

MONEYBOXX FINANCE LIMITED
(Formerly Dhanuka Commercial Limited)

CIN: L30007DL1994PLC260191

Reg. Off: 523-A, Somdutt Chamber-II 9, Bhikaji Cama Place New Delhi – 110066
Tel: 011-26171326 | info@dhanukacommercial.com | www.dhanukacommercial.com

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("ICDR Regulations") read with provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modification(s) or re-enactment thereof, for the time being in force, for obtaining assent of the Shareholders of the Company by means of Postal Ballot on the Resolution set out in this Notice.

The Board of Directors has appointed Mr. Vikash Sethi, Prop. Vikash Sethi & Associates a Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The voting through postal ballot will commence from Wednesday, April 10, 2019 (09.00 A.M. IST) and shall end on Thursday, May 09, 2019 (05.00 P.M. IST). The scrutinizer's decision on the validity of votes shall be final.

Pursuant to Regulation 277 of ICDR Regulations, the Resolution shall be passed by requisite majority i.e. public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope.

Item of Business requiring consent of Shareholders through Postal Ballot:

SPECIAL BUSINESS

Item No. 01: MIGRATION FROM SME EXCHANGE OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED

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

“RESOLVED THAT pursuant to provisions laid down in Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions, if any, of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the migration of the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, for and on behalf of the Company.

RESOLVED FURTHER THAT all the Directors and/ or the Company Secretary of the Company be and are hereby jointly and / or severally authorized to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar and Transfer Agent, NSDL, CDSL, Registrar of Companies, and to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT all the Directors and/ or the Company Secretary of the Company be and are hereby jointly and/ or severally authorized to sign, execute and submit all such papers, deeds and documents and do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, for and on behalf of the Company.”

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

-- sd / --

(Radhika Garg)

Company Secretary & Compliance Officer
M. No. A36587

Date: 08.04.2019
Place: New Delhi

Registered Office:

523-A, Somdutt Chamber-II,
9, Bhikaji Cama Place, New Delhi - 110066
CIN: L30007DL1994PLC260191
Website: www.dhanukacommercial.com
E-mail: info@dhanukacommercial.com
Tel.: 011-26171326

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice
2. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice.
3. Mr. Vikash Sethi, Prop. Vikash Sethi & Associates, Practicing Company Secretary (M. No. A-15151 and CP No. 7863) has been appointed as the Scrutinizer to conduct the postal ballot process in fair and transparent manner.
4. Resolution passed by the shareholders through postal ballot is deemed to have been passed at a general meeting of the shareholders of the company.
5. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode i.e. through courier, along with a postage prepaid self addressed business reply envelope.
6. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members/ list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on March 29, 2019.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on end of day of Friday, March 29, 2019.
8. A copy of this notice will be displayed on the website of the Company www.dhanukacommercial.com and shall remain on the website until the last date for receipt of postal ballot from the shareholders.
9. Postal Ballot form can also be downloaded from the website of the Company i.e. www.dhanukacommercial.com or seek duplicate postal ballot from the Company.

10. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope.
11. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 5:00 p.m. (IST), Thursday, May 09, 2019. Any postal Ballot form received after the last date i.e. May 09, 2019 shall be treated as not having been received.
12. Incomplete, unsigned, improperly and incorrectly marked postal ballot forms will be rejected. There will be 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint members.
13. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney ("POA ") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.
14. A member cannot exercise his/her vote by proxy on postal ballot.
15. Members having any queries relevant to voting via postal ballot may mail to Company Secretary at info@dhanukacommercial.com or call at 011-26171326.
16. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till Thursday, May 09, 2019.
17. Members who have not registered their email address so far are requested to register their e-mail addresses with their respective depository participant for receiving all future communications including Annual Report, Notices, Circulars, etc. from the Company in electronic mode.
18. The Resolution, if approved, shall be deemed to have been passed on the last date for receipt of Postal Ballot Forms i.e. Thursday May 9, 2019.
19. The Scrutinizer will submit its report of the votes polled through Postal Ballot, to any Director of the Company on or before May 16, 2019. The result of Postal Ballot shall be declared by any Director of the Company on or before May 16, 2019. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be posted on the Website of the Company www.dhanukacommercial.com and intimated to the Stock Exchanges and / or such other authority / concern.

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

Item No. 01

The Company's Shares has been listed and traded on the BSE SME Platform since the year 2014. 'BSE SME Platform' was setup by the BSE Limited as per the rules and regulations laid down by SEBI. BSE SME Platform offers an entrepreneur and investor friendly environment, which enables the listing of SMEs from the unorganized sector scattered throughout India, into a regulated and organized sector.

Further, as per the extant criteria which is effective from August 13, 2018 for migration from SME platform to the Main Board:

'Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME platform of BSE has to fulfil following conditions:

- a) *The increase in post issue face value capital beyond Rs 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- b) *The company should have a minimum turnover of Rs. 100 crore as per last audited financials and market capitalisation of 100 crore.*
- c) *The company should have a minimum profit before tax of Rs 10 crore for two years out of three preceding years.*

d) There should not be any action against the company by any regulatory agency at the time of application for migration.

It is further clarified that for SME companies that apply for migration after a period of 2 years or more from the date of their listing on the SME platform, the norms mentioned at 'a' through 'd' above, will not apply.'

The Company based on the above revised criteria can make the necessary application to the Stock exchange for migration from the BSE SME platform to BSE Main Board as the norms mentioned at 'a' through 'd' in the above para would not be applicable.

Accordingly, the Company becomes eligible to migrate from BSE SME Exchange platform to the Main Board platform of the BSE Limited as per the guidelines laid down in Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). Hence, it is proposed to consider the migration of the trading platform of the Company from BSE SME Exchange platform to the Main Board platform of the BSE Limited to increase the participation of retail investors and to enhance the recognition of the Company in public at large and various stakeholders.

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

None of the Directors, Key Managerial Person and their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

-- sd / --

(Radhika Garg)

Company Secretary & Compliance Officer
M. No. A36587

Date: 08.04.2019
Place: New Delhi

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Encl:

1. Postal Ballot Form
2. Self Addressed Envelope

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(formerly Dhanuka Commercial Limited)

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POSTAL BALLOT FORM

Serial No:

1. Name and Registered Address of the Sole/ First named Member(s)/ Beneficial owner(s)	
2. Name (s) of the Joint Holder (s), if any	
3. Registered Folio No./DP ID /Client ID * (*applicable to investors holding shares in demat form).	
4. No. of Share(s) held.	
5. I/We hereby exercise my/our vote in respect of Resolution to be passed through postal ballot for the business stated in the notice of postal ballot dated April 8, 2019, issued by the Company, by sending my/our assent/dissent to the said Resolution by placing the tick mark (√) in the appropriate column below:	

Resolution No.	Description of the Resolution	No. Of shares held	We assent (agree) to the resolution	We dissent (disagree) to the resolution
01.	Migration from SME Exchange of BSE Limited to Main Board of BSE Limited			

Place:

Date:

(Signature of the Member/Beneficial Owner)

Note: Please read the instruction carefully before exercising your vote.

INSTRUCTIONS

- 1.** A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
- 2.** This postal ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this postal ballot form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
- 3.** There will be only one Postal Ballot Form for every Folio/Client ID irrespective of number of joint holders.
- 4.** Please note that Postal Ballot shall not be signed by the proxy.
- 5.** The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns of the same shares shall render the Postal Ballot Form invalid.
- 6.** The voting rights of Shareholders shall be in proportion to their shares in the paid up Equity Share Capital of the Company as on March 29, 2019.
- 7.** The votes of a member will be considered invalid on any of the following grounds:
 - (a) Unsigned Postal Ballot Forms will be rejected;
 - (b) If the member's signature does not tally;
 - (c) If the Postal Ballot Form is incomplete or incorrectly filled;
 - (d) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
- 8.** Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M (IST) on or before Thursday, May 09, 2019. Postal Ballot forms received after this date will be treated as if the reply from the shareholders has not been received and the same will not be considered for the purpose of postal ballot. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
- 9.** In case of shares held by Company (ies), Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority, authorising the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
- 10.** Shareholders are requested not to send any other paper along with Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
- 11.** A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (9) above.
- 12.** Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.