of Defense, handled procurement and naval projects for the Indian Navy. She is currently working with Sustainable India Finance Facility (SIFF) as Chief Executive officer where she leads the SIFF Secretariat and work in close collaboration with the UN System, Government of India and relevant civil society stakeholders both in the public and the private sectors to advance the climate change, SDGs and inclusive growth agenda. She has also worked as CEO of a microfinance network comprising of all RBI registered NBFC-MFIs.

Relevant details relating to appointment of Ms. Ratna Dharashree Vishwanathan and Mr. Uma Shankar Paliwal as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an “Annexure - 1” to this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 and 5 of the accompanying Notice for approval of the Members.

Ms. Ratna Dharashree Vishwanathan and Mr. Uma Shankar Paliwal and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 4 and 5 of the Notice.

Item No. 6

The members are being informed that in terms of Section 14 of the Companies Act 2013, the Board of Directors in its meeting held on August 22, 2019 recommended the alteration and substitution of existing Clause 42 of the Articles of Association for the approval of the members of the Company in the General Meeting.

The clause 42 of the Articles of Association authorises the Company to capitalize, inter alia by way of issue of Bonus Shares the undivided profits for the time being of the Company standing to the credit of the Share Premium Account / Capital Redemption Reserve Account / the Reserve Fund or other funds of the Company.

The Article prescribes that the capitalization is to be approved by the Members in a General Meeting. It is felt that seeking the approval of the Members of the Company would prolong the time between the recommendation by the Board and the actual allotment of Bonus Shares after receipt of members approval in a General Meeting.

It is suggested that the proposal for bonus issue may be implemented without the approval of shareholders and with the approval by the Board of Directors, provided there are suitable provisions in the Articles of Association of the Company to that effect.

In order to enable the Board to expeditiously complete the process of issue of Bonus Shares whenever the Board decides for the same, it is proposed that the Board be authorized to capitalize the reserves of the Company in a manner as they may deem expedient without seeking approval from the Members of the Company. This amendment in the Articles of Association will enable the Company to give effect to the Board's proposal in an expeditious manner.

A copy of the Articles of the Company together with proposed alterations is available for inspection by members of the Company at its Registered Office between 10 am and 1 pm on any working day.

The Members are therefore requested to approve, by passing a special resolution, for the said alteration of Articles of Association of the Company. The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 6of the Notice.

Item No. 7

Members are being informed that the existing borrowing limit of the Company, of Rs. 100 Crores, was approved by the members in the Extraordinary General Meeting held on April 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. 100 Crores to Rs. 200 Crores 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 Extraordinary General Meeting held on April 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. 200 Crore.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the Members of the Company as Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 7 of the Notice.

Item No. 8

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 Meeting held on April 30, 2019, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had in its meeting held on August 22, 2019 accorded consent to create security to secure borrowings up to Rs. 200 Crores 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 Extraordinary General Meeting held on April 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. 200 crore.

Accordingly, the Board recommends the resolution as set out at Item No. 8 of the Notice for approval by the Members of the Company as Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 8 of the Notice.

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

Date: September 04, 2019
Place: New Delhi

By Order of the Board of Directors
For **Moneyboxx Finance Limited**
-- sd / --
(Radhika Garg)
Company Secretary & Compliance Officer
M. No. 36587

DETAILS OF DIRECTORS SEEKING APPOINTMENT/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]

Name of the Director	Govind Gupta	RatnaDharashree Vishwanathan	Uma Shankar Paliwal
DIN	00065603	07278291	06907963
Date of Birth	13.09.1975	15/04/1963	22/12/1956
Age	43	56	62
Date of first Appointment on the Board	12/10/2018	11/01/2019	11/01/2019
Qualifications	Bachelor's Degree in Commerce and a Fellow Member of the Institute of Chartered Accountants of India.	Master of Arts (MA)in English Literature, Diploma in Environment and Third World Development.	Master's Degree in Economics and History, MBA (Financial Management) and M.Phil.
Expertise in specific functional areas	Chartered Accountant with experience of more than16 years in the field of tax and company law matters.	Refer brief profile as given in Explanatory Statement	Refer brief profile as given in Explanatory Statement
No. of Board Meetings attended during the financial year 2018-19	4 (Appointed on October 12, 2018)	1 (Appointed on January 11, 2019)	1 (Appointed on January 11, 2019)
Directorships of other Board	3	3	6
Membership/Chairmanship of Committees of other Board	Nil	Nil	Chairman: 2 Member: 1
Number of Shares held in the Company	Nil	Nil	Nil
Inter-se relationship with other Directors, manager and Key Managerial Personnel	As mentioned below*	Not Related	Not Related
Terms and Conditions of appointment or re-appointment	-	-	-
Remuneration last drawn	N.A.	N.A.	N.A.

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

Name	Capacity
Mr. Govind Gupta	Director&Member
Mr. PrashantAgarwal	Director&Member
Mr. Deepak Aggarwal	Director & Authorised representative of Member "Avancer Capital Partners Pvt. Ltd."
Mr. MayurModi	Member

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

Date: September 04, 2019
Place: New Delhi

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

-- sd / --

(Radhika Garg)

Company Secretary & Compliance Officer
M. No. 36587

MONEYBOXX FINANCE LIMITED

(Formerly Dhanuka Commercial Limited)

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

CIN: L30007DL1994PLC260191 | Tel: 011-26171326 |

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

ATTENDANCE SLIP

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

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

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

No. of Shares held

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

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

I, hereby record my presence at the Annual General Meeting of the Company held on Monday, September 30, 2019 at 11.30 am at the registered office of the Company situated at 523-A, Somdutt Chamber- II, 9, Bhikaji Cama Place, New Delhi- 110066.

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

.....
Signature of the member/ proxy

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

Form No. MGT-11

Proxy form

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

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

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

CIN: L30007DL1994PLC260191 | Tel: 011-26171326 |

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

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

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

1. Name:
Address:
E-mail Id:

2. Name:
Address:
E-mail Id:

Signature:.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on Monday, September 30, 2019 at 11.30 am at the registered office of the Company situated at 523-A, Somdutt Chamber- II, 9, Bhikaji Cama Place, New Delhi- 110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
ORDINARY BUSINESS	
1.	Adoption of financial statements.
2.	Appointment of Mr. Govind Gupta (DIN: 00065603) as a Director liable to retire by rotation.
3.	Appointment of Statutory Auditors of the Company.
SPECIAL BUSINESS	
4.	Appointment of Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) as Non-Executive Independent Director.
5.	Appointment of Mr. Uma Shankar Paliwal (DIN: 06907963) as Non-Executive Independent Director.
6.	Alteration of Articles of Association of the Company.
7.	Increase in borrowing limits of the Company upto Rs. 200 crores.
8.	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

Signed this.....day of, 2019

Signature of shareholder.....

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

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

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

ROUTE MAP

