

MONEYBOXX FINANCE LIMITED

CIN L30007DL1994PLC260191 Registered Office:523-A, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi-110066, India Tel: 01145657452

E-mail: info@moneyboxxfinance.com Website: www.moneyboxxfinance.com

May 30, 2023

To, The Manager-Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

Ref: (MONEYBOXX | 538446 | INE296Q01012)

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023, as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2023, issued by Shashank Pashine & Associates, Company Secretaries.

This is for your information and records.

The same will also be hosted on Company's website at www.moneyboxxfinance.com

Yours faithfully, For Moneyboxx Finance Limited

(Bhanu Priya)

Company Secretary and Compliance Officer M. No. A36312

Corporate Office:

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☎ Office: +91- 11 - 4155-5096

Contact No: +91-9999630777

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SECRETARIAL COMPLIANCE REPORT OF MONEYBOXX FINANCE LIMITED FOR THE **FINANCIAL YEAR ENDED MARCH 31, 2023**

To,

The Board of Directors.

MONEYBOXX FINANCE LIMITED

CIN of Company: L30007DL1994PLC260191 523-A, Somdutt Chamber-II 9, Bhikaji Cama Place, New Delhi-110066, India

Re: Secretarial Compliance Report for the financial year ended March 31, 2023

I have been engaged by Moneyboxx Finance Limited ("the Company") having its registered office at 523-A, Somdutt Chamber-II 9, Bhikaji Cama Place, New Delhi-110066, India, whose equity shares are listed on BSE Limited ("BSE") [Security Code: 538446] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEB! (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and relevant Circulars issued by NSE and BSE.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEB! Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively,

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose.

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I conducted the audit by examining the secretarial records including minutes, documents, registers, intimation sent to the stock exchanges other records and returns related to the applicable laws on the Company etc. received via electronic means. The management has confirmed that the records submitted to us are the true and correct. We have also relied upon representation given by the management of the Company for certain areas which otherwise requires physical verification.

Annual Secretarial Compliance Report is enclosed.

For Shashank Pashine & Associates,

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 2790/2022

CS Shashank Pashine

Proprietor

Membership No: F11665

CP. No: 21229

UDIN No.: F011665E000421712

Date: May 30, 2023

Place: New Delhi

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SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

CIN of Company: L30007DL1994PLC260191 Authorised Capital: Rs. 30,00,00,000/-

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31st March 2023 for **MONEYBOXX FINANCE LIMITED** (the "**Company**"). The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and the reporting made hereinafter:

I have examined:

- a) the documents and records made available to us and explanations provided by the Moneyboxx Finance Limited ("the Listed Entity/Company"),
- b) the filings / submissions made by the Company to the stock exchanges,

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- c) website of the Company,
- d) other document / filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- iii. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the circulars / guidelines issued thereunder, have been examined:
 - a. The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - b. The provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including the provision with regard to disclosure and maintenance of records required under the said Regulation;
 - c. The provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - d. The provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 were not applicable during the review period;
 - e. The provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

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- f. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the review period;
- g. The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 were not applicable during the review period;
- h. The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
- The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- j. The provisions of the Securities and Exchange Board of India (Regulatory Fee on Stock Exchanges) Regulations, 2006;
- K. The provisions of Securities and Exchange Board of India (Delisting of Equity Shares)
 Regulations, 2009 were not applicable during the review period;
- I. The provisions of the Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 were not applicable during the review period;
- m. The Depository Act, 1996 and the Regulations and By-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.
- n. Other applicable Regulation and Circulars / Guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period;



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a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.	Compliance	Regulation/	Deviations	Actio	Туре	Detail of	Fine	Observations	Management	Remark
No	(Regulations / circulars / guidelines including specific clause)	circulars / guidelines including specific	response	\$						
1.	The promoters of the listed entity has sold a total of 1,91,608 shares during the restricted period – when the trading window is closed for all designated	Prevention of Insider Trading of the company formulated	closure of the Trading Window, the promoters of the listed entity engaged in trading activities,	N.A	N.A	N.A	N.A	As the promoters of the listed entity has traded the securities during the trading window is closed for all designated person of the	The promoters, has suo moto filed an application with the Securities and Exchange Board of India (SEBI) dated May 23, 2023, under the relevant	- Cannany Cass

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person of the	Insider	exhibiting	Company the	settlement
Company,	Trading)	non-	nature of	scheme in
from the	Regulation,	compliance	default was	order to seek
quarter	2015	with the	grave in the	condonation
ending		Code of	nature.	for the violation.
December		Conduct		
31st, 2023 until		formulated		
forty-eight		in		
hours of the		accordanc		
declaration of		e with the		
financial		SEBI		
results i.e.		(Prohibition		
February 16th,		of Insider		
2023. Which		Trading)		
Comprised		Regulation		
Volition with		of 2015.		
the Code for		Moreover,		
Prevention of		the		
Insider		Promoters,	Table 1990	
Trading of the		on various		
company		dates, have		
formulated	*	executed		

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	pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.		the sale of a total of 1,91,608 shares, amounting to an aggregate value of Rs. 3,15,31,275.							
2.	Delay in submission of Outcome of Board meeting to stock exchange under Regulation 30 of SEBI (Listing Obligation and Disclosure	Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with sub-para 4 of the Part-A of Schedule III.	outcome of Board Meeting date February 13, 2023 was delayed by	NA	NA	N.A	N.A	During the course of audit, it was observed that the intimation was given timely on BSE and the nature of default was not grave in nature and further no	technical issue at the time of login/uploadin g on the BSE portal and was not prejudiced to the interest of the	

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Requirements) Regulations,		penalty/fine was imposed	
2015 read with		by BSE.	
sub-para 4 of			
the Part-A of			
Schedule III.			

b) The listed entity has taken the following actions to comply with the observations made in previous reports:-

,										
Sr. No	Compliance Requirement	Regulation/ Circular No.	Deviations a	Action Taken	Type of Action	Detail of Violation	Fine Amount	Observations/ Remarks of	Management response	Remarks
	(Regulations							the Practising		
	/circulars/				92 8 9		医 医额上	Company		
	guidelines	建筑级数据						Secretary		
	including		a de la compania							
	specific						La La Million			
	clause)				Mark Control					

There was no such observation in the previous report



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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following condition auditor	s while appoin	ting/re-appointing ar
	 i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 	NA	No Event has been occurred for resignation of the auditor and hence the existing auditor has duly signed the limited review/audit report for all the four quarters as well as the reporting financial year. The Statutory Auditor of the company continue to remain the same during the period under review.
2.	Other conditions relating to resignation of	statutory audit	or



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- Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:
 - a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.
 - b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.
 - c) The Audit Committee / Board of Directors, as the case may be,

NA

No such resignation

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	deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		
	ii. Disclaimer in case of non-receipt of information:		
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such resignation. Further company do not have any subsidiary.

III. I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status	Observations /Remarks by PCS*		
		(Yes/No/NA)	A CHILDREN TO SERVICE STATE OF THE SERVICE STATE STATE OF THE SERVICE ST		
1.	Secretarial Standard:		The listed entity has complied with the requirements		

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	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Secretarial Standard 1 and Secretarial Standard 2 respectively in respect of Meetings of the Board of Directors and its Committees and General Meetings of Members as notified by the Central Government under Section 118[10] of the Companies Act,2013.
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	N.A.
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website.	Yes	N.A

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	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.		
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	The Company has provided the required confirmation on the same and reliance has been placed on the same.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies	NA	The Company had identified and there were no Material Subsidiary Company of the Company during the review period.
	b) Disclosure requirement of material as well as other subsidiaries	NA	Company is not having any material subsidiaries
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI, Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The Company has complied With the SEBI Regulations for preserving and maintaining records as prescribed and has duly in place the said policy.
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees	Yes	As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year. Formal

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	at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		process of Performance Evaluation was carried out in the Month of March 2023 for FY 22- 23.
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Since, all Related party transactions were entered after obtaining prior approval of audit committee.
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	NA
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		The Promoters of the listed entity has disposed 1,91,608 equity shares on multiple dates when the trading window is

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			closed for all designated person of the Company, from the quarter ending December 31st, 2023 until forty-eight hours of the declaration of financial results i.e. February 16th, 2023. However, the intimation was made by the Company to exchange on timely basis.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NA

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Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Shashank Pashine & Associates,

Company Secretaries.

ICSI Unique Code: \$2018DE639400

Peer Review Cert. No.: 2790/2022

CS Shashank Pashine

Proprietor

Membership No: F11665

CP. No: 21229

UDIN No.: F011665E000421712

Date: May 30, 2023 Place: New Delhi