

February 15, 2021

To
The General Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building PJ Tower,
Dalal Street, Fort
Mumbai-400001

Subject: Postal Ballot Notice

Reference: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(MONEYBOXX | 538446 | INE296Q01012)

Dear Sir/Madam,

Further to our letter dated February 13, 2021 and pursuant to Regulation 30 of the SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members for alteration of Articles of Association of the Company.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, February 12, 2021 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.

The Company has engaged the services of Mas Services Limited, Registrar and Share Transfer Agent, for providing remote e-voting facility to all its Members. The voting through remote e-voting will commence at 9 a.m. (IST) on Wednesday, February 17, 2021 and shall end at 5 p.m. (IST) on Thursday, March 18, 2021. The results of postal ballot will be declared on or before Saturday, March 20, 2021.



The Postal Ballot Notice and Postal Ballot form are also available on the website of the Company www.moneyboxxfinance.com.

This is for your information and record.

Thanking You

For **MONEYBOXX FINANCE LIMITED**


(Radhika Garg)

Company Secretary & Compliance Officer

Encl: As above

MONEYBOXX FINANCE LIMITED
(Formerly Dhanuka Commercial Limited)

CIN: L30007DL1994PLC260191

Reg. Off: 523-A, Somdutt Chamber-II 9, Bhikaji Cama Place New Delhi – 110066

Tel: 011-45657452 | info@moneyboxxfinance.com | www.moneyboxxfinance.com

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the resolution appended below for Alteration of Articles of Association of Moneyboxx Finance Limited (the “Company”) is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the alteration of Articles of Association and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on February 13, 2021, appointed Mr. Shashank Sharma, proprietor of Shashank Sharma & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such e-voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on 17th February, 2021 from 9:00 AM (IST) and shall end on 18th March, 2021 at 05:00 PM (IST). E-voting shall not be allowed beyond the said date and time.

Item of Business requiring consent of Shareholders through Postal Ballot:

SPECIAL BUSINESS

Item No. 01: TO CONSIDER AND APPROVE THE 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 through postal ballot:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification(s), enactments/re-enactment(s) thereof, for the time being in force and the rules made thereunder, the consent of the Shareholders be and is hereby accorded for alteration in the Articles of Association of the Company by way of insertion of the

Articles 70(iii) and 70(iv) after the existing Article 70(ii) in the Articles of Association of the Company, in conformity with the Companies Act, 2013 and rules made thereunder which are read as under:-

70 (iii) Subject to the provisions of the Companies Act, 2013 and the rules made thereunder and notwithstanding anything to the contrary contained in these Articles, any financing Company or Body Corporate or bank or Insurance Corporation (hereinafter referred to as "the Lenders") shall have a right to appoint, remove, reappoint, substitute from time to time, its nominee as a Director (hereinafter referred to as "the Nominee Director") on the Board of the Company in the event of default of any terms and conditions of the lending agreement and subject to so long as any moneys remain owing to them or any of them by the Company, out of any financial Assistance by subscribing to any instrument granted by them or any of them to the Company by way of and/or as a result of undertaking or funding arrangement and/or any liability of the Company arising out of the guarantee furnished by the Lenders on behalf of the Company remaining outstanding.

70 (iv) The Nominee Director(s) so appointed shall not be required to hold any qualification shares in the Company nor shall he/they be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove him/them from office of the Nominee Director so appointed, subject to the clause 70(iii), the said Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

RESOLVED FURTHER THAT all the Directors and/ or the Company Secretary of the Company be and are hereby jointly and/ or severally authorized to undertake all such acts, deeds, matters and things to finalize and execute and file all papers, forms, acts, deeds, matters and things such as may be deemed proper, desirable and expedient in its absolute discretion, such as may be deemed necessary (including but not limited to filing(s) with Registrar of Companies, NCT of Delhi and other statutory/regulatory authorities), to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard."

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

-- sd / --

(**Radhika Garg**)

Company Secretary & Compliance Officer
M. No. A36587

Date: 13.02.2021
Place: New Delhi

Registered Office:

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

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 33/2020 dated 28th September 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 12th February, 2021 ("cut-off date") and who have registered their e-mail addresses with the MAS Services Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot alongwith the Postal Ballot Form in physical form has been dispensed with till 31st December 2021. Accordingly, the Company will not be dispatching physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at radhikagarg@moneyboxxfinance.com along with the copy of the signed request letter mentioning their name, folio no. and address, self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to radhikagarg@moneyboxxfinance.com.
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 12th February, 2021 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on a cut-off date should treat the Notice for information purpose only.
5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the special resolutions contained in the Notice of Postal Ballot dated 12th February, 2021 is being taken through remote e-voting.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. Mr. Shashank Sharma, Prop. Shashank Sharma & Associates, Practicing Company Secretary (M. No. A-19311 and CP No. 7221) has been appointed as the Scrutinizer to conduct the postal ballot process in fair and transparent manner.
8. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot will be final.
9. The results of the Postal Ballot shall be declared on or before March 20, 2021. The Resolutions set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. March 18, 2021.

10. Resolution passed by the shareholders through postal ballot is deemed to have been passed at a general meeting of the shareholders of the company.

11. The Notice of Postal Ballot is available on the website of the Company at www.moneyboxxfinance.com and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Notice of Postal Ballot is also available on the website of CDSL at www.evotingindia.com.

12. Remote e-voting procedure:

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

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

- (i) The remote e-voting period begins on Wednesday, February 17, 2021 from 09.00 A.M. and ends on Thursday, March 18, 2021 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 12, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (iii) Click on “Shareholders” module.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Moneyboxx Finance Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) Note for Non – Individual Members and Custodians**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address, radhikagarg@moneyboxxfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) If you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Shri Nitin Kunder (022-23058738), Shri Rakesh Dalvi (022-23058542) or Shri Mehboob Lakhani (022-23058543).

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

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

Item No. 01

The Company being a Non-Banking Financial Company avails the credit facilities from Banks/ financial Institutions ('the Lenders') from time to time for the purpose of onward lending. Apart from the other terms and conditions of the agreement(s) being entered into with the Lenders, the Lenders also ask for an authority related to appointment of Nominee Director on the Board of the Company.

As per the provisions of Section 161 of the Companies Act, 2013, it is necessary that the Articles of Association of the Company shall contain provisions for authority of the Board of Director(s) to appoint Nominee Director(s) on the Board.

The present Articles of Association does not contain such power of appointment of Nominee Director(s) and hence, it would be necessary to alter the Articles of Association of the Company to enable the Board of Directors to appoint Nominee Director(s) on the Board.

As per the provisions of Section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of shareholders by way of special resolution.

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

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

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

-- sd / --

(Radhika Garg)

Company Secretary & Compliance Officer

M. No. A36587

Date: 13.02.2021

Place: New Delhi

Registered Office:

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

CIN: L30007DL1994PLC260191

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