



Dated: 26.03.2024

To
Department of Corporate Services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001

Scrip Code: 538882

Sub: Submission of Notice of Extra-Ordinary General Meeting

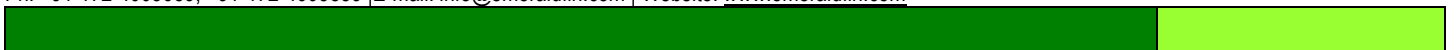
Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of the Extra-Ordinary General Meeting to be held on 19th April, 2024 together with Explanatory Statement as sent to the members of the Company seeking the approval of the members of the Company for the special business as set out in the Notice.

This is for your information and records please.

Yours sincerely,
For Emerald Finance Limited

(Amarjeet Kaur)
Company Secretary cum Compliance Officer
Membership No. :A17273





NOTICE

Notice is hereby given that an Extra ordinary General Meeting of the members of M/s Emerald Finance Limited will be held on Friday, 19th April, 2024 at 10:00 AM at Registered Office at SCO 7, First Floor, Industrial Area, Phase-II, Chandigarh to transact the following business:

SPECIAL BUSINESS:

Item No. 1 MODIFICATION OF ARTICLES OF ASSOCIATION

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

“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) or 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 to modify the Articles of Association of the Company by way of replacing of the word shares with securities in the following clauses of Articles of Association –

11B. a) The Board of Directors or the Company as the case may be, shall have the power to issue further securities, subject to and in accordance with the provisions of the Act to:

- i. the persons who at the date of offer, are holders of equity shares of the Company;
- ii. the employees including the employees of the subsidiaries of the Company under any stock option scheme approved by the shareholders;
- iii. Any persons whether or not those included in (i) & (ii) above.

b) The further issue may be made in any manner as the Board may determine whether by preferential offer or private placement

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

Item No. 2: TO APPROVE THE ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board

EMERALD FINANCE LIMITED
(Formerly EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

CIN • L65993CH1983PLC041774

Registered Office: S.C.O 7, Industrial Area Phase II, Chandigarh (India), 160002

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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**”), 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 the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) 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 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 which may be 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), the consent of the Members of the Company be and is hereby accorded to issue and allot 26,31,579 convertible warrants (“**Warrants**” or “**Convertible Warrants**”) and each Warrant is convertible into one equity share of face value of Rs. 10/- each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash to the Qualified Institutional Buyer belong to Non-Promoter Category (“**QIB Allottees**”) on preferential issue basis at a Price of Rs. 38.00/- (Rupees Thirty Eight Only) per Warrant (including a premium of Rs. 28.00/- (Rupees Twenty Eight only)) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(4) of the ICDR Regulations) at an aggregate consideration of Rs. 10,00,00,000/- (Rupees Ten Crore Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 (4) for Preferential Issue contained in Chapter V of the ICDR Regulations to the following ‘**Proposed Allottee**’ as detailed herein below:

S. No.	Name of Proposed Allottee	Category	Maximum Number of Convertible warrants proposed to be allotted
1.	INVESTI GLOBAL OPPORTUNITY FUND PCC - CELL 1	Non-promoter	26,31,579
	Total		26,31,579

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Convertible warrants is **Wednesday, 20th March, 2024**, being the date, which is 30 days prior to the date of Extra-ordinary General meeting to be held on Friday, **19th April, 2024**.

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Ph: +91-172-4005659, +91-172-4603859 | E-mail: info@emeraldfin.com | Website: www.emeraldfin.com



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

- i. The said Warrants shall be issued and allotted by the company to the proposed allottee 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.
- ii. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- iii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iv. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- v. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- vi. Apart from the said right of adjustment mentioned in (v) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. 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 exchanges subject to the receipt of necessary permissions and approvals.
- ix. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Convertible warrants and listing of equity shares upon conversion of warrants at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt

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that may arise with respect to the offer, issue and allotment of Convertible Warrants and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter terms and conditions of the issue of abovementioned Warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.”

Place: Chandigarh
Date: 20.03.2024

By order of the Board of Directors
for **EMERALD FINANCE LIMITED**

Sd/-
SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828



NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Extra-Ordinary General Meeting (EGM) Notice is also available on the company's www.emeraldfin.com, CDSL Website www.evotingindia.com and at the relevant sections of the websites of the BSE Limited.

2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the Circular issued by Ministry of Corporate Affairs, for remote e-voting for this EGM, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited having their office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020 (INDIA). Ph No. : 011-26387281/82/83. Shareholders may write the request to register/update their E-mail address with RTA to the email: info@masserv.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for the EGM.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (collectively referred to as "**MCA Circulars**"), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/ herself. The proxy need not be a member of the company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of Extra-ordinary general meeting.

5. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

6. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.

7. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission at the meeting hall. However, in case of non-receipt of Notice of EGM, members are requested to write to the



Company at its Registered Office for issuing the duplicate of the same or download the same from Company's website www.emeraldfin.com

8. Location map of the Venue of the Extra-ordinary General Meeting is attached to this Notice.

9. The Portal for E-voting will remain open for the Members for exercising their voting from **Tuesday, April 16, 2024** at 09:00 AM India Standard Time ('IST') till **Thursday, April 18, 2024** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Thursday, April 18, 2024**. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on **Friday, 12th April, 2024 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

10. The EGM Notice is being sent to all the Members, whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, 15th March 2024** by e-mail to those shareholders who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings be sent by permitted mode at the address registered with the company's Registrar and Share Transfer Agent i.e. M/s MAS Services Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.

11. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

12. The Board of Directors has appointed CS Kanwaljit Singh, Company Secretary in Practice (Membership No. FCS 5901), as Scrutinizer for scrutinizing the E-voting process in a fair and transparent manner.

13. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the EGM will be announced on or before **Tuesday 23rd April, 2024**.

14. The results of EGM will be posted on the company's website www.emeraldfin.com, CDSL's Website www.evotingindia.com and will also be communicated to the BSE Limited ("BSE").

15. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.emeraldfin.com to facilitate online inspection of relevant documents until last date of E-voting, i.e., **Thursday, April 18, 2024**. Members desirous of inspecting these documents may mail to cs@emeraldfin.com.

16. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

17. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of



the company to enable them to cast their votes electronically on the items mentioned in the Notice.

18. For this purpose, the company has engaged the service of CDSL and has made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.

The detailed procedure with respect to E-voting is as follows:

19. **Voting through electronic means:**

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **Tuesday, April 16, 2024** at 9.00 AM and ends on **Thursday, April 18, 2024** at 5:00 PM. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 12th April, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings alongwith links of the respective e-Votingserviceprovideri.e.CDSL/NSDL/KARVY/LINKINTIMEasperinformationpr ovided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) IftheuserisnotregisteredforEasi/Easiest,optiontoregisterisavailableat https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link inwww.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 provided links for the respective ESP where the E Voting is in progress</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available athttps://eservices.nsd.com.Select "Register Online for IDeAS"Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing thefollowingURL:https://www.evoting.nsd.com/eitheronaPersonalComputer or on a mobile. Once the home page of e-Voting system islaunched,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 thescreen. After successful authentication, you will be redirected to</p>



	NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account Through your Depository Participant registered with NSDL/CDSL fore-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click one-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 name and you will be redirected to e-Voting service provider Website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800 22 44 30

(i) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged onto www.evotingindia.com and vote done earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



	For Shareholders holding shares in Demat Form other than individual 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 number sent by Company/RTA or contact Company/RTA.
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 (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 shareholders 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 viz; cs@emeraldfin.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) 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 022-23058542/43.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No.1: To modify Articles of Association of the Company

As the Articles of association of the company is silent about issue of warrants by way of further issue of shares by the company, the Board of Directors recommends modification of the Articles of Association of the Company by replacing the word shares with securities in article 11B of the Articles of Association. The Resolution at Item No. 1 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013. A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company. The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 1.

Item No.2 Issue of Convertible Warrants on Preferential Basis

In accordance with Sections 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 there under (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 **Convertible Warrants** on preferential basis, in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI(ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of Convertible Warrants are as under:

The proposed issue and allotment of Convertible Warrants on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible Warrants are:

- The "**Relevant Date**" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of Convertible warrants is **Wednesday, 20th March, 2024** which is a date 30 days prior to the date of the EGM in which the resolution is to be passed;

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:



1. The allotment of the Convertible Warrants is subject to the Proposed Allottee (s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below :

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

The Board of Directors in its meeting held on 20th March, 2024 had approved the issue of Convertible Warrants and accordingly proposes to issue and allot in aggregate up to maximum of 26,31,579 (Twenty Six Lacs Thirty One Thousand Five Hundred Seventy Nine Only) Convertible Warrants at a price of Rupees 38.00/- (Rupees Thirty Eight Only) each, aggregating up to Rs. 10,00,00,000/- (Rupees Ten Crore Only) to the entities of non-promoter category.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The funds so infused shall be utilized to support the expansion of business, particularly Earned Wages Access (EWA) program, general corporate purpose and such other purpose as the Board may decide.

(iii) Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue up to maximum of 26,31,579 number of Convertible Warrants at a price of Rs. 38.00/- per equity share including premium of Rs. 28.00/- as per the table specified below:

S. No.	Name of Proposed Allottee	Category	Maximum Number of Convertible warrants proposed to be allotted
1.	INVESTI GLOBAL OPPORTUNITY FUND PCC - CELL 1	Non-promoter	26,31,579
	Total		26,31,579

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the **Convertible Warrants** is **Wednesday, 20th March, 2024** being the date 30 days prior to the date on which the resolution is deemed to be passed i.e **Friday, April 19, 2024**

(v) Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited ("BSE"). In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on BSE Limited for a period



of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is needed to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. The 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date ; or
- b. The 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

“Stock Exchange” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE during 90 and 10 trading days preceding the relevant date, which comes to Rs. 32.61/- per warrant.

Therefore, in terms of Regulation 164(1) read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking in to consideration price as calculated, the Issue Price has been fixed as Rs. 38.00/- per equity shares including premium of Rs. 28.00/- per warrant.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Kanwaljit Singh, Practicing Company Secretary (Membership No. FCS 5901), confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and the same shall be made available and published on the websites of the company i.e. www.emeraldfin.com.

- The allotment of Convertible warrants are subject to the Investor(s) not having sold any Equity shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India nor declared as fraudulent borrower and also not declared as fugitive economic offender.



- The entire pre preferential shareholding of proposed allottees is in dematerialized Form. However, none of the proposed allottees has any pre preferential holding in the company.

(vi) Amount which the Company intends to raise by way of such Convertible warrants

Upto a maximum of Rs. 10 Crore calculated on the basis of issue and allotment of 26,31,579 Convertible Warrants at a price of Rs 38.00/- per warrant.

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment.

None of the Promoters, directors and Key managerial Personnel of the company have shown their intention to subscribe to the present preferential allotment..

(viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, the convertible warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals and each Warrant is convertible into one equity share of face value of Rs. 10/- each fully paid-up ("**Equity Share**") of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of convertible warrants

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential
A	Promoters' holding :				
1.	Indian	-	-	-	-
	Individuals/ HUF	20436413	67.80	20436413	62.35
	Bodies Corporate	0	0.00	0	0.00
	Trust	0	0.00	0	0.00
2.	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	20436413	67.80	20436413	62.35
B	Non-Promoters' holding:				
1.	Institutional Investors				
	<i>Mutual Funds</i>	0	0.00	0	0.00
	<i>Venture Capital Funds</i>	0	0.00	0	0.00
	<i>Alternate Investment Funds</i>	0	0.00	0	0.00
	<i>Foreign Venture Capital Investors</i>	0	0.00	0	0.00



	<i>Foreign Portfolio Investors</i>	394000	1.31	3025579	9.23
	<i>Financial Institutions/Banks</i>	0	0.00	0	0.00
	<i>Insurance Companies</i>	0	0.00	0	0.00
	<i>Provident Funds/Pension Funds</i>	0	0.00	0	0.00
	<i>Any Other (Specify)</i>	0	0.00	0	0.00
	<i>Trust</i>	0	0.00	0	0.00
2.	<i>Central Government/State Government(s)/ President of India</i>	0	0.00	0	0.00
3.	<i>Non-Institution Investors</i>				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	2054661	6.82	2054661	6.27
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	5405779	17.93	5405779	16.49
	NBFCs Registered with RBI	0	0.00	0	0.00
	Employee Trusts	0	0.00	0	0.00
	Any Other	0	0.00	0	0.00
	Clearing members	683	0.00	683	0.00
	Non Resident Indians	60543	0.20	60543	0.18
	HUF	0	0.00	0	0.00
	Bodies Corporate	1790571	5.94	1790571	5.46
	Trust	1000	0.00	1000	0.00
	Sub Total (B)	9707237	32.20	12338816	37.65
	TOTAL (A+B)	30143650	100.00	32775229	100.00
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding*	0	0.00	0.00	0.00
	Sub Total (C)	0	0.00	0.00	0.00
	GRAND TOTAL (A+B+C)	30143650	100.00	32775229	100.00

Notes:

1. The above mentioned post preferential issue share holding pattern of the Company is calculated on basis of assuming full subscription of shares to be allotted under the present issue.
2. The pre preferential shareholding pattern is prepared on the basis of shareholding pattern for the quarter ended 31.12.2023.
3. * The company has given grant of 2,30,000 Employee Stock Options to be exercised over a period of four years under the ESOP scheme of the company

(xi) 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 percentage of post preferential issue capital that may be held by them and change in control, if any:

(xii)



S. No.	Name of the Proposed Allottee	PAN	Category	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		Preferential Issue of Warrants (Present Issue)	Post Preferential Shareholding ³	
					No. of equity shares	% age		No of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice	% age
1	INVESTI GLOBAL OPPORTUNITY FUND PCC - CELL 1	AAHCI4193A	Non-promoter	INVESTI GLOBAL OPPORTUNITY FUND PCC - CELL 1 is a Category I Foreign Portfolio Investor, incorporated under the laws of Mauritius and the registered office of Fund is located at Hotel Avenue 11th Floor, Bramer House Cybercity Ebene, 72201, Mauritius. The registration number of Fund under the SEBI FPI Regulations is INMUFPO70823. Further, there is no natural person, whether acting alone or together, who owns 15% or more of the shares or capital or profits in the Fund. The senior managing official of Fund is Mr. Etienne Marie Raymond Genies De Lassus Saint	0	0	2631579	2631579	8.03

1. The details of natural person are given only for the purpose to know natural persons.
2. Pre issue shareholding is as on 31.12.2023.
3. Post issue Shareholding is calculated only on the basis of post preferential capital assuming full conversion of warrants into equity shares as proposed in the present preferential issue.
4. The proposed allottee does not belong to promoter group.

(xi) Lock-in Period

The equity shares arising out of conversion of warrants into Equity shares to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.



The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval. However, none of the proposed allottees has any pre preferential holding in the company.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xii) The Percentage of post preferential issue capital that may be held by the allottee(s) and Change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of Convertible warrants, there will be no change in the control or management of the Company.

The details of percentage of post preferential issue capital of the proposed allottee(s) are as under:

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of post preferential capital	Percentage of Shareholding on the basis of fully diluted capital of the Company
1	INVESTI GLOBAL OPPORTUNITY FUND PCC - CELL 1	8.03	8.03

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case since the Company being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xiv) The Current and Proposed Status of the allottee (s) post the preferential issues are asunder:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	INVESTI GLOBAL OPPORTUNITY FUND PCC - CELL 1	Non-Promoter	Non-Promoter

(xv) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter or fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- b) The Company is eligible to make the Preferential Allotment to Proposed Allottee under Chapter V of SEBI (ICDR) Regulations, 2018.
- c) 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(1) of the SEBI (ICDR) Regulations governing re-



computation of the price of shares shall not be applicable.

d) 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, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked -in till the time such amount is paid by the proposed allottees.

e) The Equity Shares arising out of conversion of warrants into Equity shares held by the proposed allottees in the Company shall be in dematerialized form only.

f) The company shall comply with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public, post allotment of shares under proposed preferential allotment.

(xvi) Practicing Company Secretary's Certificate

The certificate from Mr. Kanwaljit Singh, Company Secretary in Practice (FCS No. 5901 and COP 5870) certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations has been obtained and the same shall be available for inspection at our websites at www.emeraldfin.com.

(xvii) 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 bypassing 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 (ICDR) Regulations and the provisions of the Listing Regulation with the Stock Exchange(s) for authorizing the Board to offer, issue and allot Convertible warrants/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters 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.

Place: Chandigarh
Date: 20.03.2024

By order of the Board of Directors
for **EMERALD FINANCE LIMITED**

Sd/-
SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828



**Form No. MGT-11
Proxy form**

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

CIN: L65993CH1983PLC041774
 Name of the company: EMERALD FINANCE LIMITED
 Registered office: SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

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

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

1. Name:

Address:
 E-mail Id:
 Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the Friday, 19th day of April, 2024 at 10.00 a.m. at SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002 and at any adjournment thereof in respect of such resolutions as are indicated below:
 Resolution No.

Resolutions		Optional**	
		For	Against
Special Business			
1.	MODIFICATION OF ARTICLES OF ASSOCIATION		
2.	TO APPROVE THE ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS		

Signed this..... day of..... 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. For the Resolutions, Notes and Explanatory Statement, please refer to the Notice of the Extra-Ordinary General Meeting.
5. **It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.



EMERALD FINANCE LIMITED
 Registered Office: SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

ATTENDANCE SLIP
 for the Extra-ordinary General Meeting
 to be handed over at the registration counter

Folio No./ DPID & Client ID:

Name:

Address:

I/ We hereby record my/our presence at the Extra-ordinary General Meeting of the company on Friday, 19th day of April, 2024 at 10.00 A.M at the registered office of the company at SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

.....
 Name of the Member/proxy
 /proxy

.....
 Signature of the member

Note:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance slip and hand it over at the entrance.
2. Name of the Proxy in block letters.....(in case the proxy attends the meeting).
3. Members are requested to bring their copies of the Notice to the meeting .



LOCATION MAP

