



Dated: 27-11-2024

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

Stock Symbol: 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 21st December 2024 (the Notice) 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.

For Emerald Finance Limited

(Sanjay Aggarwal)
Managing Director



NOTICE

Notice is hereby given that an Extra ordinary General Meeting of the members of M/s Emerald Finance Limited will be held on **Saturday, 21st December, 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: 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 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 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 create, offer, issue and allot on preferential basis up to maximum of 10,00,000 (Ten Lacs only) equity shares of the Company of the face value of Rs.10/- (Rupees Ten Only) each (**“Equity Shares”**) at a price of Rs. 100/- (Rupees One Hundred Only), which includes a premium of Rs. 90/- (Rupees Ninety Only) per equity share (**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 following **‘Proposed Allottee’** as detailed herein below:

S. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1.	M/s Minerva Ventures Fund	Non-promoter	5,00,000
2.	M/s Amartara Rondo Packaging Industries LLP	Non-promoter	2,00,000
3.	Ms. Sonam Dharia	Non-promoter	1,00,000
4.	Mr. Lalit Jain	Non-promoter	50,000
5.	Mrs. Arwa Umesh	Non-promoter	50,000
6.	Mr. Rajesh Jain	Non-promoter	30,000



7.	Mrs. Monika Agarwal	Non-promoter	25,000
8.	Mrs. Sonali Gupta	Non-promoter	25,000
9.	Mrs. Aashima Agarwal	Non-promoter	20,000
	Total		10,00,000

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 Equity Shares is **Thursday, 21st November, 2024**, being the date, which is 30 days prior to the date of Extra-ordinary General meeting to be held on **Saturday, 21st December, 2024**.

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

- (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee
- (iii) Allotment of Shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee 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 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.

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 equity shares and listing of equity shares 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 that may arise with respect to the offer, issue and allotment of equity shares, 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 and approve terms and conditions of the issue of abovementioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

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: 26.11.2024

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

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 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 National Securities Depository Limited (NSDL) 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 as well as the e-voting system on the date of the EGM will be provided by NSDL.

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 **Wednesday, December 18, 2024** at 09:00 AM India Standard Time ('IST') till **Friday, December 20, 2024** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Friday, December 20, 2024**. Please note that E-voting module will be disabled for e-voting by NSDL 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 **Saturday, 14th December, 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 by e-mail 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, 22nd November, 2024** and 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 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, 24th December, 2024**.
14. The results of EGM will be posted on the company's website www.emeraldfin.com, NSDL's Website www.evoting.nsdl.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., **Friday, December 20, 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 NSDL and has made necessary arrangements with NSDL 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:

The voting period begins on **Wednesday, December 18, 2024** at 09:00 AM India Standard Time ('IST') and ends on **Friday, December 20, 2024** at 05:00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. 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 **Saturday, 14th December, 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 14.12.2024.

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 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.	<p>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 Ifyou 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</p> <p>2. 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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 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.</p> <p>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the</p>



	<p>e-Voting service providers' website directly.</p> <p>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.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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>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.</p>

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

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

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

B) Login Method for e-Voting 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

EMERALD FINANCE LIMITED

(Formerly EMERALD LEASINGFINANCE&INVESTMENTCOMPANYLIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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



'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.nsd.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 use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsd.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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 kanwwalcs@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 Amit Vishal 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@emeraldfin.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@emeraldfin.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting 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.

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 Issue of Equity Shares 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 equity shares ("**Equity Shares**") 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 Equity Shares are as under:

The proposed issue and allotment of equity shares 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 Equity Shares are:

- The "**Relevant Date**" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of equity shares is **Thursday, 21st November, 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 equity shares 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

S. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1.	M/s Minerva Ventures Fund	Non-promoter	5,00,000
2.	M/s Amartara Rondo Packaging Industries LLP	Non-promoter	2,00,000
3.	Ms. Sonam Dharia	Non-promoter	1,00,000
4.	Mr. Lalit Jain	Non-promoter	50,000
5.	Mrs. Arwa Umesh	Non-promoter	50,000
6.	Mr. Rajesh Jain	Non-promoter	30,000



7.	Mrs. Monika Agarwal	Non-promoter	25,000
8.	Mrs. Sonali Gupta	Non-promoter	25,000
9.	Mrs. Aashima Agarwal	Non-promoter	20,000
	Total		10,00,000

The Board of Directors in its meeting held on 26th November, 2024 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 10,00,000 (Ten Lakhs Only) Equity Shares at a price of Rupees 100.00/- (Rupees One Hundred 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, onward lending, repayment of loans and 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 10,00,000 number of Equity Shares at a price of Rs. 100.00/- per equity share including premium of Rs. 90.00/- as per the table specified below:

S. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted
1.	M/s Minerva Ventures Fund	Non-promoter	5,00,000
2.	M/s Amartara Rondo Packaging Industries LLP	Non-promoter	2,00,000
3.	Ms. Sonam Dharia	Non-promoter	1,00,000
4.	Mr. Lalit Jain	Non-promoter	50,000
5.	Mrs. Arwa Umesh	Non-promoter	50,000
6.	Mr. Rajesh Jain	Non-promoter	30,000
7.	Mrs. Monika Agarwal	Non-promoter	25,000
8.	Mrs. Sonali Gupta	Non-promoter	25,000
9.	Mrs. Aashima Agarwal	Non-promoter	20,000
	Total		10,00,000

(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 equity shares is Thursday, 21st November, 2024 being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. Saturday, December 21, 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:

EMERALD FINANCE LIMITED

(Formerly EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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

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. 97.45/- per equity shares.

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. 100.00/- per equity shares including premium of Rs. 90.00/- per equity shares.

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 equity shares 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 equity shares

Upto a maximum of Rs. 10.00 Crore calculated on the basis of issue and allotment of 10,00,000 equity shares at a price of Rs 100.00/- per equity shares.

(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 equity shares 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 equity shares 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.

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares

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	62.35	20436413	60.51
	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	62.35	20436413	60.51
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>	3000579	9.16	3500579	10.36
	<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.	Central Government/ State Government(s)/ President of India	0	0.00	0	0.00
3.	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	3183032	9.71	3203032	9.48
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	4310374	13.15	4590374	13.59
	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	1892	0.01	1892	0.01
	Non Resident Indians	376960	1.15	376960	1.12
	HUF	0	0.00	0	0.00
	Bodies Corporate	1465979	4.47	1665979	4.93
	Sub Total (B)	12338816	37.65	13338816	39.49
	TOTAL (A+B)	32775229	100.00	33775229	100.00

EMERALD FINANCE LIMITED

(Formerly EMERALD LEASINGFINANCE&INVESTMENTCOMPANYLIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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

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)	32775229	100.00	33775229	100.00

Notes:

- 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.
- The pre preferential shareholding pattern is prepared on the basis of 30.09.2024.

(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:

S. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		No of Equity Shares allotted	Post Preferential Shareholding ³	
				No. of equity shares	% age		No. of equity shares	% age
1	M/s Minerva Ventures Fund	AAQCM6132Q	Minerva Venture Fund is a Category I Foreign Portfolio Investor, incorporated under the laws of Mauritius and the registered office of Fund is located at ONS, Finserv Ltd, Hotel Avenue 11th Floor, Bramer House Ebene, Cybercity, 11111, Mauritius. The registration number of Fund under the SEBI FPI Regulations is INMUFPO11123. Further, the Ultimate Beneficial Owner of the fund is Mr. Ghanshyam Hurry	0	0	500000	500000	1.48
2.	M/s Amartara Rondo Packaging Industries LLP	ABQFA4966J	Mr. Ashwin Ajaymohan Sarup	0	0	200000	200000	0.59
3.	Ms. Sonam Dharia	AJJPT9850D	Ms. Sonam Dharia	0	0	100000	100000	0.30
4	Mr. Lalit Jain	AAUPJ0091Q	Mr. Lalit Jain	0	0	50,000	50,000	0.15
5	Mrs. Arwa Umesh	AAAPU2654C	Mrs. Arwa Umesh	0	0	50,000	50,000	0.15
6	Mr. Rajesh Jain	AAEPJ5938L	Mr. Rajesh Jain	0	0	30,000	30,000	0.09

EMERALD FINANCE LIMITED

(Formerly EMERALD LEASINGFINANCE&INVESTMENTCOMPANYLIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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



7	Mrs. Monika Agarwal	ABIPA8606K	Mrs. Monika Agarwal	0	0	25,000	25,000	0.07
8	Mrs. Sonali Gupta	AHVPK2031M	Mrs. Sonali Gupta	0	0	25,000	25,000	0.07
9	Mrs. Aashima Agarwal	AUMPR2990Q	Mrs. Aashima Agarwal	0	0	20,000	20,000	0.06

1. The details of natural person are given only for the purpose to know natural persons.
2. Pre issue shareholding is as on 30.09.2024.
3. Post issue Shareholding is calculated only on the basis of post preferential capital assuming full subscription of equity shares as proposed in the present preferential issue.
4. There shall be no change in control consequent to the present preferential issue of equity shares.
5. The proposed allottees do not belong to promoter group.

(xi) Lock-in Period

The equity shares to be issued and 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 equity shares, 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	M/s Minerva Ventures Fund	1.48	1.48
2	M/s Amartara Rondo Packaging Industries LLP	0.59	0.59
3	Ms. Sonam Dharia	0.30	0.30
4	Mr. Lalit Jain	0.15	0.15
5	Mrs. Arwa Umesh	0.15	0.15
6	Mr. Rajesh Jain	0.09	0.09
7	Mrs. Monika Agarwal	0.07	0.07
8	Mrs. Sonali Gupta	0.07	0.07
9	Mrs. Aashima Agarwal	0.06	0.06

(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	M/s Minerva Ventures Fund	Non-Promoter	Non-Promoter
2	M/s Amartara Rondo Packaging Industries LLP	Non-Promoter	Non-Promoter
3	Ms. Sonam Dharia	Non-Promoter	Non-Promoter
4	Mr. Lalit Jain	Non-Promoter	Non-Promoter
5	Mrs. Arwa Umesh	Non-Promoter	Non-Promoter
6	Mr. Rajesh Jain	Non-Promoter	Non-Promoter
7	Mrs. Monika Agarwal	Non-Promoter	Non-Promoter
8	Mrs. Sonali Gupta	Non-Promoter	Non-Promoter
9	Mrs. Aashima Agarwal	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 held by the proposed allottees in the Company are 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 equity shares/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: 26.11.2024

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

SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828

EMERALD FINANCE LIMITED

(Formerly EMERALD LEASINGFINANCE&INVESTMENTCOMPANYLIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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



**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 Saturday 21st December, 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:

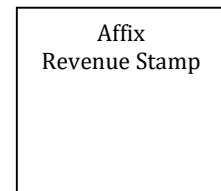
Resolution No.

Resolutions		Optional**	
		For	Against
1.	TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS		

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

Signature of shareholder

Signature of Proxy holder(s)



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

(Formerly EMERALD LEASINGFINANCE&INVESTMENTCOMPANYLIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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



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 Saturday, December 21, 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

.....
Signature of the member /proxy

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



EMERALD FINANCE LIMITED

(Formerly EMERALD LEASINGFINANCE&INVESTMENTCOMPANYLIMITED)

CIN - L65993CH1983PLC041774

Registered Office: S.C.07, Industrial Area Phase II, Chandigarh (India), 160002

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