

Date: 17th June, 2022

**To,
The Manager
Bombay Stock Exchange (BSE) Limited,
1st Floor, P.J. Tower, Dalal Street, Mumbai-400001**

**Security Code: 973741
ISIN: INE956L07068**

Dear Sir(s),

Sub.: Notice of the 26th Annual General Meeting (AGM) of the Company

Pursuant to Regulation 50 & 53 read with Part B of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of 26th Annual General Meeting scheduled to be held on Friday, the 24th day of June, 2022 at the registered office of the Company at 11/6B, 2nd Floor, Shanti Chamber, Pusa Road New Delhi - 110005 at 11:00 A.M., at a shorter notice.

The Notice of Annual General Meeting is also available at the website of the Company at www.smcfinance.com.

This is for your information and record.

Thanking you,
For Moneywise Financial Services Private Limited


**Manoj Kumar
Company Secretary
M. No. F7134**

NOTICE OF 26th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth (26th) Annual General Meeting of the Members of Moneywise Financial Services Private Limited will be held at shorter notice on **Friday, 24th June, 2022 at 10:00 a.m.** at its Registered Office **11/6-B, 2nd Floor, Shanti Chamber, Pusa Road, New Delhi-110005** to transact with or without modifications as may be permissible, the following business:-

ORDINARY BUSINESSES

Item No. 1: Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon if, thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements of the Company including the Balance sheet as at March 31, 2022, the statement of profit and loss and cash flow statement for the year ended on that date and notes to accounts thereon, together with Report of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

Item No. 2: Re-appointment of Mr. Himanshu Gupta (DIN: 03187614):

To appoint a Director in place of Mr. Himanshu Gupta(DIN: 03187614), who retires by rotation, in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment if, thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Himanshu Gupta (DIN: 03187614)** who is liable to retire by rotation and being eligible have offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Item No. 3: Re-appointment of Statutory Auditor of the company from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st consecutive Annual General Meeting and to fix their remuneration:

To consider and approve the re-appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Sections 139, of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules,

2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **M/s. Rajendra Chauhan & Co. Chartered Accountants (Registration No Firm 013214N)**, be and is hereby re-appointed as the Statutory Auditors of the Company for second term of five year i.e. commencing from the conclusion of this 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the company at such terms and conditions and remuneration mutually agreed by the Auditors and the Audit Committee and/or Board of Directors of the Company.

SPECIAL BUSINESSES

Item no. 4: Appointment of Mr. Satish Chandra Gupta (DIN: 00025780) as an Independent Director not liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satish Chandra Gupta (DIN: 00025780) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 29th October, 2021 in terms of Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the financial year 2021-22 should have been held, whichever is earlier and who is eligible for re-appointment under the relevant provisions of Companies Act, 2013 and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th October, 2021 to 29th October, 2026, whose office shall not be liable to retire by rotation.

**By Order of the Board of Directors
For Moneywise Financial Services Private Limited**

SD/-

**(Himanshu Gupta)
Chairman & CEO
DIN: 03187614**

**Date: 16.06.2022
Place: New Delhi**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than Forty Eight (48) hours before the commencement of the meeting. A Form of Proxy is enclosed as **(Annexure-B)**. Proxies submitted on behalf of the Corporate Members, must be supported by an appropriate resolutions/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent 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 a proxy for any other person or member.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Register of Directors' shareholding will be available for inspection at the meeting.

4. Members/Proxies shall bring the attendance slips **(ANNEXURE-C)** duly filled in for attending the meeting and further requested to bring their copy of annual report.

5. Members seeking any information/document relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Annual General Meeting may write to the Company Secretary at the Registered Office of the Company at least seven days in advance of the Meeting.

6. The Route Map of the Venue of the Meeting is enclosed in the Notice **(ANNEXURE-D)**.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No. 4

Mr. Satish Chandra Gupta was introduced on the Board of the Company as an Additional Director in the capacity of Independent and Non-Executive Director of the company w.e.f. 29th October, 2021.

Mr. Satish Chandra Gupta graduated in commerce from Agra University & Masters in Commerce from Meerut University.

He is a doyen in the field of Banking having expertise of over 47 years. He is certified Member of Indian Bankers Association. He previously presided as Chairperson & Managing Director of Punjab National Bank & Indian Overseas Bank. He served on the Board of various eminent Institution or Companies including Indian Institute Of Banking And Finance, PNB Life Insurance Company Limited, Gujarat Foils Limited and PNB Gilts Limited, etc.

The office of the Mr. Satish Chandra Gupta, Additional Director (Independent Director) shall cease with conclusion of the this Annual General Meeting to be held for the financial year 2021-22 and considering his expertise and knowledge, Mr. Ajay Garg, Director & Member of the Company has proposed his candidature as Independent Director for a term of 5 (Five) years in accordance with the provisions of Section 160 of the Companies Act, 2013. In furtherance to the above, the Nomination & Remuneration Committee and Board of Directors of the Company has recommended appointment of Mr. Satish Chandra Gupta as an Independent Director of the Company for a term of 5 (Five) years from 24th June, 2022 to 23rd June, 2027, not liable to retire by rotation.

In this regard, the Company has received declaration of independence under Section 149(6) of the Companies Act, 2013 and declaration that he is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013. The notice of interest of the Director is also provided under section 184 of the Companies Act, 2013.

The information required to be provided under the Companies Act, 2013 and Secretarial Standard-2 (SS-2) on General Meeting is annexed as Annexure A to this Notice.

None of the Directors and Key Management Personnel except Mr. Satish Chandra Gupta is in any way concerned or interest in the resolution mentioned in Item No. 4 of this Notice.

ANNEXURE -A

Details of Mr. Satish Chandra Gupta proposed to be appointed as independent Director at the ensuing Annual General Meeting of the company.

[Pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India]

Name & DIN of Director	Mr. Satish Chand Gupta (DIN: 00025780)
Date of Birth	05.05.1947
Qualifications	Mr. Satish Chandra Gupta graduated in commerce from Agra University & Masters in Commerce from Meerut University
Experience (including expertise in specific functional area)/Brief Resume	He is a doyen in the field of Banking having expertise of over 47 years. He is certified Member of Indian Bankers Association. He previously presided as Chairperson & Managing Director of Punjab National Bank & Indian Overseas Bank. He served on the Board of various eminent Institution or Companies including Indian Institute Of Banking And Finance, PNB Life Insurance Company Limited, Gujarat Foils Limited and PNB Gilts Limited, etc.
Terms and Conditions of Appointment / Reappointment	As per the terms & conditions and criteria laid down by the Nomination and Remuneration Committee.
Remuneration last drawn (including sitting fees, if any)	Rs. 40,000/- as sitting fee paid as Additional Director in the capacity of Independent Director payable in accordance with the provisions of Companies Act, 2013.
Remuneration proposed to be paid	No remuneration except sitting fee.
Date of first appointment on the Board	29/10/2021
Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors/Key Managerial Personnel	None
Directorships of other Boards as on March 31, 2022	1.Ahinsa Buildtech Private Limited 2. Gujarat Foils Limited 3.Brahmaputra Infraproject Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NIL

(ANNEXURE-B)

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]

Moneywise Financial Services Private Limited

CIN: U51909DL1996PTC353582

Registered Office: 11/6-B, 2nd Floor, Shanti Chambers, Pusa Road, New Delhi – 110005

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/her.

2. Name: Address:.....
E-mail ID..... Signature:.....or failing him/her.

3. Name: Address:.....
E-mail ID:.....Signature:.....or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th (Twenty sixth) Annual General Meeting of the Members of Moneywise Financial Services Private Limited to be held at **11/6-B, 2nd Floor, Shanti Chamber, Pusa Road, New Delhi-110005** on **Friday, the June 24th, 2022 at 10:00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol ution No.	Resolution	Option	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.		

2.	To consider the appointment of Mr. Himanshu Gupta (DIN: 03187614) who retires by rotation and being eligible, offer himself for re-appointment.		
3.	Re-appointment of Statutory Auditor of the company from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st consecutive Annual General Meeting and to fix their remuneration.		
4.	Appointment of Mr. Satish Chand Gupta (DIN: 00025780) as an independent Director not liable to retire by rotation.		

Affix Revenue Stamp not less than Re. 1

Signed this..... day of..... 2022

Signature of Member(s)

Signature of Proxy holder(s)

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting of the company.
3. This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

(ANNEXURE-C)

ATTENDANCE SLIP
(THE ATTENDANCE SLIP DULY FILLED IN IS TO BE HANDED OVER AT THE ENTRANCE
OF THE MEETING HALL)

Moneywise Financial Services Private Limited

CIN: U51909DL1996PTC353582

Registered Office: 11/6-B, 2nd Floor, Shanti Chambers, Pusa Road, New Delhi – 110005.

FOR DEMAT SHARES	FOR PHYSICAL SHARES
DP ID	REGD. FOLIO NO.
CLIENT ID	NO. OF SHARES HELD

Full name of the member attending _____

Name of the Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I/We hereby record my/our presence at the **26th (Twenty Sixth) Annual General Meeting** of the Members of **Moneywise Financial Services Private Limited** to be held at **“11/6-B, 2nd Floor, Shanti Chambers, Pusa Road, New Delhi – 110 005”** on **Friday, the June 24th, 2022 at 10:00 A.M.**

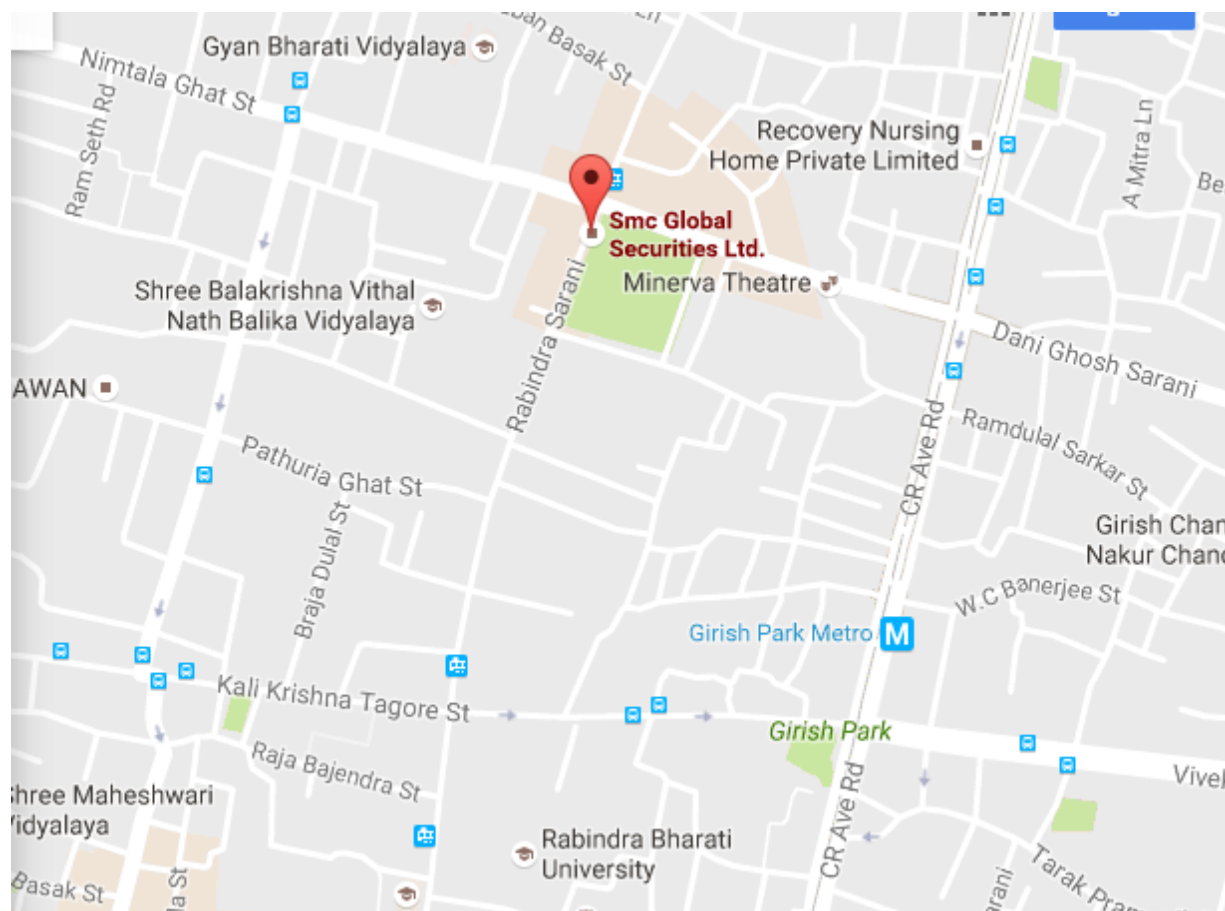
<div>Name of the Member/Proxy In Block Letters Signature of the Member/Proxy</div>
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Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. Please complete the Folio and name of the Member/Proxy holder, sign this Attendance Slip and hand it over duly signed at the Attendance Verification Counter at the entrance of the Meeting Hall.
3. Persons attending the Annual General Meeting are requested to bring their copies of Annual Report

(ANNEXURE-D)

ROUTE MAP FOR THE 26th (TWENTY-SIXTH) ANNUAL GENERAL MEETING VENUE



*Note: Moneywise Financial Services Private Limited is located in the same office where SMC Global Securities is located.