

Corporate Governance Report

I. Company's Philosophy on the Code of Governance

Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness, and business ethics for efficient and ethical conduct of business.

For your Company, Corporate Governance is more than just a set of processes and compliances. For this purpose, it is duly ensured that the spirit of governance is present in the Governance mechanism of the Company. The Board along with its committees undertake its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making. In pursuing its mission "To empower the unsung heroes of Bharat - small business owners, particularly those in financially underserved segments in tier-3 cities", your company has made efforts to intensify the level of reporting system, improving internal control, ensure transparency, promptness and fairness in disclosures and communication with all the relevant stakeholders which ultimately contribute to the overall governance.

For the purpose of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, 2013, SEBI Regulations, RBI Directions/ Circulars, Accounting Standards, Secretarial Standards, etc. Strong governance practices reward the company in the sphere of stakeholders confidence, trustworthiness, market capitalization, valuations, and high credit ratings in positive context apart from obtaining awards from appropriate authorities. Your Company ensures to make all efforts to comply with such standards and ethics.

2. Board of Directors

a) Composition of Board

Your Company has an optimum mix of Executive, Non-Executive, and Independent Directors, which is essential to effectuate the two main functions of the Board viz. Governance and Management. During the year under review, the Company has complied with the provisions relating to corporate governance as provided under the SEBI (Listing Obligations and Disclosure Requirements), 2015 (hereinafter referred to as "Listing Regulations"), the Companies Act, 2013 and in terms of Guidelines as issued by Reserve Bank of India ("RBI") with respect to Composition of Board.

At Moneyboxx, we believe that an active, well-informed and Independent Board is necessary to ensure highest standards of Corporate Governance. The Board of Directors of

Moneyboxx, being at the core of its Corporate Governance practice, plays the most pivotal role in overseeing how the management serves and protects the long-term interests of all our stakeholders.

As on March 31, 2024, the Board comprises of 6 (Six) Directors out of which 2 (Two) are Independent Directors (including one Woman director) and 2 (Two) are non-Independent directors and 2 (Two) are Executive Directors. All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under regulation 16(1)(b) of the Listing Regulations and Section 149 of the Companies Act, 2013.

Further, pursuant to RBI Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs, no Independent Director is on the Board of more than 3(Three) NBFCs (NBFCs Middle layer or NBFCs Base Layer) at the same time.

None of the Directors is related to each other and there are no inter-se relationships between the Directors.

All the Directors of the Company have confirmed that they satisfy the fit and proper criteria of Directors at the time of their appointment/re-appointment and on a continuous basis as prescribed under the RBI Master Directions.

The Board of Directors of your Company consists of professionals from varied disciplines and possess adequate knowledge and skills. Detailed profile of the Directors is available on the Company's website at <http://www.moneyboxxfinance.com>.

As per the requirement under Listing Regulations, none of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the Listing Regulations), across all public companies in which he/she is a director. The required disclosures regarding their position in the committees have been duly attained by the Company.

Furthermore, as per the requirement laid under Section 165(1) of Companies Act, 2013 none of the Directors hold office in more than 20 companies and in more than 10 public companies.

Also, in terms of Regulation 17A of Listing Regulations, no Director holds Directorships in more than 7 listed Companies and none of the Director serve as Independent Director in more than 7 listed companies. The Whole-time Directors and CEO do not serve as an Independent Director in any listed company.

b) Other Directorship and Attendance of Directors

The names and categories of Directors on the Board during the Financial Year 2023-24, their attendance at Board Meetings and at the last Annual General Meeting held during the Financial Year 2023-24 and the number of Directorship and Committees Chairmanship/ Membership held by them as on March 31, 2024, are given hereunder:

Name	Date of Appointment	Category of Director	No. of Directorships in other Companies*	No. of other Committee Memberships/ Chairmanships**		Directorship held in Other Listed Companies and Category of Directorship
				Chairperson	Member	
Mr. Uma Shankar Paliwal DIN: 06907963	11/01/2019	Chairman cum Independent Director	2	Nil	Nil	Nil
Ms. Ratna Dharashree Vishwanathan DIN: 07278291	11/01/2019	Independent Director	2	2	0	Dilip Buildcon Limited- (Independent Director) Fusion Microfinance Limited (Independent Director)
Mr. Deepak Aggarwal DIN: 03140334	12/10/2018	Whole-time Director	Nil	Nil	Nil	Nil
Mr. Mayur Modi DIN: 08021679	12/10/2018	Whole-time Director	Nil	Nil	Nil	Nil
Mr. Atul Garg DIN: 07093376	15/09/2020	Non-Executive Director	Nil	Nil	Nil	Nil
Mr. Govind Gupta DIN: 00065603	12/10/2018	Non-Executive Director	Nil	Nil	Nil	Nil

* Excludes Directorships/Chairpersonships in Associations, Private Limited Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Companies Act, 2013 and Alternate Directorships.

**Represents Chairpersonships/Memberships of Audit and Stakeholders Relationship Committees in all companies as required under Regulation 26(1) (b) of the Listing Regulations.

The Twenty Ninth (29th) Annual General Meeting ('AGM') of the Company for the Financial Year ('FY') 2022-23 was held on September 25, 2023. All the Directors of the Company were duly present at the 29th AGM.

Board Meetings:

The Board meets at regular intervals to discuss and establish business strategies, draft policies, review of overall business performance, financial performance and approval of quarterly/ annual financial results of the Company. The notice and detailed agenda of a Board meeting, along with the relevant notes and other material information, are sent in advance to each director. This process ensures timely and informed decisions by the Board. During the financial year under review, the Board met seven times on the following dates during FY24 and the gap between two meetings at any time did not exceed 120 days. The quorum required was present for all the Board Meetings. The details of Meetings attended by the Directors during the year are given below:

Name of the Director	Attendance at the Board Meetings held on							No. of Board Meetings attended during the tenure	Attendance (%)
	April 26, 2023	May 25, 2023	July 01, 2023	August 11, 2023	August 26, 2023	November 10, 2023	February 09, 2024		
Mr. Uma Shankar Paliwal	√	√	√	√	√	√	√	7	100
Ms. Ratna Dharashree Vishwanathan	√	√	√	√	√	√	√	7	100
Mr. Mayur Modi	√	√	LOA	√	√	√	√	6	86
Mr. Govind Gupta	√	√	√	√	√	√	√	7	100
Mr. Deepak Aggarwal	√	√	√	√	√	√	√	7	100
Mr. Atul Garg	LOA	√	LOA	√	LOA	√	√	4	57

LOA – Leave of absence

c) Shareholding of Non-Executive Directors as on March 31, 2024:

None of the Non-Executive Director holds any Shares in the Company. The Company has not issued any convertible instruments to the Non-Executive Directors of the Company as well.

d) Conduct of Board Proceedings

The development of the Company's vision, strategic direction and evaluations of the management policies and their effectiveness is made under the guidance of the Board. The meetings of the Board are conducted at regular intervals in order to discuss and decide on business strategies/policies and review the financial performance of the Company from time to time.

The dates of the Board Meetings are fixed well in advance and intimated to the Board members to enable the Directors to plan their schedules accordingly. The agenda papers are circulated to the Directors in advance before the meeting. However, certain exigent proposals are tabled at the Board Meeting under "Any other items" of the Board Agenda with the approval of the Chairman and consent of all the Directors present in the meeting. The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings. The agenda and related information are circulated through electronic mode. This has reduced paper consumption, thereby enhancing the sustainability efforts of the Company. Audio & Video conferencing facility is provided to facilitate Directors who are unable to attend the Meeting in person in accordance with the provisions of the law.

e) Code of Conduct

The Code of Conduct of your Company aims to ensure consistent standards of conduct and ethical business practices across the Company.

The Company has adopted the Code of Conduct for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the Listing Regulations. The Company has also laid down a Code of Conduct for Independent Directors of the Company, which duly incorporates the duties of Independent Directors as laid down in Schedule IV to the Act which can be accessed on the website of the Company at www.moneyboxxfinance.com.

In respect of the financial year 2023-24, all the Board Members and senior management personnel have affirmed compliance with the code of conduct and a declaration to this effect signed by the Co- CEO(s) is a part of this Annual Report.

f) Independent Directors and confirmation of independence

The Board of the Company comprises of two Non- Executive Independent Directors which formulates 33% of the total strength of the Board. The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149(6) of the Companies Act, 2013 and Listing

Regulations. The terms and conditions of the appointment of Independent Directors are in accordance with the Companies Act, 2013 and the Listing Regulations.

The Independent Directors have submitted declarations that they meet the criteria of independence as provided in Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

All our Independent Directors have registered their names in Independent Directors Databank maintained by Indian Institute of Corporate Affairs in pursuance of notification dated October 22, 2019, issued by the Ministry of Corporate Affairs.

Resignation:

None of the Independent Directors have resigned from the company during the financial year ended March 31, 2024.

Meetings of Independent Directors

A meeting of the Independent Directors of the Company was held on March 27, 2024, without the presence of non-independent Directors and the members of the management, and both the Independent Directors were present at the meeting in compliance with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of Listing Regulations.

g) Familiarization Program for Independent Directors

Regulation 25(7) of the Listing Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through a detailed presentation. The Independent Directors of the Company are familiarized through familiarization of major developments and updates on the Company and group, etc., throughout the year on an ongoing and continuous basis. Such programs/presentations also provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy in a better manner.

h) Skill, expertise, and competence of the Board of Directors

The Directors on the Board of the Company are adequately skilled and have relevant expertise as per Industry norms and have rich experience in the relevant Industry. In the table below, the specific areas of focus or expertise of Individual Board Members as on March 31, 2024, have been highlighted-

Name of the Director	Area of expertise						
	Financial	Global Business	Leadership	Technology	Merger & Acquisitions	Board Services & Governance	Sales & Marketing
Mr. Uma Shankar Paliwal	Yes	No	Yes	Yes	Yes	Yes	No
Ms. Ratna Dharashree Vishwanathan	Yes	No	Yes	Yes	Yes	Yes	No
Mr. Mayur Modi	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Govind Gupta	Yes	No	Yes	Yes	Yes	Yes	Yes
Mr. Deepak Aggarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Atul Garg	Yes	No	Yes	Yes	Yes	Yes	Yes

i) Re-appointment of Director

During the year under review, Mr. Uma Shankar Paliwal, Non-Executive Independent Director and Ms. Ratna Dharashree Vishwanathan, Non- Executive Independent Director of the Company have been reappointed for a period of 5 years w.e.f. January 11, 2024.

During the year under review, Mr. Deepak Aggarwal, Co-CEO, CFO & Whole-time Director of the Company have been reappointed for a period of 3 years w.e.f. September 15, 2023.

j) Performance Evaluation

In pursuance with the relevant provisions of Companies Act, 2013 and the Listing Regulation, the Board has duly carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. For this purpose, a structured questionnaire was prepared, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, and governance. The performance evaluation was carried out by seeking inputs from all the Members of the Nomination and Remuneration Committee.

The performance evaluation of the Executive Directors and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

3. Committees of the Board

The constitution of Committees by the Board focuses on specific areas and makes informed decisions within the framework of delegated authority and makes specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. The Committees operate as empowered agents of the Board as per their Charter/Terms of Reference. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting. The composition and functioning of these Committees are in compliance with the applicable provisions of the Companies Act, 2013, Listing Regulations and also in consonance with framework for Scale Based Regulation for Non-Banking Financial Companies ("SBR Framework"), and as amended thereof.

As on March 31, 2024, the following committees were in operation:

a) Audit Committee

Constitution

Your Company has a duly constituted Audit Committee, and its composition meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. All members of the Committee are financially literate and have accounting or related financial management expertise.

Terms of reference

The broad terms of reference of this Committee inter-alia includes the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommend appointment, remuneration and terms of appointment of auditors of the Company;
- Approve payment to statutory auditors for any other services rendered by them;
- Review with the management, the annual financial statements before submission to the Board for approval, focusing particularly on:
 - a) Matters to be included in Director's Responsibility
 - b) Statements to be included in Board's report;
 - c) Any changes in accounting policies and practices;
 - d) Major accounting entries involving estimates based on the exercise of judgment by management;
 - e) Significant adjustments resulting from the audit findings;
 - f) Compliance with listing and other legal requirements relating to financial statement;
 - g) Disclosure of related party transactions;
 - h) Qualification in draft audit report.
- Review with the management, the quarterly financial statement before submission to the Board for their approval;

- Recommend appointment, remuneration and terms of appointment of internal auditors, tax auditors, secretarial auditor and any matters of resignation or dismissal;
- Discuss with the statutory auditors before the audit commences, the nature and scope of the audit as well as post audit discussion to ascertain areas of concern;
- Review the internal audit program, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- Consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- Consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies, and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- Discuss significant findings with internal auditors and initiate follow up action thereon;
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Review performance of statutory and internal auditors and adequacy of internal control systems;
- Approve transaction with related parties and subsequent modification to terms of contract/transaction;
- Scrutinize inter-corporate loans and investments;
- Valuation of any of the undertakings or assets as and when necessary;
- Evaluate adequacy of internal financial control and risk management system;
- Review with management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making recommendation to the Board for taking steps in relation thereto;
- Approve appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;

- Review functioning of the Whistle Blower Policy;
- Carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

Meeting and Attendance

The Audit Committee met six times during the year on April 24, 2023, May 25, 2023, August 11, 2023, November 10, 2023, February 09, 2024, and March 27, 2024. The quorum as required under the statute was maintained at all the meetings.

Composition of the Audit Committee and the details of attendance at the aforementioned meetings are as follows:

Name of the Member	Category	No. of meetings held	No. of meetings attended
Mr. Uma Shankar Paliwal	Chairman, Independent Director	6	6
Ms. Ratna Dharashree Vishwanathan	Member, Independent Director	6	6
Mr. Govind Gupta	Member, Non-Executive Director	6	5

The Meetings of the Audit Committee were also attended by the Whole-time Director's & CO-CEOs and the Chief Financial Officer. The Company Secretary acts as the Secretary to the Committee. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

Mr. Uma Shankar Paliwal, Chairperson of the Audit Committee, was present at the 29th AGM of the Company held on September 25, 2023.

b) Nomination and Remuneration Committee Constitution

Your Company has a duly constituted Nomination and Remuneration Committee, and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Terms of reference

The terms of reference of the Nomination & Remuneration Committee, inter alia, includes the following:

- Assess that a person to be appointed as Director is 'fit and proper' and fulfils the set criteria as may be required by the Company;
- Review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- Evaluate the eligibility of an individual on the basis of his/her qualification, positive attributes, independence and past experience, for appointment and removal as whole-time director/managing director/senior management of the Company and advising the Board of Directors/

Shareholders with such detailed evaluation in the matter of appointment and removal of such individual;

- Review, recommend and /or approve the remuneration that can be offered to the proposed whole-time director/managing director/non-executive director/senior management of the Company;
- Evaluate the performance of the directors of the Company and review and recommend to the Board on their re-appointment;
- Review, recommend and /or approve the modification in the remuneration of the Whole-time director/ managing director/manager/ non-executive director and senior managerial personnel;
- Formulate remuneration policy relating to directors, key managerial personnel and other senior managerial employees of the Company;
- Evaluate performance of directors with respect to their role as Independent Director and Board members;

Meeting and Attendance

The Nomination and Remuneration Committee met four times during the year on May 25, 2023, August 11, 2023, November 10, 2023, and February 09, 2024. The quorum as required under the statute was duly maintained during the meeting.

Composition of the Nomination and Remuneration Committee and the details of attendance at the aforementioned meetings are as follows:

Name of the Member	Category	No. of meetings held during the tenure	No. of meetings attended
Ms. Ratna Dharashree Vishwanathan	Chairperson, Independent Director	4	4
Mr. Uma Shankar Paliwal	Member, Independent Director	4	4
Mr. Atul Garg	Member, Non-Executive Director	4	4

The Company Secretary acts as the Secretary to the Committee. Ms. Ratna Dharashree Vishwanathan, Chairperson of the Nomination and Remuneration Committee, was present at the 29th AGM of the Company held on September 25, 2023.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for effective evaluation of the performance of Individual Directors, Committees of the Board and the Board as a whole.

The Board of Directors of the Company has adopted a Nomination and Remuneration Policy ('Policy') for the

Company, inter-alia, to deal with the manner of selection of Board of Directors and KMP and their remuneration. The Policy is available on the website of the Company at <http://www.moneyboxxfinance.com>.

c) Stakeholder's Relationship Committee

Constitution

Your Company has a duly constituted Stakeholders Relationship Committee, and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Terms of Reference

The Stakeholders' Relationship Committee examines the grievances of stakeholders / investors and the system of redressal of the same. The Company endeavors to resolve complaints / grievances / queries of stakeholders /investors within a reasonable period of time.

The broad terms of reference of this Committee inter-alia includes the following:

- Review statutory compliance relating to all security holders
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer/ transmission of securities, non-receipt of annual report/ declared dividends/notices/balance sheet, issue of new/ duplicate certificates, general meetings, etc.
- Review measures taken for effective exercise of voting rights by shareholders
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund
- Oversee compliances in respect of transfer of shares to the Investor Education and Protection Fund, in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as applicable from time to time
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- Oversee and review all matters related to the transfer of securities of the Company
- Approve issue of duplicate certificates of the Company
- Review movements in shareholding and ownership structures of the Company
- Ensure setting of proper controls, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agents and oversee performance of the Registrar and Share Transfer Agents

- Recommend measures for overall improvement of the quality of investor services.

Meetings and Attendance

The Stakeholder and Relationship Committee met once during the year on February 09, 2024.

Composition of the Stakeholder and Relationship Committee and the details of attendance at the aforementioned meeting is as follows:

Name of the Member	Category	No. of meetings held	No. of meetings attended
Ms. Ratna Dharashree Vishwanathan	Chairperson, Independent, Non-Executive Director	1	1
Mr. Deepak Aggarwal	Member, Executive Director	1	1
Mr. Mayur Modi	Member, Executive Director	1	1

The Company Secretary acts as the Secretary to the Committee. Ms. Ratna Dharashree Vishwanathan, Chairperson of the Stakeholder and Relationship Committee, was present at the 29th AGM of the Company held on September 25, 2023.

d) Asset Liability Management Committee

Constitution

Your Company has an effective Asset Liability Management Committee formed in line with the provisions of the RBI Master Direction, 2016 read with other circulars and guidelines issued by Reserve Bank of India ('Guidelines').

Terms of reference

The terms of reference of Asset Liability Management Committee include:

- Funding and capital planning
- Pricing, profit planning and growth projections
- Address concerns regarding asset liability mismatches
- Address interest rate risk exposure
- Review of operational risk from time to time.

Meeting and attendance

During the financial year ended March 31, 2024, the Committee met once on May 27, 2023.

Composition of the Risk Management Committee and the details of attendance at the meeting is as follows:

Name of the Member	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Mayur Modi	Chairman, Co-CEO and Whole time Director	1	1
Mr. Deepak Aggarwal	Member, Co-CEO, CFO and Whole time Director	1	1
Mr. Vikas Bansal	Member, Chief Risk Officer	1	1

Composition of the Asset Liability Management Committee and the details of attendance at the aforementioned meeting is as follows:

Name of the Member	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Deepak Aggarwal	Chairperson, Co-CEO, CFO and Whole time Director	1	1
Mr. Mayur Modi	Member, Co-CEO and Whole time Director	1	1
Mr. Viral Sheth	Member, Finance Controller	1	1

e) Risk Management Committee

Constitution

Your Company has duly constituted Risk Management Committee (RMC) at the Board or executive level for monitoring the risk and to strategize action to mitigate risks associated with the functioning of the Company in line with the provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) read with other circulars and guidelines issued by Reserve Bank of India ('Guidelines').

Terms and reference

- Recommend to the Board and then formally announce, implement, and maintain a sound system of risk oversight, management, and internal control which identifies, assesses, manages, and monitors risk and allows stakeholders to be informed of material changes to the company's risk profile.
- Develop risk assessment and measurement systems and establish policies, practices and other control mechanisms to manage risks and develop risk tolerance limits, monitor positions against approved risk tolerance limits and report its findings to senior management.
- To carry out any other function as may be delegated by the Board of Directors of the Company from time to time.

Meeting and Attendance

During the Financial Year ended March 31, 2024, the Committee met once on May 27, 2023.

4. Remuneration of Directors

						(Amount ₹)
Sl. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings	Salary and Perquisites	Incentive/Bonus	Total	
1	Mr. Uma Shankar Paliwal	7,20,000	N.A.	N.A.	7,20,000	
2	Ms. Ratna Dharashree Vishwanathan	7,50,000	N.A.	N.A.	7,50,000	
3	Mr. Deepak Aggarwal	N.A.	1,80,00,000	75,00,000	2,55,00,000	
4	Mr. Mayur Modi	N.A.	1,80,00,000	75,00,000	2,55,00,000	
5	Mr. Govind Gupta	N.A.	N.A.	N.A.	NA	
6	Mr. Atul Garg	N.A.	N.A.	N.A.	N.A.	

During the year under review, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, except the payment of sitting fees for the purpose of attending meetings of the Board/Committee of the Company. None of the Directors have been granted any stock options under the scheme.

Mr. Mayur Modi was re-appointed as the Whole-time Director of Moneyboxx Finance Limited for a period of three years effective from January 01, 2022. His remuneration for the Financial Year 2023-24 comprises of all-inclusive salary of ₹1,80,00,000 and onetime bonus of ₹75,00,000

Mr. Deepak Aggarwal was re-appointed as the Whole-time Director of Moneyboxx Finance Limited for a period of three years effective from September 15, 2023. His remuneration for the Financial Year 2023-24 comprises of all-inclusive salary of ₹1,80,00,000 and onetime bonus of ₹75,00,000.

Criteria for making payments to Non-Executive Directors:

The Non-Executive Directors/ Independent Directors may receive remuneration by way of Sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee, or such amount as may be prescribed by the Central Government from time to time.

Directors and Officers Liability Insurance:

As per the provisions of the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance on behalf of all Directors including Independent Directors and Officers of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be held guilty in relation to the Company.

5. Senior Management

Name of the Senior Managerial Personnel	Category
Mr. Vikas Bansal	Chief Risk Officer
Mr. Viral Sheth	Finance Controller
*Mr. Abhijeet Kamble	Chief Technology Officer
**Mr. Semant Juneja	Company Secretary & Compliance Officer
***Mr. Rohit Paigwar	Head-Operations

* Mr. Abhijeet Kamble was appointed as Chief Technology Officer of the Company with effect from August 21, 2023

**During the period under review, Ms. Bhanu Priya tendered her resignation from the post of Company Secretary and Compliance Officer of the company, effective from August 12, 2023, and Mr. Semant Juneja, was appointed as Company Secretary and Compliance Officer of the Company effective from November 10, 2023.

***Mr. Rohit Paigwar was appointed as Head-Operations of the Company with effect from October 16, 2023

6. General Body Meetings and Postal Ballots

- a) The details of Annual General Meeting (“AGM”) held during the last 3 years along with the details of the special resolutions passed there are as under:

Financial Year	Date and Time	Venue	Special Resolution passed
2020-21	September 24, 2021 12:30 P.M.	Through Video Conferencing	<ul style="list-style-type: none"> - To Approve upward revision in the remuneration of Mr. Deepak Aggarwal, (DIN: 03140334), as Whole time Director and Co-CEO of the Company - To Approve upward Revision In Remuneration Of Mr. Mayur Modi (Din: 08021679), Whole Time Director And Co-CEO Of The Company - To Approve re-appointment and Remuneration to be paid to Mr. Mayur Modi (DIN-08021679) as the Whole-time Director of the Company
2021-22	September 19, 2022 11:30 A.M.	Through Video Conferencing	<ul style="list-style-type: none"> - To alter the Articles of Association of the Company - To consider and approve the issuance of 11,70,000 warrants convertible into equity shares on preferential basis to Promoter Category.
2022-23	September 25, 2023 12:30 P.M.	Through Video Conferencing	<ul style="list-style-type: none"> - Re-appointment of Mr. Deepak Aggarwal (DIN: 03140334) as whole-time director of the Company. - Re-Appointment of Mr. Uma Shankar Paliwal (DIN: 06907963) as Non-Executive Independent Director of the Company. - Re-Appointment of Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) as Non-Executive Independent Director of the Company. - consider and approve the issue of Non-convertible debentures on Private placement basis - Increase in borrowing limits of the Company up to ₹1500 crores. - Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

(b) Extraordinary General Meetings

During the year under review, one extra ordinary general meeting was conducted by the Company on December 08, 2023.

(c) Postal Ballot

During the year under review, no Postal Ballot was conducted by the Company to seek the approvals of the Members.

2. **Website:** The Company's website www.moneyboxxfinance.com contains a separate section 'Investor' for use of investors & stakeholders. The quarterly, half yearly and annual financial results and official news releases are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Reports, Shareholding Patterns, and other Corporate Communications made to the Stock Exchange are also available on the website of the Company.

7. Shareholders Communication

The Board recognizes the importance of two-way communication with shareholders giving a balance report of results & progress, responding to questions and issues raised in a timely and consistent manner. The Company has its website (www.moneyboxxfinance.com) that contains required information for the shareholders.

Means of Communication

I. Quarterly results and other relevant information:

The quarterly/half-yearly/yearly results are intimated to the Stock Exchange immediately after the Board Meeting at which they were approved. The results of the Company are also published in at least one national newspaper (usually Financial Express) and one regional newspaper (usually Jansatta) having wide circulation.

3. **Communication through email:** In support of the “Green Initiative” undertaken by the Ministry of Corporate Affairs, the Company had during 2023-24 sent various communications including Documents like Notices and Annual Report to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar & Transfer Agents (RTA). This helps in prompt delivery of documents, reduce paper consumption, save trees, and avoid loss of documents in transit.

4. **Press Releases/Media Releases:** The official press releases and media releases are disseminated to the Stock Exchange as well as displayed on the Company's website at www.moneyboxxfinance.com.

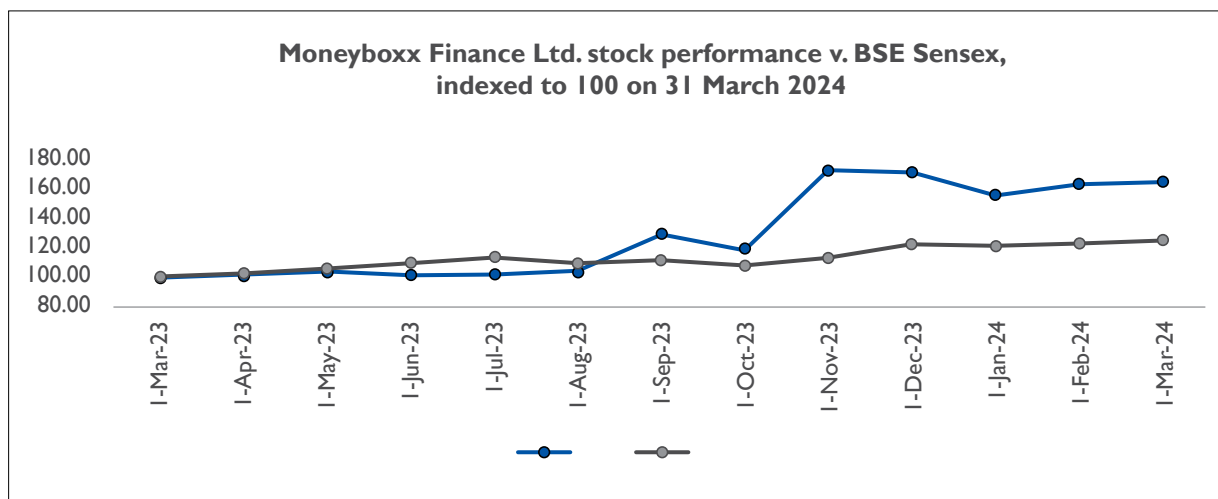
8. General Shareholders' Information

a) **Company Registration Details:** The Company is having its registered office in New Delhi, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs is L30007DLI994PLC260191. The Company falls under the base layer category as per the new framework for Scale Based Regulation for Non-Banking Financial Companies ("SBR Framework") which became effective from October 01, 2022

b) Ensuing Annual General Meeting

Day and Date	Wednesday, September 25, 2024
Time	11:30 A.M.
Financial Year	2023-24
Book Closure Dates	N.A.
Name and address of Stock Exchange at which the listed entity's securities are listed	BSE Limited- (Scrip code- 538446) Phiroze Jeejeebhoy Towers, Dalal street, Mumbai - 400 001
Venue	The Company is conducting a meeting through VC / OAVM pursuant to the applicable MCA Circulars and thus venue requirements are not applicable for this AGM. For other details please refer to the Notice of this AGM.
ISIN Number	INE296Q01012

d) Performance in comparison to broad-based indices



e) Registrar and Share Transfer Agents

Address for Investor Correspondence

For any assistance regarding dematerialization of shares, re-materialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to:

MAS Services Limited

Address: T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

The Annual Listing Fees for the financial year 2023-24 to BSE Limited (BSE) has been paid by the Company within the prescribed time.

c) Market Price data (In ₹ Per share)

The High and Low prices during each month in the financial year 2023-24 at BSE are: -

Month	High	Low
April 2023	168.00	151.05
May 2023	187.00	150.00
June 2023	170.00	157.00
July 2023	166.00	150.10
August 2023	170.00	141.55
September 2023	204.95	150.20
October 2023	218.95	176.00
November 2023	308.00	180.00
December 2023	295.00	252.60
January 2024	277.75	230.20
February 2024	305.00	237.25
March 2024	285.00	223.40

f) Share Transfer System

SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Shareholders holding shares in physical form are advised to avail the facility

Tel: 011-26387281/82/83;

Fax: 011-26387284

e-mail: info@masserv.com

Web: <https://www.masserv.com>.

of dematerialization. The Company obtains from a Company Secretary in practice, yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the same with the Stock Exchange.

g) Distribution of Shareholding as on March 31, 2024

Range of No. Shares From -To	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	1551	65.20	159545	0.60
₹5001 to 10000	190	7.99	147143	0.50
₹10001 to 20000	133	5.58	194860	0.60
₹20001 to 30000	78	3.30	201565	0.70
₹30001 to 40000	37	1.55	129601	0.40
₹40001 to 50000	29	1.20	1319050	0.40
₹50001 to 100000	101	4.24	730854	2.40
₹100001 and above	261	10.94	28796163	94.40
Total	2380	100	3,04,91,636	100

h) Dematerialization of Shares:

As on March 31, 2024, 2,99,21,593 equity shares representing 98.13% of the Issued Share Capital of the Company were held in dematerialized form. The equity shares of the Company are traded at BSE Limited. Further, the Company on March 28, 2024 made an allotment of 5,70,000 Equity Shares post conversion of warrants to Mr. Deepak Aggarwal and Mr. Mayur Modi (2,85,000 Equity Shares each), promoters of the Company. The said equity shares were pending for Demat as on March 31, 2024 as the Company was awaiting Listing Approval from Stock Exchange. Accordingly, Equity Shares are now being reflected under the demat Category as the company has received the Listing Approval.

i) Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

During the period under review, the Board has allotted 11,70,000 (Eleven Lakhs and Seventy Thousand) equity shares pursuant to the exercise of right attached to warrants by the respective warrant holders on September 30, 2023 and March 28, 2024 to the promoter category in accordance with the Articles of Association of the Company.

Further, there are no GDRs/ADRs/CCPS or Warrants outstanding to be converted in Financial Year 2023-24 and which would have an impact on the equity of the Company.

j) Commodity price risk or foreign exchange risk and hedging activities

The Company is not exposed to commodity price risk and foreign exchange risk and does not have any hedging activities.

k) Plant locations

The Company is in the business of Non-Banking Finance Company; hence no plant information can be provided.

l) Address for correspondence:

Corporate office Address : DLF Building 8, Block A, 4th Floor, DLF Cyber City, Gurugram- 122002 Haryana

Head Office Address : 411-A, Kanakia Wallstreet, Chakala, Andheri Kurla Road, Andheri (East), Mumbai-400093

Registered Office Address : 523-A, Somdutt Chamber – II, 9, Bhikaji Cama Place, New Delhi – 110066

Telephone No. : 011- 45657452

m) Transfer of unclaimed dividends due for remittance into Investor Education and Protection Fund (IEPF):

No amount of unclaimed dividend is due for transfer to Investor Education and Protection Fund.

n) Reconciliation of Share Capital Audit:

A quarterly audit was conducted by a Practising Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the Stock Exchanges within the prescribed time limit.

o) Information to Shareholders:

A brief resume of the Directors appointed/reappointed together with the nature of their experience and details of the other Directorships held by them is annexed to the Notice convening the Annual General Meeting.

p) Any query on Annual Report:

Members can write an email on info@moneyboxxfinance.com or send their query on annual report on below mentioned address:

Name : Mr. Semant Juneja
 Designation: Company Secretary and Compliance Officer
 Address : 523-A, Somdutt Chamber – II, 9, Bhikaji Cama Place, New Delhi – 110066
 Email : info@moneyboxxfinance.com

q) List of all Credit Ratings for all debt instruments

Name of Credit Agency	Securities/ Instruments/Loans, Credit facilities and other Borrowings	Ratings
India Ratings & Research Private Limited	Non- Convertible Debentures Bank loans Pass Through Certificates	IND BBB-/Positive IND BBB-/Positive IND A-(SO)/Stable

9. Other Disclosures

Related Party Transactions

The Company has not entered into any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements. A statement in summary form of transactions, if any with Related Parties in ordinary course of business and arm’s length basis is periodically placed before the Audit committee/Board for review and recommendation to the Board for their approval.

None of the transactions with Related Parties were in conflict with the interest of the Company. All the transactions are on an arm’s length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm’s length or fair value basis.

The disclosure of all related party transactions are mentioned in Note No. 37 forming part of notes to the accounts of the Financial Statements.

The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs which can be accessed at the Company’s website through the following link www.moneyboxxfinance.com.

Details of non-compliance

The Company has established proper control systems to ensure compliance with the provisions of all the applicable provisions of Companies Act, 2013 (“Act”) along with applicable Accounting standards issued by the Institute of Chartered Accountant of India (ICAI) and Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as notified/amended from time to time in respect of meetings of the board of directors, committees and general meetings held during the year.

During the last three years, except stated below, there have been no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities relating to capital market and listing:

1. BSE vide its e-mail dated January 18, 2021, has imposed a fine of ₹2,71,400 for delay in filing of disclosure of Related Party Transaction under Regulation 23 of the Listing Regulations for half year ended on September 30, 2020. Company had paid the fine on February 01, 2021. The Company made an application to BSE Limited for waiver of the fine which was accepted by the stock exchange (Bombay Stock Exchange) vide email dated July 20, 2021, pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. (Erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018.) under Standard Operating Procedure (SOP)”
2. During the Financial Year 2022-23, the promoter of the company i.e. Moneyboxx Capital Private Limited had sold 1,91,608 equity shares during the restricted period – when the trading window was closed for all designated person of the Company, from the quarter ending December 31, 2023, until forty-eight hours of the declaration of financial results i.e. February 16th, 2023, which resulted in violation with the Code for Prevention of Insider Trading of the company formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015. The Promoter, therefore, had filed a suo moto application with Securities and Exchange Board of India dated May 23, 2023, under the relevant settlement scheme in order to seek condonation for the violation. An email dated June 05, 2024, was received by Promoter under which SEBI has accepted the settlement proposal and instructed to pay the settlement charges of ₹6,20,000, which was duly paid by the promoter of the Company pursuant to SEBI order dated July 19, 2024.

Whistleblower Policy and Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company’s code of conduct. The Company promotes ethical behavior in its operations and has a Whistle Blower Policy which is overseen by the Audit Committee. No personnel has been denied access to the Audit Committee. Under the Whistle Blower Policy, employees and stakeholders are free to report violations of applicable laws and regulations and the Code of Conduct.

The Whistle Blower Policy can be accessed at the Company’s website through the following link www.moneyboxxfinance.com.

Details of compliance with mandatory requirements and adoption of non-mandatory (discretionary) requirements

The Company has duly complied with the mandatory requirements on Corporate Governance under the SEBI Listing Regulations applicable to the Company. However, the Company has not adopted any of the non-mandatory requirements stipulated under the said enactment.

Material Subsidiaries:

The Company does not have any material Listed or unlisted subsidiaries during the year under review. The Policy to determine "material subsidiary" is available on the website of the Company at www.moneyboxxfinance.com.

However, the Company has one Wholly owned Subsidiary Company i.e. Moneyboxx Foundation as on March 31, 2024.

Status of Investor Complaints

Status of Investor Complaints as on March 31, 2024, as reported under Regulation 13(3) of the Listing Regulations is as under:

Complaints pending as on April 1, 2023	0
Received during the year	0
Resolved during the year	0
Pending as on March 31, 2024	0

Code of Conduct for Prevention of Insider Trading

Your Company has adopted a "Code of Internal procedure and conduct for regulating, monitoring and reporting of trading in securities by Insiders" as required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company has formulated a Code of Conduct to Regulate, Monitor, and Report trading by Insiders to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information (U PSI).

The Code duly envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. During the year under review there has been due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code is also available on the website of the Company.

Accounting treatment in preparation of Financial Statements

The Financial Statements of the Company has been duly prepared pursuant to the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) and 52(7A) of SEBI Listing Regulations.

Regulation 32(7A) and 52(7A) of SEBI Listing Regulations, during the year under review, the Company has raised funds through preferential basis dated December 19, 2023 which was or were fully utilised by the Company in accordance with the objects stated in the respective offer document/notice of general meeting.

Certification from Company Secretary in Practice

Certificate from Ritu, a Practicing Company Secretary, to the effect that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of the Company by the MCA or any other statutory authority, has been duly received by the Company. This certificate forms part of this Annual Report. (Refer **Annexure A** to this Report)

Acceptance of recommendation of all Committees

During the year under review, there have been no such instances where the recommendations of any Committees were not accepted by the Board in terms of the Listing Regulations.

Statutory Auditor Fees

The details of the total fees for all services paid by the Company during FY24, to the Statutory Auditors are as follows:

Particulars	Amount (in ₹)
Payment to Statutory Audit fees	₹1,25,000
Certification fees	₹6,01,000

Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V(c) of the Listing Regulations – NIL

Disclosure with respect to demat suspense account / unclaimed suspense account – Nil

Prevention, Prohibition and Redressal of Sexual Harassment of Women at the Workplace

The Company has in place a policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the Company has not received any complaint in this regard.

Status of Complaints under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 during the Financial Year 2023-24 is detailed below:

Complaints pending at the beginning of Financial Year	0
Received during the year	0
Resolved during the year	0
Pending at the end of Financial Year	0

Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount:
None

10. Compliance with the Mandatory Requirements of the Listing Regulations

The compliance of all applicable laws to the Company is reviewed by the Board of Directors on a periodic basis. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations. A certificate affirming the compliances from Ritu, a Company Secretary in Practice has been duly attained by the Company and the same is attached to this Report as **Annexure B**.

11. Disclosure of accounting treatment:

There has not been any change in accounting policies of the Company during the year.

12. Non-Mandatory Disclosures

The Board

Chairman's office has been made available for the non-executive Chairman and he is allowed reimbursement of expenses incurred in performance of his duties.

Modified opinion(s) in audit report

There are no modified opinions in the audit report.

Reporting of Internal Auditor

In pursuance with Section 138 of the Companies Act, 2013, an Internal Auditor has been duly appointed by the Company who reports to the Audit Committee. Internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

13. CEO and CFO Certification

The certification by CEO and CFO is duly provided in this Annual Report in terms of the requirements of Listing Regulations. (Refer **Annexure C** to this Report)

By order and on behalf of the Board
Moneyboxx Finance Limited

Sd/-
(Mayur Modi)
Co- CEO &
Whole-time Director
DIN: 08021679

Sd/-
(Deepak Aggarwal)
Co- CEO, CFO &
Whole-time Director
DIN: 03140334

Date: August 08, 2024
Place: Gurugram, Haryana

ANNEXURE A

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

{Certificate on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

To,
The Members,
MONEYBOXX FINANCE LIMITED
523-A, Somdutt Chamber-II 9,
Bhikaji Cama Place,
New Delhi-110066,
India

1. I have examined the compliance of conditions of Corporate Governance by Moneyboxx Finance Limited ("the Company") for the year ended on 31st March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraph C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") pursuant to the Listing Agreement of the Company with the Stock Exchanges.

Management's Responsibility

2. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

3. My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2024.

5. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

6. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraph C, D and E of Schedule V to the Listing Regulations during the year ended 31st March 2024, except as reported by the Secretarial Auditor in his respective report, if any.

7. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Sd/-
CS Ritu
Practising Company Secretary
Membership No: A51819
Peer Review Cert. No.: 1145/2021
CP.No: 21003
UDIN: AO51819F000928046

Date: August 08, 2024
Place: New Delhi

ANNEXURE B**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Moneyboxx Finance Limited
523-A, Somdutt Chamber-II 9,
Bhikaji Cama Place
New Delhi-110066,
India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Moneyboxx Finance Limited** having CIN **L30007DL1994PLC260191** and having registered office at **523-A, Somdutt Chamber-II 9, Bhikaji Cama Place New Delhi- 110066, India**, (hereinafter referred to as "**the Company**"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Director(s) on the Board of the Company as stated below for the Financial Year ending on **31st March, 2024**, have been debarred or disqualified from being appointed or continuing as Director(s) of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Director(s)	DIN	Date of Appointment in Company
1.	Mr. Govind Gupta	00065603	12/10/2018
2.	Mr. Deepak Aggarwal	03140334	12/10/2018
3.	Mr. Uma Shankar Paliwal	06907963	11/01/2019
4.	Mr. Atul Garg	07093376	15/09/2020
5.	Ms. Ratna Dharashree Vishwanathan	07278291	11/01/2019
6.	Mr. Mayur Modi	08021679	12/10/2018

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

CS Ritu

Practising Company Secretary

Membership No: A51819

Peer Review Cert. No.: 1145/2021

CP No: 21003

UDIN: AO51819F000928046

Date: August 08, 2024

Place: New Delhi

ANNEXURE C**CEO AND CFO CERTIFICATE****Declaration by chairman cum managing director under schedule v of sebi (listing obligations and disclosure requirements) regulations, 2015**

We, Deepak Aggarwal, Chief Financial officer and Co-Chief Executive Officer and Mayur Modi, Co-Chief Executive Officer of Moneyboxx Finance Limited hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel, as approved by the Board, for the financial year ended on March 31, 2024.

Sd/-

Mayur Modi

Co- CEO & Whole-time Director

Sd/-

Deepak Aggarwal

Co-CEO & Chief Financial Officer

Place: Gurugram, Haryana

Date: August 08, 2024

ANNEXURE D**CEO/CFO CERTIFICATION**

To,
The Board of Directors
MoneyBoxx Finance Limited,
523-A Somdutt Chambers-II
9 Bhikaji Cama Place
New Delhi

Sub: Certificate under Regulation 17 (8) and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We, the undersigned, certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2024, and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee deficiencies in the design and operations of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee that:
 - (i) There is no significant changes in internal control over financial reporting during the year,
 - (ii) There is no significant changes in accounting policies during the year and
 - (iii) There are no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Mayur Modi
Co- CEO & Whole-time Director

Sd/-
Deepak Aggarwal
Co-CEO, CFO & Whole-time Director

Place: Gurugram, Haryana
Date: August 08, 2024