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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of November 2022**

**Commission File Number: 001-39600**

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**EQONEX LIMITED**  
(Translation of registrant's name into English)

**118 Piccadilly  
Mayfair, London W1J 7NW  
United Kingdom  
(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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## INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

EQONEX LIMITED (the “**Company**”) will hold its Annual General Meeting of Shareholders (the “**Annual General Meeting**”) on November 29, 2022 (Tuesday) at 8:00 P.M. (Singapore Time) / 8:00 A.M. (Eastern Time). In connection with the Annual General Meeting, the Company will, on or about November 14, distribute to its shareholders of record and beneficial shareholders as of the record date of September 30, 2022: (i) a Proxy Statement, dated November 14, 2022 (the “**Proxy Statement**”) and (ii) a Notice of Annual General Meeting of Shareholders, dated November 14, 2022 (each of the foregoing as attached hereto as Exhibit 99.1 and 99.2, respectively). The Company has also made available a Proxy Card, attached as Exhibit 99.3 to this Report on Form 6-K, which is to be completed according to the instructions set forth in the Proxy Statement; holders of the Company’s shares should review the instructions set forth in the Proxy Statement in order to exercise their voting rights with respect to their shares in the Company at the Annual General Meeting.

### EXHIBIT INDEX

- 99.1 [Proxy Statement, dated as of November 14, 2022](#)
- 99.2 [Notice of Annual General Meeting of Shareholders, dated as of November 14, 2022](#)
- 99.3 [Proxy Card for the Company](#)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### EQONEX LIMITED

Date: November 15, 2022

By: /s/ Daniel Ling

Name: Daniel Ling

Title: Chief Financial Officer

**EQONEX LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration Number 201932954C)

**PROXY STATEMENT  
for the  
ANNUAL GENERAL MEETING  
of  
EQONEX LIMITED**

To be held virtually at [www.virtualshareholdermeeting.com/EQOS2022](http://www.virtualshareholdermeeting.com/EQOS2022) (the “**VSM Platform**”)  
on November 29, 2022 (Tuesday)  
at 8:00 P.M. (Singapore time) / 8:00 A.M. (Eastern Time)

**PART I – INFORMATION ABOUT THE ANNUAL GENERAL MEETING**

We are furnishing this Proxy Statement, dated as of November 14, 2022 (the “**Proxy Statement**”), in connection with the solicitation by the Company’s board of directors (the “**Board**” or “**Directors**”) of proxies to be voted at the Annual General Meeting of the Company’s shareholders, to be held virtually on the VSM Platform on [www.virtualshareholdermeeting.com/EQOS2022](http://www.virtualshareholdermeeting.com/EQOS2022) on November 29, 2022 (the “**AGM**”), or at any adjournments thereof, for purposes of voting on the proposals to be considered at the AGM (the “**Proposals**”), as set forth in the Notice of Annual General Meeting of Shareholders, dated as of November 14, 2022, accompanying this Proxy Statement (the “**AGM Notice**”).

Unless the context requires otherwise, references in this Proxy Statement to “the Company”, “Eqonex”, “we”, “us”, “our” and similar terms, shall mean EQONEX LIMITED, together with its subsidiaries and associated companies (collectively, the “**Group**”).

This Proxy Statement and the AGM Notice are each being published for the benefit of all holders of the Company’s ordinary shares (“**Company Shares**”), are being posted on the Company’s website and will be furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) on a Report on Form 6-K. If you are a beneficial shareholder holding the Company Shares other than in registered form as a “shareholder of record”, that is, if you hold the Company Shares in “street name” as, or through, a participant in the Depositary Trust Company (the “**DTC**”), the Company has fixed the close of business (Eastern Time) on September 30, 2022, (the “**Record Date**”) as the record date for determining whether you are entitled to receive copies of this Proxy Statement and the AGM Notice.

This Proxy Statement and the AGM Notice will be distributed on or about November 14, 2022 to its shareholders of record and beneficial shareholders (collectively “**Company Shareholders**”) as of the Record Date. The Company will bear the cost of the preparation and mailing of these proxy materials and the solicitation of the proxies and will, upon request, reimburse banks, brokerage houses, other institutions, nominees, and fiduciaries for their reasonable expenses in forwarding these solicitation materials to the Company Shareholders.

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### ***Quorum and Required Vote.***

- **Quorum:** Pursuant to Regulation 69 of the Constitution, given the Company has two (2) or more members, the quorum required for the AGM shall consist of at least two (2) shareholders present in person or by proxy or by attorney, representing in aggregate not less than one-third of the total voting rights of all members having the right to vote at the AGM. Accordingly, it is important that your Company Shares be represented at the AGM.
- **Required Vote:** The affirmative vote by at least a majority of the members present and voting (by appointing the Chairman of the AGM as proxy) is required at the AGM, to approve the proposed ordinary resolutions contained in Proposals 1 to 5.

### ***Abstentions and Broker Non-Votes.***

Under the laws of Singapore, abstentions and “broker non-votes” are considered present and entitled to vote for the purpose of determining whether a quorum is present at the AGM.

Abstentions will not be counted in the tabulation of votes cast on a Proposal and are therefore not counted for purposes of determining whether a Proposal has been approved.

A “broker non-vote” will not be counted in the tabulation of votes cast on the relevant Proposal and is therefore not counted for purposes of determining whether such Proposal has been approved. A “broker non-vote” occurs when a bank, broker or other nominee holding shares on behalf of a beneficial owner may not vote ordinary shares held by it because it (i) has not received voting instructions from the beneficial owner of those shares and (ii) lacks discretionary voting power to vote those shares. Please note if you are a beneficial owner, your broker, bank, nominee or other institution is only entitled to vote your shares on “routine matters” or “ordinary business” if it does not receive voting instructions from you. For the avoidance of doubt, the Proposals listed below are **not** “routine matters” or “ordinary business” for purposes of the broker vote:

- Proposal 3 (*Ordinary Resolution*) – To approve the renewal of general share issue mandate granted to the Board for the issue of ordinary shares in the Company;
- Proposal 4 (*Ordinary Resolution*) – To authorize the offer and granting of equity compensation awards (“**Awards**”), including in the form of restricted share units (“**RSUs**”), in accordance with the provisions of the Company’s 2020 Omnibus Incentive Plan (as amended from time to time) (the “**2020 Incentive Plan**”); and
- Proposal 5 (*Ordinary Resolution*) – To approve the proposed consolidation of every 10 Company Shares as at a books closure date to be determined by the Directors, to be no later than six months following approval by the shareholders (“the **Books Closure Date**”) into one (1) Company Share (the “**Proposed Share Consolidation**”).

### ***Persons Entitled to Vote on the Proposals at the AGM.***

- **Shareholders of Record:** The Company has convened an AGM to be held on November 29, 2022 (Tuesday) to consider and vote upon the Proposals. You are entitled to vote at the AGM if you are a shareholder of record holding the Company Shares in your own name and registered in the Company’s register of members as maintained by VStock Transfer, LLC (“**VStock**”) as at 8:00 P.M. (Singapore time) / 8:00 A.M. (Eastern Time) on November 28, 2022 (the “**Cut-Off Time**”). Each outstanding Company Share that you own entitles you to one vote on a poll.

- **Beneficial Shareholders:** If you hold the Company Shares other than in registered form as a “shareholder of record” (i.e. if you hold the Company Shares in “street name” as, or through, a participant in the DTC, a bank, a broker or a nominee), in order for your vote to be counted at the AGM, you must have been a Company Shareholder as at the Cut-Off Date. If you have sold or transferred all of your Company Shares, you should immediately forward this Proxy Statement, the Notice of Meeting and Proxy Card to the purchaser or transferee, or to the broker, bank, nominee, or other institution through whom the sale was effected, for onward transmission to the purchaser or transferee. If you become a beneficial holder of the Company Shares after the Record Date, but before Cut-Off Time (defined below), and you wish to vote your Company Shares, you must become a “shareholder of record” prior to the Cut-Off Time and vote as a “shareholder of record” according to the manner of voting set forth below. Please contact your broker, bank, nominee, or other institution holding your Company Shares if you wish to become a “shareholder of record”. Alternatively, you can email [ir@eqonex.com](mailto:ir@eqonex.com) your details prior to the Cut-Off Time attaching a copy of the Proxy Card from the vendor or transferor that you purchased your Company Shares from.

### ***Manner of Voting.***

Whether you plan to attend the AGM or not, we urge you to vote by proxy. Please note that voting on all items of business being tabled at the Annual General Meeting will be closed at the Cut-Off Time.

### **Proxies. Shareholders of Record:**

- Each shareholder of record entitled to vote and attend the AGM may appoint the Chairman of the AGM as his/her proxy to attend, speak and/or vote on his or her behalf. The Chairman of the AGM in acting as a proxy need not be a shareholder of record. For the avoidance of doubt, returning the proxy card will not affect your right to attend the AGM.
- Whether or not you plan to attend the AGM, please follow the instructions on the enclosed proxy card to either (i) vote by internet, (ii) vote by phone, or (iii) vote by mail no later than the Cut-Off Time.
- If you intend to vote by mail (and therefore are returning a physical copy of the proxy card), it must be signed under the hand of the appointor or of his attorney duly authorized in writing. Where the proxy card is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorized. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.
- If you sign the proxy card, but do not make specific choices, the proxy holder will vote your Company Shares as recommended by the Company’s Board.

### **Beneficial Shareholders (NASDAQ):**

- If you hold the Company Shares other than in registered form as a “shareholder of record” (i.e. if you hold the Company Shares in “street name” as, or through, a participant in the DTC, a bank, a broker or a nominee), you have the right to instruct your broker, bank, nominee or other institution on how to vote the Company Shares in your account. Your broker, bank, nominee or other institution will send a voting instruction form for you to use to direct how your Company Shares should be voted.
- Your Company Shares must be voted no later than the Cut-Off Time.

***Revocation of Proxy.***

- **Shareholders of Record:** If you are a “shareholder of record”, you may revoke your proxy at any time prior to the time it is voted by providing appropriate written notice before the Cut-Off Time to (i) Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.
- **Beneficial Shareholders (NASDAQ):** If your Company Shares are held in “street name” through a broker, bank, nominee, or other institution, please contact the broker, bank, nominee or other institution which holds your Company Shares to determine how to change or revoke your voting instructions.

***Registered Office.***

Our registered office on record with the Accounting & Corporate Regulatory Authority of Singapore (“ACRA”) is 6 Battery Road, #03-26, Singapore 049909.

***Singapore Financial Statements; Monetary Amounts.***

We have prepared, in accordance with Singapore law, Singapore statutory financial statements, to be delivered to the Company Shareholders prior to the date of the AGM. Except as otherwise stated herein, all monetary amounts in this Proxy Statement have been presented in U.S. dollars.

**As of the date of this Proxy Statement, the Company does not intend to present, and has not been informed that any other person intends to present, any business for action, other than the Proposals set forth in this Proxy Statement and in the AGM Notice.**

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**PART II – PROPOSALS TO BE CONSIDERED  
AT THE ANNUAL GENERAL MEETING**

**PROPOSAL 1 (ORDINARY RESOLUTION):**

**To approve the Directors’ Statement and the Singapore Statutory Consolidated Audited Financial Statements for the Company’s financial year ended March 31, 2022.**

The Directors’ Statement and the Singapore Statutory Consolidated Audited Financial Statements for the Company’s financial year ended March 31, 2022 (collectively, the “**Singapore Financial Statements**”) were prepared in accordance with the provisions of the Singapore Companies Act and the Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) issued by the Accounting Standards Council which are simultaneously compliant with the International Financial Reporting Standards (“**IFRS**”) issued by the International Accounting Standards Board (“**IASB**”). The Singapore Financial Statements were audited by Prime Accountants LLP and considered and approved by the Board.

As an ordinary business to be passed as an ordinary resolution at the AGM in accordance with Singapore law, the Board has proposed for the Company Shareholders to consider and approve the Singapore Financial Statements.

**The Board recommends the Company Shareholders to vote “FOR”, in favour of Proposal 1 to approve the Singapore Financial Statements.**

**PROPOSAL 2 (ORDINARY RESOLUTION):**

**To approve, for the financial year ending March 31, 2022, the (i) re-appointment of Messrs Prime Accountants LLP, Chartered Accountants of Singapore as the Company's statutory auditors and for it to hold such office until the conclusion of the 2023 AGM; (ii) Messrs Mazars USA LLP be re-appointed as the Company's auditors for other applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company; and (iii) authorization for the Board (acting through the Audit Committee) to fix the remuneration for Messrs Prime Accountants LLP, Chartered Accountants of Singapore and Messrs Mazars USA LLP.**

After the resignation of Messrs UHY Lee Seng Chan & Co. under section 205AB(1) of the Singapore Companies Act as the Company's Auditor, Messrs Prime Accountants LLP, Chartered Accountants of Singapore was appointed as the Company's statutory auditors for the financial year ended March 31, 2022 on record with ACRA for preparing the Singapore Financial Statements. For the financial year ended March 31, 2021, Messrs Mazars USA LLP had served as the Company's auditors to assist the Company with complying with applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company. The audit engagements of Messrs Prime Accountants LLP, Chartered Accountants of Singapore ("**Prime**") and Messrs Mazars USA LLP ("**Mazars**") were approved by the Board pursuant to recommendations by the Company's audit committee (the "**Audit Committee**") and, in relation to Prime, by the members of the Company at an Extraordinary General Meeting on 21 September 2022.

Pursuant to section 205AF(4) of the Singapore Companies Act, any statutory auditor appointed pursuant to section 205AF(1) shall hold office until the conclusion of the next annual general meeting and shall be entitled to be re-appointed subject to the approval of the Company's Shareholders at the AGM. As a result, the Board, upon recommendation of the Audit Committee, has approved (subject to Company Shareholders' approval) the re-appointment of Prime as the Company's statutory auditors, and the Board is requesting that the Company Shareholders authorize the Directors (acting through the Audit Committee) to fix the statutory auditors' remuneration pursuant to section 205(16) of the Singapore Companies Act. In this connection, the Board has also approved, upon recommendation of the Audit Committee, the re-appointment of Mazars as the Company's auditors to assist the Company with complying with applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company.

The said recommendations by the Audit Committee are based on various factors and considerations, including but not limited to:

- the level of Prime and Mazars' independence and objectivity;
- the level of Prime and Mazars' global capacity, expertise, and reputation; and
- competitiveness and delivered value of quoted fees by Prime and Mazars.

The Audit Committee has advised the Board that, in its opinion, the services rendered by Prime and Mazars during the financial year ended March 31, 2022, are satisfactory when measured against the above factors. On such basis, the Audit Committee has therefore recommended that, for the financial year ending March 31, 2023: (i) Prime be re-appointed as the Company's statutory auditors on record with ACRA for purposes of preparing the Company's Singapore statutory consolidated audited financial statements and (ii) Mazars be re-appointed as the Company's auditors for other applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company.

**The Board recommends the Company Shareholders to vote "FOR", in favour of Proposal 2 to approve, for the financial year ending March 31, 2023, the (i) re- appointment of Messrs Prime Accountants LLP, Chartered Accountants of Singapore as the Company's statutory auditors and for it to hold such office until the conclusion of the 2023 AGM; (ii) Messrs Mazars USA LLP be re-appointed as the Company's auditors for other applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company; and (iii) authorization for the Board (acting through the Audit Committee) to fix the remuneration for Messrs Prime Accountants LLP, Chartered Accountants of Singapore and Messrs Mazars USA LLP.**



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**PROPOSAL 3 (ORDINARY RESOLUTION):**

**To approve the renewal of general share issue mandate granted to the Board for the issue of ordinary shares in the Company.**

The Company is incorporated in the Republic of Singapore. Under Singapore law, the Board may only issue ordinary shares and make or grant offers, agreements or options that might or would require the issuance of ordinary shares, with the prior approval from our shareholders.

The Board is of the view that it is advisable and in the best interests of the Company for the Company Shareholders to renew the general mandate for the Board to issue ordinary shares and to make or grant offers, agreements or options that might or would require the issuance of ordinary shares.

If this Proposal 3 is approved, the authorization would be effective from the date of the AGM until the earlier of (i) the conclusion of the Company's annual general meeting in 2023 (the "**2023 AGM**") or (ii) the expiration of the period within which the 2023 AGM is required by law to be held. The 2023 AGM is required to be held within six months after the Company's financial year ending March 31, 2023 (except that Singapore law allows for a one-time application for an extension of up to a maximum of 60 days to be made with ACRA).

As of the date of this Proxy Statement, other than issuances of ordinary shares or agreements that would require the issuance of new ordinary shares in connection with our equity compensation plans and arrangements under the 2020 Incentive Plan (see Proposal 4 below), we have no specific plans, agreements or commitments to issue any ordinary shares for which approval of this Proposal 3 is required. Nevertheless, the Board believes that it is advisable and in the best interests of the Company for the Company Shareholders to provide this general authorization in order to avoid the delay and expense of obtaining shareholder approval at a later date and to provide the Company with greater flexibility to pursue strategic transactions and acquisitions and to raise additional capital through public and private offerings of our ordinary shares as well as instruments convertible into our ordinary shares.

**The Board recommends the Company Shareholders to vote "FOR", in favour of Proposal 3 to approve the renewal of general share issue mandate granted to the Board for the issue of ordinary shares in the Company.**

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**PROPOSAL 4 (ORDINARY RESOLUTION):**

**To authorize the offer and grant of equity compensation awards ("Awards"), including in the form of restricted share units ("RSUs"), in accordance with the provisions of the Company's 2020 Omnibus Incentive Plan (as amended from time to time) (the "2020 Incentive Plan") and the related issuance of shares under the 2020 Incentive Plan.**

The Company has adopted the 2020 Incentive Plan which was approved by written resolution passed by the Board on September 30, 2020, and the written resolution by the Company's sole shareholder on September 30, 2020.

Section 161 of the Companies Act (Cap 50) (the “**Singapore Companies Act**”) provides that notwithstanding anything in the Company’s Constitution, the Directors shall not, without the approval of the Company in general meeting, exercise any power of the Company to issue shares and such approval may be granted in respect of the exercise of the power of the Company to issue shares generally. Any approval granted under Section 161 of the Singapore Companies Act shall continue in force until (a) the conclusion of the annual general meeting commencing next after the date on which the approval was given or (b) the expiration of the period within which the next annual general meeting after that date is required by law to be held, whichever is the earlier; but any approval may be previously revoked or varied by the company in general meeting.

Following from the above, the Company now seeks Shareholders’ approval for the Directors of the Company to be authorised and empowered to offer and grant the Awards and RSUs under the 2020 Incentive Plan and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of the Awards and RSUs granted by the Company under the 2020 Incentive Plan, whether granted during the subsistence of this authority or otherwise. The aggregate number of shares to be issued under the 2020 Incentive Plan shall not exceed 15% of the total number of issued ordinary shares issued subject to compliance with all applicable laws and calculated on the basis of the total number of shares assuming all convertible securities are converted or exchanged and all rights, options or warrants to subscribe for or acquire shares are exercised and including all shares authorized for future issuance or grant under any equity incentive, share option or similar plan of the Company as of the effective date of the 2020 Incentive Plan.

This authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the 2022 AGM or the date by which the 2022 AGM is required by law to be held, whichever is earlier.

The Company intends to continue to rely upon equity as a component of compensation. If shareholder approval is not granted to authorize the Directors to offer and grant the Awards and the RSUs pursuant to the 2020 Incentive Plan and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of the Awards and the RSUs, the Company would have to review its compensation practices, and would likely have to substantially increase the Company’s cash compensation to retain key personnel. The Board expects that the Company will continue to offer and grant Awards including in form of RSUs pursuant to the 2020 Incentive Plan under circumstances similar to those in the past.

**The Board recommends the Company Shareholders to vote “FOR”, in favour of Proposal 4 to authorize the offer and grant of RSUs and other Awards in accordance with the 2020 Incentive Plan and the related issuance of shares under the 2020 Incentive Plan.**

**PROPOSAL 5 (PROPOSED SHARE CONSOLIDATION):**

**To approve the proposed consolidation of every 10 Company Shares as at a books closure date to be determined by the Directors, to be no later than six months following approval by the shareholders (“the Books Closure Date”) into one (1) Company Share (the “Proposed Share Consolidation”).**

On July 26, 2022, the Company received a written notice from The Nasdaq Stock Market LLC that the Company is not in compliance with the minimum bid price requirement of US\$1.00 per share set forth in Rule 5550(a)(2) of the Nasdaq Rules for continued listing on the Nasdaq (the “**Notice**”). The Notice is only a notification of deficiency, not of imminent delisting, and has no current effect on the listing or trading of the Company’s securities on the Nasdaq Capital Market.

The Company has until January 17, 2023, to regain compliance. To regain compliance, the Company’s common shares must have a closing bid price of at least US\$1.00 for a minimum of 10 consecutive business days.

The Board is of the view that it is advisable and in the best interests of the Company for the Company to undergo the Proposed Share Consolidation to regain compliance with this minimum bid price requirement under the Nasdaq Rules for continued listing on the Nasdaq.

Section 71 of the Singapore Companies Act sets out that a company, if so authorised by its constitution, may in general meeting alter its share capital in any of the specified list of ways, including consolidating all or any of its share capital. Article 53 of the Company's Constitution sets out that the Company may, by ordinary resolution, consolidate and divide all or any of its share capital.

The Company now seeks Shareholders' approval for the Directors of the Company to be authorised and empowered to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to the Proposed Share Consolidation.

**The Board recommends the Company Shareholders to vote "FOR", in favour of Proposal 5 to approve the Proposed Share Consolidation.**

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## PART III – ADDITIONAL INFORMATION

### **The Company's Share Registrar and Transfer Agent**

VStock Transfer, LLC  
18 Lafayette Pl, Woodmere, NY 11598, United States Tel:  
+1 212-828-8436  
Fax: +1 646-536-3179  
Email: [info@vstocktransfer.com](mailto:info@vstocktransfer.com)

### **VSM Platform**

[www.virtualshareholdermeeting.com/EQOS2022](http://www.virtualshareholdermeeting.com/EQOS2022)

Broadridge may be contacted for further information regarding the VSM Platform:

Broadridge Financial Solutions, Inc.  
Address: 51 Mercedes Way, NY 11717, USA  
Tel.: +1 516 472-5400  
Fax: +1 302 674-5266  
Email: [BroadridgeIR@broadridge.com](mailto:BroadridgeIR@broadridge.com)

### **Shareholder correspondences**

Shareholder correspondence should be directed to:

Eqonex Limited (Investors Relations)  
Address: Suites 1206-1209, Level 12, Three Pacific Place, 1 Queen's Road East, Hong Kong  
Tel.: +852 2248-0600  
Email: [ir@eqonex.com](mailto:ir@eqonex.com)

### **Additional Information**

The Company is subject to ongoing reporting requirements of the U.S. Securities Exchange Act of 1934, as applicable to foreign private issuers, and accordingly, files reports and other information with the SEC which can be found on the SEC's website at [www.sec.gov](http://www.sec.gov).

The Company also maintains a website that offers additional information: <http://group.eqonex.com/>.

Please note that information contained on the said websites is not incorporated by reference into this Proxy Statement.

## EQONEX LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number 201932954C)

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held on November 29, 2022 (Tuesday)

To our Shareholders:

You are cordially invited to attend, and NOTICE IS HEREBY GIVEN, of the annual general meeting of the shareholders of EQONEX LIMITED (“**Egonex**” or the “**Company**”), which will be held virtually at [www.virtualshareholdermeeting.com/EQOS2022](http://www.virtualshareholdermeeting.com/EQOS2022) (the “**VSM Platform**”) on November 29, 2022 (Tuesday) at 8:00 P.M. (Singapore time) / 8 A.M. (Eastern Time) (the “**Annual General Meeting**”) for the following purposes:

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**As Ordinary Business**

To consider and, if thought fit, to pass with or without any amendments the following resolutions as Ordinary Resolutions:

**1. SINGAPORE FINANCIAL STATEMENTS**

RESOLVED THAT, the Directors’ Statement and the Singapore Statutory Consolidated Audited Financial Statements for the Company’s financial year ended March 31, 2022, be and is hereby approved.

**2. RE-APPOINTMENT OF AUDITORS**

RESOLVED THAT, for the financial year ending March 31, 2023: (i) Messrs Prime Accountants LLP, Chartered Accountants of Singapore be re-appointed as the Company’s statutory auditors and to hold such office until the conclusion of the next Annual General Meeting of the Company; (ii) Messrs Mazars USA LLP be re-appointed as the Company’s auditors for other applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company; and (iii) the Board (acting through the Company’s audit committee) be and is hereby authorized to fix the statutory auditors’ and Messrs Mazars USA LLP’s remuneration.

**As Special Business**

To consider and, if thought fit, to pass with or without any amendments the following resolutions 3, 4 and 5 as Ordinary Resolutions:

**3. SHARE ISSUE MANDATE**

RESOLVED THAT, pursuant to the provisions of section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), authority be and is hereby given to the Company’s board of directors (the “**Board**” or “**Directors**”) to:

- (a) (i) allot and issue ordinary shares of the Company (“**Shares**”); and/or

- (ii) make or grant offers, agreements or options that might or would require Shares to be allotted and issued, (including but not limited to the creation and issuance of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares), in each case at any time to and/or with such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, and with such rights or restrictions as the Directors may think fit to impose and as are set forth in the Constitution;
- (b) (notwithstanding the authority to be conferred by this resolution may have ceased to be in force) allot and issue Shares in pursuance of any offer, agreement or option made or granted by the Directors while this resolution was in force, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) any Director or officer of the Company (and their respective duly authorized representative or attorney) be and is hereby authorised to file any necessary returns and ancillary documents with the relevant authorities (including but not limited to Accounting & Corporate Regulatory Authority (“ACRA”) and the United States Securities and Exchange Commission) and to do or execute all or any other things or documents which may be deemed desirable or necessary in connection with the foregoing resolutions and to make all necessary entries in the corporate records of the Company, and any of the documents, agreements, deeds and instruments and any act in connection with, in relation to and/or contemplated under the foregoing which may have already been executed or performed (as the case may be), whether as a deed or otherwise, be and is hereby approved, affirmed and ratified.

**4. GRANT OF AWARDS AND RESTRICTED SHARES UNITS UNDER THE COMPANY’S 2020 OMNIBUS INCENTIVE PLAN AND THE RELATED ISSUANCE OF SHARES UNDER THE 2020 OMNIBUS INCENTIVE PLAN**

RESOLVED THAT, pursuant to section 161 of the Companies Act (Cap 50), authority be and is hereby given to the Board to:

- (a) offer and grant equity compensation awards (“Awards”), including in the form of restricted share units (“RSUs”), in accordance with the provisions of the Company’s 2020 Omnibus Incentive Plan (as amended from time to time) (the “2020 Incentive Plan”); and
- (b) allot and issue from time to time such number of Shares as may be required to be delivered pursuant to the vesting of RSUs or other forms of Award under the 2020 Incentive Plan, provided that the total number of Shares which are available for issuance pursuant to all Awards (including the RSUs) granted under the 2020 Incentive Plan at any given time, when added to the total number of Shares (whether to be or already) issued/allotted/delivered pursuant to Awards previously granted under the 2020 Incentive Plan, **shall not exceed fifteen percent (15%) of the total number of Ordinary Shares** issued subject to compliance with all applicable laws and calculated on the basis of the total number of Shares assuming all convertible securities are converted or exchanged and all rights, options or warrants to subscribe for or acquire Shares are exercised and including all Shares authorized for future issuance or grant under any equity incentive, share option or similar plan of the Company as of the effective date of the 2020 Incentive Plan.

This authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

## 5. PROPOSED SHARE CONSOLIDATION

RESOLVED THAT:

- (a) The proposed consolidation of every 10 ordinary shares of the Company as at a books closure date to be determined by the Directors, to be no later than six months following approval by the shareholders (“the **Books Closure Date**”) into one (1) Company Share (“**Consolidated Shares**” and the “**Proposed Share Consolidation**”) be and is hereby approved;
- (b) any fractions of Consolidated Shares arising from the Proposed Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be and are hereby authorised to fix the Books Closure Date for Proposed Share Consolidation and the date on which the Consolidated Shares will trade on the Nasdaq Capital Market in their absolute discretion as they deem fit; and
- (d) the Directors and any of them be and are hereby authorised to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution and implement any of the foregoing as they think fit and in the interests of the Company.

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By order of the Board of Directors,

/s/ Yoon Chi Won

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YOON CHI WON

Director

Dated: November 14, 2022

For additional information on the above proposals, please refer to the Proxy Statement, dated as of November 14, 2022 (the “**Proxy Statement**”), accompanying this Notice.

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### Notes

Eligibility to vote at the Annual General Meeting; Receipt of Notice. The Board has fixed the close of business (Eastern Time) on September 30, 2022, as the record date (the “**Record Date**”) for determining those shareholders of record and beneficial shareholders of the Company who will be entitled to receive copies of this Notice and the Proxy Statement. All shareholders of record (each, a “**Member**”) as of the 8:00 P.M. (Singapore time) / 8:00 A.M. (Eastern Time) on November 28, 2022 (the “**Cut-Off Time**”) will be entitled to vote on matters being considered at the Annual General Meeting. Voting on all items of business being tabled at the Annual General Meeting will be closed at the Cut-Off Time.

Quorum. Pursuant to Regulation 69 of the Constitution, given the Company has two (2) or more Members, the quorum required for the Annual General Meeting shall consist of at least two (2) Members present in person or by proxy or by attorney, representing in aggregate not less than one-third of the total voting rights of all Members having the right to vote at the Annual General Meeting. Accordingly, it is important that your Shares be represented at the Annual General Meeting.

**Proxies. Shareholders of Record:** Each shareholder of record (i.e., a Member) entitled to attend and vote at the Annual General Meeting may appoint the Chairman of the Annual General Meeting as his/her proxy to attend, speak and vote on his or her behalf. The Chairman of the Annual General Meeting acting in his/her capacity as a proxy need not be a shareholder of record. Whether or not you plan to attend the Annual General Meeting, please follow the instructions on the enclosed proxy card to either (i) vote by internet, (ii) vote by phone, or (iii) vote by mail no later than the Cut-Off Time. For further information on how to vote at the Annual General Meeting, see “Part I – Information About the Annual General Meeting – Manner of Voting – Shareholders of Record” in the Proxy Statement. You may revoke your proxy at any time prior to the time it is voted by providing appropriate written notice to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 before the Cut-Off Time.

**Beneficial Shareholders:** In order for your vote to be counted at the Annual General Meeting, you must be a shareholder of record as at the Cut-Off Date. Your broker, bank, nominee or other institution will send a voting instruction form for you to use to direct how your shares should be voted. You must cast your votes no later than the Cut-Off Time (or within such other period prior to the Annual General Meeting as may be specified by the Depository Trust Company’s (the “DTC”), or DTC participants’ procedures). If you would like to revoke your proxy, please contact the broker, bank, nominee or other institution which holds your Shares to determine how to change or revoke your voting instructions. If you received this Notice and have sold or transferred all of your Shares, you should immediately forward this Notice, the Proxy Statement and Proxy Card to the purchaser or transferee, or to the broker, bank, nominee, or other institution through whom the sale was effected, for onward transmission to the purchaser or transferee. If you become a beneficial holder of the Shares after the Record Date, but before Cut-Off Time, and you wish to vote your Shares, you must become a “shareholder of record” prior to the Cut-Off Time and vote as a “shareholder of record”. Please contact your broker, bank, nominee, or other institution holding your Shares if you wish to become a “shareholder of record”. Alternatively, you can email [ir@eqonex.com](mailto:ir@eqonex.com) your details prior to the Cut-Off Time attaching a copy of the Proxy Card from the vendor or transferor that you purchased your Shares from.

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**The Proxy Statement and this Notice are each being published for the benefit of all holders of the Company’s shares, are being posted on the Company’s website, and will be furnished to the U.S. Securities and Exchange Commission on a Report on Form 6-K.**

**Personal data privacy.** By submitting an instrument appointing the Chairman of the Annual General Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, each Member consents to the collection, use and disclosure of such Member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Annual General Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

**Important Reminder.** Due to the constantly evolving COVID-19 situation worldwide and in Singapore, the Company may be required to change its arrangements for the Annual General Meeting at short notice. Shareholders should check the Company’s website at <https://group.eqonex.com/> for the latest updates on the status of the Annual General Meeting.



EQONEX LIMITED  
118 RICCADDLY  
MAYFARL LONDON W1J 7MW  
UNITED KINGDOM



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

Before The Meeting - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 8:00 PM (Singapore Time) / 8:00 A.M. (Eastern Time) on November 28, 2022 (Monday). Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 8:00 PM (Singapore Time) / 8:00 A.M. (Eastern Time) on November 28, 2022 (Monday). Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D92061-P81307

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

EQONEX LIMITED

The Board of Directors recommends you vote FOR the proposals below.

Ordinary Resolutions

- |   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. To approve the Directors' Statement and the Singapore Statutory Consolidated Audited Financial Statements for the Company's financial year ended March 31, 2022.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve, for the financial year ending March 31, 2023, the (i) re-appointment of Messrs Prime Accountants LLP, Chartered Accountants of Singapore as the Company's statutory auditors and for it to hold office until the conclusion of the Company's next annual general meeting; (ii) re-appointment of Messrs Mazars USA LLP as the Company's auditors for other applicable reporting requirements under the relevant securities rules and regulations which the Company is subject to as a NASDAQ-listed company, and (iii) authorization for the Board to fix the remuneration for Messrs Prime Accountants LLP, Chartered Accountants of Singapore and Messrs Mazars USA LLP. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the renewal of general share issue mandate granted to the Board of Directors for the issue of ordinary shares in the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve the offer and granting of equity compensation awards (including in the form of restricted share units) in accordance with the Company's 2020 Omnibus Incentive Plan and the issue of shares pursuant to the equity compensation awards.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the consolidation of every ten shares of the Company as at a books closure date to be determined by the Directors, to be no later than six months following approval by the shareholders into one consolidated share.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

\_\_\_\_\_  
Signature [PLEASE SIGN WITHIN BOX]      Date

\_\_\_\_\_  
Signature (Joint Owners)      Date

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual General Meeting:**

The Form 6-K and Notice are available at [www.proxyvote.com](http://www.proxyvote.com).

D92062-P81307

**EQONEX LIMITED**  
**Annual General Meeting of Shareholders**  
**November 29, 2022 8:00 P.M. (Singapore Time) / 8:00 A.M. (Eastern Time)**  
**This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) the Chairman of the meeting as proxy, with the power to appoint his or her substitute, and hereby authorize(s) him or her to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of EQONEX Limited that the shareholder(s) is/are entitled to vote before the Annual General Meeting of Shareholders to be held at 8:00 P.M. (Singapore Time) / 8:00 A.M. (Eastern Time) on November 29, 2022, virtually at [www.virtualshareholdermeeting.com/EQOS2022](http://www.virtualshareholdermeeting.com/EQOS2022), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

Continued and to be signed on reverse side