

BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400 001

Date: July 19, 2024

Scrip Code: 538446

Dear Sir/Madam,

Sub: Submission of Notice of the Extra Ordinary General Meeting of the Company

This is to inform that **Extra Ordinary General Meeting (EGM)** of the Company is scheduled to be held on **Monday, August 12, 2024**, at **11:00 A.M. (IST)** through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") only in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company is providing remote e-voting facility to all its eligible members to cast their votes on the resolutions as set out in the Notice of EGM. Remote e-voting would be commenced on Wednesday, August 07, 2024, at 9:00 AM (IST) and shall end on Sunday, August 11, 2024, at 5:00 PM (IST). The Company has fixed Monday, August 05, 2024, as the "Cut-off Date" for the purpose of determining the members eligible to vote through remote e-voting on the resolutions set out in the Notice of the EGM or to attend the EGM and cast their vote thereat.

The details such as manner of casting vote through remote e-voting and attending the EGM through VC / OAVM has been set out in the Notice of the EGM.

The Notice of EGM has been duly sent to the members through electronic mode and is enclosed for your record. It can also be accessed at the Company's website at www.moneyboxxfinance.com

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **MONEYBOXX FINANCE LIMITED**

Semant Juneja
Company Secretary and Compliance Officer

MONEYBOXX FINANCE LIMITED

Registered Office: 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place New Delhi – 110066
Corporate Office: Vatika Business Centre, First India Place, 2nd Floor, Sushant Lok-1, MG Road,
Gurugram-122001, Haryana
CIN: L30007DL1994PLC260191 | Tel: 0124-4488245|
Email: info@moneyboxxfinance.com | Website: www.moneyboxxfinance.com

NOTICE**EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the **Extra Ordinary General Meeting (“EGM”)** of the Members of **Moneyboxx Finance Limited** (hereinafter referred to as the “**Company**”) will be held on **Monday, August 12, 2024, at 11:00 A.M. IST** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to transact the following Special businesses:

ITEM NO. 1: TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force); and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”); and any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”) as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by Stock Exchanges, where the equity shares of the Company are listed (“**Stock Exchange**”) and/or any other statutory / regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”); and in accordance with the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) is hereby authorized to accept, the consent of the Member(s) of the Company be and is hereby accorded to issue, offer and allot on preferential basis up to maximum of 52,45,736 Equity Shares of the Company of the face value of Rs. 10/- each (Rupees Ten only) (“**Equity Shares**”) at a price of Rs. 302.20/- (Rupees Three hundred and two and twenty paise only) which includes a premium of Rs. 292.20/- (Rupees Two hundred and ninety-two and twenty paise only) per equity share aggregating up to maximum of Rs. 158,52,61,420 (Rupees One hundred fifty-eight crore fifty-two lakh sixty-one thousand and four hundred twenty only) to the identified investors (hereinafter referred to as the “**Proposed Allottees /Equity holder/Investor**), as more particularly mentioned in the explanatory statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018 is **Friday, July 12, 2024** being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottee(s) shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the Equity Shares shall be paid to the Company from the bank account of the Allottee(s).
- (iii) Allotment of Equity Shares shall only be made in dematerialized form.
- (iv) The Equity Shares allotted to the Allottee(s) shall rank pari-passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- (vi) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the equity shares);

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be in their sole discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolution, and/or if desirable to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

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

ITEM NO. 2: TO CONSIDER AND APPROVE THE ISSUANCE OF 37,37,745 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER, PROMOTER GROUP AND NON-PROMOTER CATEGORY

To consider and if thought fit to pass, the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the **“Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“ICDR Regulations”** or **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), as amended from time to time and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and any other statutory or regulatory authorities, including the **BSE Limited** (the **“Stock Exchange”**) on which the Equity Shares of the Company are listed and the enabling provisions of Memorandum and Articles of Association of the Company; and subject to such approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) is authorized to accept, the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 37,37,745 (Thirty seven lakhs thirty seven thousand seven hundred & forty five) Convertible Warrants (**“Warrants”**) entitling the warrant holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice and at a price of Rs. 302.20/- (Rupees Three hundred and two and twenty paise only) (including premium of Rupees Two hundred and ninety-two and twenty paise only each) (hereinafter referred to as the **“Issue Price”**), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the persons belonging to Promoter, Promoter group and Non Promoter Category (hereinafter referred to as the **“Proposed Allottees /Equity holder**), as more particularly mentioned in the explanatory statement, subject to applicable laws and regulations, including the provisions of ICDR Regulations, the Act and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The **“Relevant Date”** pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the abovementioned Preferential Issue of Warrants is Friday, July 12, 2024, being the date, which is 30 days prior to the date of this Extra Ordinary General Meeting.

b) Amount payable on allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.

c) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

d) The said Warrant(s) shall be issued and allotted to the persons belonging in Promoter, Promoter Group and Non Promoter Category within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

e) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

f) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

g) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.

h) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

i) The Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

k) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

l) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

m) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

n) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.

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

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

Sd/-

Semant Juneja

Company Secretary and Compliance officer

**Address: Vatika Business Centre, First India Place, 2nd Floor, Sushant Lok-1, MG Road,
Gurugram-122001, Haryana**

Date: July 17, 2024

NOTES-

1. Pursuant to the 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 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM.
2. A Member entitled to attend and vote at the EGM 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 the EGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the Members will not be available.
3. The Board of Directors have appointed Mr. Shashank Pashine Prop. M/s Shashank Pashine & Associates, Practicing Company Secretary (M. No. F11665, CP. No. 21229, as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the EGM in a fair and transparent manner.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on info@moneyboxxfinance.com with a copy marked to csshshankpashine@gmail.com and evoting@nsdl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Extraordinary General Meeting (EGM) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the service of National Securities Depository Limited (NSDL) for conducting EGM through VC/OAVM. Further, NSDL has also

been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes below.

8. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.
9. The Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, July 12, 2024. Members may note that Notice has been uploaded on the website of the Company at www.moneyboxxfinance.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. The Company has fixed **Monday, August 05, 2024** as the cut-off date for determining entitlement of members who will be eligible to attend and vote at the Meeting.

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 Wednesday, August 07, 2024, at 09:00 A.M. (IST) and ends on Sunday, August 11, 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., Monday, August 05, 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 electronic voting system, shall also be made available at the EGM. The Members attending the EGM, 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 EGM. The Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the EGM.

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.

11. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman or a person authorized 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) and the website of NSDL (www.evoting.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.
12. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

13. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to info@moneyboxxfinance.com from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID.

14. The instructions and other information relating to remote e-voting are as under:

In case you have not registered your email id with depository or RTA you may registered your email id in following manner:

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the 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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

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 here below.

1. NSDL e-voting System- For Remote e-voting and e-voting during EGM

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

The remote e-voting period begins on Wednesday, August 07, 2024 at 09:00 A.M. and ends on Sunday, August 11, 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. Monday, August 05, 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 August 05, 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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 & 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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</p>	<p>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.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 csshshankpashine@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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.
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. If you are an Individual shareholder 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 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 EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM 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 the 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. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

ITEM NO 1 & 2

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares ("Equity Shares") and warrants convertible in to equity shares ("Warrants") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to support the expansion of business, general corporate purpose, working capital and repay borrowings. In view of the same, it is proposed to raise funds by way of issue of equity shares of the company under preferential allotment route and warrants convertible into equity shares.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

(a) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board in its meeting held on Wednesday, July 17, 2024, had approved the issue of equity shares and convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 52,45,736 number of equity shares to the entities belonging to non-promoter category and up-to maximum of 37,37,745 number of convertible warrants to the persons belonging to promoter, promoter group and non-promoter Category, at a price of Rs. 302.20/- (Rupees Three hundred and two and twenty paise only) each including premium of Rs. 292.20/- (Rupees Two hundred and ninety-two and twenty paise only), on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

(b) Objects of the Preferential Issue:

The Company is undertaking an issue and allotment of certain equity shares & convertible warrants, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes.

(c) The total number of securities, kind of securities and price at which security is being offered:

The resolutions set out in this Notice authorize the Board to issue up to 52,45,736 Equity Shares and up to maximum of 37,37,745 number of convertible warrants at a price of Rs. 302.20/- per equity shares and convertible warrant convertible into equivalent number of equity shares including premium of Rs. 292.20/-. (Detail of proposed allottee stated under **Annexure -A & B**).

(d) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

None of the Promoters, Directors, Key Managerial Personnel or Senior Management intend to subscribe to the preferential issue of equity shares as proposed.

The Promoters & Directors of the Company, namely Mr. Mayur Modi and Mr. Deepak Aggarwal and relative of Mr. Govind Gupta being part of promoter group have shown their intention to subscribe to the convertible warrants.

(e) Relevant Date

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares & warrants to be issued is fixed as Friday, July 12 2024, i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting which is scheduled to be held on Monday, August 12 2024.

(f) Pre and Post-Issue Shareholding Pattern

The Pre and Post-issue Shareholding Pattern of the Company is set out below:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares Held	% of share Holding
A	Promoters' holding:				
1.	Indian	11,77,000	3.85	27,04,000	6.83
	Individuals/ HUF				
	Bodies Corporate	1,34,06,037	43.87	1,34,06,037	33.91
	Trust	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,45,83,037	47.72	1,61,10,037	40.74
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	2,59,846	0.85	3,92,209	0.99
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any other (Specify)				
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of	-	-	-	-

	India				
3.(a)	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	29,45,523	9.64	29,45,523	7.45
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1,13,72,544	37.22	1,74,78,326	44.20
	NBFCs Registered with RBI	-	-		
	Employee Trusts	-	-		
3(b)	Any Other				
	Non-Resident Indians	2,62,749	0.86	2,62,749	0.66
	Clearing Members	-	-	-	-
	Bodies Corporate	11,31,443	3.70	20,23,234	5.12
	Foreign Nationals	-	-	-	-
	Trust	2,865	0.01	19,410	0.05
	I E P F	-	-	-	-
	Any Other	104	0.00	3,10,104	0.79
	Sub Total (B)	1,59,75,074	52.28	2,34,31,555	59.26
	TOTAL (A+B)	3,05,58,111	100	3,95,41,592	100
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	3,05,58,111	100	3,95,41,592	100

NOTE: The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the promoter, promoter group & non-promoter category. The pre-issue shareholding pattern is as on 30th June,2024

(g) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year 2024-25.

(h) Proposed time for completion of Preferential Allotment

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares and convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the

allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(i) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.

The names of natural persons who are the ultimate beneficial owners of the Equity Shares & Convertible Warrants proposed to be allotted and/or who ultimately control the proposed allottees, and their post issue capital held with them will be as set out below. (refer **Annexure-A & B**).

(j) The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue.

The percentage of post preferential issue capital that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the preferential issue is as below: (refer **Annexure-A & B**).

(k) Principal terms of Asset charged as securities.

Not applicable

(l) Change in control if any, in the Company that would occur consequent to the preferential issue

There will be no change in control of the Company consequent to the preferential issue of Equity Shares and Convertible Warrants.

(m) Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made

The Current and proposed status of the proposed allottee post the preferential issue is mentioned in **Annexure-A & B**.

(n) Re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 days prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares in accordance with ICDR Regulations.

The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

Further the Equity Shares to be issued and allotted pursuant to conversion of warrants shall also be subject to lock-in as provided in the applicable provisions of Regulation 167 of the SEBI (ICDR) Regulations.

(o) Kinds of Securities offered- Equity Shares & Convertible Warrants

(p) Basis on which the price has been arrived and justification for the price (including premium if any)

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the shares shall be the higher of:

(a) the 90 trading days' volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date; and

(b) the 10 trading days' volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on the BSE Limited and are frequently traded in accordance with the ICDR Regulations. As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share & convertible warrants can be issued is Rs. 302.20/- per Equity Share. The Company proposes to issue the Equity Shares & Convertible warrants at an issue price of Rs. 302.20/- (including premium of Rs. 292.20/-) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

(q) Report of Registered Valuer

No report of the Registered Valuer is required for the Preferential Issue under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), read with ICDR Regulations.

(r) The class or classes of persons to whom the allotment is proposed to be made

The Equity Shares pursuant to the preferential issue shall be allotted to Non-Promoter Category (refer **Annexure-A**).

Further, the Convertible Warrants pursuant to the preferential issue shall be allotted to Promoter, Promoter group & Non-Promoter category (refer **Annexure-B**).

(s) Practicing Company Certificate

A certificate from Ms. Ritu Panchal, Practicing Company Secretary dated July 18, 2024 has been obtained by the Company certifying that the preferential issue of Equity Shares & Convertible Warrants is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at www.moneyboxxfinance.com and shall be placed before the general meeting of the shareholders.

The proposed Special Resolution(s) seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares & Convertible Warrants by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board, or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.

(t) Contribution being made by the promoters or directors either as part of the Preferential issue or separately in furtherance of objects:

No contribution is being made by the promoter or Director of the Company, as part of the Preferential Issue of Equity shares.

Further, the promoters & promoter group intend to infuse up to Rs. 46,14,59,400 as a part of preferential issue of convertible warrants.

(u) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

(v) Monitoring of utilisation of funds

- a) Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").
- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchange.

(w) Other disclosures

- (i) During the period, commencing from April 01, 2023 till the date of Notice of this EGM, the Company had allotted 43,12,001 equity shares of Rs. 10/- each at a price of Rs. 172/- per share determined as per applicable regulation of SEBI (ICDR) Regulations, 2018 at an aggregate amount of Rs. 74,16,64,172/- (Rupees Seventy-Four Crore Sixteen Lakh Sixty-Four Thousand One Hundred and Seventy-Two only) on preferential basis.
- (ii) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- (iii) None of the proposed allottees have sold or transferred any Equity Shares during 90 Trading days preceding the Relevant Date.
- (iv) Since the preferential issue of Equity Shares & Convertible Warrants is not more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees in concert. Hence, report of the registered valuer is not required under applicable provisions of SEBI ICDR Regulations.

(x) Undertakings

- (i) None of the Company, its Promoters and Directors is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations, 2018, Reserve Bank of India and also not declared as fugitive economic offender as defined Fugitive Economic Offender Act, 2018.
- (ii) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- (iii) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.
- (iv) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- (v) The allotment of Equity Shares & Convertible Warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.

- (vi) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(y) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

a) Tenure

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

b) Conversion and other related matters

- (i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches
- (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant
- (iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot Equity Shares to the warrant holders in lieu of the relevant warrants.
- (iv) The Company shall issue and allot the Equity Shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the Equity Shares allotted to the Warrant holder pursuant to conversion of the Warrants.

c) Lock-in

The Warrants and the Equity Shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

d) Rights

The Warrants shall not carry any voting rights until they are converted into equity shares.

Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Regulations for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the Promoter & Non-promoter(s) category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity share & convertible warrants, are being sought by way of a "Special Resolution" as set out in the said item no. 1 & 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue are in the best interest of the Company and its Members and, therefore, recommends the Special Resolution(s) at Item no. 1 & 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item no. 1 & 2 except as disclosed below:

Mr. Mayur Modi and Mr. Deepak Aggarwal, Directors of the Company & Mr. Govind Gupta, being part of promoter of the Company are concerned or interested in the resolution as set out in item No. 2.

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

Sd/-

Semant Juneja

Company Secretary and Compliance officer

**Address: Vatika Business Centre, First India Place, 2nd Floor, Sushant Lok-1, MG Road,
Gurugram-122001, Haryana**

Date: July 17, 2024

Place: Gurugram

Annexure -A

S. No.	Name of Proposed Allottees	Natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding		Category/ Current Status	Maximum Number of Equity Shares proposed to be allotted	Post Preferential issue/Fully Diluted Capital Shareholding		Proposed Status
			No. of equity shares	% age			No. of equity shares	% age	
1	Surinder Garg	NA	274248	0.90	Non-Promoter	148908	423156	1.07	Non-Promoter
2	Ruchika Garg	NA	265113	0.87	Non-Promoter	50629	315742	0.80	Non-Promoter
3	Deepti	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
4	Aastha	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
5	Abhay Ramesh Kumar Aggarwal	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
6	EZ Buzz Solutions Private Limited	Masoom Singla	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
7	Rubeena Singh	NA	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
8	Sangeeta Gupta	NA	2000	0.01	Non-Promoter	19854	21854	0.06	Non-Promoter
9	Shruti Anil Jalan	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
10	Vinita Garg	NA	90834	0.30	Non-Promoter	49636	140470	0.36	Non-Promoter
11	Priti Agrawal	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
12	Frigorifico Allana Private Limited	Anwar Husain Chauhan	-	-	Non-Promoter	330907	330907	0.84	Non-Promoter
13	Amit Mongia	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
14	Mayank Goel	NA	1000	0.00	Non-Promoter	8273	9273	0.02	Non-Promoter
15	Anamika Aggarwal	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
16	Garima Goyal	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
17	Sumit Rohatgi	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
18	Shreya Yadav	NA	30676	0.10	Non-Promoter	49636	80312	0.20	Non-Promoter
19	Kaku Ram Bansal	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
20	Pankaj Kumar	NA	-	-	Non-Promoter	19854	19854	0.05	Non-Promoter
21	Kapil Gupta	NA	15146	0.05	Non-Promoter	16545	31691	0.08	Non-Promoter
22	Harish Kumar Jhawar	NA	6615	0.02	Non-Promoter	16545	23160	0.06	Non-Promoter
23	Neeraj Malani	NA	33151	0.11	Non-Promoter	19193	52344	0.13	Non-Promoter

24	Sejal Tyagi	NA	50	0.00	Non-Promoter	16545	16595	0.04	Non-Promoter
25	Kush Kaushik	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
26	Brij Bhushan Sharma	NA	21053	0.07	Non-Promoter	24818	45871	0.12	Non-Promoter
27	Opal Fabrics Pvt Ltd	Kamal Bansal Usha Bansal	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
28	Gaurav Pant HUF	Gaurav Pant	3047	0.01	Non-Promoter	11582	14629	0.04	Non-Promoter
29	Amit Jain	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
30	Shashi Gupta	NA	-	-	Non-Promoter	13236	13236	0.03	Non-Promoter
31	Rakesh Kumar Bansal	NA	-	-	Non-Promoter	19854	19854	0.05	Non-Promoter
32	India Equity Fund 1	Jatin Chonani	259846	0.85	Non-Promoter	132363	392209	0.99	Non-Promoter
33	Ashish Kumar	NA	35625	0.12	Non-Promoter	16545	52170	0.13	Non-Promoter
34	Vikas Garg	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
35	Bose Koorliyil Varghese	NA	54447	0.18	Non-Promoter	33091	87538	0.22	Non-Promoter
36	Naveen Gupta	NA	2500	0.01	Non-Promoter	33091	35591	0.09	Non-Promoter
37	Renu Chaturvedi	NA	6000	0.02	Non-Promoter	16545	22545	0.06	Non-Promoter
38	Muskan Chaturvedi	NA	6000	0.02	Non-Promoter	16545	22545	0.06	Non-Promoter
39	Harsh Chaturvedi	NA	6000	0.02	Non-Promoter	16545	22545	0.06	Non-Promoter
40	Sonika Jindal	NA	-	-	Non-Promoter	49636	49636	0.13	Non-Promoter
41	Tarak Vinaykumar Vora	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
42	Ruchi Maheshwari	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
43	Udbhav Gupta	NA	15000	0.05	Non-Promoter	13236	28236	0.07	Non-Promoter
44	Ayush Malani	NA	14469	0.05	Non-Promoter	16314	30783	0.08	Non-Promoter
45	Nirmala H Lal	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
46	Samita Goyal	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
47	Nimish Garg	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
48	Man Mohan Batra	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
49	Shachi Batra	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
50	Nav Ratan Bhaiya	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
51	Payal Garg	NA	2400	0.01	Non-Promoter	8273	10673	0.03	Non-Promoter
52	Rajat Pandit	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter

53	Yugal Sikhwal	NA	2906	0.01	Non-Promoter	9927	12833	0.03	Non-Promoter
54	Pooja Gupta	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
55	Aman Bhageria	NA	36625	0.12	Non-Promoter	16545	53170	0.13	Non-Promoter
56	Bhageria Fincap Pvt Ltd	Shrawan Bhageria Aman Bhageria Dimple Bhageria	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
57	Manju Gupta	NA	-	-	Non-Promoter	34745	34745	0.09	Non-Promoter
58	Sarika Malik	NA	-	-	Non-Promoter	6618	6618	0.02	Non-Promoter
59	Pradip Kumar Khandelwal	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
60	Naveen Gupta HUF	Naveen Gupta	16500	0.05	Non-Promoter	16545	33045	0.08	Non-Promoter
61	Praveen Gupta HUF	Praveen Gupta	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
62	Inspyre Capital	Palvinder Kaur	-	-	Non-Promoter	23163	23163	0.06	Non-Promoter
63	A4 Taxworld LLP	Abhinav Aggarwal Meghna Aggarwal	2000	0.01	Non-Promoter	165453	167453	0.42	Non-Promoter
64	DPM Construction LLP	Manju	2000	0.01	Non-Promoter	47981	49981	0.13	Non-Promoter
65	Parag Gupta HUF	Parag Gupta	-	-	Non-Promoter	13236	13236	0.03	Non-Promoter
66	Samit Jain	NA	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
67	Sanjay Jain	NA	14290	0.05	Non-Promoter	24818	39108	0.10	Non-Promoter
68	Ankit Dhanuka and Sons HUF	Ankit Dhanuka	-	-	Non-Promoter	11582	11582	0.03	Non-Promoter
69	Jobanbir Singh	NA	1000	0.00	Non-Promoter	8273	9273	0.02	Non-Promoter
70	Ankit Gupta	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
71	Fhence India Private Limited	Sunchit Jindal	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
72	Abha Gupta	NA	50080	0.16	Non-Promoter	16545	66625	0.17	Non-Promoter
73	Soul Medicare Private Limited	Subhash Jangid	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
74	Kishan Chand Gupta HUF	Naveen Gupta	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
75	Naveen Gupta	NA	111000	0.36	Non-Promoter	33091	144091	0.36	Non-Promoter
76	Shalini Sharma	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter

77	Parveen Sharma	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
78	Anu Bhatia	NA	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
79	Rohit Tandon	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
80	Gunjan Chadha	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
81	Rachna Tandon	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
82	Harinder Pal Singh	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
83	Harpreet Singh Pahwa	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
84	Jasmine Kaur Chawla	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
85	Sudeep Punia	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
86	Ashish Singh	NA	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
87	Chintan Arvind Thakkar	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
88	Nisha Sharma	NA	25000	0.08	Non-Promoter	33091	58091	0.15	Non-Promoter
89	Jaya Bhatia	NA	2813	0.01	Non-Promoter	9927	12740	0.03	Non-Promoter
90	Vipul Sehgal	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
91	Ganpati Ventures Solutions	Khumani Saini	-	-	Non-Promoter	148908	148908	0.38	Non-Promoter
92	Maa Laxmi Ventures	Kamiya Arora	-	-	Non-Promoter	99272	99272	0.25	Non-Promoter
93	Sathvik International	Supriya Sunil Patil	-	-	Non-Promoter	198544	198544	0.50	Non-Promoter
94	Vikas Mittal	NA	-	-	Non-Promoter	19854	19854	0.05	Non-Promoter
95	Satish Kumar Gupta	NA	-	-	Non-Promoter	19854	19854	0.05	Non-Promoter
96	Anisha Khandelwal	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
97	Ankit Bansal HUF	Ankit Bansal	65	0.00	Non-Promoter	8273	8338	0.02	Non-Promoter
98	Yogi Raj Sharma	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
99	Chinkey verma	NA	-	-	Non-Promoter	66181	66181	0.17	Non-Promoter
100	Tulika Garg	NA	71077	0.23	Non-Promoter	132363	203440	0.51	Non-Promoter
101	Salasar Investment Advisor	Supriya Sunil Patil	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
102	Prerna Bansal	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
103	Sumita Rani	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
104	Swati Bhageria	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
105	Manju Bala Jindal	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter

106	Neeraj Kumar Jindal	NA	1000	0.00	Non-Promoter	8273	9273	0.02	Non-Promoter
107	Vaibhav Aggarwal	NA	2175	0.01	Non-Promoter	33091	35266	0.09	Non-Promoter
108	Shree Shyam Enterprise	Shakuntla Jain Renu Garg-Rimpi	-	-	Non-Promoter	41363	41363	0.10	Non-Promoter
109	Ram Kumar Gupta HUF	Ram Kumar Gupta	6400	0.02	Non-Promoter	33074	39474	0.10	Non-Promoter
110	Garima Gupta	NA	59329	0.19	Non-Promoter	33091	92420	0.23	Non-Promoter
111	Kaushalya Devi	NA	29000	0.09	Non-Promoter	33074	62074	0.16	Non-Promoter
112	Pratyush Saraf	NA	900	0.00	Non-Promoter	8273	9173	0.02	Non-Promoter
113	Sandeep Kumar Agrawal	NA	5000	0.02	Non-Promoter	11582	16582	0.04	Non-Promoter
114	Sonali Kalani	NA	31250	0.10	Non-Promoter	16545	47795	0.12	Non-Promoter
115	Shashikala Bagadia	NA	31250	0.10	Non-Promoter	8273	39523	0.10	Non-Promoter
116	Rajesh Kumar	NA	5060	0.02	Non-Promoter	8273	13333	0.03	Non-Promoter
117	Kaushik U Raval	NA	37079	0.12	Non-Promoter	13236	50315	0.13	Non-Promoter
118	Shweta Gaur	NA	7	0.00	Non-Promoter	16545	16552	0.04	Non-Promoter
119	Kunal	NA	59500	0.19	Non-Promoter	15056	74556	0.19	Non-Promoter
120	Radhika Pushkarna	NA	-	-	Non-Promoter	15040	15040	0.04	Non-Promoter
121	Kumar Chanakya	NA	-	-	Non-Promoter	19987	19987	0.05	Non-Promoter
122	Anitha Rathi	NA	8345	0.03	Non-Promoter	8273	16618	0.04	Non-Promoter
123	Rupesh Agarwal	NA	-	-	Non-Promoter	13236	13236	0.03	Non-Promoter
124	Apurva Suryakant Shah	NA	2301	0.01	Non-Promoter	9927	12228	0.03	Non-Promoter
125	Rita	NA	4130	0.01	Non-Promoter	9596	13726	0.03	Non-Promoter
126	Ronak Anubhai Vora HUF	Ronak Anubhai Vora	760	0.00	Non-Promoter	41860	42620	0.11	Non-Promoter
127	Nishit Praful Gogri	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
128	Munishri Ventures LLP	Suleman Sadruddin Hirani	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
129	Choudhary Family Trust	Ekta Choudhary Renu Choudhary	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter

130	Aryaman Taparia	Renu Choudhary	-	-	Non-Promoter	66181	66181	0.17	Non-Promoter
131	Nitish Gupta	NA	-	-	Non-Promoter	13236	13236	0.03	Non-Promoter
132	Select Builders Private Limited	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
133	Vedant Loyalka	NA	1600	0.01	Non-Promoter	16545	18145	0.05	Non-Promoter
134	Arihant Capital Markets Ltd	Arpit Jain	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
135	Tushar Sarda	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
136	Maa Narmada Aadhyatmik Vihar Pvt Limited	Jaya Mungad	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
137	Manish Raj	NA	-	-	Non-Promoter	10589	10589	0.03	Non-Promoter
138	Prafulla Dubai	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
139	Aadi Shakti Buildprop Private Limited	Ritesh Goyal	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
140	Tanuj Digani	NA	1300	0.00	Non-Promoter	19854	21154	0.05	Non-Promoter
141	Sweta Joshi	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
142	Santosh Goel	NA	-	-	Non-Promoter	41363	41363	0.10	Non-Promoter
143	Shyam Sunder Padia HUF	Shyam Sunder Padia	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
144	Bikash Padia HUF	Bikash Padia	29070	0.10	Non-Promoter	16545	45615	0.12	Non-Promoter
145	Uttam Padia HUF	Uttam Padia	29070	0.10	Non-Promoter	24818	53888	0.14	Non-Promoter
146	Anup Kumar Padia	NA	116279	0.38	Non-Promoter	24818	141097	0.36	Non-Promoter
147	Lalita Padia	NA	116279	0.38	Non-Promoter	24818	141097	0.36	Non-Promoter
148	Vrinda Padia	NA	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
149	Sweta Padia	NA	-	-	Non-Promoter	24818	24818	0.06	Non-Promoter
150	Ankita Beri	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
151	Mishka Merchants Private Limited	Anjula Agarwal	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
152	Binod Kumar Padia HUF	Binod Kumar Padia	29070	0.10	Non-Promoter	16545	45615	0.12	Non-Promoter
153	Sameer Mehndiratta	NA	712	0.00	Non-Promoter	15056	15768	0.04	Non-Promoter
154	Gaurav Goel	NA	700	0.00	Non-Promoter	11582	12282	0.03	Non-Promoter

155	Vivek Garg	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
156	Minni Sastry	NA	10526	0.03	Non-Promoter	8273	18799	0.05	Non-Promoter
157	TVP Investment	Vora Parshwa Kuldipbhai	-	-	Non-Promoter	99272	99272	0.25	Non-Promoter
158	Meenakshi Khadloya	NA	6000	0.02	Non-Promoter	9927	15927	0.04	Non-Promoter
159	Raj Rani	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
160	SSR Footcare Private Limited	Rajeev Goel	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
161	Rohit Jain	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
162	Sohan Lal	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
163	Shashi Garg	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
164	Karuna Gupta	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
165	Atul Goel	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
166	Rajeev Goel	NA	1125	0.00	Non-Promoter	16545	17670	0.04	Non-Promoter
167	Sanjay Goel	NA	742	0.00	Non-Promoter	16545	17287	0.04	Non-Promoter
168	Amit Kulshreshtha	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
169	Avadesh Gupta HUF	Avadesh Gupta	50000	0.16	Non-Promoter	50000	100000	0.25	Non-Promoter
170	Hukam Chand Gupta Sons HUF	Anand Prakash Gupta	-	-	Non-Promoter	50000	50000	0.13	Non-Promoter
171	Mona Aggarwal	NA	-	-	Non-Promoter	20000	20000	0.05	Non-Promoter
172	Anshul Mittal	NA	-	-	Non-Promoter	20000	20000	0.05	Non-Promoter
173	Rita Sureka	NA	200	0.00	Non-Promoter	8273	8473	0.02	Non-Promoter
174	Komal Gupta	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
175	Heena Pahwa	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
176	Aditya Sharma	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
177	Prasana Krishnan	NA	-	-	Non-Promoter	16545	16545	0.04	Non-Promoter
178	VT Capital	Dhiraj Bhutoria Vaibhav Anil Jain-	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
179	VIANDRA Ventures	Rashmi Vinayak	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
180	Abhishek Jain	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
181	Jyotindra Kumar	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
182	Abhinav Aggarwal	NA	207598	0.68	Non-Promoter	132363	339961	0.86	Non-Promoter

183	Meghna Aggarwal	NA	49793	0.16	Non-Promoter	82727	132520	0.34	Non-Promoter
184	Deepak Agrawal	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
185	Suman Aggarwal	NA	33043	0.11	Non-Promoter	66181	99224	0.25	Non-Promoter
186	Anil Charak	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
187	Rachna Bhatia	NA	22000	0.07	Non-Promoter	8273	30273	0.08	Non-Promoter
188	Nishu Bhatia	NA	22000	0.07	Non-Promoter	8273	30273	0.08	Non-Promoter
189	Manoj Kumar	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
190	Shikha	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
191	Nisha Kapri	NA	3000	0.01	Non-Promoter	8273	11273	0.03	Non-Promoter
192	Sakshi Kala	NA	-	-	Non-Promoter	9927	9927	0.03	Non-Promoter
193	Ravindra Sanghai	NA	-	-	Non-Promoter	8273	8273	0.02	Non-Promoter
194	Khushbu Jindal	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter
195	Pooja Jindal	NA	-	-	Non-Promoter	33091	33091	0.08	Non-Promoter

NOTE: The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the promoter, promoter group & non-promoter category.

Annexure -B

S. No.	Name of Proposed Allottees	Natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding		Category / Current Status	Maximum Number of Convertible warrants proposed to be allotted	Post Preferential issue/Fully Diluted Capital Shareholding		Proposed Status
			No. of equity shares	% age			No. of equity shares	% age	
1	Mr. Deepak Aggarwal	Not Applicable	5,85,000	1.91	Promoter	613500	11,98,500	3.03	Promoter
2	Mr. Mayur Modi	Not Applicable	5,85,000	1.91	Promoter	613500	11,98,500	3.03	Promoter
3	Ms. Priyanka Gupta	Not Applicable	3,00,000.	0.00	Non-Promoter	300000	3,00,000	0.76	Promoter Group
4	Mr. Nitin Goyal	Not Applicable	1,40,000	0.00	Non-Promoter	140000	1,40,000	0.35	Non-Promoter
5	Nivesh Goyal HUF	Nivesh Goyal	3,10,000	0.00	Non-Promoter	310000	3,10,000	0.78	Non-Promoter
6	Mr. Swadesh Gupta	Not Applicable	1,62,500	0.75	Non-Promoter	162500	3,93,060	0.99	Non-Promoter
7	Ms. Preeti Gupta	Not Applicable	1,62,500	0.75	Non-Promoter	162500	3,91,000	0.99	Non-Promoter
8	Mr. Manan Goel	Not Applicable	3,00,000	0.00	Non-Promoter	300000	3,00,000	0.76	Non-Promoter
9	Ms. Sanskriti Goel	Not Applicable	3,00,000	0.00	Non-Promoter	300000	3,00,000	0.76	Non-Promoter
10	Ms. Alankriti Goel	Not Applicable	3,00,000	0.00	Non-Promoter	300000	3,00,000	0.76	Non-Promoter
11	Mr. Avadesh Gupta	Not Applicable	2,25,000	0.42	Non-Promoter	225000	3,54,000	0.90	Non-Promoter
12	Ms. Astha Gupta	Not Applicable	1,00,000	0.08	Non-Promoter	100000	1,25,000	0.32	Non-Promoter
13	Mr. Praveen Gupta	Not Applicable	85,000	0.03	Non-Promoter	85000	93,300	0.24	Non-Promoter
14	Ms. Deepa Garg	Not Applicable	1,25,745	0.00	Non-Promoter	125745	1,25,745	0.32	Non-Promoter

NOTE: The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the promoter, promoter group & non-promoter category.