

**Date: January 19, 2026**

**National Stock Exchange of India Limited,**  
 Exchange Plaza, Bandra Kurla Complex,  
 Bandra East,  
 Mumbai 400 051, India  
**NSE Symbol: MONEYBOXX**

**BSE Limited**  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 Mumbai 400 001, India  
**Scrip Code: 538446**

Dear Sir/Madam,

**Subject: Notice of Extra-Ordinary General Meeting ('EGM') of Moneyboxx Finance Limited ("the Company")**

We wish to inform you that the Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on **Wednesday, February 11, 2026 at 12:30 P.M. (IST)** through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"). The Notice of EGM along with explanatory statement is being submitted herewith, which is being sent through electronic mode to the Members.

Further, in terms of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing its Members to facility to cast their votes by electronic means through remote e-Voting services of NSDL, as well as e-voting during the EGM. The e-Voting instructions and the process to join meetings through VC/OAVM are set out in the EGM Notice.

The key details of the E-voting are as under:

<b>Remote e-Voting Period</b>	Saturday, February 07, 2026, at 09:00 A.M. (IST), until Tuesday, February 10, 2026, at 5:00 P.M. (IST)
<b>Cut-off date for e-Voting</b>	Thursday, February 05, 2026

The said Notice is also being made available on the website of the Company at [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com).

Kindly take the above intimation and documents on your record.

Thanking you,

Yours Faithfully  
 For **Moneyboxx Finance Limited**

**Lalit Sharma**  
**Company Secretary**  
 Encl. As above



#### MONEYBOXX FINANCE LIMITED

**Registered Office:** 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi -110066  
**Corporate Office:** Block A, DLF Building 8, 4th Floor, DLF Cyber City Gurugram, Haryana-122002  
**Head Office:** 411-A, Kanakia Wallstreet, Chakala, Andheri Kurla Road, Andheri (East), Mumbai-400093  
**CIN:** L30007DL1994PLC260191 | **Tel:** 0124-44453330 |  
**Email:** [info@moneyboxxfinance.com](mailto:info@moneyboxxfinance.com) | **Website:** [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) |

### NOTICE

#### EXTRA ORDINARY GENERAL MEETING

**Notice** is hereby given that the Extra Ordinary General Meeting ("EGM") of the Members of Moneyboxx Finance Limited ("the Company") will be held on **Wednesday, February 11, 2026, at 12:30 P.M.** ("IST") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard, to transact the following business:

#### SPECIAL BUSINESS:

##### **ITEM NO. 1: ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force); and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations" or "SEBI ICDR Regulations"); and any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA") as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by Stock Exchanges, where the equity shares of the Company are listed ("Stock Exchange") and/or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"); and in accordance with the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) is hereby authorized to accept, the consent of the Member(s) of the Company be and is hereby accorded to issue, offer and allot on preferential basis up to maximum 57,00,000 (Fifty-Seven Lakh Only) Equity Shares of the Company of the face value of Rs. 10/- each (Rupees Ten only) ("Equity Shares") at a price of Rs. 76/- (Rupees Seventy-Six only) which includes a premium of Rs. 66/- (Rupees Sixty-Six only) per equity share aggregating up to maximum of Rs. 43,32,00,000 (Rupees Forty-Three Crore Thirty-Two Lakh Only) to the identified investors (hereinafter referred to as the "Proposed Allotees /Equity holder/Investor"), as more particularly mentioned in the explanatory statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

**RESOLVED FURTHER THAT** the relevant date for the purpose of determination of minimum price for the issue and allotment of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018 is **Monday, January 12, 2026**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

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

- (i) The Allottee(s) shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof.
- (ii) The Equity Shares so offered, issued and allotted to the Allottee(s), shall be issued by the Company for cash consideration;

- (iii) The consideration for allotment of the Equity Shares shall be paid to the Company from the bank account of the Allottee(s).
- (iv) Allotment of Equity Shares shall only be made in dematerialized form.
- (v) The Equity Shares allotted to the Allottee(s) shall be fully paid-up and 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.
- (vi) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- (vii) The pre-preferential allotment holding of the Promoter Group Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations
- (viii) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ix) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

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

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

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

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

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

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

**By Order of the Board of Directors**

Sd/-  
Lalit Sharma  
Company Secretary  
Membership No.: A24111

Date: January 13, 2026  
Place: Gurugram

**NOTES:**

1. In compliance with General Circular No. 09/2024 dated September 19, 2024 & Circular No.03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/ CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circulars"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Extra-Ordinary General Meeting ("EGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue deemed for the EGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the special businesses to be transacted at the meeting, is annexed hereto. The Board has decided to convene the EGM to consider the above Special Business as it is unavoidable in nature.
3. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through **VC / OAVM**, physical attendance of Members has been dispensed with. Accordingly, the facility for appointments of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance slip and route map of the EGM are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, the body corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Notice of the EGM is also placed on the website of the Company i.e. [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) and the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the websites of the stock exchange on which the shares of the Company are listed i.e. BSE Ltd. [www.bseindia.com](http://www.bseindia.com) & NSE Ltd. [www.nseindia.com](http://www.nseindia.com)
6. Relevant documents referred to in the accompanying Notice and Explanatory Statements, Registers and all other document will be available for electronic inspection by the members, without any fee, from the date of circulation of this Notice up to the date of EGM, i.e., February 11, 2026. The members seeking to inspect such documents can send an email to [compliance@moneyboxxfinance.com](mailto:compliance@moneyboxxfinance.com) with subject line "Inspection of Documents" mentioning their name, DP Id and Client Id and documents they wish to inspect.
7. The Notice is being sent to all the Members / Beneficiaries electronically, whose names appear on the Register of Members /Record of Depositories as on **Friday, January 16, 2026**, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.

The Company has fixed **Thursday, February 05, 2026**, as the cut-off date for determining entitlement of members who will be eligible to attend and vote at the Meeting.

8. A person who is not a member as on **cut-off date** should treat this Notice for information purpose only.

The remote e-voting period begins on **Saturday, February 07, 2026, at 09:00 A.M. (IST) and ends on Tuesday, February 10, 2026, at 5:00 P.M.(IST)**. During this period, members of the Company holding equity shares, as on the cut-off date i.e., **Thursday, February 05, 2026**, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for an electronic voting system shall also be made available at the EGM. The Members attending the EGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the EGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the Extra Ordinary General Meeting.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.

9. Members who would like to express their views or ask questions during the EGM, may register themselves as a speaker by sending their request in advance **at least seven (7) days** prior to the date of EGM mentioning their name, Demat account number/folio number, email id, mobile number at [compliance@moneyboxxfinance.com](mailto:compliance@moneyboxxfinance.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time as appropriate for smooth conduct of the EGM. Members who do not wish to speak during the EGM but have queries in respect of items of businesses proposed to be transacted at the meeting, may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@moneyboxxfinance.com](mailto:compliance@moneyboxxfinance.com). These queries will be replied by the company suitably by email.

10. Members may join the **EGM through VC/OAVM** Facility by following the procedure mentioned below which shall be kept open for the Members from 12:00 Noon (IST) i.e., 30 minutes before the scheduled time to start the EGM and the Company may close the window to join the VC/OAVM facility, 15 minutes after the scheduled time of the EGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on a first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc.
11. The Board of Directors have appointed Mr. Shashank Pashine Prop. M/s Shashank Pashine & Associates, Practicing Company Secretary (M. No. F11665, COP. No. 21229), as the Scrutinizer, to scrutinize the remote e-voting process and voting through electronic voting system at the EGM in a fair and transparent manner.
12. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) within 2 working days from the conclusion of the meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) and the website of NSDL at [www.nsdl.com](http://www.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorized by the Chairman and the same will also be communicated to the Stock Exchange. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
13. Corporate/ Institutional members intending to attend the EGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to [csshashankpashine@gmail.com](mailto:csshashankpashine@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
14. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically.
15. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.
16. For remote e-voting and e-voting during EGM, please refer to e-voting procedures.

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

The remote e-voting period begins on Saturday, February 07, 2026, at 09:00 A.M. and ends on Tuesday, February 10, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, February 05, 2026, 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 Thursday, February 05, 2026.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as person who is not a member as on Cut-off date should treat this Notice for information purpose only.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cDSLindia.com/myeasi/home/login">https://web.cDSLindia.com/myeasi/home/login</a> or <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on New System My easi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users 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.</li> </ol>
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 for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 022-23058738 or 022-23058542-43

**B) Login method for e-voting and joining virtual meetings for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How do I login to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open, You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen, Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on a-voting and you can proceed to Step 2 i.e., Casting your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 138166 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.nsdl.com](https://www.evoting.nsdl.com/).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csshashankpashine@gmail.com](mailto:csshashankpashine@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., Thursday, February 05, 2026, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on [www.evoti.nsdl.com](http://www.evoti.nsdl.com) or call on 022 - 48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Thursday, February 05, 2026, may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".

**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 [compliance@moneypboxxfinance.com](mailto:compliance@moneypboxxfinance.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 [compliance@moneypboxxfinance.com](mailto:compliance@moneypboxxfinance.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step I (A) i.e., Login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through laptops for better experience.
3. Further members will be required to allow Camera and use Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from mobile devices or tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@avrofurniture.com](mailto:cs@avrofurniture.com). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS**

**ITEM NO. 1**

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares ("Equity Shares") to the Proposed Allotees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

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

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

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

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

The Board in its meeting held on Tuesday, January 13, 2026, had approved the issue of equity shares accordingly proposes to issue and allot in aggregate up-to maximum of 57,00,000 number of equity shares to the entities belonging to promoter/ promoter group / non-promoter Category, at a price of Rs. 76/- (Rupees Seventy-Six only) which includes a premium of Rs. 66/- (Rupees Sixty-Six only), on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

**(b) Objects of the Preferential Issue:**

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

The object-wise funds utilisation would be as below:

Object	Fund Utilization (Rs. In Crore)	Tentative Timeline for utilization of proceeds
On ward Lending Purpose	32.50	To be utilized within 12 months from the receipt of funds.
Debt Repayment	6.50	
General Corporate Purpose	4.32	
<b>Total</b>	<b>43.32</b>	

*\*Considering 100% subscription of equity shares within the stipulated time*

Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in accordance with applicable laws.

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

The resolutions set out in this Notice authorize the Board to issue up to 57,00,000 Equity Shares at a price of Rs. 76/- per equity shares including premium of Rs. 66/-. (Detail of proposed allottee stated under **Annexure -A**)

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

Mr. Deepak Aggarwal (Co-CEO, CFO & Whole time Director/Promoter), Mr. Mayur Modi (Co-CEO & Whole time Director/Promoter) and Mr. Govind Gupta (Non- Executive Director/Promoter Group) of the Company intend to subscribe to the proposed preferential issue of equity shares.

**(e) Relevant Date**

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Monday, January 12, 2026, i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting, which is scheduled to be held on Wednesday, February 11, 2026.

**(f) Pre- and Post-Issue Shareholding Pattern**

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

S. No.	Category	Pre-Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares Held	% of share Holding
<b>A</b>	<b>Promoters' holding:</b>				
1.	Indian				
	Individuals/ HUF	23,54,000	3.60	58,54,000	8.23
	Bodies Corporate	2,68,12,056	40.99	2,68,12,056	37.70
	Trust	0	0	0	0
2.	Foreign Promoters	0	0	0	0
	<b>Sub Total (A)</b>	<b>2,91,66,056</b>	<b>44.59</b>	<b>3,26,66,056</b>	<b>45.94</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1.	Institutional Investors				
	Mutual Funds	0	0	0	0
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	1,97,068	0.30	1,97,068	0.28
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Portfolio Investors	1,133	0.001	1,133	0.002
	Financial Institutions/Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Provident Funds/Pension	0	0	0	0

	Funds				
	Any other (Specify)	0	0	0	0
	Trust	0	0	0	0
2.	Central Government/State Government(s)/ President of India	0	0	0	0
3.(a)	<b>Non-Institution Investors</b>				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	52,40,998	8.01	52,40,998	7.37
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	2,77,38,014	42.41	2,77,38,014	42.10
	NBFCs Registered with RBI	0	0	0	0
	Employee Trusts	0	0	0	0
3(b)	<b>Any Other</b>				
	Non-Resident Indians	9,95,012	1.52	9,95,012	1.40
	Clearing Members	12,200	0.02	12,200	0.02
	Bodies Corporate	20,58,719	3.15	20,58,719	2.90
	Foreign Nationals	0	0	0	0
	Trust	0	0	0	0
	I E P F	0	0	0	0
	Any Other	0	0	0	0
	<b>Sub Total (B)</b>	<b>3,62,43,144</b>	<b>55.41</b>	<b>3,84,43,144</b>	<b>54.06</b>
	<b>TOTAL (A+B)</b>	<b>6,54,09,200*</b>	<b>100</b>	<b>7,11,09,200*</b>	<b>100.00</b>

\*Total number of shares does not include outstanding securities ESOPs and warrants i.e. 9,91,250 and 37,37,745 respectively.

*NOTE: The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the Promoter, promoter group and non-promoter category.*

*The pre-issue shareholding pattern is as on December 31, 2025.*

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

The Company has not made any preferential allotments during the current financial year 2025-26.

**(h) Time frame within which the preferential issue shall be completed.**

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

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

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

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

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

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

**(k) Principal terms of Asset charged as securities.**

Not applicable

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

The present allotment is being made to the Promoter, Promoter Group and Non- Promoters of the Company, there will be no change in control of the Company consequent to the said preferential issue of Equity Shares.

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

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

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

The equity shares of the Company are listed on both stock exchanges, namely BSE and NSE. The issue price has been determined based on the trading volume on BSE, as the equity shares of the Company have been listed on BSE for a period exceeding 90 trading days prior to the Relevant Date. Further, the equity shares of the Company have been listed on NSE for less than 90 trading days as on the Relevant Date, i.e., January 12, 2026.

As required under the ICDR Regulations, upon completion of 90 trading days from the date of listing of the equity shares on NSE, if the Exchange requires re-computation, the Company shall re-compute the issue price of equity shares in respect of the preferential issue. In the event of any upward revision in the issue price pursuant to such re-computation, the preferential allottees shall be required to bring in the differential amount to the Company.

The equity shares allotted pursuant to this resolution shall be subject to lock-in for such period as prescribed under the applicable provisions of the ICDR Regulations.

**(o) Kinds of Securities offered**

Equity Shares

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

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

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

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

The Equity Shares of the Company are listed on the BSE Limited and NSE Limited and are frequently traded in accordance with the ICDR Regulations. As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share can be issued is Rs. 75.55/- per Equity Share. The Company proposes to issue the Equity Shares at an issue price of Rs. 76/- (including premium of Rs. 66/-) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

**(q) Report on Registered Valuer**

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

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

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

**(s) Practicing Company Certificate**

A certificate from Ms. Ritu Panchal, Practicing Company Secretary dated **January 17, 2026**, has been obtained by the Company certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of the ICDR Regulations. The said certificate can be accessed at the below-mentioned URL: [1768807114.pdf](https://1768807114.pdf), available on the Company's website at [www.moneyboxxfinance.com](http://www.moneyboxxfinance.com) and shall be placed before the general meeting of the shareholders.

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

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

Contribution is being made by Mr. Deepak Aggarwal (Co-CEO, CFO & Whole time Director/Promoter), Mr. Mayur Modi (Co-CEO & Whole time Director/Promoter) and Mr. Govind Gupta (Non- Executive Director/Promoter Group) of the Company as part of the Preferential Issue of Equity shares.

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

Not applicable

**(v) Utilization Plan & Allocation of Proceeds**

The proceeds of the Preferential Issue will be utilized for business activities, financing the future growth opportunities and for general corporate purposes.

**(w) Other disclosures**

- (i) During the period, commencing from April 01, 2025, till the date of Notice of this EGM, the Company has not made any preferential allotment;
- (ii) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- (iii) None of the proposed allottees have sold or transferred any Equity Shares during 90 Trading days preceding the Relevant Date;

(iv) Since the preferential issue of Equity Shares is not more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees in concert. Hence, report of the registered valuer is not required under applicable provisions of SEBI ICDR Regulations.

**(x) Undertakings**

- (i) Neither the Company nor any of its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations, 2018, Reserve Bank of India and also not declared as fugitive economic offender as defined Fugitive Economic Offender Act, 2018;
- (ii) The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;
- (iii) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable however, the Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so;
- (iv) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares shall continue to be locked in till the time such amount is paid by the proposed allottees;
- (v) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- (vi) The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations;
- (vii) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

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

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

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

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution except Mr. Deepak Aggarwal (Co-CEO, CFO & Whole time Director), Mr. Mayur Modi (Co-CEO & Whole time Director) & Mr. Govind Gupta (Non-Executive Director) of the Company being an allottee to the issue.

**Annexure -A**

<b>S. No.</b>	<b>Name of Proposed Allotees</b>	<b>Natural persons who are the ultimate beneficiaries/owners</b>	<b>Pre-Issue Shareholding</b>		<b>Category/ Current Status</b>	<b>Maximum Number of Equity Shares proposed to be allotted</b>	<b>Post Preferential issue/Fully Diluted Capital Shareholding</b>		<b>Proposed Status</b>
			<b>No. of equity shares</b>	<b>% age</b>			<b>No. of equity shares</b>	<b>% age</b>	
1.	Mr. Deepak Aggarwal	-	11,70,000	1.79	Promoter	1,425,000	2,595,000	3.65	Promoter
2.	Mr. Mayur Modi	-	11,70,000	1.79	Promoter	1,425,000	2,595,000	3.65	Promoter
3.	Ms. Priyanka Gupta	-	-	0.00	Promoter Group	500,000	5,00,000	0.70	Promoter Group
4.	Mr. Govind Gupta	-	-	0.00	Promoter Group	150,000	1,50,000	0.21	Promoter Group
5.	Mr. Avadesh Gupta	-	2,58,000	0.39	Non-Promoter	250,000	5,08,000	0.71	Non-Promoter
6.	Ms. Astha Gupta	-	50,000	0.08	Non-Promoter	200,000	2,50,000	0.35	Non-Promoter
7.	Avadesh Gupta HUF	Mr. Avadesh Gupta	1,00,000	0.15	Non-Promoter	200,000	3,00,000	0.42	Non-Promoter
8.	Mr. Swadesh Gupta	-	7,64,224	1.17	Non-Promoter	200,000	9,64,224	1.36	Non-Promoter
9.	Ms. Preeti Gupta	-	7,57,000	1.16	Non-Promoter	200,000	9,57,000	1.35	Non-Promoter
10.	Swadesh Gupta HUF	Mr. Swadesh Gupta	1,18,940	0.18	Non-Promoter	200,000	3,18,940	0.45	Non-Promoter
11.	Hukam Chand Gupta Sons HUF	Mr. Anand Prakash Gupta	0	0.00	Non-Promoter	50,000	50,000	0.07	Non-Promoter
12.	Mr. Manan Goel	-	0	0.00	Non-Promoter	300,000	3,00,000	0.42	Non-Promoter
13.	Ms. Sanskriti Goel	-	0	0.00	Non-Promoter	300,000	3,00,000	0.42	Non-Promoter
14.	Ms. Alankriti Goel	-	0	0.00	Non-Promoter	300,000	3,00,000	0.42	Non-Promoter