

August 27, 2022

To,
The General Manager,
Department of Corporate Relations,
BSE Limited
Phiroze Jeejeebhoy, Towers,
Dalal Street, Mumbai- 400001

Ref: (MONEYBOXX | 538446 | INE296O01012)

Sub: Intimation under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') - Annual Report for the Financial Year 2021-22 including notice of the 28th Annual General Meeting of the Company

Dear Sir/Madam,

This is to inform that 28th Annual General Meeting of the Company is scheduled to be held on **Monday, September 19, 2022, at 11:30 AM (IST)** through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") only in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company is providing remote e-voting facility to all its eligible members to cast their votes on all the resolutions as set out in the notice of 28th AGM. Remote e-voting would be commenced on Thursday, September 15, 2022, at 9:00 AM (IST) and end on Sunday, September 18, 2022, at 5:00 PM (IST). The Company has fixed Monday, September 12, 2022, as the "Cut-off Date" for the purpose of determining the members eligible to vote through remote e-voting on the resolutions set out in the Notice of the AGM or to attend the AGM and cast their vote thereat.

The details such as manner of casting vote through remote e-voting and attending the AGM through VC / OAVM has been set out in the Notice of the AGM.

The Annual Report and Notice convening Annual General Meeting has been duly sent to the members through electronic mode and is enclosed for your record. It can also be accessed at the Company's website at www.moneyboxxfinance.com

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **MONEYBOXX FINANCE LIMITED**

(Bhanu Priya)

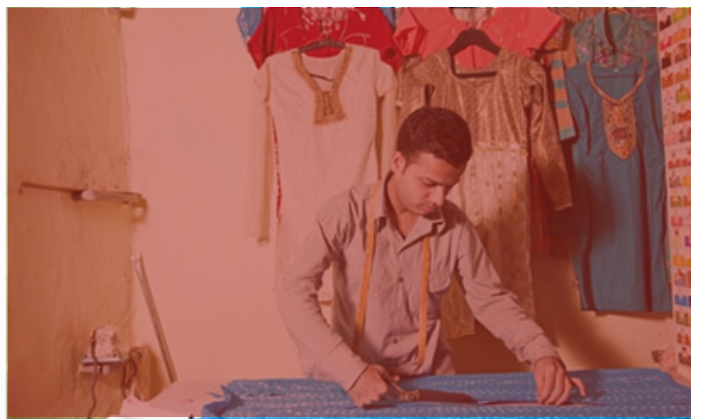
Company Secretary & Compliance Officer

M.no- A36312



20 22

ANNUAL REPORT



SCAN IT

Let's be together, build
together & grow
together.

www.moneyboxxfinance.com

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Cautionary Statement:

The statements made in this report describe the Company's objectives and projections that may be forward-looking statements within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the Company. The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

Corporate Information

BOARD OF DIRECTORS

Mr. Uma Shankar Paliwal
Chairman/Non – Executive Independent Director

Ms. Ratna Dharashree Viswanathan
Non – Executive Independent Woman Director

Mr. Mayur Modi
Whole-time Director

Mr. Deepak Aggarwal
Whole-time Director

Mr. Govind Gupta
Non-Executive Non-Independent Director

Mr. Atul Garg
Non-Executive Non-Independent Director

CHIEF FINANCIAL OFFICER

Mr. Deepak Aggarwal

CO-CHIEF EXECUTIVE OFFICER

Mr. Deepak Aggarwal
Mr. Mayur Modi

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Bhanu Priya

CORPORATE IDENTIFICATION NUMBER

L30007DL1994PLC260191

STATUTORY AUDITORS

Gaur & Associates
107, Laxmi Deep Building, Laxmi Nagar,
District Center, Delhi

REGISTERED OFFICE ADDRESS

Address: 523-A, Somdutt Chamber – II, 9, Bhikaji Cama Place, New Delhi – 110066 Tel: 011-45657452

CORPORATE OFFICE

Vatika Business Centre, First India Place,
2nd Floor,
Sushant Lok-1, MG Road,
Gurgaon-122001, Haryana

HEAD OFFICE

Wing A-906, Kanakia Wallstreet, Chakala, Andheri
Kurla Rd, Andheri (East), Mumbai - 400 093

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Ltd.
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi- 110020

WEBSITE

www.moneyboxxfinance.com

PHONE NO:

011- 4565 7452

EMAIL

info@moneyboxxfinance.com

BANKERS



2022

It's been an eventful year

Resilient performance amidst pandemic and successfully scaled up operations

”

Addressing credit needs of the Missing Middle.

- MONEYBOXX FINANCE

11468 Live Customers

18
Lenders

313
Employees

INR 201.80 Cr
Cumulative Disbursements

INR 121 Cr
Assets Under Management



MESSAGE FROM

THE.CEO

Mayur Modi, Co-CEO

Dear Shareholders,

It gives us immense pleasure to present before you the Annual Report on the performance of your company for the financial year 2021-22. This year has been yet another period of uncertainties, especially, in the wake of the second COVID-19 wave in the early part of the year. The unprecedented events in the last two years have made us all realise the importance of resilience, resolve and prudence. Disruptions create challenges but equally offer an opportunity to reform and transform. The Company effectively handled the challenges created by the pandemic owing to its sound business model, robust underwriting practices and commitment of the team. We have emerged out of this with an even stronger resolve to attain our long-term goals.

The Micro and Small Enterprises is key for inclusive economic development and with focused policy initiatives and huge unmet credit needs in the segment, lending to these enterprises present a huge opportunity. Your Company has successfully built 'phygital' model with on-ground presence for strong customer connect and leveraging technology with fully digital approach for fast scalability. Your Company has a sound and resilient business model which endured stress conditions created by the once-in-a-century pandemic event and is now on a stronger foundation and well positioned for growth driven by innovation, product and geographic expansion, digital initiatives and lending partnerships. In addition to direct impact financing, the Company is committed to bring a transformational change in the lives of its borrowers through various impact initiatives.

We successfully scaled up our operations and made investments in team and digital infrastructure ensuring fast scalability of our operations. Despite external challenges, with a robust loan portfolio and capital infusion during the year, the year saw significant progress as we expanded our network to 30 branches across five states in India. We crossed INR 100 Crore AUM milestone and ended the year with AUM of INR 121 Crore as of March'22. We further plan to expand our presence in FY 2022-23 through doubling of branch network and employee. This is yet another step forward in furthering our reach and the commitment toward small businesses to enable financial inclusion. Your Company has also been to attain its target because of the continuous support from the existing lenders and addition of new lenders which demonstrates their confidence in the Company's credit processes, asset quality, collection efficiency and the management team. In FY 21-22, we added four new lenders, taking the lender count to eighteen. Rising scale of operations, improving productivity and expected decline in borrowing costs would help us to improve profitability in the future.



MESSAGE FROM

THE.CEO

Deepak Aggarwal, Co-CEO

Our Company has been at the forefront in making technological investments as it is key to achieving its mission of providing credit in affordable, cost-efficient & transparent manner. To enable fast scalability of our business, drive innovation and create value for stakeholders, we have been aligning our business strategies with a strong emphasis on the digital.

Going forward, Co-lending arrangements would be key part of our business expansion. Funding visibility under co-lending arrangements will go a long way in expanding the business, widening customer reach and optimum utilisation of the available resources and higher return on investments.

Your Company has always laid a major focus on "Beyond Lending Initiatives" as a part of its core business model. Through this, we aim to create sustainable positive impact on lives of the borrowers and the environment. We are possibly the only NBFC in India which is hiring veterinarians in branches to help dairy farmers improve milk yield, cattle health and cattle breed. This ensures the overall safety and wellbeing of cattle and sustainable & stable income for the borrowers. Promotion of agroforestry and plantation of fruit-bearing trees is another initiative through which we assist our borrowers with agricultural land. The funding of this agroforestry initiative is being implemented majorly through CSR initiatives of large corporates and partly through our own resources. This initiative will have a significant positive ecological impact as well in addition to providing income support to farmers.

On the Human Capital front, the Company considers employees as its most vital asset and is committed to provide an open and inclusive work culture. The past two years have been challenging for a lot of our people, in different ways, impacting both our personal and professional lives. We are proud of the way our colleagues responded to the challenges in an optimistic manner and value their commitment to the goals of the organisation. We strengthened our employee team count in the FY 21-22 and we will make investments in the Human Capital in line with our growth plan.

We aim to transform lending in the small business loan segment and bring about a transformational and sustainable change in the lives of our borrowers in the coming years. We would like to thank all of our stakeholders for their continuous support in this journey.



Key Performance Indicators

Rising Scale of Operations and Improving Productivity

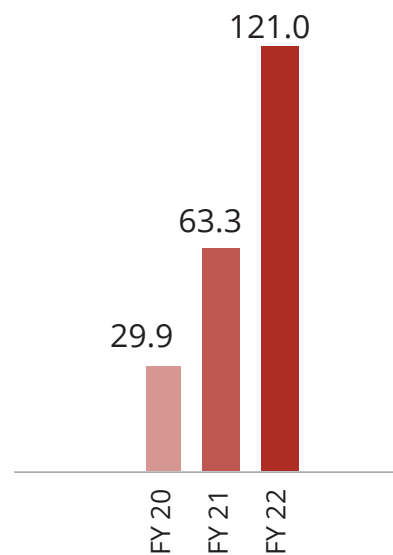
Further productivity improvement, higher ticket-size and branch expansion to drive strong growth going forward

Business Performance

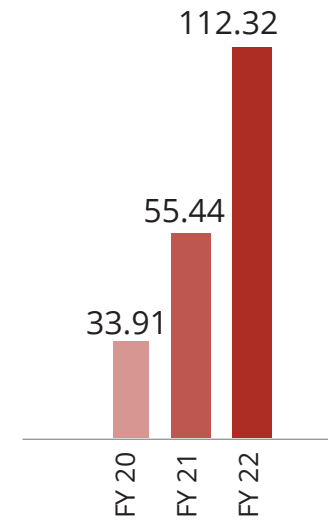
304%

Increase in AUM in the past 2 years

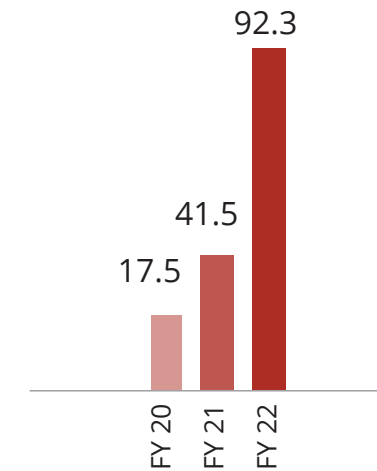
AUM (INR crore) *



Gross Disbursements (INR crores)

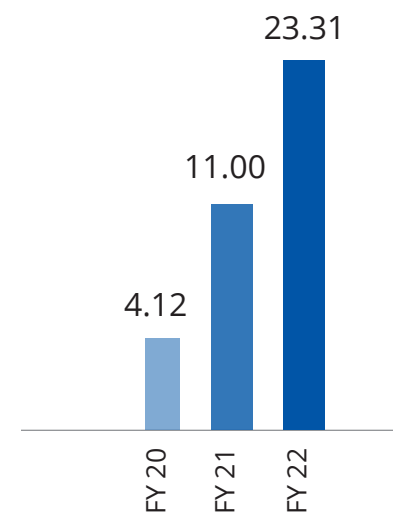


Debt Capital Raised (INR crores)

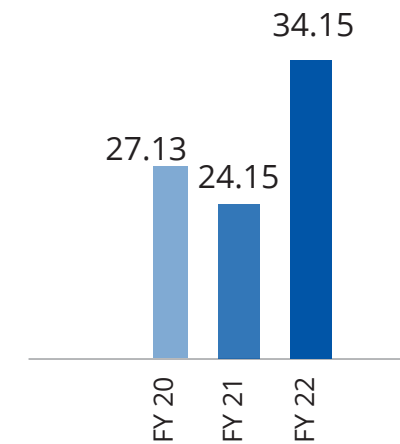


Financial Performance

Total Income (INR crore)



Equity (INR crore)

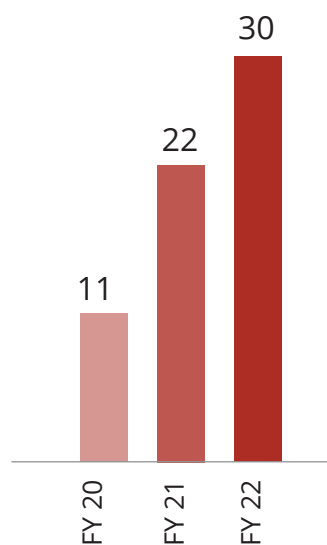


Strongly capitalized for growth

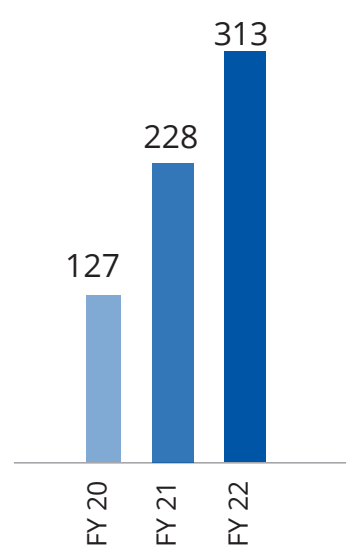
112%

Income growth driven by rising productivity and addition of new branches

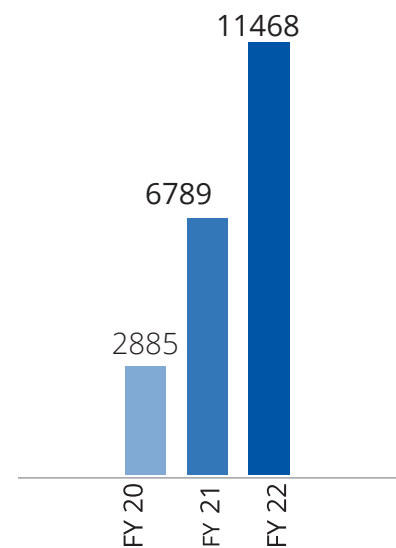
Branches



Employees



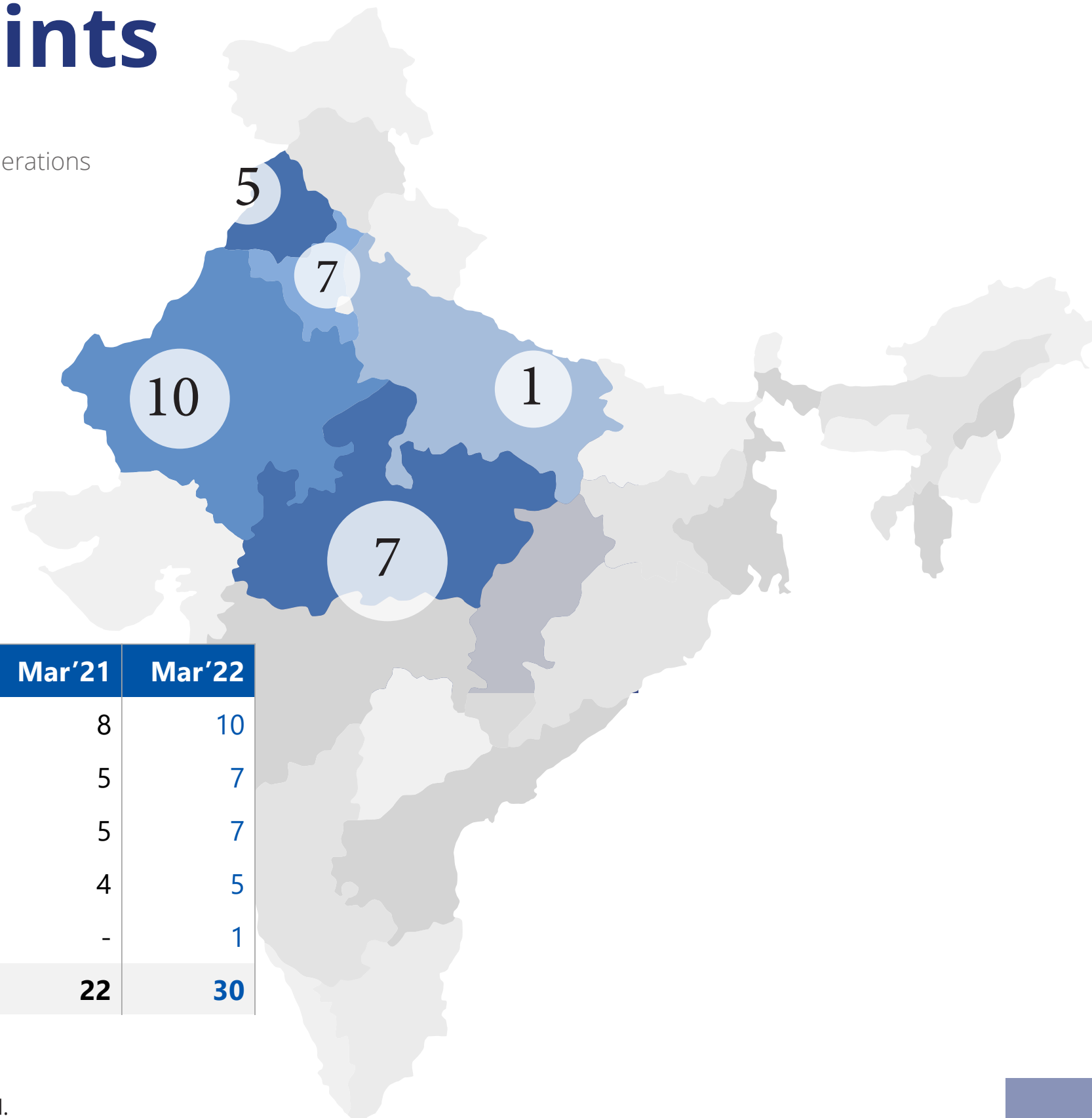
Live Customers



* AUM before Ind-AS adjustments.

Our Geographical Footprints

Successfully scaled up operations in a span of *three years*



BRANCHES	Mar'21	Mar'22
Rajasthan	8	10
Madhya Pradesh	5	7
Haryana	5	7
Punjab	4	5
Uttar Pradesh	-	1
Total	22	30



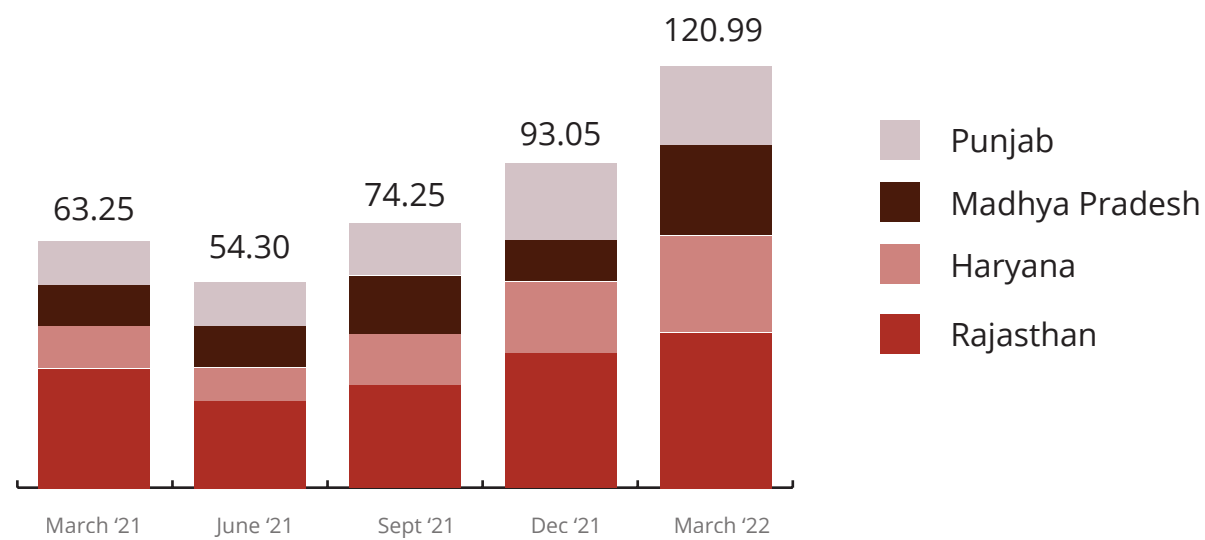
**NEW BRANCHES
POST MARCH '22**

Our Resilient Portfolio

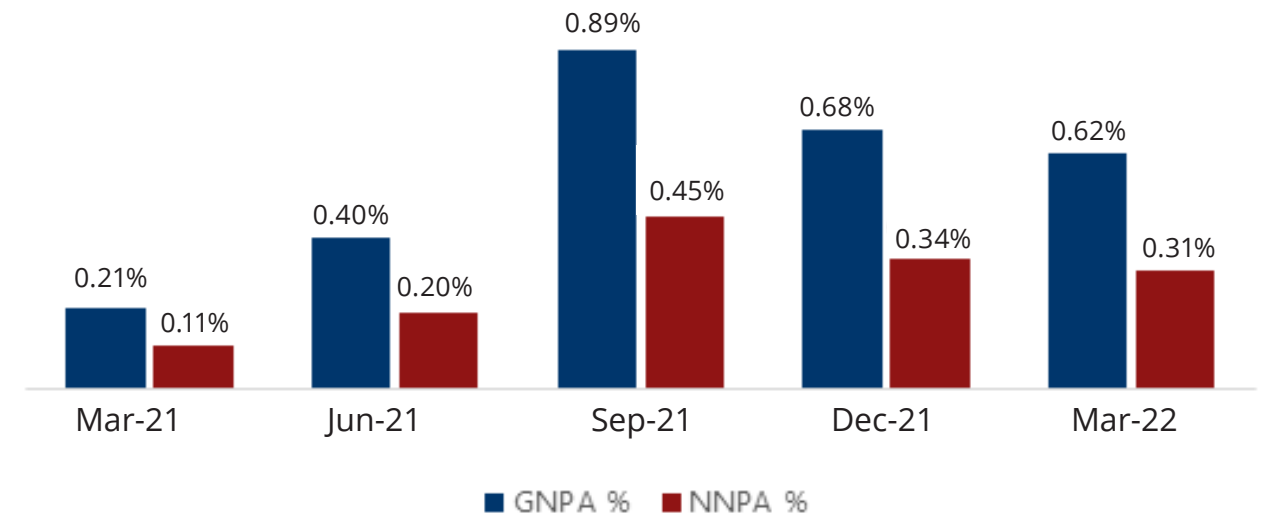
Improved geographic diversification with no single state accounting for more than **33% of AUM**

AUM by States (INR crores) *

* AUM before Ind-AS adjustments

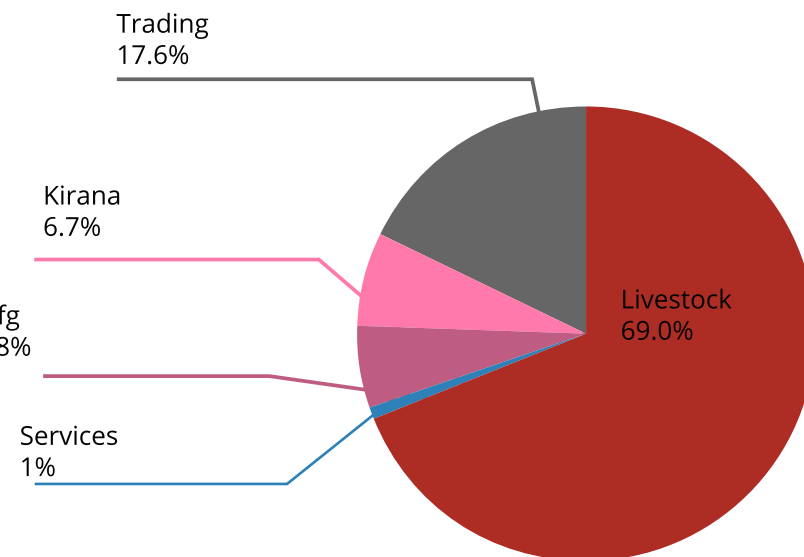


Strong & Stable asset quality with very *low NPAs*



Livestock & Trading sectors provide resiliency

Focused more on essential sectors amidst pandemic leading to high collections and resilient asset quality



Loan Disbursement Process



APPROACH

Approach micro enterprises in Tier 3 and below cities following a "Direct to Customer" approach.

Referral from existing customers also used to source customers

PRIORITIZE

Prioritize customers who are still not a part of the organized financial system

Focus on customers moving from group to individual borrowing



EVALUATE

Assess applicants on their ability to repay and stability of cash flow of the business

Focus on their intent depending on their history, referrals, traceability



DISBURSE

Disburse business loans depending on the need of the enterprise and the eligibility
Unsecured and secured business loans from INR 70K to 7 Lakhs

MONITOR

Continuously monitor trades and incorporate the changes in the credit assessment tools accordingly

Identify and act on early caution signs by regular appraisal



Moneyboxx's Product Market **fit**

Building a scalable &
profitable business with
financial inclusion at
heart

Moneyboxx is engaged in the business of providing small-ticket loans to micro and small enterprises in Tier-III and beyond towns. It started its operations in February 2019 and in a span of three years, successfully scaled up its presence to **30** branches across **five states (Rajasthan, Haryana, Punjab, Madhya Pradesh, and Uttar Pradesh) as of March 2022**. The Company aims to build a scalable and profitable business with financial inclusion at its heart.

1. CUSTOMERS

Micro & Small Enterprises (MSEs) with unmet credit needs, graduating from MFI to individual loans; Focus on Livestock, Kirana, Trading and Small Manufacturers

2. GEOGRAPHY

Tier 3 and below cities i.e, Initial focus on the states in the northern, western and central parts of India

2. PRODUCT

Unsecured business loans from INR 70K to 3 Lakhs and Secured business loans of INR 2-7 Lakhs (from Q1 FY23)

4. ORIGINATION

'Direct - to - Customer' approach, resulting in better understanding of the customer and high repeat business. Technology at work to cater to customers with speed and at scale

THE FUTURE BELONGS TO THOSE WHO BELIEVE IN THEIR DREAMS



Together we grow

DIRECT - TO - CUSTOMER

We reach out to our customers directly, without third-party agents, hence focusing on relationship-based business instead of a transaction or product-based approach.

TECH AT WORK (TECH ENABLED DECISION-MAKING)

We are at the forefront of deploying technology and continue to make significant investments in IT infrastructure to leverage the power of technology in digitizing processes, analytics and decision making. Combination of human knowledge and technology is adapted to acquire and understand customers in the underserved micro enterprises space.

Our Differentiated Approach

LEVERAGING TECHNOLOGY

We have successfully amalgamated human knowledge and technology intelligence to deliver quick financing solutions to deserving micro enterprises. We are democratizing the right to credit and believe that it should be viable, easy, and cost-effective. To work on this goal, we need to offer financial products and solutions in a fast, efficient and scalable manner focusing on India's unserved and underserved segment. To achieve this, we have developed a proprietary credit assessment process to extend loans to customers with limited or no recorded credit or income history.

STRONG CUSTOMER CONNECT (ON GROUND PRESENCE)

Our on-ground presence combined with the fully digital approach help us attain strong understanding of the customer, better underwriting & collection and fast scalability of operations.

STRONG UNDERWRITING CAPABILITIES

Robust credit underwriting is backed by non-traditional, non-financial alternative data sources and sector specific inputs.

EVALUATING LOAN BURDEN

We believe in maintaining the highest credit quality and assess loan eligibility based on the needs of the enterprise and repayment capacity based on the cash flow assessment.

PROPRIETARY ASSESSMENT

We have created proprietary assessment models for each segment that we operate in, giving us unique advantage in underwriting and collection processes.

DIVERSIFICATION

Our unique Credit approach allows us to strategically and cautiously spread risk across sectors and geographies to ensure lesser risk of conditions affecting different sectors over time.

ANALYTICS

Crunching of data points is enabled at the backend for segmental understanding of small but valued businesses. Supervised Machine Learning algorithms like Random Forest and Logistic regression are used for predictive analysis and customer sentiment analysis.

DESIGNING SUITABLE PRODUCTS / UNDERSTANDING

We aim for an in-depth study of the customer's enterprise to draw out the assessment peculiarities of that specific business trade. These business trades are continuously monitored and changes are incorporated in the credit evaluation tools accordingly. On the basis of this knowledge, we are able to create products, tailor-made for our customers.

1. Customer Satisfaction

We hold our customers' hands throughout the lifecycle to ensure a hassle-free and superior customer experience

2. Team work

We strongly believe in team work and promote open culture and collaborative approach

3. Excellence

We strive to deliver our products and services efficiently backed by an experienced team and robust technology, to help small micro-entrepreneurs

4. Integrity

We believe in doing the right thing, being truthful and honest with all our stakeholders, thus fostering trustworthiness and transparency with all involved

Our Values

Our Values
Our Values

5. Innovation

We invest in cutting-edge technology and innovation. We leverage analytics, artificial intelligence and machine learning technologies to grow at rapid speed and attain scale

6. Transparency

As we thrive on a relationship-based approach, with an aim to impact not just our direct customer but their families – we believe in working towards 100% transparency and full disclosure

7. Trust and Respect

We treat all our stakeholders as valuable asset to ensure long-term, transparent and mutually beneficial relationship. We value respect as a strong foundation for our growth ideas and the larger goal to impact 1 million lives

Fostering Relationships

Our stakeholders are the most vital pillars for our sustainable existence and we uphold accountability for meeting their expectations - be it the society we operate in, our customers, our investors, our employees and regulatory bodies. Our business aims to transform their lives in numerous ways and we aspire to keep enhancing and fostering relationships positively.

HOW DO WE ENGAGE?

WHAT MATTERS TO THEM?

HOW DO WE DELIVER?

OUR SOCIETY

- Interaction with key societal participants (customers, thinktanks, governments, regulatorybodies)
- Our business strategies, values philosophies
- Awareness camps & public interactions (government policies & schemes)

- Access to Capital
- Foster Entrepreneurship
- Employee Opportunities
- Livestock Capital & Productivity
- Gender Inclusion
- Improved Credit History
- Improved Income
- Empower Tier 3 & beyond Cities

- Operating only in Tier 3 & beyond
- Product design as per customer requirement
- Building technology to grow at rapid pace
- Strong belief in honesty & transparency

OUR CUSTOMERS

- Loan Relationship Officer
- Branch Credit Office
- Customer lifecycle management team
- Regular engagement (SMS & calls)
- Branches Meetings
- Survey feedback by LRO
- Offer personal support & advice

- Friendly staff with domain expertise
- Access to relevant services
- Quick resolution of problems
- Convenience of carrying out activities
- Fairness & Transparency

- Dedicated customer service team
- Focussed on improving customer experience
- Known for being Fair & Transparent
- Continuous employee trainings
- Tech led omni channel & Phygital strategy

OUR HUMAN CAPITAL

- Internal Publications & Circulars
- Performance updates
- Feedbacks & Surveys
- Learning & Developmentinitiatives
- Employee Engagement initiatives

- Career Development opportunities
- Responsive Grievance Handlingprocess
- Regular Trainings to learn & developnew skills
- Work-life Balance

- Employee centricity (Flexi-work from home & leave policies)
- Learning & Career Development opportunities
- Conducting workshops
- Rewards & Recognition
- Promoting internal employees first

OUR INVESTORS

- Annual General Meetings
- Annual Reports
- Investor Presentations
- Investor / Analysts Meetings
- Media releases
- Conferences / Video Calls

- Timely communication of materialinformation
- Shareholder Value Creation
- Strong Corporate Governance & Ethics
- Clear & consistent Business Strategy
- Disclosure of non-financial metrics
- Compliance & transparency
- Risk Management Framework

- Increased Investor Engagement
- Regular communication of Businessstrategy
- Non-financial disclosures

OUR REGULATORS

- Periodic Regulatory filings & meetings
- Other forms of communication like emails, letters etc.

- Timely reporting, statutory & legalcompliance
- Fair treatment of customers, investors& other stakeholders
- Effective & efficient management ofregulatory changes
- Financial Inclusion

- Dedicated communication team forregulators
- Timely responding to authorities
- Playing a proactive role in creating awareness about financial inclusion

Our Society

Rural Economy

We are a finance organization operating in Tier 3 and below cities where conventional agriculture and dairy farming is the primary occupation. These areas have experienced significant transformation, particularly in the last few years. With technological advancement and better information, people in villages and small towns are exploring avenues to increase their incomes, both in agricultural and non-agricultural occupations. It is no surprise that the number of micro and Agri-entrepreneurs in rural India is on the rise.

While 16% of India's GDP comes from agriculture, the micro, small and medium enterprises (MSMEs) contribute a significant 31% to the nation's GDP. A boost to agriculture, Agri- entrepreneurship and MSMEs will play a crucial role in uplifting rural economy, reduce migration and strengthen the rural ecosystem.

However, all these sectors have not been explored to their fullest capacities yet. Majority of population in rural India struggles to maintain bare minimum savings. Most farmers and small businessmen in rural areas are still operating in subsistence mode, primarily due to lack of financial support. Poor access to finance is a huge roadblock in strengthening agricultural and rural enterprises. Most small farmers and rural entrepreneurs face issues of limited capital, lack of collateral, credit history, and lower credit score due to poor awareness. This pressure is even higher in the case of first-generation entrepreneurs as they struggle to understand the business dynamics and market challenges. The situation is very similar in agriculture as well where farmers often give in to distress selling due to lack of funds for the next cropping cycle and urgent household needs.

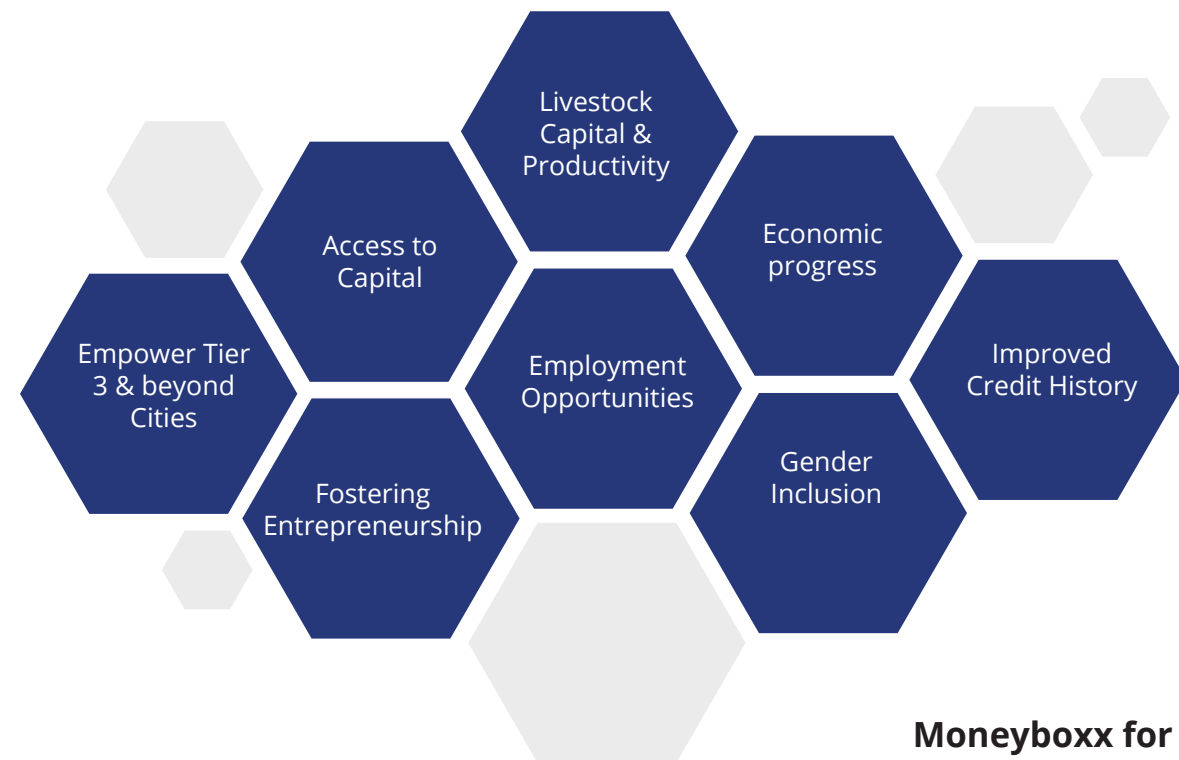
The consequences of this existing situation could be devastating. Since banks and other organized financial institutions follow set norms, they cannot fulfil the credit requirement of farmers and small entrepreneurs – mainly due to the absence of collateral or inadequate credit history of customers. This is the 'deserving but underserved' section of the rural society that often gets neglected.

Lack of adequate capital adversely affects the sustainability of agricultural and rural enterprises. Eventually, the person either bears heavy losses or is forced to borrow from unorganized sources at usurious interest rates. Here begins the never-ending cycle of enormous debt, poverty and a deprived lifestyle. There is great need to empower farmers and rural entrepreneurs by providing an easy access to finance so that they focus on their business and reap success for their efforts.

Micro & Small Enterprises

Micro & Small Enterprises face obstacles in accessing formal credit due to:

- Lack of information: Business documentation (income or expenses documents), high percentage of cash transactions
- Lack of credit history: Many would have not borrowed earlier or relied on informal sources of funding
- Inability to provide collateral
- Banks, NBFCs perceive MSMEs as high-risk, expensive proposition: Considering small average credit size, transaction costs are high
- Lack of adequate information requires use of non-financial and alternative data, use of technology, and stronger customer understanding for underwriting. Traditional lenders often have rigid and outdated underwriting practices, restricting flow of credit
- Lack of innovative products: Inflexible loan terms (tenure, payment structure)



Moneyboxx for Society

UN SUSTAINABLE DEVELOPMENT GOALS

Towards Society



EXPERIENCED BOARD

Our guiding force



Uma Shankar Paliwal

Chairman and Independent Non-Executive Director

Over three decades of experience in Central banking with the RBI in areas of regulation, supervision, financial inclusion, risk management, consumer protection, NBFCs and supply chain. Worked as a Director Supervision at the Bank of Mauritius and as RBI's Nominee Director on the Boards of three Public Sector Banks



Ratna Vishwanathan

Independent Non-Executive Director

A former civil servant (Indian Audit and Accounts Service) who has worked in a range of departments across the Government of India including Audit, Defence and Indian Public Broadcasting. She was the CEO of the Microfinance Institutions Network (MFIN) for 4 years, which is both the industry body and the sector regulator (on behalf of the RBI) of the 'for profit' microfinance sector. She was the Head of Strategic Partnerships at the UNDP and before that a senior consultant with UNEP, where she helped establish the Sustainable India Finance Facility



Govind Gupta

Non-Executive Director

A practicing Chartered Accountant with over 16 years of experience in the field of statutory and internal audit, tax and company law matters



Atul Garg

Non-Executive Director

Over 21 years of experience in marketing a wide spectrum of financial products and providing investment advisory and financial planning services. He is a founder Director in 'Radical Advisors India Private Limited'

The people behind our success



Mayur Modi

Co-CEO & Whole-time Director

Responsibility includes developing the strategy, building the team, driving the vision and culture within the organisation. He is actively involved in overseeing the build-up of IT stack (core lending platform), formulating credit and other policies. On a day-to-day basis, he is responsible for driving sales and collection apart from other critical core functions like IT, HR and Operations.

Since his early days in his career, he wanted to create an impact organization in the micro enterprise segment. He is a Chartered Accountant with more than 21 years of experience in financial service industry across developed and emerging markets.

Key expertise include banking and capital market products, credit ratings of financial institutions, industry research, relationship management, risk management. He started his career with GE Capital and went on to work in large financial institutions like JP Morgan and HSBC and was instrumental in developing key large relationships across Financial Institutions.



Deepak Aggarwal

Co-CEO & Whole-time Director

He is responsible for introducing beyond lending initiatives in the company. equity and debt raising, treasury management, business plan, credit underwriting and profitability improvement initiatives across the company.

He is a Chartered Accountant and has relationships with large number of PE Firms, Private Banks, NBFCs and Debt Funds especially for large ticket funding. Prior to Moneyboxx, he founded a boutique investment bank based in Gurgaon, in practice for 10 years with core-competence in fund raising (private equity and debt) and advising corporates on capital structure, RoE improvement and strategy consulting.

He holds over 20 years of experience, including with Bank of America, KPMG, GE Capital, Infosys, Evalueserve (for Deutsche Bank) in equity and credit risk analysis. He is keen on contributing in areas of impact financing, environmental change and food sustainability.

LEADERSHIP TEAM



Viral Sheth

Finance Controller

Viral Sheth has over 20 years of diverse functional experience in finance covering corporate finance, investment banking, credit risk and equity research. He has been actively involved in VC, PE and debt fund raise activities in recent years. In addition to managing large debt and PE mandates, he has provided CFO Advisory services to start-ups and helped them in VC fund raise

His areas of expertise include strategic finance, business/equity valuation and financial modelling

At Moneyboxx, he is actively involved in equity and debt fund raise activities and oversees finance function

He has previously worked with leading organizations such as HSBC, Infosys, GP Strategies and has passed the CFA Level III Exams (USA) with an MS degree in Finance



Parveen Gupta

Chief Impact Officer

Praveen is responsible for contributing towards impact initiatives at Moneyboxx. He previously led Impact initiatives at Moneyboxx and his he previously founded and led "BetterPower" whose vision is to make India cleaner and greener by providing green power option to consumers

Prior to starting BetterPower, he was Chief Operating Officer of Manipal Green Tech India Pvt Limited (a Manipal Group company) where he was responsible for setting up renewable energy business for the group. Before Manipal Group, he has worked as AGM- Offtake with Renew Power (a Goldman Sachs company) and as Senior Manager- Sustainability with Infosys Limited

He is a member of various industry bodies and working with the regulatory agencies in the country to create conducive regulation for promotion of renewable energy

He is a 2006 batch Chartered Accountant and has done his management from Indian Institute of Management Bangalore (IIMB). His passion is to work for the betterment of society

LEADER SHIP TEAM

*The people behind
our success*



Mr. Vikas Bansal

Chief Risk Officer

Vikas is leading the Risk function and driving tech-led underwriting, AI and risk analytics

Over 20 years of rich experience in retail and corporate lending space, including over 15 years at TATA Capital where he was instrumental in building high-quality portfolio across emerging businesses, supply chain, equipment finance and mid-market.

His areas of expertise include credit underwriting, risk assessment, portfolio management, strategic planning, and digital lending across Retail and MSME space.

Prior to Moneyboxx Finance, he was National Credit Head for emerging businesses and digital lending at Tata Capital. He has done his Management of Business Finance from Indian Institute of Finance and is an IIM Ahmedabad Alumni having completed his Management Development Program and Advanced Corporate Finance

Voice of customers

“

For the first time I got a loan for business expansion.

“

The loan process was quick and easy.

“

The staff is friendly and knowledgeable.

“

All the details were given to me upfront and transparently.

Customer Stories

Devakishan (Mandana.Kota,Rajasthan)

After availing loan from Moneyboxx, I realized that there does exist a company which understands the needs of the common citizens and small entrepreneurs in the country. Moneyboxx also shows compassion towards their customers with small business as they were the most impacted during the 1st lock-down

UN SUSTAINABLE DEVELOPMENT GOALS

Towards Customers



“Moneyboxx is a customer-friendly company, the loan process was very quick and documentation for the second loan was very less. The team was very supportive and the entire process was transparent”
Balram - a Kirana entrepreneur from Dewas, MP.

Impact Initiatives

Hired veterinarians in branches to help dairy farmers improve milk yield, cattle health and improving cattle breed. This ensures the overall safety and wellbeing of cattle and sustainable & stable income for the borrower.



Corporate Governance at Moneyboxx

We have a strong management and Independent Board wherein all leaders have had remarkable careers in the finance sector.

At Moneyboxx, we see strong corporate governance as fundamental to doing business responsibly. Our corporate governance philosophy is reflected in our organization's values, policies, and culture.

In terms of regulatory requirements, we have 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. The Board comprises of six directors, out of which, two are independent directors (including a woman director) and two are non-independent directors. The Chairman of the Board is an independent director.

The Board has formed various committees to help with its discharge of various duties. The committee members include subject-matter experts and independent members brought together to create diverse teams.

We at Moneyboxx believe in transparency and ethical business practices. The promoters as well as management of the organization are highly qualified with relevant experience in the banking industry. We believe in following the highest level of disclosures with all our stakeholders. We have strong code of conduct and Ethics within our organization.

- **Audit Committee**
- **Nomination and Remuneration Committee**
- **Stakeholders Relationship Committee**
- **Working Committee**

Compliance

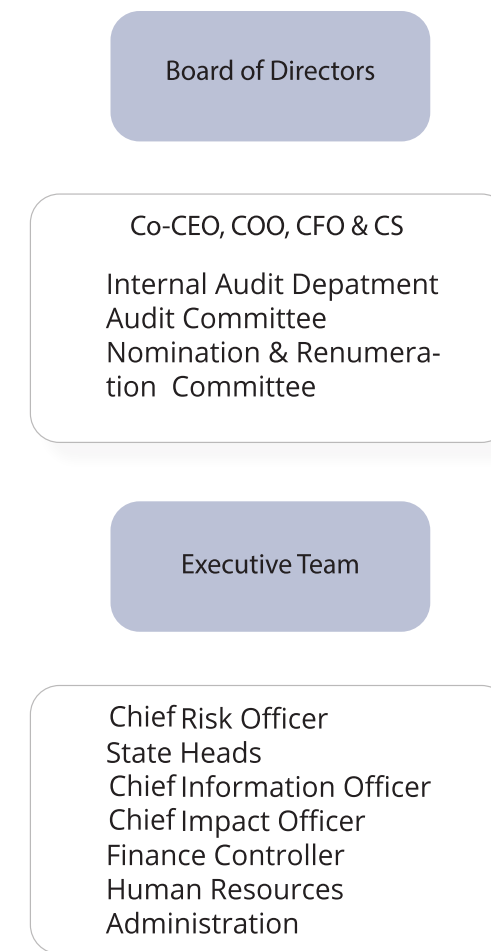
As a responsible corporate citizen, we abide by the law of land. It is our endeavor to not only fulfil all regulatory requirements but also surpass regulatory expectations. There were no cases or litigations against the company in the last year which are pending at any regulatory body



Towards Regulators



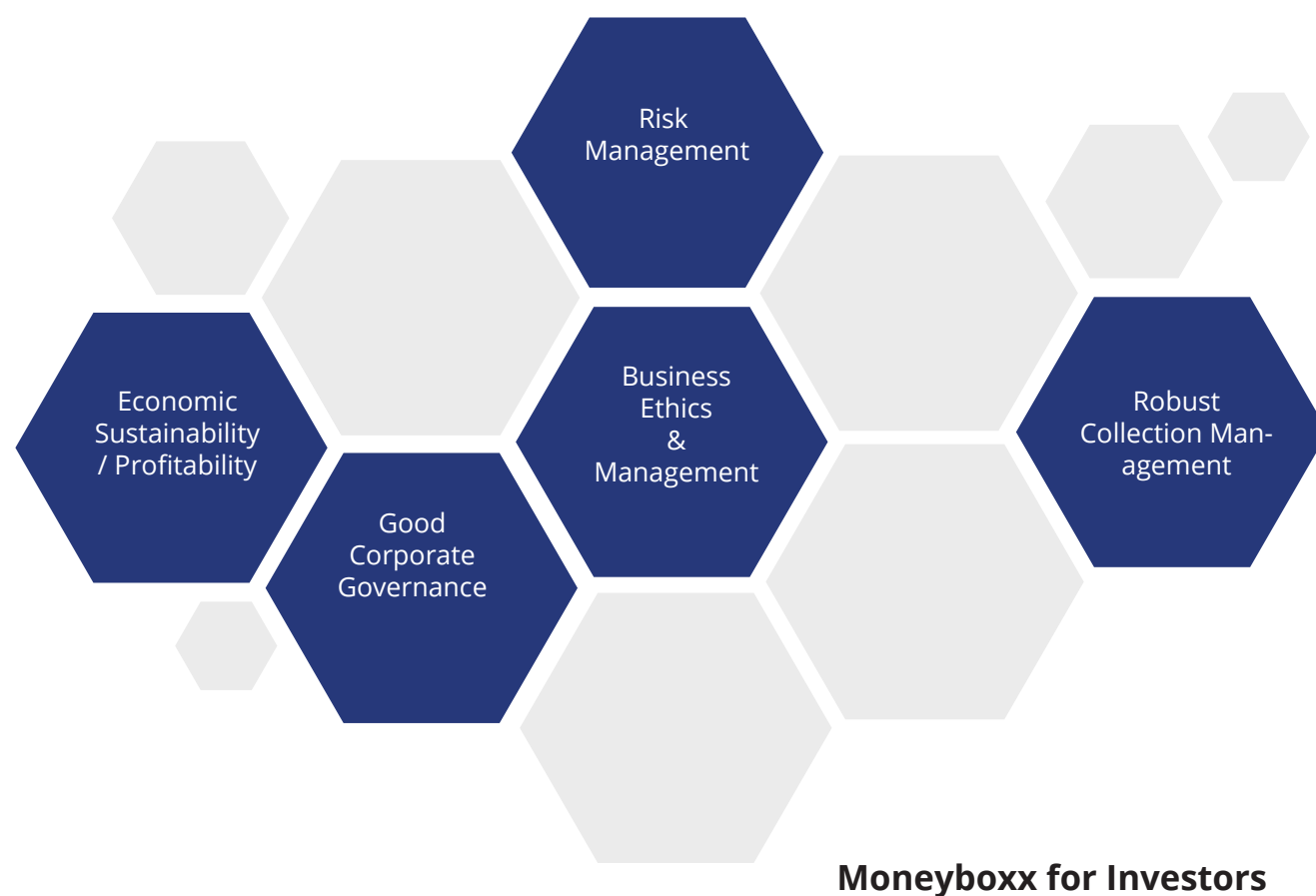
To ensure transparency and integrity, Moneyboxx follows below hierarchy:



Risk Management

We have a strong risk management framework through which we identify the risks associated with our business and also deploy mitigation measures. Credit risk is one of the main risks, for which we have a strong risk management framework right from the loan application to disbursement and collection.

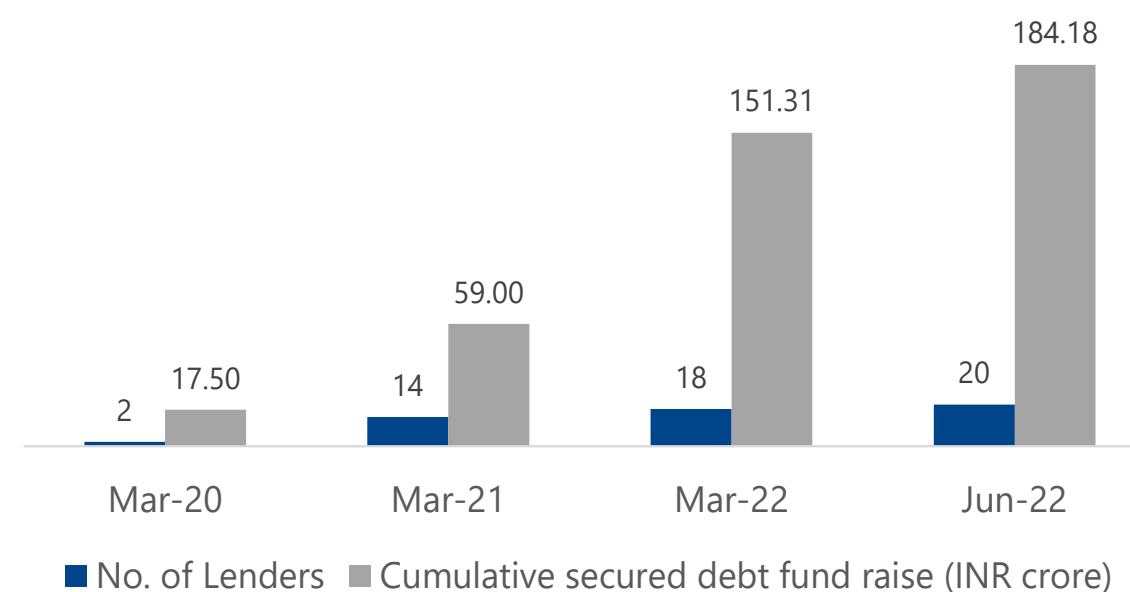
- Robust Credit Underwriting: Use of non-traditional and non-financial alternative data sources and sector specific inputs
- Strong Risk and Compliance Culture Monitoring: We believe in supporting growth plans with commensurate and strong risk and compliance culture
- Diversification: We strive to spread business and portfolio across diverse sectors and geographies in order to mitigate concentration risks.



OUR LENDERS



Debt Fund Raise



HUMAN CAPITAL

AT MONEYBOXX



UN SUSTAINABLE DEVELOPMENT GOALS
Towards Human Capital

The Company believes that Human Capital is one of the most important resources and the employees as an important stakeholder key to the success of the organization.

Over the past year, the focus of the Human Capital (HC) team's has been on hiring the right talent mix in line with the Company's business plans. Company's headcount grew from 219 as on Mar'21 to 313 as on Mar'22. The HR department successfully added Learning & Organization Development and will be adding Workforce Relations to its existing verticals: Talent Acquisition, HC Operations, Rewards & Policies, HC Business Partner, Internal Communications and Talent Management. Workforce Relations' charter is to build and drive a culture that upholds the principles and values of the organization and to ensure adherence to the Company's code of conduct



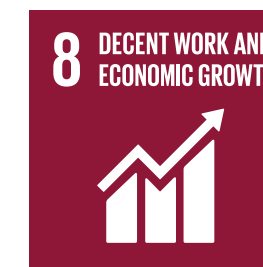
Creating a Path for Learning and Development

Continuous investments in talent training is key to the success of the organization and the human capital. We provide access to various channels of learning and development for our workforce, including sessions led by subject experts, virtual and on-the-job training.



Rewarding employees for their efforts and skills

Our human resource ensures timely reward and recognition for well deserving employees which is based on a clear framework and score card. MFL has also introduced Employee Stock Options for rewarding employees and to improve retention. MFL has always focused on skill and career development of its employees



Culture of communication and interaction

Our human resource is the most valuable asset, and we make sure that they feel comfortable and gratified at the workplace. Thus, we have such a culture where communication at all levels is promoted so that they can have trust, fairness and transparency within the organization.

P

ROGRESS OVER THE YEAR

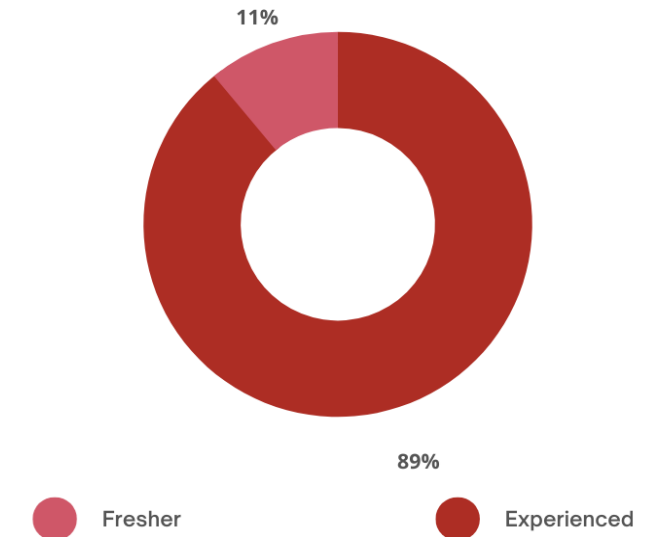
In addition to impact financing for our customers, we are making a positive impact on the local economy as well by creating employment opportunities in Tier-III and beyond places. Our frontline staff are the ones in direct contact with clients on a daily basis, and therefore are from the same socio-economic background as our clients. As one rises in the organization, to the levels of a MFL Centre (what we call our branches) Manager to a Cluster Head, a State Head and other functional roles in various departments, the skillsets and profiles become more demanding, and commensurately, the profiles are also of those with higher qualifications and suitable experiences. The human capital challenge is not only recruiting people with these diverse profiles, but in a manner where the value systems are common and aligned to our own institutional value system.

An added complexity is to ensure that the mid-level and senior management team – which will invariably come initially from other institutions – get enough opportunities to get to the grassroots and develop a deep operational understanding of our work, and most importantly our purpose – that we exist to help fulfill the aspirations of those who are under-served by the formal financial system.

Our human capital grew 37% in this financial year to 313 headcount as of Mar'22 driven by scaling up of operations. Branches grew from 22 as of Mar'21 to 30 as of Mar'22 across five states. Our experienced and strong HR team is all geared up as we plan to double our branch presence and on-board talent.

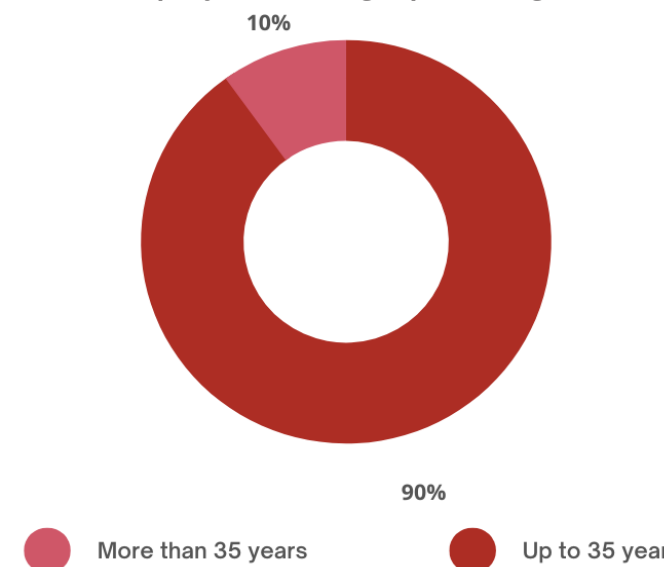
Apart from providing employment opportunities to people from varied socio-economic background, we offer opportunities for talent development and growth at multiple levels in the organization. The metaphor we use in the Company is the need to have a conveyor-belt to bring talent into the firm, and also a series of escalators that can take people up as they perform and seek growth.

Count of Employee Number

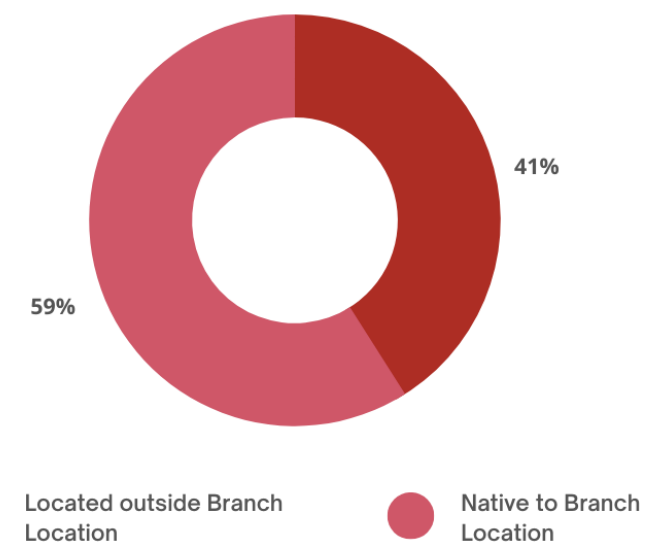


EMPLOYEE DEMOGRAPHICS

Employee Demographics (Age)



Employee Demographics (Location)



Employee Stories

“Think outside the box”- we often encourage people to think outside the box, but here at Moneyboxx Finance, I’ve learned to do “Things with the box” by understanding customer personas and providing solutions using the resources at my disposal. This company culture motivates me to work hard and do well. There will almost certainly be obstacles to my work that I must overcome, but problem-solving is not an asset, it is an expectation. I am delighted to be a member of Moneyboxx team and to contribute to its success.

- Shivang Gupta

“Being my first professional experience in the corporate world, Moneyboxx has been a right platform for me to develop my knowledge, work ethics and understanding regarding multiple aspects. It has been a great journey so far in this organization with a lot of new learnings and experiences under the right guidance and with the right set of people.”

- Disha Khattar

I have been with Moneyboxx Finance for a couple of years. Year after year, my trust for the company grew as more and more opportunities and learning came my way. This not only gave a boost to my career, but also made me a better human being.

- Rajeev Nair



1

Employees Well-Being and Benefits

Moneyboxx Finance has ensured the best benefits and health coverage for the employees with an extended Top-up Medclaim & GPA cover. The company also provides staff loan to employees for emergency needs. Moreover, we offered ESOP to employees as we believe in shared wealth-creation and treat human capital as the most important assets. We also launched ‘Well Being Program’ to promote importance of overall well-being, health and physical fitness, and under this program, reward employees for meeting their health-related goalposts.



2

Career Opportunities

We at Moneyboxx are more focused on providing a career path through IJP's (Internal Job Posting) and cross functional opportunities for our employees to explore and to upskill in their career development. We have always believed in providing first preference to internal employees for career progression and growth.



WE
VALUE
OUR
PEOPLE

3

Engagement activities

We believe in motivating employees to attain their full potential. We have launched referral incentives program for employees referring candidates. Events such as Fun-Friday, Secret Santa on Christmas, Diwali celebrations, Monthly Hi-Tea get-together, Birthday Celebrations, Award ceremonies were organized.



WHY CHOOSE MONEY BOXX

HUGE MARKET OPPORTUNITY

While MSMEs play a crucial role in achieving fast and equitable economic growth, they face a huge credit gap estimated at INR 25.8 trillion in 2018 as per IFC Report.

- Lack of credit history
- Inability to provide collateral
- Lack of formal documentation

Apart from the above demand-side challenges of the borrowers, below factors on the supply-side inhibit the flow of credit to micro and small enterprises (MSEs):

- Banks and NBFCs perceive lending to MSEs as high risk, expensive proposition considering small average credit size, high transaction costs (due diligence, collection).
- Credit underwriting is difficult due to lack of information and predictable cash flow analysis.
- Outdated underwriting: Focuses more on collateral and unable to assess true repayment capacity of the borrower.
- Lack of innovative products: Inflexible loan terms (tenure, payment structure) and rigid collateral requirements.

- Bottom of the pyramid is being adequately addressed by numerous MFIs providing small group loans (INR 2.49 trillion)
- Secured loans with higher credit-size (INR 500,000+) aggressively pursued by Banks and NBFCs
- Salaried individuals and enterprises with documentary proof too are actively pursued by Banks and Fintech NBFCs
- Unsecured business loans to Individuals in INR 50,000 to INR 500,000 range are a severely underserved segment, presenting a huge market opportunity in addition to microfinance borrowers graduating to individual loans
- Fintech is unable to serve this segment due to lack of data.
- Addressing this segment requires on-ground presence for effective underwriting and collection efficiency

Moneyboxx started with an aim to serve this particular segment and fulfil their unmet credit demands thus empowering the rural population to pursue their entrepreneurial goals. In a short span of two years, we have transformed lives of more than 13,200 borrowers, out of which 37% were new-to-credit borrowers and 35% women entrepreneurs.

We are solving a huge problem -

MISSING — MIDDLE

WE ARE DRIVING FINANCIAL INCLUSION

Awards & Achievements

We believe trust and integrity are the most important aspects in building a strong and impactful brand. We are devoted to creating a strong foundation of well-founded goodwill and reputation for our brand.

Our strength is our highly driven and qualified management team of expert professionals, who come with 20+ years of experience in the financial industry. We firmly believe in and follow transparent and ethical business practices.

Moneyboxx has been conferred with prestigious awards for its commendable work in impact financing and digital initiatives. Moneyboxx was awarded **'Best Digital Lender of the Year' by BW Business World for 2022**

& recognized as **'Siliconindia 10 Most Promising Microfinance Companies - 2022'** by the siliconindia Magazine.



37 %

customers fall in the category of first-time loan borrowers.

13,200+

livelihoods impacted in a short span of 3 years.

35%

women entrepreneurs

Statutory Reports



BOARD'S REPORT

To the Members,

Your Directors have pleasure in presenting the 28th Annual Report on the business and operations of your Company along with the audited statement of accounts for the year ended March 31, 2022 (Financial Year under review).

FINANCIAL AND OPERATIONAL HIGHLIGHTS:

The financial performance of your Company for the year ended March 31, 2022 is highlighted as below:-

(Figures in INR Lakhs)

PARTICULARS	Current Financial Year (2021-22)	Previous Financial Year (2020-21)
Revenue from Operations	2330.60	1099.59
Other Income		-
Profit/loss before Depreciation, Finance Costs, Comprehensive items and Tax Expense	497.19	52.81
Less: Depreciation/Amortisation/Impairment	93.80	81.41
Profit/Loss before Finance Costs, Comprehensive items and Tax Expense	403.39	(28.60)
Less: Finance Cost	1055.74	359.92
Profit/Loss before Comprehensive items and Tax Expense	(652.35)	(388.52)
Less: Tax Expense (Current & Deferred)	280.34	91.19
Profit/loss for the year (1)	(372.01)	(297.33)
Add/(less): Comprehensive items	6.41	(0.19)
Profit/Loss after Tax Expense & Other Comprehensive Item	(365.60)	(297.52)
Retained earnings as at the beginning of the year	(657.07)	(359.54)
Retained earnings before appropriations	(1022.67)	(657.07)
Appropriations		
Less: Transfer to reserve fund u/s 45-IC(1) of the RBI Act, 1934	-	-
Less: Dividend paid on Equity Shares	-	-
Less: Dividend Distribution Tax	-	-
Less: Other Appropriation	-	-
Retained earnings as at the end of the year	(1022.67)	(657.07)
Earnings per share (Face value of Rs.10/-)		
- Basic (Rs.)	(1.82)	(1.48)
- Diluted (Rs.)	(1.82)	(1.48)

COMPANY'S PERFORMANCE IN FINANCIAL YEAR UNDER REVIEW

The Revenue from operations for the year under review is INR 2330.60 lakhs (Previous Year: INR 1099.59 lakhs) registering a growth of 111.95% over the previous year.

Disbursement shown tremendous growth, despite of negative impact in Q1 of FY 22 due to second wave of Covid 19. Total disbursement stood at INR 11233.54 lakhs in FY 22 compared to INR 5544 lakhs in FY 21. The profit after tax for the year under review was (INR 372.01 lakhs).

Your Company diversified its funding sources by adding four new lenders in FY22, taking the total lender count to 18 as of March 2022. New lenders in FY22 included reputed names – Vivriti Capital Private Limited, Klay Finvest Private Limited, Western Capital Advisors Limited and DCB Bank Limited. Total debt raise was INR 9891.77 lakhs (including subordinated debt and PTC) in FY22 which is in line with business growth. Subordinated Debts represents long term source of funds for the Company and the amount outstanding as on March 31, 2022 was INR 6.53 Crore. Continued support from the existing lenders and addition of new lenders demonstrate the confidence of the lenders in the Company's credit processes, asset quality, collection efficiency and the management team.

Company's performance in detail is covered in Management Discussion & Analysis.

ANNUAL REPORTS CIRCULATION IN ELECTRONIC FORM

SEBI has vide Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, dispensed with the requirement of sending physical copies of Annual Report to the Members under Regulation 36(1)(b)&(c) of the SEBI Listing Regulations till 31st December, 2022. . Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.moneyboxxfinance.com.

DIVIDEND

During the year under review, no dividend was recommended by the Board of Directors with a view to conserve the resources of the Company.

TRANSFER TO RESERVES

During the period under review, no amount has been transferred to reserves by the Company.

SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2022, stood at Rs. 25,00,00,000/- (2,50,00,000 equity shares of Rs. 10/- each) and the Issued, Subscribed and Paid-up Share Capital of the Company stood at Rs. 21,59,94,980 divided into 2,15,99,498 equity shares of Rs. 10/- each.

During the period under review, the Company has allotted 15,17,847 equity shares at a face value of Rs. 10 per share on December 31, 2021. As a result of which, the Paid-up share capital of the Company increased from Rs. 20,08,16,510 divided into 2,00,81,651 equity shares of Rs.10/-each as on March 31, 2021, to Rs. 21,59,94,980 divided into 2,15,99,498 equity shares of Rs.

10/- each as on March 31, 2022.

The Company has also allotted 18,05,851 equity shares at a face value of Rs. 10 per share on June 02, 2022. Hence, as on the date of this report the Paid-up share capital of the Company increased from Rs. 21,59,94,980 divided into 2,15,99,498 equity shares of Rs. 10/- each to Rs. 23,40,53,490 divided into 2,34,05,349 equity shares.

Further, considering the fund requirements of the Company, the Board at its Meeting held on August 10, 2022, had accorded its approval for increasing the Authorized Share Capital from at Rs. 25,00,00,000/- (2,50,00,000 equity shares of Rs. 10/- each) to Rs 30,00,00,000 subject to shareholders approval.

The Board of Directors therefore recommends the increase in Authorized Capital as afforested.

LISTING ON STOCK EXCHANGE

The shares of the Company are listed on Main Platform of BSE Limited. The listing fee for the financial year 2022-23 has been duly paid by the Company.

IMPROVED OUTLOOK POST COVID 19 IMPACTS

The Company was able to successfully navigate the impact of the second wave of Covid-19 and display faster recovery on the back of learnings from the first wave of Covid-19, a resilient business model, strong customer engagement, and experienced senior management team. The Company continued to maintain best-in-class operating efficiency, healthy liquidity and collection efficiency. With having good collection efficiency, the Company is well-placed to deliver robust growth in coming year.

CHANGE IN THE NATURE OF BUSINESS

There have been no such changes in the nature of business of the Company during the year under review.

STATE OF COMPANY'S AFFAIRS

The state of Company's affairs has been duly presented in the Management and Discussion Analysis Report forming part of the Integrated Annual Report.

MATERIAL CHANGES AND COMMITMENT, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2022 and the date of this Board's Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of section 135 of the Companies Act, 2013 in relation to the Corporate Social Responsibility (CSR) are not applicable to the Company. Therefore, such details on expenditure in CSR along with the policy developed in this regard are not required to be provided in this Report.

HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

Your Company does not have any subsidiary, associate, or joint venture company, therefore the statement containing the salient features of the financial statement of subsidiaries, associates or joint ventures under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 in **Form AOC-1** is not applicable.

DIRECTORS AND KMP

Changes during the year under review under the Directors and KMP Category:

- Mr. Mayur Modi (DIN: 08021679) was re-appointed as Co-CEO & Whole-time Director of the Company for another term of three years in line with applicable regulatory provisions in the 27th Annual General Meeting held on September 24, 2021 w.e.f. January 01, 2022.
- Ms. Radhika Garg (M.no-A36587) Company Secretary and Compliance Officer resigned from her position on August 05, 2021 and subsequently Ms. Bhanu Priya (M.no- A36312) was appointed and designated as Company Secretary and Compliance Officer of the Company w.e.f. August 14, 2021
Further, during the year there is no other change under Director and KMP Category.

Director retiring by rotation:

In accordance with the requirements of section 152(6) (c) of the Companies Act, 2013, Mr. Mayur Modi (DIN: 08021679), Director retires by rotation from the Board of Directors and, being eligible, offers himself for re-appointment.

The Board recommends the re-appointment of Mr. Mayur Modi (DIN: 08021679), as Director of the Company retiring by rotation.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

As on March 31, 2022, the Board of Directors of your Company consist of 6 Directors. Their details are as follows:

S. No.	Name of Director	Designation
1.	Mr. Uma Shankar Paliwal	Chairman and Independent Director
2.	Ms. Ratna Dharashree Vishwanathan	Independent Director
3.	Mr. Deepak Aggarwal	Whole-time Director Co- Chief Executive Officer & Chief Financial Officer (KMP)
4.	Mr. Mayur Modi	Whole-time Director Co- Chief Executive Officer (KMP)
5.	Mr. Govind Gupta	Non-Executive Director
6.	Mr. Atul Garg	Non-Executive Director

Key Managerial Personnel

As on March 31, 2022 Mr. Mayur Modi and Mr. Deepak Aggarwal are CO-CEOs & Whole-time Director(s) of the Company, Mr. Deepak Aggarwal designated as Chief Financial Officer and Ms. Bhanu Priya as Company Secretary & Compliance Officer of the Company are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors of the Company met 5 times during the financial year 2021-22. The meeting details are provided in the 'Corporate Governance Report' that forms part of this Annual Report.

During the period under review, your company has properly complied in reference to conduct Board meetings.

COMMITTEES OF THE BOARD

There are three (3) Statutory Committees constituted by the Board of your Company in compliance with the relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder Relationship Committee

Full details pertaining to the composition, size, terms of reference etc. of the aforesaid mentioned Committees are included in the Corporate Governance Report, which forms a part of this report.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013, the Directors state that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit & loss of the Company for the financial year 2021-22;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- iv) they have prepared the annual accounts on a going concern basis.
- v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

In accordance with the provisions of Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI Listing

Regulations, the Independent Directors have given a declaration that they meet the criteria of independence as provided in Section 149(6) of the said Act and Regulation 16(1)(b) of the SEBI 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.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

In compliance with the provision of Section 178 of the Companies Act, 2013, the Board has, on the recommendation of the Nomination & Remuneration Committee of the Company, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

The policy of the company on director's appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of section 178 of the Companies Act, 2013 is available on our website at www.moneyboxxfinance.com/.

Your Company also affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board meetings, information and functioning, etc through a structured questionnaire. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The performance evaluation of the Non-Independent Directors and Chairman of the Board was carried out by the Independent Directors through a separate meeting.

The Directors expressed their satisfaction with the evaluation process. Further, the evaluation process confirms that the Board and its Committees continue to operate effectively and the performance of the Directors and is satisfactory.

EMPLOYEE STOCK OPTION PLAN

Employee Stock Options have been recognized as an effective instrument to attract talent and align the interest of employees with that of the Company, thereby providing an opportunity to the employees to share in the growth of the Company and to create long-term wealth in the hands of employees.

Pursuant to this, the Company had formulated “MFL Employee Stock Option Plan 2021” approved by Shareholders in an Extra Ordinary General Meeting held on December 27, 2021, in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2013, following are the details of Employee Stock Option Scheme:

Options granted	3,25,400												
Options vested	N.A.												
Options exercised	N.A.												
Total number of shares arising as a result of exercise of options	N.A.												
*Options lapsed	15,900												
Exercise Price	Rs. 95												
Variation of terms of options	N.A.												
Money realized by exercise of options	N.A.												
Total no. of options in force	3,09,500												
Employees wise details of options granted to:	<p>(i) KMP: Ms. Bhanu Priya- 6000 options</p> <p>(ii) Any other employee who received options amounting to 5% or more:</p> <table border="1"> <thead> <tr> <th>S.No.</th> <th>Name of Employee</th> <th>Designation</th> <th>Options Granted during FY 22</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Viral Sheth</td> <td>Finance Controller</td> <td>40,000</td> </tr> <tr> <td>2.</td> <td>Mr. Vikas Bansal</td> <td>Chief Risk Officer</td> <td>75,000</td> </tr> </tbody> </table> <p>(iii) Identified employees who were granted options equal to or exceeding one percent of issued capital: N.A.</p>	S.No.	Name of Employee	Designation	Options Granted during FY 22	1.	Mr. Viral Sheth	Finance Controller	40,000	2.	Mr. Vikas Bansal	Chief Risk Officer	75,000
S.No.	Name of Employee	Designation	Options Granted during FY 22										
1.	Mr. Viral Sheth	Finance Controller	40,000										
2.	Mr. Vikas Bansal	Chief Risk Officer	75,000										

Note: Options lapsed is as on the date of this report

The Disclosures as required under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 has been hosted on the Company's website at the link: www.moneyboxxfinance.com.

COMPLIANCE OF SECRETARIAL STANDARDS

Your Company has duly devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

DEPOSITS

Your Company is registered with the Reserve Bank of India (RBI), as a Non-Deposit accepting NBFC under Section 45-1A of the RBI Act, 1934. Your Directors hereby confirm that the Company has not accepted any public deposits

during the year under review and it continues to be a non-deposit taking non- banking financial company in conformity with the guidelines of the RBI.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis ('MDA') Report gives details of the overall industry structure, developments, performance and state of affairs of the Company's business and other material developments during the Financial Year. The MDA report is attached herewith and forms an integral part of this Annual Report.

PARTICULAR OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as **Annexure -A** to this Annual Report.

In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members of the Company excluding information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining such information, he/she may write to the Company Secretary at the Corporate Office of the Company or request via email to info@moneyboxxfinance.com.

HUMAN RESOURCES

Employees are one of the key foundations of any successful Organisation. Human Resources plays a significant role in developing positive business culture and improving employee engagement and productivity. The HR function takes the lead on organization development, employee wellness and personal development.

Company embraces the principle that meaning at work is created when people relate to the purpose of the organization, feel connected to the leaders, and have a sense of belonging. During the year, the Company had conducted familiar interactions between the employees of the Company to sharing information about the Company's long-term perspective, its growth along with the growth of employees.

CORPORATE GOVERNANCE

A separate chapter titled 'Corporate Governance Report' has been included in this Annual Report pursuant to SEBI (LODR) Regulations, 2015, along with it, the certificate from the Secretarial Auditors of the Company confirming the compliance with regulations of corporate governance under the SEBI Listing Regulations is annexed to the Report on Corporate Governance and forms part of this Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place a Vigil Mechanism (Whistle Blower Policy) for directors and employees to report genuine concerns. The policy provides for adequate safeguards against victimization of directors or employees or any other person who avails the mechanism.

There was no reporting made by any employee for violations of applicable laws and regulations and the Code of Conduct for the F.Y. 2021-22.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place adequate internal financial controls with reference to the financial statements.

The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee.

The board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2021-22.

AUDIT AND AUDITORS

a) Statutory Auditor

The Shareholders in the 25th Annual General Meeting ("AGM"), approved the appointment of Gaur & Associates, Chartered Accountants (Firm Registration No. 005354C), as the Statutory Auditors, for a period of five (5) years i.e. from the conclusion of the 25th AGM till the conclusion of 30th AGM of the Company for the financial year starting from April 01, 2019 to March 31, 2024. The statutory auditors have confirmed they are not disqualified from continuing as auditors of the Company.

The statutory audit report for the year 2021-22, is unmodified, does not contain any qualification, reservation or adverse remark or disclaimer by the statutory auditor.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Shashank Pashine & Associates, (partner at Juris Consultants Private Limited) having Membership No. A40278 and CP. No. 21229 to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended as on March 31, 2022 is annexed as **Annexure- B** and forms an integral part of this Report.

The Secretarial Audit Report for the year 2021-22, is unmodified, does not contain any qualification, reservation or adverse remark or disclaimer by the Secretarial Auditor.

COST AUDIT

The provisions of Section 148 read with the Cost Audit Rules and Cost Audit is not applicable to the Company.

ANNUAL RETURN

The Annual Return of the Company in Form MGT- 7 in accordance with Section 92(3) of the Companies Act, 2013 is available on the website of the Company at www.moneyboxxfinance.com.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

As on March 31, 2022, the Company has not given loans, made investments or provided guarantees or securities as covered under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

Pursuant to section 177 of the Act and regulation 23 of SEBI Listing Regulations, all Related Party Transactions were placed before the Audit Committee for its prior approval during the year under review and these transactions were reviewed by the Committee.

Details of transactions with related parties during the year under review are provided in the notes to the financial statements. All related party transactions during the year were conducted at arms' length and were in the ordinary course of business.

Further, there being no 'material' RPTs as defined under regulation 23 of SEBI Listing Regulations, there are no details to be disclosed in form AOC-2 in that regard. The Directors draw attention of the members to Note No. 27 of the Notes to the Financial Statements which sets out related party transactions.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out hereunder:

(A) Conservation of Energy-

(i) the steps taken or impact on conservation of energy	The Company's operations involve low energy consumption and wherever possible, energy conservation measures have already been implemented.
(ii) the steps taken by the company for utilising alternate sources of energy	Efforts to conserve and optimize the use of energy through improved operational methods and other mean will continue as an on-going basis.
(iii) the capital investment on energy conservation equipment's	NA

(B) Technology absorption-

(i) the efforts made towards technology absorption	The minimum technology required for the business has been absorbed.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	NA
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA

- (a) the details of technology imported;
- (b) the year of import;
- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on Research and Development. NA

(C) Foreign exchange earnings and Outgo:-

The Company did not enter into any foreign currency transactions in the current year and previous year.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Information on the development and implementation of a Risk Management Policy for the Company including identification, assessment and control of elements of risk, which in the opinion of the Board may threaten the existence of the Company. As on the date of this report, the Company does not foresee any critical risk, which threatens its existence The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor have reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

STATEMENT OF DEVIATIONS OR VARIATIONS

There has been no deviation in the use of proceeds raised through private placement basis, from the objects stated in the Offer document for the Quarter and year ended March 31, 2022.

RBI GUIDELINES

The Company continues to comply with all the applicable regulations as prescribed by the Reserve Bank of India from time to time.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DISCLOSURES UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

No application has been made nor is any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The Company has not received any complaints on sexual harassment during the year.

ACKNOWLEDGEMENT

The Directors express their sincere gratitude to the Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Ministry of Finance, Ministry of Corporate Affairs, Registrar of Companies, other government and regulatory authorities, lenders, financial institutions and the Company's bankers for the ongoing support extended by them. The Directors also place on record their sincere appreciation for the continued support extended by the Company's stakeholders and trust reposed by them in the Company. The Directors sincerely appreciate the commitment displayed by the employees of the across all levels, resulting in successful performance during the year.

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 & Whole-time Director

DIN:03140334

Date: August 10, 2022

Place: Gurugram

ANNEXURE-A

Pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

DETAILS RELATED TO MANAGERIAL REMUNERATION:

A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S No	Requirement of Rule 5(1)	Disclosure	
		Name of the Director	Ratio (in x times)
1	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year	Mr. Mayur Modi (Co-CEO & Whole-time Director)	38.59x
		Mr. Deepak Agarwal (Co-CEO & Whole-time Director)	38.59x
		<p>a. The Median Remuneration of all the employees of the Company was Rs. 2,17,700/- pa.</p> <p>For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration</p> <p>Figures have been rounded off wherever necessary - where 'x' can be defined as median remuneration of employees.</p>	
2	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year	Particulars	
		% Increase	
		a) Mr. Mayur Modi ¹	94%
		b) Mr. Deepak Aggarwal ²	133%
	c) Ms. Bhanu Priya ³	N.A.	
3	The percentage increase in the median remuneration of employees in the financial year	15.33% increase in the median remuneration of the employees in the financial year.	
4	The number of permanent employees on the rolls of the company	There were 313 employees on permanent roll of the company as on March 31, 2022.	

5	The Average percentage increase already made in the salaries of employees <i>other than</i> the Managerial Personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration is 56% for Employees other than Managerial Personnel and increase in remuneration is 95% for Managerial personnel.
6	Affirmation that the remuneration is as per the remuneration policy of the company	Yes, it is affirmed that the remuneration paid to employees and KMP's were based on the Remuneration Policy.

Notes:

- From 1st October 2021, Mr. Mayur Modi, Co-CEO & Whole-time Director Remuneration has been increased from Rs. 3,00,000/- per month to 7,00,000/- per month.
- From 1st October 2021, Mr. Deepak Aggarwal, Co-CEO & Whole-time Director Remuneration has been increased from Rs. 3,00,000/- per month to 7,00,000/- per month.
- Ms. Bhanu Priya, Company Secretary and Compliance officer of the Company appointed w.e.f. August 14, 2021.

ANNEXURE-B

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Moneyboxx Finance Limited** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner which provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 relating to debt securities listed on Stock Exchange(s);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period); and
- h) The Securities and Exchange Board of India (Debenture Trustees) Regulations 1993.
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period);

VI. **I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on a test-check basis, the Company has complied with the laws, i.e., as stated in the **Annexure I** attached herewith, applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India;
- II. Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

I further report that

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the board meetings and agenda and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were carried with the requisite majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary & Compliance Officer and taken on record by the Board of Directors at their meeting(s), I have an opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has passed the following special / ordinary resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. To consider and approve the increase in borrowing limits of the Company upto Rs. 500 Crore;
2. To consider and approve the power to create charge on the assets of the company to secure borrowings for an amount not exceeding Rs. 500 Crore;
3. To consider and approve the issue of Non-Convertible Debentures by way of preferential issue on private placement basis;

4. Approval of upward revision in remuneration of Mr. Deepak Aggarwal (DIN: 03140334), as Whole Time Director and Co-CEO of the Company;
5. Approval of upward revision in remuneration of Mr. Mayur Modi (DIN: 08021679), as Whole Time Director and Co-CEO of the Company;
6. To approve the re-appointment and remuneration to be paid to Mr. Mayur Modi (DIN:08021679), as the WholeTime Director of the Company;
7. To approve the issuance of Equity Shares on Preferential Basis amounting to Rs. 16,59,17,595 Crores;
8. To approve 'Moneyboxx Finance Limited Employee Stock Option Plan 2021' ("ESOP 2021" / "Plan");
- 9.

I, further report that during the audit period, the Company has transacted the following activities through the approval of the Board/committee resolutions, which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. Appointment of Ms. Bhanu Priya as Company Secretary and Compliance Officer of the Company;
2. To approved the de- classification of promoter and promoter group of the Company;

Date: August 03, 2022

Place: New Delhi

For **Shashank Pashine & Associates,**

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 927/2020

Sd/-

CS Shashank Pashine

Proprietor

Membership No: F11665

CP. No: 21229

UDIN No.: F011665D000735410

This report is to be read with my letter of even date which is annexed as "Annexure II" and forms an integral part of this report.

Annexure I

List of applicable laws to the Company

Sr. No.	Particulars
1.	The Reserve Bank of India Act, 1934.
2.	Chapter V of Finance Act, 1994.
3.	The Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
4.	The Payment of Gratuity Act, 1972.
5.	The Payment of Bonus Act, 1965.
6.	The Employee State Insurance Act, 1948.
7.	The Income Tax Act, 1961.
8.	The Industrial Dispute Act, 1947.
9.	The Indian Stamp Act, 1899.
10.	The State Stamp Acts
11.	Negotiable Instruments Act, 1881.
12.	Goods and Services Tax Act, 2017

Annexure II

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

Our Secretarial Audit Report for the Financial Year March 31, 2022 is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

1. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for my opinion.
3. Wherever required, I have obtained the management's representation about compliance of laws, rules and regulations and happening of events etc.

Disclaimer

1. The Secretarial Audit Report is neither an assurance as to the future visibility of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
2. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For **Shashank Pashine & Associates,**

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 927/2020

Sd/-

CS Shashank Pashine

Proprietor

Membership No: F11665

CP. No: 21229

UDIN No.: F011665D000735410

Date: August 03, 2022

Place: New Delhi

MANAGEMENT DISCUSSION & ANALYSIS

I. OUR BUSINESS

Moneyboxx Finance Limited (Moneyboxx or the Company) is a BSE-listed, Non-deposit taking, Non-systemically Important Non-Banking Finance Company (NBFC-ND-NSI) registered with the Reserve Bank of India. With the aim of driving financial inclusion and providing tech-enabled, cost-efficient, and transparent financing to underserved micro enterprises, it started lending operations by opening its first branch in Rajasthan in February 2019. It has since then successfully scaled up presence to 30 branches across five states as of March 2022: Rajasthan (10), Haryana (7), Madhya Pradesh (7), Punjab (5), and Uttar Pradesh (1). Further, as on the date of this Report, the Company has increased its branch network to 39 by adding 9 branches.

Transforming lives

Moneyboxx is transforming lives and driving financial inclusion by providing credit for income generation opportunities to borrowers in important and essential segments (livestock, kirana, retail traders, micro-manufacturers) in Tier-III and beyond places. It has so far transformed lives of more than 13,000 borrowers with cumulative disbursements of over INR 200 crores up to March 2022, with about 35% of them being women entrepreneurs and 37% new-to-credit borrowers. AUM of the Company stood at INR 119 crores as of March 31, 2022. Further, AUM increased to INR 124 crores as on June 30, 2022.

The Company caters to credit needs of micro entrepreneurs by providing unsecured business loans from INR 50,000 to INR 3 Lakhs for tenure up to 36 months. It has also launched secured business loans from FY23 amounting to INR 2 lakhs to INR 7 lakhs for upto 5 years.

Addressing the missing-middle customers

Moneyboxx is addressing the unmet credit needs of the 'missing middle' borrowers. Microfinance borrowers at the bottom of the pyramid, with average loan ticket size of less than INR 50,000, are adequately served by over 200 lenders (including MFIs and Banks). Secured loan of over INR 10 Lakh is also aggressively pursued by Banks and NBFCs. However, the 'Missing Middle' segment (unsecured/secured business loans of INR 1 to 10 Lacs) is a severely underserved segment, presenting a huge market opportunity. As per IFC (World Bank) report, there was a credit gap of INR 8 trillion in this segment in 2017 which has further increased since then.

II. STATUS OF FINANCIAL INCLUSION IN INDIA

Financial inclusion is low in India and to address the problem of rising inequality and ensure equitable and inclusive growth, the policy makers in India – Government of India and the Reserve Bank of India (RBI) – have taken commendable steps in this direction.

National Strategy for Financial Inclusion, 2019-2024

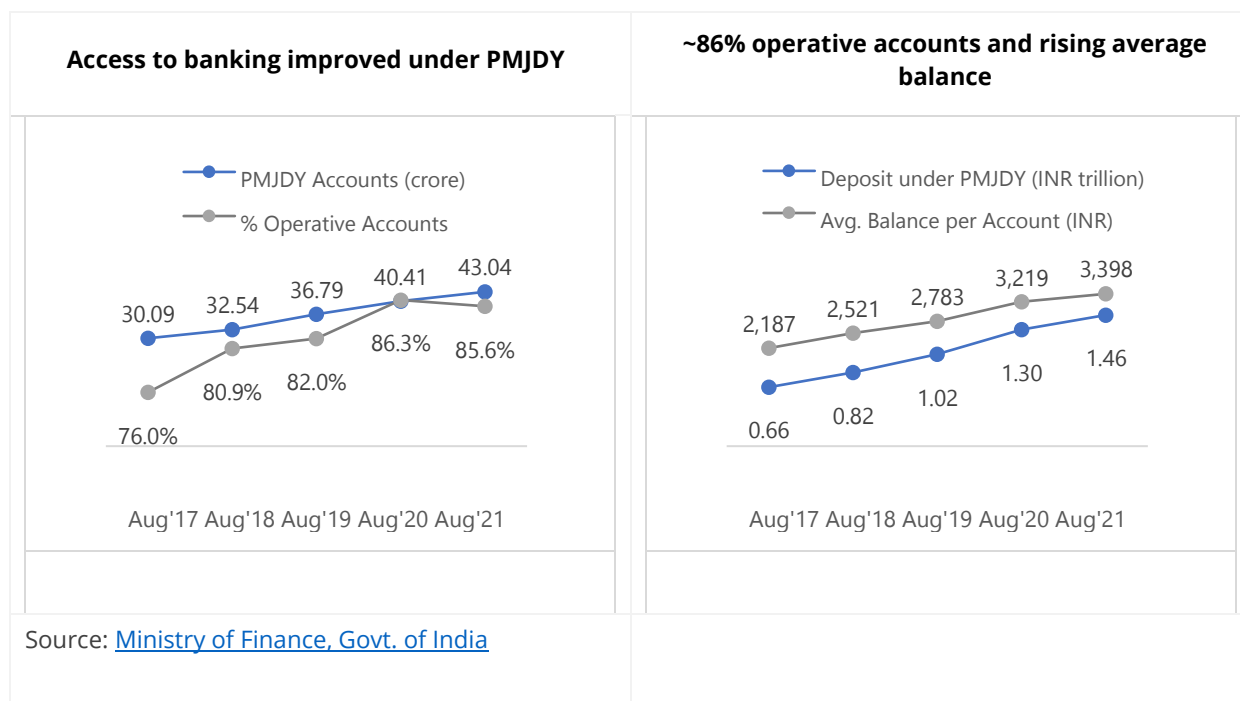
Seven of the United Nations Sustainable Development Goals (SDG) of 2030 view financial inclusion as a key enabler for achieving sustainable development worldwide. To achieve these SDG objectives in a coordinated and time-bound manner, the RBI initiated the process of formulation of National Strategy for Financial Inclusion (NSFI) for the period 2019-2024 which was released on January 10, 2020. The NSFI lays down several milestones and action plans to make financial services available, accessible, and affordable to all citizens in a safe and transparent manner to support inclusive growth through a multi-stakeholder approach.

Various initiatives have been undertaken over the years in the journey of financial inclusion, such as introduction of Priority Sector Lending (PSL), launch of Lead Bank Scheme, promotion of Self-Help Groups (SHGs), Joint Liability Groups (JLGs), implementation of Business Correspondents (BC) model, among others with successive initiatives building on the success of prior programs. In the recent years, the Jan Dhan, Aadhaar and Mobile (JAM) eco system has brought about a major shift in the universe of financial inclusion.

Success of Pradhan Mantri Jan-Dhan Yojana (PMJDY)

Pradhan Mantri Jan-Dhan Yojana (PMJDY) was launched in August 2014 to ensure access to financial services, namely, banking account, remittance, credit, insurance, pension in an affordable manner. Significant progress has been made under PMJDY in the last seven years up to August 2021:

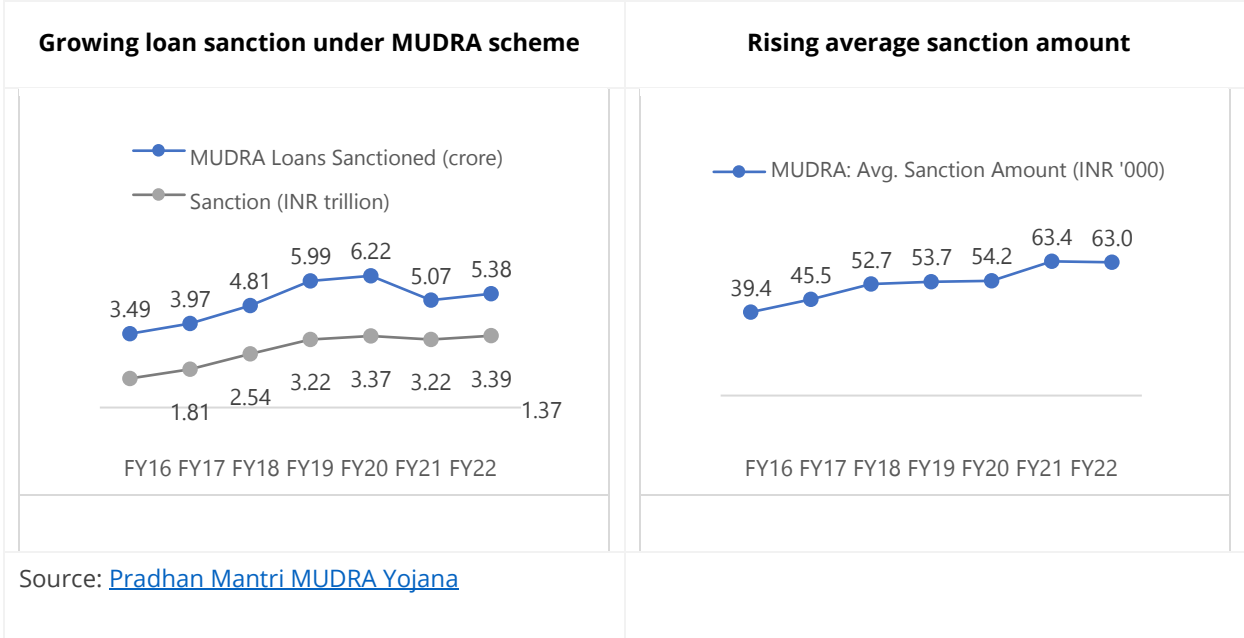
- ▶ 43.04 crore beneficiaries banked since inception, and deposit stood at INR146,231 crore
- ▶ 55% Jan-Dhan account holders are women and 67% are in rural and semi-urban areas
- ▶ Out of total 43.04 crore PMJDY accounts, 36.86 crore (86%) are operative



Pradhan Mantri MUDRA Yojana (PMMY) – Targeted Scheme for Micro Enterprises

The Government launched Pradhan Mantri MUDRA Yojana (PMMY) on April 8, 2015, a dedicated scheme for providing loans up to INR 10 lakh to the non-corporate, non-farm small/micro enterprises in India. It has three products, namely 'Shishu' (loans up to INR 50,000), 'Kishore' (loans from INR 50,000 to 5 Lakh) and 'Tarun' (loans from INR 5 to 10 Lakh) to align funding needs in line with the stage of growth of the enterprise.

MUDRA is a refinancing institution for loans provided by banks, NBFCs, MFIs, and other lenders under the scheme. During FY22, about 5.38 crore loans worth INR 3.39 trillion with average sanction amount of about INR 63,000 was sanctioned under the scheme.

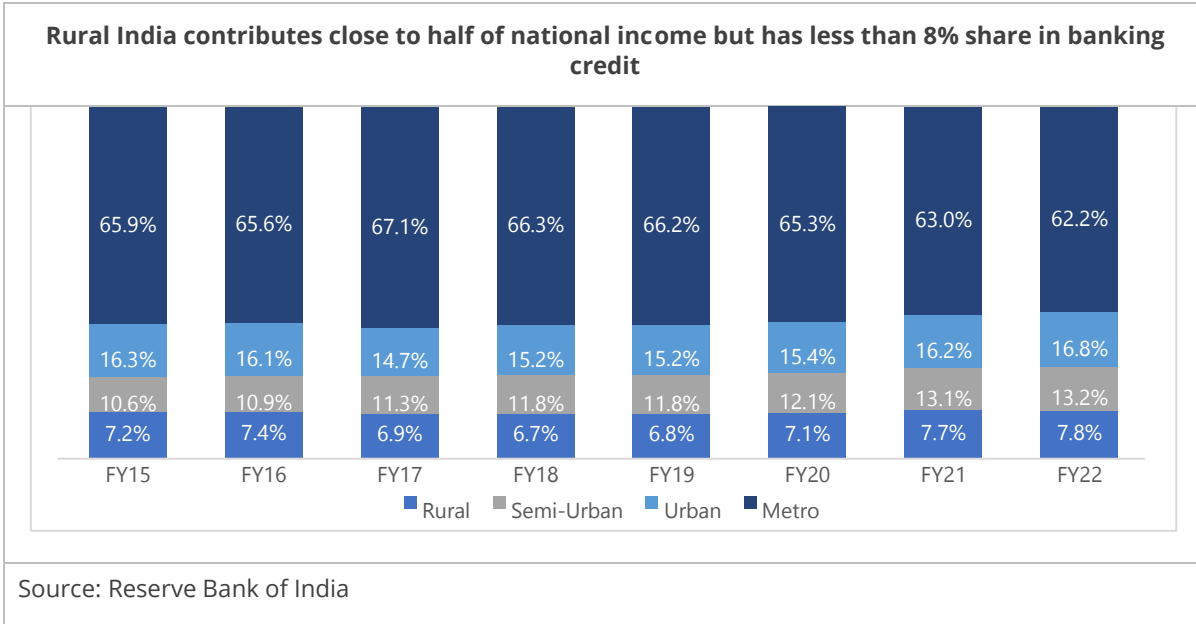


Access to banking improving, though availability of credit is still a challenge

With targeted initiatives such as PMJDY and MUDRA schemes, access to banking and credit has improved, however, there is still a huge unmet credit gap and availability of credit is uneven, especially in rural parts of India and at the lower income strata.

India is predominantly a rural country. As per the 2011 Census, 68.8% of country's population and 72.4% of workforce resided in rural areas. Despite the rise of urbanisation, more than half of India's population is projected to be rural by 2050. Thus, growth and development of rural economy and population are a key to overall growth and inclusive development of the country.

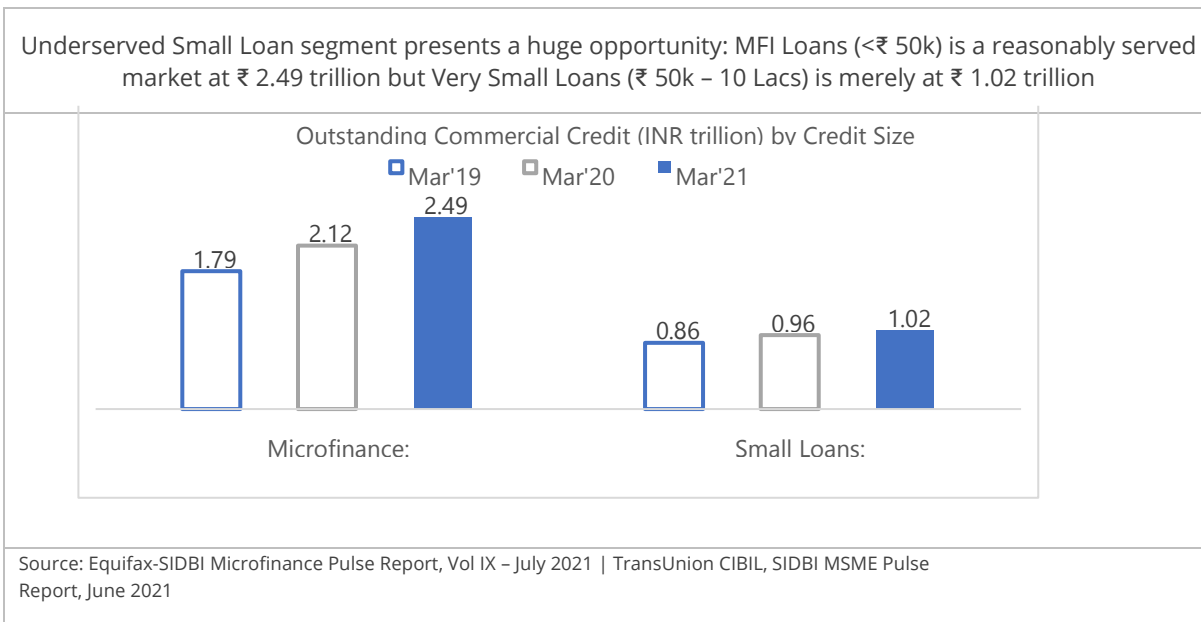
Rural economy constitutes 46 per cent of national income, however, it has less than 8% share in banking credit, highlighting the huge under penetration of credit in rural areas.



III. MARKET OPPORTUNITY

Small-ticket loan under INR 10 Lacs is a severely underserved segment

Microfinance borrowers at the bottom of the pyramid, with average loans of less than INR 50,000, are adequately served by over 200 MFI lenders. However, such a small amount of finance is inadequate for the borrower to acquire even one head of cattle/livestock or other income-generating asset to bring about a significant change in their income profile. Secured loan of over INR 10 Lacs is also aggressively pursued by Banks and NBFCs. However, the **'Missing Middle' segment (INR 1-10 Lacs) borrower is severely underserved by lenders (banks and NBFCs) due to problems in assessment of income** (absence of ITR/GST/Banking/ books of accounts), **inadequate credit history, imperfect collateral, and minimal digital footprint.**



Small loans up to INR 10 Lacs with credit outstanding of INR 1.02 trillion is a severely underserved segment compared to microfinance loans (average ticket less than ₹ 50,000) market at INR 2.49 trillion, thus presenting a huge lending opportunity. Moreover, there is additional demand from borrowers graduating from group loans to individual loans.

Fintech is unable to serve this segment due to lack of adequate data and minimal digital footprint, and addressing this segment requires on ground presence for understanding the borrowers, their cashflows and effective underwriting & collection efficiency.

Given the huge unmet credit demand of micro enterprise estimated at around INR 8 trillion by IFC (World Bank) in 2017, which has further growth since then, and supportive policy framework, **micro enterprise lending presents a huge opportunity.**

IV. OUR DIFFERENTIATED 'PHYGITAL' MODEL

Proven business model

Whilst the loan segment of INR 1 Lacs to 10 Lacs in Tier-III places and below is difficult to serve 'fully digitally' due to inadequate business documents (absence of ITR/GST/books of account/banking), minimal digital footprint, inadequate credit history, low financial and technological awareness, Moneyboxx has been able to successfully design its systems and processes to map the customer journey end-to-end 'fully digitally' including income and credit assessment based on deep industry understanding, analytics and automation, thus overcoming peculiar issues in lending to this segment.

The Company follows a '**phygital**' business model with on-ground presence for better understanding of customers while leveraging technology to the fullest extent in digitizing processes and applying IT in decision making, reporting and analytics.

Our Unique Approach

- ▶ Direct-to-customer: Reaching out to customers directly without third-party agents, hence focusing on relationshipbased business and not product-based approach
- ▶ Digital approach: Completely digital processes, right from onboarding to credit assessment to approval, disbursement, collection, reporting and analysis
- ▶ Strong underwriting capabilities: Robust credit underwriting backed by non-traditional & non-financial alternative data sources and sector specific inputs.
- ▶ Unique credit methodology: Customer's enterprise is analyzed in-depth, and the borrower accounts are continuously monitored incorporating the changes in the credit evaluation tool accordingly. Unique methodology for a diverse set of micro enterprises focusing on the ones in manufacturing, trading, services & livestock segment
- ▶ Leveraging IT in decision-making: Combination of human knowledge & technology to acquire & understand customers in the underserved micro enterprises space
- ▶ Analytics: Crunching of data points at the backend for segmental understanding of businesses by applying various analytical techniques

Technology: Fully Digital processes and tech-enabled decision making

Moneyboxx is at the forefront of deploying technology and continues to make significant investments in IT infrastructure to leverage the power of technology in digitizing processes and analytics for better decision making. Technology has been deployed to support the implementation of partnerships for business generation and collections, operational efficiencies, and compliance with regulations.

The company has implemented a SaaS based fully integrated LMS platform which has AI-enabled decision-making algorithm and the platform is designed for easy implementation and fast deployment, which will also enable fast scaling up of operations. In addition to robust IT applications for Lending, HR, Accounting and BI & Analytics, the company has deployed SD-WAN technology for branch network providing centralized management of network.

Risk Management & Internal Controls

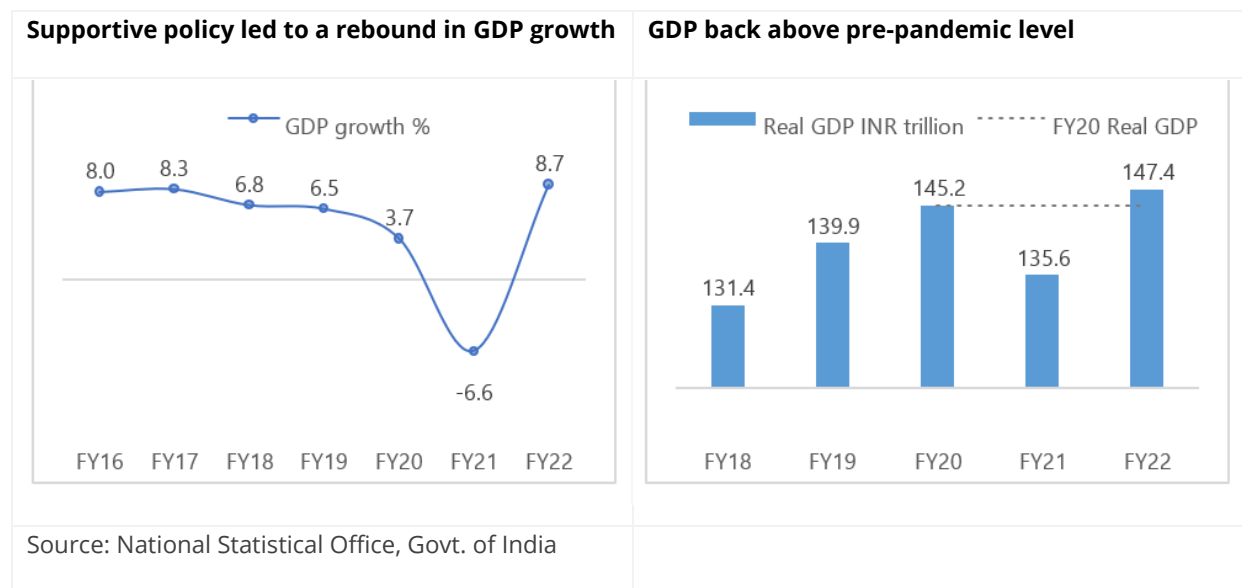
The Company has put in place an adequate internal control system to safeguard all its assets and ensure operational excellence. The Company also has an internal audit team to conduct an internal audit. The Audit Committee of the Board reviews the reports and wherever necessary, strengthening of internal control systems and corrective actions are initiated.

The Company has a system of regular training for the Branches from the Central Credit team and has a dedicated trainer for systems, operations, and compliance related training.

V. MAJOR REGULATORY DEVELOPMENTS

- ▶ RBI Notified Resolution Framework 2.0: In order to address the financial difficulties arising from the second wave of COVID-19 in the first quarter of 2021-22 on small borrowers, the Reserve Bank had announced the Resolution Framework 2.0 dated May 5, 2021, subsequently revised on June 4, 2021, which permitted lending institutions to restructure personal loans as well as loans to individuals for business purposes, MSMEs, and other small businesses with aggregate exposure up to INR 50 crore, without a downgrade in the asset classification, subject to certain conditions.
- ▶ In order to ensure uniformity in the implementation of IRACP norms across all lending institutions, certain aspects of the extant regulatory guidelines were clarified and/or harmonized vide circular dated November 12, 2021, NBFCs were allowed time up to September 30, 2022, to put in place the necessary systems to implement the provision relating to upgrade of NPA accounts. The circular clarified on specification of due date/repayment date, operational aspect of classification of account as Special Mention Account (SMA) and NPA, definition of 'out of order', aligning 90 days delinquency norm for NPA classification in case of interest payments, upgradation of accounts classified as NPAs and income recognition policy for loans with moratorium on payment of interest.
- ▶ The directions on 'Securitisation of Standard Assets' issued on September 24, 2021, focusing on traditional securitisation structures, have rationalised the regulatory framework. The requirements on minimum holding period and minimum retention requirement have been considerably simplified
- ▶ 'Revised Regulatory Framework for NBFCs – A Scale-based Approach' was issued for public comments on January 22, 2021. The revised regulatory framework provides for a layered structure for NBFCs based upon their size, activity, and perceived riskiness, and will be applicable from October 1, 2022.
- ▶ Simplification of the 'Periodic Updation of KYC' Process have been introduced to provide convenience to the customers to comply with the requirements of periodic update of KYC but will also enable NBFCs to update the KYC records on time
- ▶ A new definition was provided for MSMEs. Further, the retail and wholesale trade were included under the definition of MSMEs for the limited purpose of priority sector lending and were allowed to be registered on Udyam Portal.
- ▶ Considering the growing size of NBFCs and their substantial interconnectedness with other segments of the financial system, a Prompt corrective action ("PCA") framework for NBFCs was introduced to further strengthen the supervisory tools applicable to NBFCs. The PCA framework for NBFCs shall come into effect from October 1, 2022, based on the financial position of NBFCs on or after March 31, 2022
- ▶ A circular on 'Guidelines for Appointment of Statutory Auditors (SAs) for NBFCs' was issued on April 27, 2021, with a view to improve the quality of financial reporting by NBFCs. These guidelines provide necessary instructions for appointment of Statutory Auditors, the number of auditors, their eligibility criteria, tenure and rotation, etc. while ensuring the independence of auditors. The guidelines are applicable from financial year 2021-22 and onwards. However, NBFCs were given the flexibility to adopt these guidelines from H2:2021-22 so that there is no disruption.

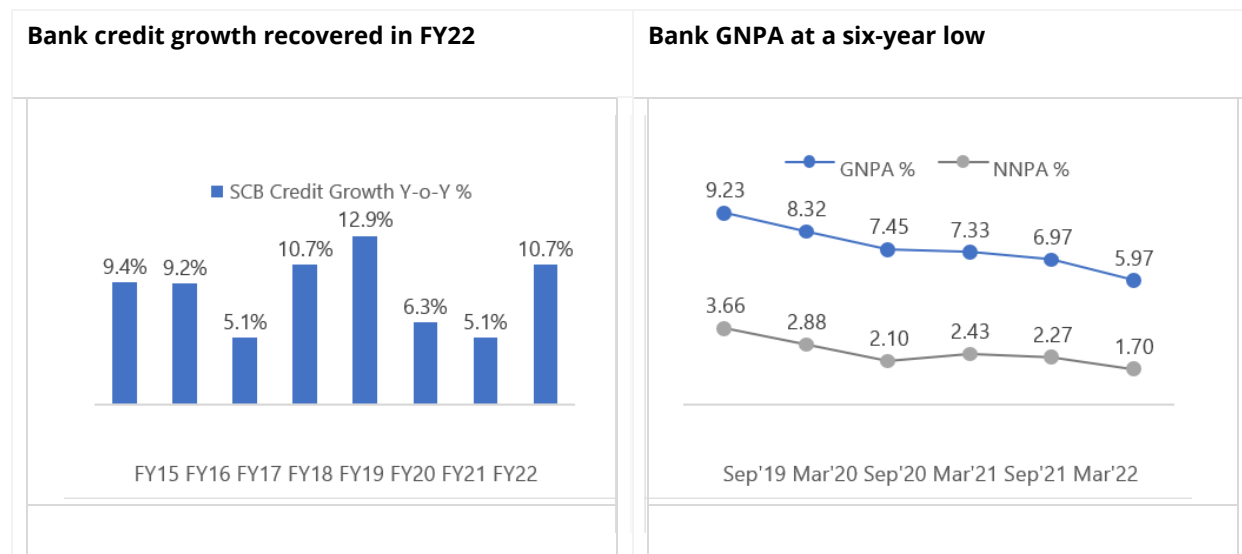
VI. MACROECONOMIC ENVIRONMENT



Indian economy showed resilience in the last two years amidst pandemic related disruptions. Real GDP in 2021-22 surpassed pre-pandemic 2019-20 levels supported by accommodative monetary policy, fiscal support, and policy measures. GDP growth bounced back to 8.7% in FY22 after contracting at 6.6% in FY21, and RBI estimates 7.2% growth in FY23. Outbreak of Russia-Ukraine war, geo-political risks, high inflation and tightening monetary conditions pose short-term challenges, however, long-term prospects of the Indian economy remain promising given its young demographics, high domestic savings rate supporting investment growth and stable consumption demand.

Bank credit growth recovering & NPA declining

Bank credit growth picked up to double-digit in FY22, tracking nominal GDP growth. After remaining subdued in the beginning of the FY22, a turnaround in credit growth was witnessed across major sectors in Q4FY22. The gross nonperforming assets (GNPA) ratio of all scheduled commercial banks (SCBs) moderated to its lowest level in six years, reaching 5.9% in March 22, aided by due efforts towards recoveries and technical write-offs.



Source: RBI

Trends for NBFC

The RBI Financial Stability Report, June 2022, described capital position and asset quality as satisfactory for NBFCs at the aggregate level. The GNPA ratio of the NBFC sector (excluding core investment companies) improved from 6.1% in March 2021 to 5.8% in March 2022. The Report noted that the capital position of NBFCs remained robust with CRAR of 26.9% and their return on assets (RoA) recouped in March 2022 to 2.1%. Regarding industry growth outlook, India Ratings & Research projected an uptick in loan growth for NBFCs to 14% in FY23 following 7-8% loan growth in FY22.

VII. FY22 PERFORMANCE REVIEW

Moneyboxx Finance Limited	FY21	FY22	% YOY
Operations			
Branches	22	30	36.4%
Active Customers	6,789	11,468	68.9%
Employees	219	313	42.9%
Business (INR crore)			
Disbursements during the year	55.44	112.34	102.6%
Loan Book as of 31 st March	61.88	119.05	92.4%
Moneyboxx Finance Limited			
Income & Profitability (INR crore)			
Total Income	11.00	23.31	111.9%
Profit (Loss) Before Taxes	-3.89	-6.52	
Profit (Loss) After Taxes	-2.97	-3.72	
Fund Raise (INR crore)			
Equity Tier-I Capital raised during the year	-	14.42	
Tier-II Capital raised during the year	-	6.61	

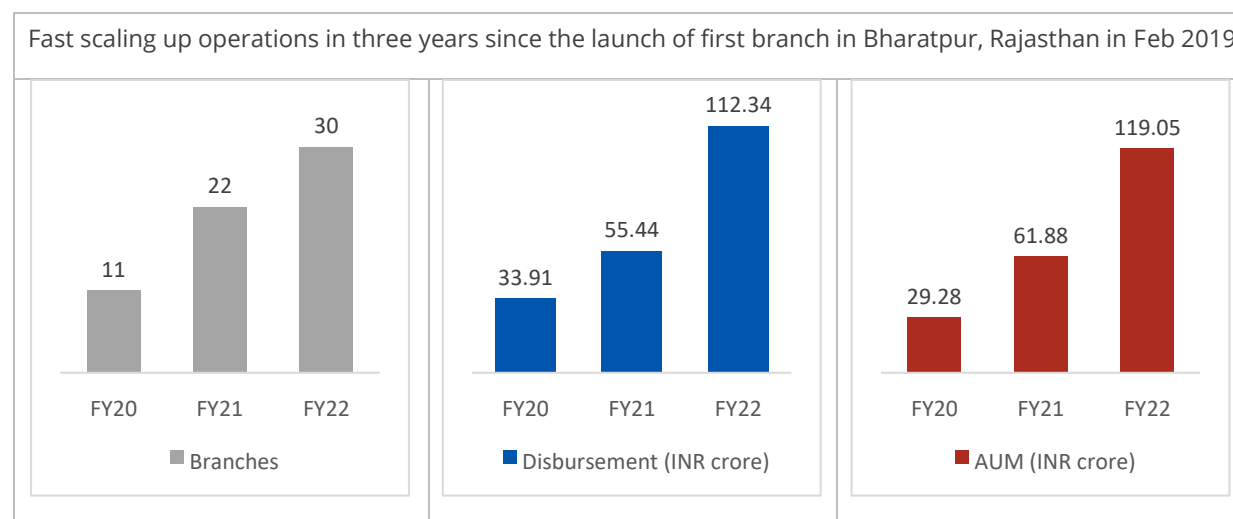
Debt raised during the year	41.50	92.31
Debt repaid during the year	-12.01	-45.82

Capital Position (INR crore)

Equity as of 31 st March	24.15	34.51
Debt as of 31 st March	45.01	90.99
Subordinated Debt as of 31 st March	-	6.53

Business expansion: Further penetration in existing states

Moneyboxx started operations in February 2019 and within a span of 3 years, expanded its presence to 30 branches across five states by Mar'22. Moneyboxx had 11 branches at the end of FY20 and doubled its branch network to 22 by FY21 by adding 11 new branches across Rajasthan, Haryana, Punjab, and Madhya Pradesh. The Company further added 8 branches in FY22 to strengthen its position in existing states and it entered Uttar Pradesh by opening a branch in Agra. It further targets to add over 15 branches in H1FY23. Moneyboxx has a scalable and tech-driven branch model with proven underwriting. The company managed growth during the last two years while maintain robust asset quality. Underserved market segment offers strong growth opportunities and Moneyboxx is well positioned to grow its AUM and expand presence having proven its operating model.



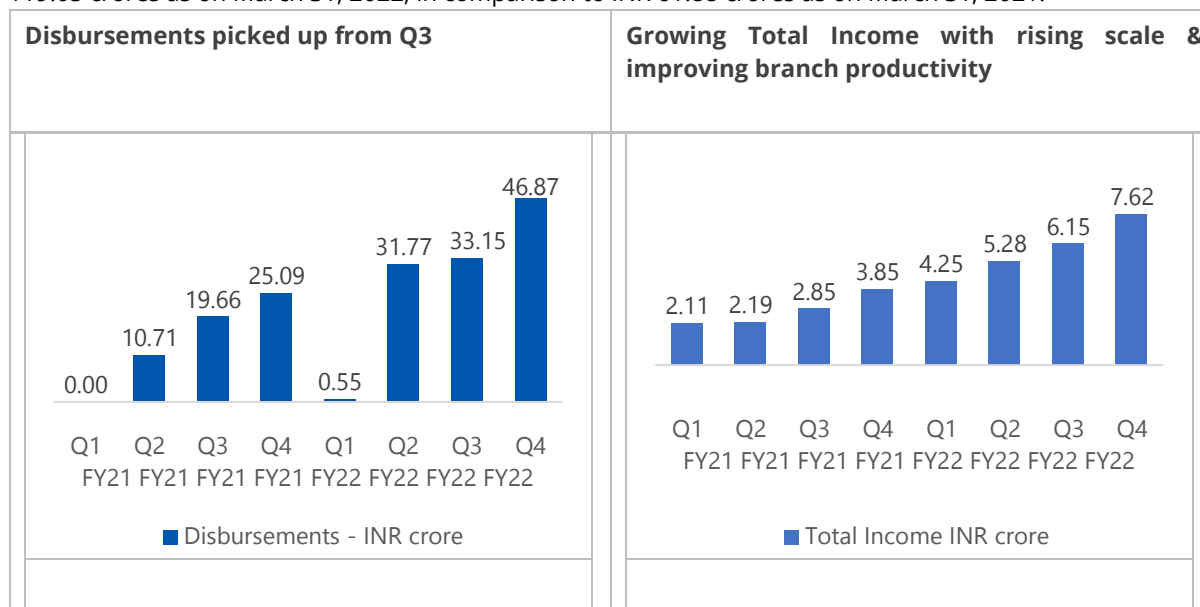
Strong growth in Disbursements & AUM

Disbursements in Q1 of FY21 was zero due to COVID lockdowns and business started picking up from Q2 onward with reopening of the economy. Disbursements during FY21 was INR 55.44 crore, growing strongly by 63.5% compared to FY20.

Disbursements in Q1 FY22 was very low and affected by a severe second COVID wave, however, business rebounded strongly from Q2 FY22 and branches reported higher productivity. Disbursements in FY22

grew by 102.6% to INR 112.34 crores compared to INR 55.44 crores in FY21. Robust underwriting standards and focus on borrowers in essential sectors (Livestock, Kirana & other essentials) has helped Moneyboxx build a robust loan book with low NPAs and very high collection efficiency even during pandemic.

Supported by strong disbursement growth and improving branch productivity, AUM grew by 92.4% to INR 119.05 crores as on March 31, 2022, in comparison to INR 61.88 crores as on March 31, 2021.



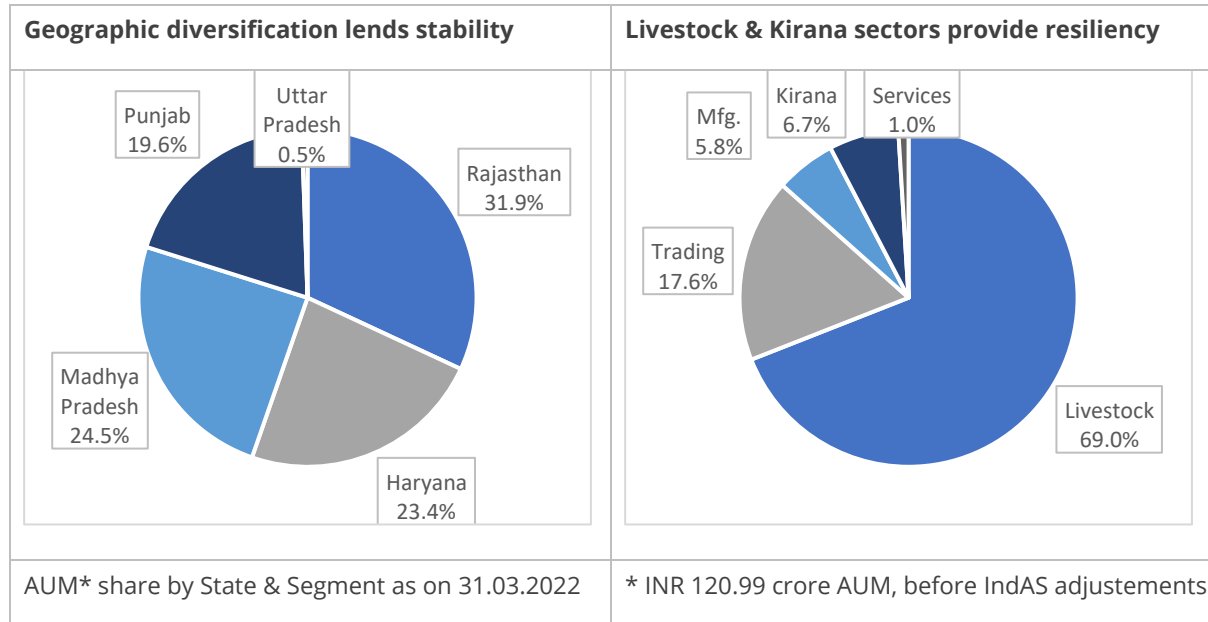
Expanding Income with Growing Scale & Improving Productivity

Total Income grew strongly by 111.9% to INR 23.31 crores in FY22 compared to INR 11.0 crores in FY21, in line with strong growth in business and AUM, and improving branch and staff productivity with rising scale of operations. The Company reported Net Loss of INR 3.72 crore in FY22 compared to Net Loss of INR 2.97 crore in FY21. The losses in the last two years were due to initial set-up phase and lower branch productivity and business growth due to pandemic. The Company has a scalable and profitable business model with strong unit economics and the management expects improvement in profitability with growing scale of operations and improving branch productivity.

Profitability	31-Mar-21	31-Mar-22
Profit (Loss) after Taxes (INR crore)	-2.97	-3.72
ROA (PAT / Average Total Assets)	-5.03%	-3.48%
ROE (PAT / Average Equity)	-11.60%	-12.68%

Diversified Operations

Company's AUM is well diversified across geographies with focus on essential sectors, lending stability to portfolio quality. AUM is well-diversified across 5 states as of Mar'22 with no single state accounting for more than 32% of its AUM.



Since the outbreak of pandemic, the Company focused on growing AUM with focus on essential sectors, as a result, livestock share of AUM increased from 51.5% as of Mar-20 to 69.0% as of Mar-22. With subsiding effects of pandemic, share of non-livestock segments such as Trading is expected to increase back to pre-pandemic level over time.

Livestock is an essential sector that is less vulnerable to macro risks and our robust underwriting standards and selection criteria for the segment have resulted in stable asset quality with low NPAs. Livestock portfolio of the Company is diversified across regions and most livestock borrowers of the Company have agricultural land and multiple income sources.

Robust asset quality

Moneyboxx has robust asset quality with very low NPAs and write-offs owing to its robust underwriting practices and high collection efficiency. Despite a severe second COVID wave, asset quality remains resilient with Gross NPA of 0.62% and Net NPA of 0.31% as on 31st March 2022. Loan write-offs remained contained at 1.07% of average AUM in FY22 (INR 96.45 Lacs) compared to 0.25% in FY21 (INR 11.24 Lacs) despite extraordinary circumstances created by the severe second wave of Covid.

Credit costs including write-offs and changes in ECL provisions was 1.48% of average AUM in FY22 (INR 133.6 Lakhs) compared to 0.25% in FY21 (INR 11.24 Lacs), again due to disruption caused by the second wave of Covid.

Asset Quality	31-Mar-21	31-Mar-22
Gross NPA	0.21%	0.62%

Net NPA	0.11%	0.31%
ECL Provisions (% of Loan Assets)	0.49%	0.57%
Loan write-offs as % of Avg. Loan Assets	0.25%	1.07%
Credit costs (Loan write-offs & Changes in ECL provisions as % of Avg. Loan Assets)	0.25%	1.48%

Strong Capitalization and Diversification of Funding Sources

Capital Position	31-Mar-21	31-Mar-22
Equity (INR crore)	24.15	34.51
Debt (INR crore)	45.01	90.99
Subordinated Debt (INR crore)	-	6.53
Leverage Ratio (TOL / Owned Funds)	2.10	3.43
Tier-I Capital (% of Loan Assets)	37.66%	25.95%
Tier-II Capital (% of Loan Assets)	0.38%	4.64%
Total Capital (% of Loan Assets)	38.05%	30.59%

Capital adequacy was strong with Capital at 30.59% of loan assets and Leverage ratio (TOL/Owned Funds) was comfortable at 3.43 times as of 31.03.2022. The Company has raised adequate equity capital in the last two years to fund its operations and meet growth plans.

Equity Capital of the Company increased from INR 19.03 crores as on 31.03.2019 to INR 34.51 crore as on 31.03.2022 supported by equity capital infusion of INR 11.65 crore in Feb 2020 and INR 14.42 crore in Dec 2021. During FY22, the Company also raised Tier-II Capital via issue of non-convertible, subordinated debentures of INR 6.61 crore. Further, the Company further raised INR 20.77 crore equity capital in June 2022, taking the total equity fund raise to INR 46.83 crore in the last three rounds of funding.

Drawing comfort from the Company's management team, execution capability and strong underwriting capabilities, it raised cumulative debt of INR 151.31 crores in term loans and PTCs up to March 2022. Company was supported by 18 lenders as of 31.03.2022 including two banks and a global impact fund compared to 14 lenders as of 31.03.2021. Access to low-cost funding improved with addition of banks in FY22.

Liquidity & Asset-liability Management

The Company has a prudent approach towards liquidity management and had comfortable liquidity position. In terms of asset-liability position by time buckets, it had positive cumulative mismatch across time buckets. The company borrows funds on both fixed and floating rate basis and lends on fixed rate basis with periodic review of its lending rate considering trends in the market interest rate.

HUMAN RESOURCE DEVELOPMENT

The Company believes that Human Capital is one of the most important resources and the employees as an important stakeholder key to the success of the organization. Over the past year, focus of the Human Capital (HC) team's has been on hiring the right talent mix in line with Company's business needs. Company's headcount grew from 219 as on Mar'21 to 313 as on Mar'22. The HR department successfully added Learning & Organization Development and will be adding Workforce Relations to its existing verticals: Talent Acquisition, HC Operations, Rewards & Policies, HC Business Partner, Internal Communications and Talent Management. Workforce Relations' charter is to build and drive a culture that upholds the principles and values of the organization and to ensure adherence to MFL's code of conduct

CORPORATE GOVERNANCE REPORT

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 a set of processes and compliances. For this purpose, it is duly ensured that the spirit of governance is present throughout in the Governance mechanism in 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 deliver easy, cost efficient and technology driven financing solutions to aspiring micro enterprises", 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 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 Direction/ Circular, Accounting Standards, Secretarial Standards, etc. Strong governance practices rewards the company in the sphere of stakeholders` confidence, trustworthiness, market capitalization, valuations and high credit ratings in positive context apart from obtaining of awards from appropriate authorities. Your Company ensures to make all efforts to comply with such standards and ethics.

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 Listing Regulations (hereinafter, "SEBI LODR"), the Companies Act, 2013 and also in terms of Guidelines as issued by Reserve Bank of India ("RBI") with respect to Composition of Board.

As on March 31, 2022, the Board composition is of 6 (Six) directors out of which 2 (Two) are independent (including one Woman director) and 2 (Two) are non-independent directors. As on the aforesaid date, the Company has 4 (Four) non-executive directors and 2 (Two) executive director. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under regulation 16(1)(b) of the SEBI LODR and section 149 of the Companies Act, 2013.

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

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 SEBI (LODR) Regulations, 2015, 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 the 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 SEBI (LODR) Regulations, 2015, 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 does not serve as an Independent Director in any listed company.

b) Other Directorship and Attendance of Directors

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	3	Nil	Nil	Nil
Ms. Ratna Dharashree Vishwanathan DIN: 07278291	11/01/2019	Independent Director	2	1	0	Dilip Buildcon Limited 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

The names and categories of Directors on the Board during the Financial Year 2021-22, their attendance at Board Meetings held during the Financial Year 2021-22 and at the last Annual General Meeting and the number of Directorship and Committees Chairmanship/Membership held by them as on March 31, 2022 are given hereunder:

* Excludes Directorships/Chairpersonships in Associations, Private Limited Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act 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 Seventh (27th) Annual General Meeting ('AGM') of the Company for the Financial Year ('FY') 2021-22 was held on September 24, 2021. All the Directors of the Company were present at the 27th AGM.

The Board met five times on the following dates during the FY 2021-22 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 Meetings held on					No. of Meetings attended during the tenure	Attendance (%)
	June 09, 2021	August 14, 2021	November 08, 2021	December 01, 2021	February 10, 2022		
Mr. Uma Shankar Paliwal	✓	✓	✓	✓	✓	5	100
Ms. Ratna Dharashree Vishwanathan	✓	✓	✓	✓	✓	5	100
Mr. Mayur Modi	✓	✓	✓	✓	✓	5	100
Mr. Govind Gupta	✓	✓	✓	✓	✓	5	100
Mr. Deepak Aggarwal	✓	✓	✓	✓	✓	5	100
Mr. Atul Garg	✓	✓	✓	✓	✓	5	100

c) Shareholding of Non-Executive Directors as on March 31, 2022:

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

d) Conduct of Board Proceedings

The development of Company's vision, strategic direction and evaluates 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.

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 is circulated through electronic mode. This has reduced paper consumption, thereby enhancing the sustainability efforts of the Company. Video conferencing facility is provided to facilitate Directors who are unable to attend the Meeting in person. In view of COVID-19 pandemic and to adhere to the lockdown and social distancing norms, all the Board Meetings and Committee Meetings held with the facility to attend through video conferencing, to adhere to the social distancing norms with reference to the Ministry circulars.

e) Code of Conduct

The Code of Conduct aims at ensuring consistent standards of conduct and ethical business practices across the Company. The Company has laid down the Code of Conduct which is applicable to all its Directors whether executive or non-executive which can be accessed on the website of the Company at <http://www.moneyboxxfinance.com/>. The Board has also laid down a Code of Conduct for the Non-executive Directors of the Company, which 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 <http://www.moneyboxxfinance.com/>.

In respect of financial year 2021-22, all 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 specified in Section 149(6) of the Companies Act, 2013 and Listing Regulations. The terms and conditions stating 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 SEBI 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.

Meetings of Independent Directors

A meeting of the Independent Directors of the Company was held on March 25, 2022 without the presence of nonindependent Directors and the members of the management, and both the Independent Directors were present at the meeting in compliance with Schedule IV to the Act and regulation 25(3) of SEBI Listing Regulations.

g) Familiarization Program for Independent Directors

Regulation 25(7) of the SEBI (LODR) 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 presentations. 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. Slides on familiarization program can be access from www.moneyboxxfinance.com

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

The Directors on 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, 2022 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. Mayur Modi, CO-CEO & Whole-time Director of the Company has been re-appointed for 3 years w.e.f. January 01, 2022.

j) Performance Evaluation

In pursuance with the relevant provisions of Companies Act, 2013 and the Listing Regulation, the Board has 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 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.

COMMITTEES OF THE BOARD

The constitution of Committees by the Board focus on specific areas and make informed decisions within the framework of delegated authority and make 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, SEBI LODR and also in consonance with the Corporate Governance Master Directions issued by the Reserve Bank of India for Non-Deposit taking Non- systematically important NBFC's. As on March 31, 2022, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Committee are financially literate and having 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 programme, 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 financefunction 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 five times during the year on June 09, 2021, August 14, 2021, November 8, 2021, February 10, 2022 and February 26, 2022. 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	5	5

Ms. Ratna Dharashree Vishwanathan	Member, Independent Director	5	5
Mr. Govind Gupta	Member, Non-Executive Director	5	5

The Meetings of the Audit Committee are also attended by the Whole-time Director's & CEOs, the Chief Financial Officer and a representative of the Statutory Auditors. 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 presented at the AGM of the Company held on September 24, 2021.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 reappointment;
- 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 three times during the year on August 14, 2021, December 01, 2021 and March 01, 2022. 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
Mrs. Ratna Dharashree Vishwanathan	Chairperson, Independent Director	3	2
Ms. Uma Shankar Paliwal	Member, Independent Director	3	3
Mr. Govind Gupta*	Member, Non-Executive Director	1	1
Mr. Atul Garg	Member, Non-Executive Director	3	3

Note: *Mr. Govind Gupta, Non-executive Director, stepped down from the committee w.e.f. November 08, 2021, to align with the SEBI amendment on Nomination and Remuneration Committee composition dated August 08, 2021.

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 AGM of the Company held on September 24, 2021.

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 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of Reference

The Stakeholders' Relationship Committee examines the grievances of stakeholders / investors and the system of redressal of the same. It also approves the issuance of share certificates. 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 November 08, 2021.

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
Mr. Govind Gupta	Chairman, Non-Executive Director	1	1
Ms. Ratna Dharashree Vishwanathan	Member, Independent Director	1	1
Mr. Mayur Modi	Member, Executive Director	1	1

REMUNERATION OF DIRECTORS

(Amount INR)

Sl. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings	Salary and Perquisites	Incentive/Bonus	Total
1	Mr. Uma Shankar Paliwal	4,70,000	N.A.	N.A.	4,70,000
2	Ms. Ratna Dharashree Vishwanathan	4,70,000	N.A.	N.A.	4,70,000
3	Mr. Deepak Aggarwal	N.A.	60,00,000	24,00,000	84,00,000
4	Mr. Mayur Modi	N.A.	60,00,000	24,00,000	84,00,000
5	Mr. Govind Gupta	N.A.	N.A.	N.A.	NA
7	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 rent to Mr. Govind Gupta, Non- Executive Director, sitting fees for the purpose of attending meetings of the Board/Committee of the Company. None of 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 to December 31, 2024. His remuneration for the Financial Year 2021-22 comprises of all-inclusive salary of ₹84,00,000.

Mr. Deepak Aggarwal was appointed as the Whole-time Director of Moneyboxx Finance Limited for a period of three years effective from September 15,2020 to September 14, 2023. His remuneration for the Financial Year 2021-22 comprises of all-inclusive salary of ₹84,00,000.

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
2018-19	September 30, 2019 11.30 A.M.	523-A, Somduitt Chamber-II, 9, Bhikaji Cama Place, New Delhi- 110066	<ul style="list-style-type: none"> - Alteration of Articles of Association of the Company. - Increase in borrowing limits of the Company upto Rs. 200 Crores. - Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, in respect of Borrowings for an amount not exceeding Rs. 200 Crores.

2019-20	December 21, 2020 12.30 P.M.	Through Video Conferencing	No Special Resolution was 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-

(b) Extraordinary General Meetings

During the year under review, one extra ordinary general meeting was conducted by the Company on December 27, 2021.

(c) Postal Ballot

During the year under review, no Postal Ballot was conducted by the Company for seeking the approvals of the Members

SHAREHOLDERS COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and 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

1. **Quarterly results and other relevant information:** The quarterly/half-yearly/yearly results are intimated to the Stock Exchanges immediately after the Board Meeting at which they are 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.
2. **Website:** The Company`s website www.moneyboxxfinance.com contains a separate section 'Investor' for use of investors. 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 Exchanges are also available on the website.

- 3. Communication through email:** In support of the “Green Initiative” undertaken by the Ministry of Corporate Affairs, the Company had during 2021-22 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 document, reduce paper Consumption, save trees and avoid loss of documents in transit.

GENERAL SHAREHOLDERS' INFORMATION

a) Company Registration Details: The Company is registered in New Delhi, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs is L30007DL1994PLC260191. The Company is Non- Systemically Important Non-Deposit taking NBFC is registered with Reserve Bank of India.

Day and Date	September 19, 2022
Time	11:30 A.M.
Financial Year	2021-22
Book Closure Dates	N.A.
Listing of Equity Shares at Stock Exchanges	BSE Limited- (Scrip code- 538446)
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2022 and May 5, 2020 and thus venue requirements are not applicabl for this AGM. For other details please refer to the Notice of this AGM.
ISIN Number	INE296Q01012

b) Ensuing Annual General Meeting

The Annual Listing Fees for the financial year 2021-22 to BSE Limited (BSE) has been paid by the Company within prescribed time.

c) Market Price data (In Rs. Per share)

The High and Low prices during each month in the financial year 2021-22 at BSE are: -

Month	High	Low
April 2021	73.80	73.80
May 2021	68.50	71.90
June 2021	67.00	73.95
July 2021	66.50	71.50
August 2021	65.60	79.85

September 2021	77.00	108.10
October 2021	98.85	104.90
November 2021	99.50	100.80
December 2021	99.40	129.90
January 2022	113.70	120.80
February 2022	105.75	137.00
March 2022	110.00	126.60

d) 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

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

Tel : 011-26387281/82/83; Fax : 011-26387284 e-

mail: info@masserv.com

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

e) 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 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and files a copy of the same with the Stock Exchanges.

f) Distribution of Shareholding as on March 31, 2022

Range of No. Shares From -To	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	631	68.962	42837	0.198
Rs. 5001 to 10000	59	6.448	47519	0.22
Rs. 10001 to 20000	41	4.481	61447	0.284
Rs. 20001 to 30000	16	1.749	40714	0.188
Rs. 30001 to 40000	8	0.874	28313	0.131
Rs. 40001 to 50000	11	1.202	50519	0.234
Rs. 50001 to 100000	24	2.623	159387	0.738
Rs. 100001 and above	125	13.66	21168762	98.006
Total	915	100	21599498	100

g) Dematerialization of Shares:

As on 31st March 2022, 2,15,99,498 equity shares representing 99.99% of the Issued Share Capital of the Company were held in dematerialized form. The equity shares of the Company are traded at BSE.

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

The Company has not issued any of the convertible instruments, hence there is no likelihood of any impact on the Equity Capital of the Company.

i) 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.

j) Plant locations

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

k) Address for correspondence:

Corporate office Address: First India Place, 2nd Floor Sushant Lok-1 MG Road, Gurgaon-122001 Haryana

Registered Office Address: 523-A, Somdutt Chamber – II, 9, Bhikaji Cama Place, New Delhi – 110066 Tel: 011- 45657452

l) 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.

m) 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.

n) 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.

o) Any query on Annual Report:

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

Ms. Bhanu Priya

Company Secretary and Compliance Officer

Moneyboxx Finance Limited

523-A, Somdutt Chamber – II, 9, Bhikaji Cama Place, New Delhi

– 110066 Email: info@moneyboxxfinance.com

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 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 Company. All the transactions are on 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 the Note No. 27 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 <http://www.moneyboxxfinance.com>.

Details of non-compliance

During the last three years, except stated below in the Financial Year 2020-21, 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:

BSE vide its e-mail dated January 18 2021 has imposed a fine of Rs. 2,71,400/- delay in filing of disclosure of Related Party

Transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 for half year ended on September 30, 2020. Company had paid the same on February 01, 2021. Conversely, the stock exchange (Bombay Stock Exchange) vide email dated July 20, 2021, has waived of the fine levied 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)" and informed the

Company that if the Company has already paid the fine amount than the same amount will be adjusted towards ALF (Annual Listing Fees) / other pending charges / fees payable to the stock exchange, if any.

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 behaviour in its operations and has a Whistle Blower Policy which is overseen by 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 <http://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 Obligations and Disclosure Requirements) Regulations, 2015. 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 subsidiaries during the year under review.

Status of Investor Complaints:

Status of Investor Complaints as on March 31, 2022 as reported under Regulation 13(3) of the Listing Regulations is as under

Complaints pending as on April 1, 2021	0
Received during the year	0
Resolved during the year	0
Pending as on March 31, 2022	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 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 (UPSI).

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 at 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

As on March 31, 2022, there were no funds unutilized requiring disclosure as specified under Regulation 32(7A) of the SEBI Listing Regulations.

Certification from Company Secretary in Practice

Certificate from Ms. Ritu, Practicing Company Secretaries, 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 B** to this Report)

Acceptance of recommendation of all Committees

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

Statutory Auditor Fees

A total fee of ₹ 1,00,000/- was paid by the Company, for Statutory Auditors services to M/s Gaur & Associates, Statutory Auditors.

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 2021-22 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

COMPLIANCE WITH THE MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS

The compliance of all applicable laws in the Company are 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 Practicing Company Secretaries has been duly attained by the Company and the same is attached to this Report as **Annexure - A**.

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 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.

CEO and CFO Certification

The certification by CEO and CFO is duly provided in this Annual Report in terms of the requirements of SEBI 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 & Whole-time Director

DIN: 03140334

Date: August 10, 2022

Place: Gurgram

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 2022, 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, 2022.
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 2022, 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

Date: August 10, 2022

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, Bhikhaji 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 Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2022** have been debarred or disqualified from being appointed or continuing as Directors 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 No.	Date of Appointment in Company
1.	Mr. Govind Gupta	00065603	12/10/2018
2.	Mr. Deepak Aggrwal	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.

Date: August 10, 2022

Place: New Delhi

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

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 Mayor 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, 2022.

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

**Sd/-
Deepak Aggarwal
Co-CEO & Chief Financial Officer**

**Place: New Delhi
Date: May 19, 2022**

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, 2022 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:
- (i) significant changes in internal control over financial reporting during the year,
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, 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 & Chief Financial Officer

Place: New Delhi
Date: May 19, 2022

INDEPENDENT AUDITORS' REPORT

**TO,
THE MEMBERS OF MONEYBOXX FINANCE LIMITED
Report on the Audit of Financial Statements**

Opinion

We have audited the accompanying financial statements of **MONEYBOXX FINANCE LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw attention to note 28 to the statement, which describes the uncertainty caused by Novel Coronavirus (COVID-19) pandemic with respect to the company's estimates of impairment of loans to customers and that such estimates may be affected by the severity and duration of the pandemic. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors and Management is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during our audit or otherwise appears to be materially misstated.

Responsibility of Management and Those Charged with Governance (TCWG)

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statement in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it

probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on **31/03/2022** taken on record by the Board of Directors, none of the directors is disqualified as on **31/03/2022** from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or applicable accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. In respect of funds advanced/ received:
 - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on our audit procedures we considered these reasonable and appropriate in the circumstances and nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For GAUR & ASSOCIATES

Chartered

Accountants FRN:

005354C

--Sd/--**S. K. Gupta**

Partner

M. No. 016746

UDIN: 22016746AJSRPG9146

Place: New Delhi

Date: 27/05/2022

“Annexure A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of MONEYBOXX FINANCE LIMITED of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of **MONEYBOXX FINANCE LIMITED** as of March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors

of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GAUR & ASSOCIATES

Chartered

Accountants FRN:

005354C

--Sd/--

S. K. Gupta

Partner

M. No. 016746

UDIN: 22016746AJSRPG9146

Place: New Delhi

Date: 27/05/2022

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Moneyboxx Finance Limited of even date)

- i. In respect of the Company's fixed assets:
 - a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B. The Company has maintained proper records showing full particulars, including quantitative details and situation of Intangible Assets.
 - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
 - d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and the rules made thereunder.
- ii. (a) The Company is in the business of providing loans and does not have any physical inventories. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. As the principal business of company is to give loans & advances, so definitely during the year company has granted loans or advances to various parties that are in the nature of unsecured loans and also company has made investments too.
 - a) As the principal business of company is to give loans & advances. Therefore, reporting under clause 3(iii)(a) of the Order is not applicable to the Company.
 - b) Based on our audit procedures and according to the information and explanations provided by the management, in our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
 - c) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, we are of the opinion that in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular except some loans.
 - d) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, the total amount overdue for more than ninety days is and also the company has taken reasonable steps for recovery of the principal and interest.

- e) As the principal business of company is to give loans & advances. Therefore, reporting under clause 3(iii)(e) of the Order is not applicable to the Company.
- f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. If so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any loans or deposits which are deemed to be 'deposits' within the meaning of Rule 2(b) of the Companies (Acceptance of Deposits) Rules, 2014 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- vi. According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such services for which the Central Government has prescribed particulars relating to utilisation of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Professional Tax, Value Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Professional Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- c) According to the records of the company, there are no dues of sales tax/income-tax/value added tax/customs duty/excise duty/cess which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the Tax Assessments under the Income Tax Act, 1961.
- ix. In respect to repayment and usage of borrowings:
- a) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowing or in the payment of interest thereon to any lender, financial institution, bank, government or dues to debenture- holders.
- b) The company has not declared as willful defaulter by any bank or financial institution or other lender.
- c) Based upon the audit procedures performed, we are of the opinion that the company has applied term loans for the purpose for which the loans were obtained.
- d) Based upon the audit procedures performed, we are of the opinion that the company has not utilized the funds raised on short term basis for long term purposes.
- e) As the company does not have any subsidiary, associate or joint venture. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.

- f) As the company does not have any subsidiary, associate or joint venture. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x. In relation to use of money raised through issue of own shares.
- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) In our opinion and according to the information and explanations given to us, the Company has made preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and has also complied with the requirements of section 42 and section 62 of the Companies Act, 2013. Further, the funds raised have been used for the purposes for which the funds were raised.
- xi. In respect of Reporting on Fraud:
- a) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.
- b) As no fraud has been noticed or reported, therefore no reporting is required with the Central Government under sub-section (12) of section 143 of the Companies Act.
- c) During the year, no whistle blower complaint has been received.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate Internal Audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under Audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In relation to Reporting on Registration u/s 45-IA of RBI Act:
- a) The company is a Non-Banking Financial Company and is required to be registered under section 45-I of the Reserve Bank of India. The company has obtained the registration vide certificate of registration no. B-14.03301 dated 13th March 2019.
- b) As the company has obtained the registration on 13th March 2019 (as referred in clause (a)), so there is no question that during the year company would conduct any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,
- d) the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses amounting to Rs. 424.93 lakhs in the financial year covered by our audit and has also incurred cash losses amounting to Rs. 295.87 lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.

- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Provisions of section 135 of the Companies Act, 2013 are not applicable to the Company as the company does not qualify the limits of section. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

For GAUR & ASSOCIATES

Chartered

Accountants FRN:

005354C

--Sd/--

S. K. Gupta

Partner

M. No. 016746

UDIN: 22016746AJSRPG9146

Place: NewDelhi

Date: 27/05/2022

MONEYBOXX FINANCE LIMITED
(FORMERLY DHANUKA COMMERCIAL
LIMITED) CIN: L30007DL1994PLC260191

REG. OFFICE :523-A SOMDUTT CHAMBER-II, 9 BHIKAJI CAMA PLACE, NEW DELHI-110066

BALANCE SHEET AS AT 31ST MARCH,2022

(Figures in INR Lakhs)

	PARTICULARS	NOTES	AS AT 31ST MARCH,2022		AS AT 31ST MARCH, 2021	
	ASSETS					
1	Financial Assets					
	(a) Cash and cash equivalents	7 (A)	608.32		233.22	
	(b) Bank Balances other than Cash & Cash Equivalents	7 (B)	179.72		10.00	
	(c) Receivables					
	(d) Loans	8	11,914.80		6,197.29	
	(e) Investments					
	(f) Other financial assets	9	260.29	12,963.13	256.62	6,697.13
2	Non-Financial Assets					
	(a) Current assets (net)	10	226.60		119.13	
	(b) Deferred tax assets (net)		362.01		83.92	
	(c) Property, plant and equipment		150.38		129.59	
	(d) Capital Work-in-Progress		233.42		153.68	
	(d) Right of Use Asset		124.40		119.22	
	(e) Other Intangible assets		0.27		0.56	
	(f) Other non-financial assets		-	1,097.08	-	606.11
	TOTAL			14,060.22		7,303.24
	LIABILITIES AND EQUITY					
1	Liabilities					
	Financial liabilities					
	(a) Payables					
	(b) Trade payables					
	(i) Total outstanding dues of micro enterprises and small enterprises					
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises					
	(c) Debt securities					
	(d) Borrowings (other than debt securities)	11	9,099.22		4,501.44	
	(e) Subordinated liabilities		652.63			
	(f) Lease Liability		143.03		137.16	
	(g) Other financial liabilities		-	9,894.87	-	4,638.59
	Non-financial liabilities					
	(a) Current liabilities (net)	12	607.13		190.99	
	(b) Provisions	13	105.01		55.10	
	(c) Deferred tax liabilities (net)	14	-		-	
	(d) Other non-financial liabilities	15	1.84	713.98	3.45	249.54
	EQUITY					
	(a) Equity share capital	16	2,159.95		2,008.17	
	(b) Other equity	17	1,291.42	3,451.37	406.94	2,415.10
	TOTAL			14,060.22		7,303.24

Significant Accounting Policies and Notes on Financial Statements
The accompanying notes are an integral part of the financial statement

Auditor's Report

As per our separate report of even date annexed herewith

FOR AND ON BEHALF OF THE BOARD
MONEYBOXX FINANCE LIMITED

For GAUR & ASSOCIATES

Chartered Accountants

(FRN-
005354C)

--Sd/--

(S.K. Gupta)

Partner

M.No.- 016746

Place : New Delhi

Date : 27/05/2022

UDIN: 22016746AJSRPG9146

--Sd/----- Sd/--

Mayur Modi

Whole-time Director, Co- CEO &
COO

DIN:08021679

--Sd/----- Sd/--

Govind Gupta

Director

DIN:00065603

Deepak Aggarwal

Whole-time Director &
CFO

DIN:03140334

Bhanu Priya

Company Secretary

M.No. A36312

MONEYBOXX FINANCE LIMITED
(FORMERLY DHANUKA COMMERCIAL
LIMITED) CIN: L30007DL1994PLC260191

REG. OFFICE :523-A SOMDUTT CHAMBER-II, 9 BHIKAJI CAMA PLACE, NEW DELHI-110066

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED ON 31ST MARCH 2022

(Figures in INR Lakhs)

(Rs in Lakhs)				
	PARTICULARS	NOTES	FOR THE PERIOD ENDED 31ST MARCH,2022	FOR THE YEAR ENDED 31ST MARCH, 2021
A	Revenue from Operations			
	(i) Interest Income	18	2,229.35	1,084.96
	(ii) Sale of Services	19	29.84	11.04
	(iii) Other Income	20	71.41	3.59
	Total revenue from operations (I)		2,330.60	1,099.59
B	EXPENSES			
	(i) (Increase)/Decrease in inventories	21	-	-
	(ii) Finance Cost	22	1,055.73	359.93
	(iii) Impairment on financial instruments (Expected Credit Loss)		133.62	11.24
	(iv) Employee Benefits Expenses	23	1,303.49	817.62
	(v) Depreciation, amortisation and impairment	24	93.80	81.41
	(vi) Other Expenses	25	396.30	217.92
	Total (II)		2,982.95	1,488.11
	Profit/(loss) before tax (III) (I-II)		(652.35)	(388.52)
	Tax Expenses			
	Current Tax		-	-
	Income tax paid for earlier years		-	-
	Deferred Tax		(280.34)	(91.19)
	Total Tax Expenses (IV)		(280.34)	(91.19)
	Profit/(loss) for the year (V) (III-IV)		(372.01)	(297.33)
	Other Comprehensive Income			
	Items that will not be reclassified to P&L		8.66	(0.19)
	Income tax relating to items that will not be reclassified to P&L		(2.25)	-
	Other Comprehensive Income (VI)		6.41	(0.19)
	Total Comprehensive Income For the year (V)+ (VI)		(365.60)	(297.52)
	Earnings per equity share [nominal value of share Rs. 10]			
	Basic	26	(1.82)	(1.48)
	Diluted	26	(1.82)	(1.48)

Significant Accounting Policies and Notes On Financial Statements

The accompanying notes are an integral part of the financial statements

FOR AND ON BEHALF OF
THE BOARD
**MONEYBOXX FINANCE
LIMITED**

Auditor's Report

As per our separate report of even date
annexed herewith

For GAUR & ASSOCIATES

Chartered Accountants
(FRN-005354C)

(S.K. Gupta)

Partner

M.No. - 016746

Place : New Delhi

Date : 27-05-2022

Udin : 22016746AJSRPG9146

Mayur Modi
Whole-time Director
DIN:08021679

Deepak Aggarwal
Whole-time Director & CFO
DIN:03140334

Govind Gupta
Director
DIN:00065603

Bhanu Priya
Company Secretary
M.No. A36312

MONEYBOXX FINANCE LIMITED
(FORMERLY DHANUKA COMMERCIAL
LIMITED) CIN: L30007DL1994PLC260191

REG. OFFICE :523-A SOMDUTT CHAMBER-II, 9 BHIKAJI CAMA PLACE, NEW DELHI-110066

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2022

(Figures in INR Lakhs)

	Particulars	FOR THE PERIOD ENDED MARCH 31, 2022	FOR THE PERIOD ENDED MARCH 31, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	(652.35)	(388.52)
	Adjustment for:		
	Dividend Received	-	-
	Stock based Options to Employees	3.08	
	Depreciation and amortization expense	93.80	81.41
	Interest on FD and FLDG	(30.30)	(34.80)
	Impairment of Loans	96.45	11.24
	Finance Cost	1,055.73	359.93
	Cash Flow towards Finance Cost	(1,055.73)	(359.93)
	Comprehensive Item	8.66	(0.19)
	(Profit)/Loss on Sale of Property, Plant and Equipment		
	Operating Profit before Working Capital Changes	(480.66)	(330.87)
	Adjustment for:		
	(Increase)/Decrease in non-financial assets	-	-
	(Increase)/Decrease in Trade loans	(5,813.96)	(3,280.63)
	(Increase)/Decrease in other financial assets	(0.59)	(5.68)
	(Increase)/Decrease in Current assets	(107.47)	(24.74)
	Increase/(Decrease) in Other financial liabilities	-	-
	Increase/(Decrease) in Current liabilities	416.14	151.48
	Increase/(Decrease) in Trade Payables	-	-
	Increase/(Decrease) in Provisions	49.91	14.07
	Increase/(Decrease) in Other non-financial Liabilities	(1.61)	1.32
	Cash Generated from Operations	(5,938.25)	(3,475.05)
	Net Income tax (paid)		
	Net cash flows from/(used in) operating activities (A)	(5,938.25)	(3,475.05)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	(139.70)	(122.92)
	Increase/Decrease in FD & FLDG	(3.09)	(48.88)
	Interest on FD & FLDG	30.30	34.80
	Movement in bank Balances other than cash & cash Equivalents	(169.72)	(10.00)
	Sale of Fixed Assets	-	-
	Purchase of Investments	-	-
	Other non Current Assets	-	-
	Sale of Investments	-	-
	Dividends received	-	-
	Net cash from/(used in) Investing activities (B)	(282.21)	(147.00)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital	151.78	-
	Share premium on equity shares allotted	1,290.17	-
	Payment of Share issue expense	(43.16)	-
	Proceeds from borrowings from Financial Institutions	8,998.81	4,150.00

Repayment of borrowings from Financial Institutions	(3,748.41)	(1,244.54)
Payment of lease liabilities	(53.64)	(34.37)
Dividend Paid	-	-
Net Cash from/(used in) Financing activities(C)	6,595.55	2,871.08
Net (Decrease)/Increase in Cash and Cash Equivalents (A+B+C)	375.09	(750.96)
Cash and cash equivalents at beginnings of year	233.22	984.19
Cash and cash equivalents at end of year	608.32	233.22
Total Cash and cash equivalents	608.32	233.22

Significant Accounting Policies and Notes on Financial Statements
The accompanying notes are an integral part of the financial statements.

FOR AND ON BEHALF OF THE
BOARD MONEYBOXX
FINANCE LIMITED

Auditor's Report

As per our separate report of even date annexed herewith

For GAUR & ASSOCIATES

Chartered Accountants

(FRN-
005354C)

--Sd/--

(S.K. Gupta)

Partner

M.No.- 016746

Place : New Delhi

Date : 27/05/2022

UDIN: 22016746AJSRPG9146

--Sd/----- Sd/--

Mayur Modi

Whole-time Director ,Co- CEO &
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DIN:03140334

--Sd/----- Sd/--

Govind Gupta

Director

DIN:00065603

Bhanu Priya

Company Secretary

M.No. A36312

MONEYBOXX FINANCE LIMITED
(FORMERLY DHANUKA COMMERCIAL LIMITED)

Note No. 1 CORPORATE INFORMATION

Moneyboxx Finance Limited (Formerly known as Dhanuka Commercial Limited), an Indian Company incorporated on November 16, 1994, under the provisions of Companies Act, 1956, having its registered office at New Delhi. The Company is registered with the Reserve Bank of India ("RBI") as a Non-Systemically Important Non-Deposit Taking Non-Banking Financial Company (NBFC) and the Company is also listed on Main Board of Bombay Stock Exchange Ltd. (BSE), Mumbai.

The Company is engaged in lending and allied activities. The Company focuses on small and medium-sized enterprises (SME) lending, commercial lending and value-added services.

Note No. 2 STATEMENTS OF SIGNIFICANT ACCOUNTING POLICIES BASIS

OF PREPARATION OF FINANCIAL STATEMENTS

1. Compliance with IND-AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind-AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

2. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind-AS. The Statement of Cash Flows has been presented as per the requirements of Ind-AS 7 Statement of Cash Flows.

3. Basis of preparation

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting period as explained in the accounting policies below. All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR in compliance with Schedule III of the Act, unless otherwise stated.

4. Use of Estimates

The preparation of financial statements in conformity with Ind-AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet date.

5. Date of recognition of Financial Instruments

Financial assets and financial liabilities are recognized in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

6. Impairment of financial assets

The Company applies the ECL model in accordance with Ind-AS 109 for recognizing impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has evaluated the PD and LGD based on the management's best estimate in accordance with Ind-AS 109.

7. Financial Liabilities

Financial liabilities are measured at amortized cost. The carrying amounts are determined based on the EIR method. Interest expense is recognized in statement of profit and loss.

Any gain or loss on de-recognition of financial liabilities is also recognized in statement of profit and loss.

Undrawn loan commitments are not recorded in the balance sheet.

8. Finance Cost

Finance cost is on account of adoption of Ind AS 116, Leases. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Further the company applied provisions of Ind AS-109 for recognizing borrowing cost.

9. Write Offs

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

During the year, the Company has written off the loan assets worth INR 95.95 Lakhs due to NPAs & INR 0.51 Lakhs on account of shortfall in insurance in case of death cases during the year.

10. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

11. Cash and cash equivalents

Cash and cash equivalents include cash at banks and on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less/more that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The Company follows the policy of crediting the customer's account only on receipt of amount in the bank and as such no cheques in hand are taken into consideration.

12. Property, plant and equipment as per Ind-AS 16

a. Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Cost of assets not put to use before such date are disclosed under Capital work-in-progress.

We have considered all payments made towards software implementation under Capital work in progress as our software is under implementation.

b. Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits / functioning capability from / of such assets.

c. Depreciation, estimated useful lives and residual value.

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used and differences from the lives prescribed under Schedule II are noted in the table below: -

Type of Assets	Estimated useful life as assessed by the Company	Estimated useful life under Schedule II of the Act
Computers	3 Years	3 Years
Software & System Development	3 Years	3 Years
Office Equipment	5 Years	5 Years
Motor Cars	8 Years	8 Years
Furniture & Fixtures	10 Years	10 Years
Leasehold Improvements	Tenure of lease agreements	Tenure of lease agreements

The Company uniformly estimates a five percent residual value for all these assets. Items costing less than Rs. 5,000 are fully depreciated in the year of purchase. Depreciation is pro-rated in the year of acquisition as well as in the year of disposal.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

13. Other intangible assets

Software and system development expenditure are capitalized at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortization and any accumulated impairment losses. The useful life of these intangible assets is estimated at 3 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

14. Revenue recognition

Revenue (other than for those items to which Ind-AS 109 Financial Instruments is applicable) is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and services tax ('GST') and amounts collected on behalf of third parties. Ind-AS 115 Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

Specific policies for the Company's different sources of revenue are explained below:

a. Income from lending business

Interest Income

Interest income on a financial asset at amortized cost is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received, and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e., at the amortized cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortized cost of the credit-impaired financial assets (i.e., the gross carrying amount less the allowance for ECLs).

Other financial charges

Cheque bouncing charges, late payment charges and prepayment charges are recognized on a point-in-time basis and are recorded when realized since the probability of collecting such monies is established when the customer pays.

15. Employee Benefits as per Ind AS-19

a. Provident Fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

b. ESIC

The Company's contribution paid/payable during the year to ESIC are recognized in the statement of profit and loss.

c. Gratuity

The Company operates a defined benefit gratuity plan that provides for gratuity benefit to all employees. The benefit is in the form of lump sum payments to vested employees on resignation, retirement, or death while in employment or on termination of employment, as defined in provisions of Gratuity Act 1972 as amended. Vesting occurs upon completion of four years of service.

The Company creates an appropriate provision for gratuity fund based on the actuarial valuation determined as at the year-end.

The cost of providing benefits under the defined benefit plan is determined using the basis of last drawn qualifying salary.

16. Leases

The Company has adopted Ind-AS 116 - Leases and applied it to all lease contracts entered. Based on the same and as permitted under the specific transitional provisions in the standard, the Company is not required to restate the comparative figures.

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less

The following policies applied-

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- initial direct costs incurred; and
- the amount of any provision recognized where the Company is contractually required to dismantle.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

17. Goods and services tax paid on acquisition of assets or on incurring expenses.

Expenses and assets are recognized net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

Further being an NBFC Company, the Company has followed the policy to availed only 50% input credit of GST on all expenses as well as on Capital Goods Purchased and the remaining 50% will be lapsed as per Rule No. 3 of ITC of GST.

18. Income tax

a. Current tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 in respect of taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years.

b. Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

19. Earnings Per Share

The Company reports basic and diluted earnings per equity share as per Ind-AS 33. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity shareholders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

Note No. 3 Reporting Segment

As the company is engaged in a single segment i.e., Financial Activities/Services, hence there is no separate reportable segment as per Ind AS 108.

Note No. 4 Details of Single Borrower Limits (SBL)/Group Borrower Limits (GBL) exceeded

The Company has not exceeded the single borrower limits/group borrower limits as set as by Reserve Bank of India.

Note No. 5 Details of dues to Micro, Small and Medium Enterprises

As per the information available, following is the status of MSME parties.

Particulars	31 March 2022	31 March 2021
The principal amount remaining unpaid at the end of the year	--	--
The Interest Amount remaining unpaid at the end of the year	--	--
Balance of MSME parties at the end of the year	--	--

Note No. 6 Capital Management

The primary objective of the Company's capital management policy is to ensure compliance with regulatory capital requirements. In line with this objective, the Company ensures adequate capital at all the times and manages its business in a way in which capital is protected, satisfactory business growth is ensured, cash flows are monitored, borrowing covenants are honored and ratings are maintained.

Regulatory capital-related information is presented as part of the RBI mandated disclosures. The RBI norms require capital to be maintained at prescribed levels. In accordance with such norms, Tier I capital of the Company comprises of share capital, share premium, reserves and perpetual debt, Tier II capital comprises of subordinated debt and provision on loans that are not credit impaired. There were no changes in the capital management process during the periods presented.

Some Important Ratio Analysis is as follows-

Particulars	31.03.2022	31.03.2021
CRAR (Capital Risk Adequacy Ratio)	30.59%	38.05%
GNPA Ratio (Gross Non-Performing Asset Ratio)	0.62%	0.21%
NNPA Ratio (Net Non- Performing Asset Ratio)	0.31%	0.11%

(Figures in Lakhs)

Capital Adequacy (INR)	31.03.2022	31.03.2021
Tier I Capital	3089.09	2330.62
Tier II Capital	552.51	23.73
Total Capital	3641.60	2354.35
Risk Weighted Assets	11904.90	6188.01
Tier I Capital Ratio %	25.95%	37.66%
Tier II Capital Ratio %	4.64%	0.38%
Total Capital Adequacy Ratio %	30.59%	38.05%

GNPA Movement as below:

(Figures in INR Lakhs)

Gross Non-Performing Assets (INR)	31.03.2022	31.03.2021
Opening Balance	13.20	0.00
Addition during the year	156.93	23.73
Written off during the year	(95.95)	(10.53)
Closing Balance	74.18	13.20

MONEYBOXX FINANCE LIMITED
(FORMERLY DHANUKA COMMERCIAL
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REG. OFFICE :523-A SOMDUTT CHAMBER-II, 9 BHIKAJI CAMA PLACE, NEW DELHI-

110066 NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST

MARCH,2022

(Figures in INR Lakhs)

Note 7 (A) Cash and Cash Equivalents	As at 31.03.2022	As at 31.03.2021
(a) Cash in hand		
(b) Balances with Scheduled Banks	3.31	1.88
<i>-In Current Accounts</i>		
<i>-In Fixed Deposits with original maturity of three months or Less</i>	605.01	202.38
	-	28.97
Total Amount	608.32	233.22

Note 7 (B) Bank Balances Other than Cash & Cash Equivalents	As at 31.03.2022	As at 31.03.2021
Fixed Deposits (Held as margin against borrowings by Lenders)	179.72	10.00
Total Amount	179.72	10.00

Note 8 Loans	As at 31.03.2022	As at 31.03.2021
(a) Staff Loans	9.90	9.27
(b) Loan & Advances	11,904.90	6,188.02
Total Amount	11,914.80	6,197.29

(Figures in INR Lakhs)

Note 9	As at 31.03.2022	As at 31.03.2021
Other Financial Asset		
(a) FLDG*	229.57	226.48
(b) Security Deposit	29.56	22.86
(c) Advance Rent	-	0.06
(d) Staff Imprest	1.16	0.06
(e) Advance to Vendor	-	-
(f) Advance Salary	-	7.15
Total Amount	260.29	256.62

* This amount is security with Lenders which includes Interest there on.

Note 10	As at 31.03.2022	As at 31.03.2021
Other Current Assets		
(a) Balance with Income Tax Authorities	3.70	9.30
(b) Accrued Interest on EMI, FD	148.24	86.97
(c) GST Input Credit	12.23	15.62
(d) Other Current Assets	34.37	6.08
(e) Insurance Claim Receivable	17.87	-
(f) Stamp Paper	10.19	1.16
Total Amount	226.60	119.13

Note 11	As at 31.03.2022	As at 31.03.2021
Borrowings (other than debt securities)		
<u>Secured Loan</u>		
Alwar General Finance Co. Pvt Ltd	382.57	244.88
Ambit Finvest Pvt Ltd	171.24	90.51
Ashv Finance Limited	73.76	169.46
AU Small Finance Bank Ltd	90.77	188.75
Blacksoil Capital Pvt Ltd	718.41	421.60
Capri Global Capital Limited	148.02	298.10
Caspian Impact Investment Pvt Ltd	910.86	247.64
Eclear Leasing & Finance Pvt Ltd	800.07	1,180.45
Hindon Mercantile Limited	107.08	197.85
Hinduja Leyland Finance Ltd	706.15	176.43
Incred Financial Services Limited	716.15	189.90
MAS Financial Services Limited	572.86	419.14
Profectus Capital Pvt Ltd	336.94	196.82

UC Inclusive Credit Pvt Ltd	557.12	479.92
Klay Capital	293.74	-
DCB Bank	931.16	-
Vivriti Capital Pvt Ltd	387.55	-
Western Capital Pvt Ltd	498.59	-
Borrowings against PTC Securitisation	696.18	-
Total Amount	9,099.22	4,501.44

*Above term loans are secured by way of hypothecation of loan receivables

Note 12	As at 31.03.2022	As at 31.03.2021
Current Liabilities(Net)		
(a) PF/ESIC	10.29	7.76
(b) Professional Tax	0.32	0.24
(c) GST	0.57	0.74
(d) TDS	22.48	10.42
(e) Other Expenses Payable	16.94	19.81
(f) Funds in transit (Loan Disbursals)	506.99	128.88
(e) Interest Accrued but not Due (PTC , TL & NCD)	49.54	23.13
		-
Total Amount	607.13	190.99

Note 13	As at 31.03.2022	As at 31.03.2021
Provisions		
On Expected Credit Loss	67.50	30.33
On Gratuity	37.51	24.77
Total Amount	105.01	55.10

Note 14	As at 31.03.2022	As at 31.03.2021
Deferred Tax Liability		
Net Deferred tax Liability	-	-
Net Amount	-	-

(Figures in Lakhs)

Note 15	As at 31.03.2022	As at 31.03.2021
Other Non-financial Liabilities		
Deferred Revenue (Pre-Emi Interest)	1.84	3.45
Total Amount	1.84	3.45

Note No. 16**STATEMENT OF CHANGES IN EQUITY**

(Figures in Lakhs)

Current reporting period FY 2021-22				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2,008.17	0	2,008.17	151.78	2,159.95

Previous reporting period FY 2020-21				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
2,008.17	0	2,008.17	0	2,008.17

Note No. 17

Other Equity FY 2021-22

(Figures in Lakhs)

	Reserve & Surplus														
	Share applicati on money pending allotmen t	Equity component of compound financial Instruments	Capital Reserve	Securities Premium	Other Reserves (RBI Special Reserve)	Other Reserve s (ESOP)	Retained Earnings	Debt instruments through Other Compreh ensive Income	Equity Instruments through Other Compreh ensive Income	Effective portion of Cash Flow Hedges	Revaluat ion on Surplus	Exchang e differenc es on translati ng the financial stateme nts of a foreign operatio n	Exchang e differenc es on translati ng the financial stateme nts	Money received against share warrants	Total
Balance at the beginning of the reporting period	-	-	-	1,048.83	15.18	-	(657.07)	-	-	-	-	-	-	-	406.94
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	1,048.83	15.18	-	(657.07)	-	-	-	-	-	-	-	406.94
Total Comprehensive Income for the year	-	-	-	-	-	-	6.41	-	-	-	-	-	-	-	6.41
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	(372.01)	-	-	-	-	-	-	-	(372.01)
Any other change (Addition)	-	-	-	1,290.17	-	3.08	-	-	-	-	-	-	-	-	1,293.25
Any other change (Utilized)	-	-	-	(43.16)	-	-	-	-	-	-	-	-	-	-	(43.16)
Balance at the end of the reporting period	-	-	-	2,295.83	15.18	3.08	(1,022.67)	-	-	-	-	-	-	-	1,291.42

	Reserve & Surplus				Other Reserves (RBI Special Reserve)	Other Reserves (ESOP)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of CashFlow Hedges	Revaluation on Surplus	Exchange differences on translating the financial statements of a foreign operation	Exchange differences on translating the financial statements	Money received against share warrants	Total
	Share application money pending allotment	Equity component of compound financial Instruments	Capital Reserve	Securities Premium											
Balance at the beginning of the reporting period	-	-	-	1,048.83	15.18	-	(359.54)	-	-	-	-	-	-	-	704.46
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	1,048.83	15.18	-	(359.54)	-	-	-	-	-	-	-	704.46
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	(297.52)	-	-	-	-	-	-	-	(297.52)
Any other change (Addition)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (Utilized)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	1,048.83	15.18	-	(657.07)	-	-	-	-	-	-	-	406.94

Shareholding Pattern

S. No	Shares held by promoters at the end of the year				% Change during the year
	Promoter name	Type of Share	No. of Shares	%of total shares	
1	Moneyboxx Capital Private Limited	Equity Share	137.19	63.51%	0.00%
2	Nishant Agrawal	Equity Share	0.25	0.12%	0.00%
3	Puja Agarwal	Equity Share	0.50	0.23%	0.00%
	Total		137.94	63.86%	0.00%

CWIP aging schedule					
(Rs in Lakhs)					
Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	79.74	52.29	83.15	18.24	233.42
Projects temporarily suspended	-	-	-	-	-

Figures in Lakhs

Note 18 Interest Income	For the period ended On 31.03.22	For the year ended On 31.03.21
Interest on Loans & Advances as per EIR	2,197.70	1,049.57
Interest on Staff Loan	1.35	0.59
Interest on FDR's	16.25	22.50
Interest Income on FLDG	14.04	12.31
Total Amount	2,229.35	1,084.96

Note 19 Sale of Services	For the period ended On 31.03.22	For the year ended On 31.03.21
Bouncing Charges	21.54	8.75
Restructuring Charges	0.01	0.05
Other Income from Branches (LPI etc.)	2.65	0.47
Pre-Payment charges	5.55	1.76
Recovery Gain (On Written off Cases)	0.09	-
Total Amount	29.84	11.04

Note 20 Other Income	For the period ended On 31.03.22	For the year ended On 31.03.21
Interest on IT refund	0.75	2.46
Misc. Income	70.33	1.13
Gain on lease modification	0.33	-
Total Amount	71.41	3.59

Note 21 (Increase)/Decrease in inventories	For the period ended On 31.03.22	For the year ended On 31.03.21
(Increase)/ Decrease		
Closing Stocks	-	-
Less: Opening Stocks	-	-
Net (Increase)/Decrease	-	-

(Figures in Lakhs)

Note 22 Finance Cost	For the period ended On 31.03.22	For the year ended On 31.03.21
Interest , Proc Fee & Doc Fee (Term Loans , NCD & PTC)	1,019.57	318.25
Pre-EMI Interest Paid	16.22	19.79
Stamp Duty Charges	-	3.17
Interest on Lease Liability	18.35	18.18
Interest on Current Service cost(Gratuity)	1.59	0.54
Total	1,055.73	359.93

Note 23 Employee Benefit Expense	For the period ended On 31.03.22	For the year ended On 31.03.21
Employees' emoluments (Includes Managerial remuneration):		
– Salaries, wages and bonus	1,063.49	669.03
– Director's Remuneration	120.00	66.12
– Contribution to provident and other funds	58.69	39.56
– Staff welfare expenses	20.41	13.61
– Staff Insurance	11.88	9.42
– Service cost (Gratuity)	19.81	15.79
- Share based payment to employees	3.08	
– Mobile Claim	6.14	4.10
Total	1,303.49	817.62

Note 24 Depreciation and amortization Expense	For the period ended On 31.03.22	For the year ended On 31.03.21
Depreciation during the year (including ROU)	91.25	67.08
Amortisation Expenses	2.54	14.33
Total	93.80	81.41

(Figures in Lakhs)

Note 25	For the period	For the year ended
Other expenses	ended On 31.03.22	On 31.03.21
Advertisement	0.71	0.60
Audit Fees	2.00	1.60
Bank Charges	12.55	5.37
Corporate Guarantee Expense	19.50	-
Donation	0.11	0.02
Electricity charges	5.33	3.94
Freight Charges	0.62	1.26
File Storage Charges	0.61	0.64
Communication Costs	4.65	4.24
IT Expense, License Fees & Software Expense	33.22	24.97
Listing Fees & Membership Fees	9.69	5.06
Office Expense	32.22	23.18
Office Rent	24.60	11.52
Postage & Courier	4.77	4.35
Printer Rent	8.48	4.07
Printing & Stationery	6.09	8.15
Professional Charges	73.43	29.79
Rates & Taxes	35.05	17.98
Repair & Maintenance	2.97	1.56
Sitting Fees Independent Director	9.40	5.80
Stamp Paper Commission, Handling & Convenience Fee	5.95	1.98
Travelling & Conveyance	104.37	61.85
	396.30	217.92
Total	396.30	217.92

Note 26	For the period	For the year ended
Earning per share	ended On 31.03.22	On 31.03.21
Profit after Tax	(372)	(297)
Weighted Average No of Equity shares in calculation of Basic earning per share	205	201
Dilution on account of ESOP and partly paid up shares *	-	-
Weighted Average Number of Equity Shares in calculation of earnings per share	0	0
Basic earning per share	(1.82)	(1.48)
Dilluted earning per share	(1.82)	(1.48)

No of ESOPs granted	309,500.00	Nil
Weighted Average no of ESOPs	25,791.67	Nil
Exercise Price	95.00	Nil
Average Market price during FY22	89.74	
Weighted average number of shares that would have been issued at average market price	27,304.70	

* Anti-Dilutive Shares: Since Exercise price is greater than average market price, there is no dilution effect for FY22

Note No. 27 Related Party Disclosure with the parties as disclosed under IND-AS-24

a. List of Related Parties

Name of Related Party	Nature of Relationship
Shyam Goel & Associates	Related Concern
Moneyboxx Capital Private Limited	Holding Company
<u>Director & their relatives</u>	
Mr. Mayur Modi	Whole-time Director
Mr. Deepak Aggarwal	Whole-time Director
Mr. Govind Gupta	Director
Mr. Atul Garg	Director
<u>Independent Directors:</u>	
Ratna Dhanashree Vishwanathan	Independent Directors
Uma Shankar Paliwal	Independent Directors

b. Key Management Personnel (KMP)

Name of Person	Designation
Mr. Mayur Modi	Co-CEO & Co-COO
Mr. Deepak Aggarwal	Co-CEO & CFO
Ms. Bhanu Priya*	Company Secretary & Compliance Officer

c. Details of Transactions with related parties

(Figures in Lakhs)

Nature and Volume of Transactions	Year 2021-22	Year 2020-21
Remuneration		
Mr. Mayur Modi	84.24	43.51
Mr. Deepak Aggarwal	84.24	19.74
Ms. Bhanu Priya*	6.46	0.00
Sitting Fee to Independent Directors		
Ratna Dhanashree Vishwanathan	4.70	2.80
Uma Shankar Paliwal	4.70	3.00
Office Rent		
Govind Gupta	2.45	4.20
Moneyboxx Capital Pvt Ltd	1.05	1.80
Reimbursement of Expense		
Mr. Mayur Modi	1.37	2.66
Mr. Deepak Aggarwal	1.47	0.51
Govind Gupta	0.31	0.00
Moneyboxx Capital Pvt Ltd	0.00	2.47
For Direct & Indirect Tax payment		
Shyam Goel & Associates	0.00	14.89
Advance Salary Granted		
Mr. Mayur Modi	0.00	8.50

Corporate Guarantee Commission		
Moneyboxx Capital Pvt Ltd	19.50	0.00
Loans & Advances		
Moneyboxx Capital Pvt Ltd – Loans Taken (28-02- 2022)	150.00	0.00
Repayment of Loan to Moneyboxx Capital Pvt Ltd (08- 03- 2022)	150.00	0.00
Interest paid on Loan to Moneyboxx Capital Pvt Ltd (ROI – 1.25% p.m.)	0.50	0.00

*Company Secretary and Compliance Officer appointed w.e.f. August 14, 2021

d. Closing Balance with related parties:

Name of Related Party	Year 2021-22	Year 2020-21
Mayur Modi	-	6.83
Moneyboxx Capital Pvt Ltd	-	-

Note 28 Impact of COVID-19

COVID-19 global pandemic and severity of the second wave in India disrupted economic activity as local governments resorted to lockdowns and restrictions to fight the pandemic. While the Company has so far achieved best-in-industry collection ratios and asset quality, impact of the pandemic on the Company's assets and future results will depend on the future developments, including the extent to which the pandemic persists and responses of the government. Given the uncertainty over potential macro-economic impact, the Management has considered all the available internal and external information, including credit reports and economic forecasts up to the date of approval of these financial results. The Company has, based on the policy approved by the Board, determined the provision for impairment of financial assets and made suitable provisions for expected credit losses on financial results as on 31.03.2022.

Note No. 29 RBI ECL disclosure requirements.

Expected Credit Loss is calculated as below:

ECL = Exposure at Default * Probability of Default * Loss Given Default

Category	Loans (Rs. In Lakh)	Estimated PD	Expected LGD	ECL (Rs. In Lakh)
Stage 1 (0-30')	11,777.31	0.50%	50%	29.44
Stage 2 (31-90')	53.41	2.00%	50%	0.53
Stage 3 (90+)	74.18	100.00%	50%	37.09
Grand Total				67.07

(Figures in Lakhs)

Asset Classification as per RBI Norms	Asset classification as per IndAS 109	Gross Carrying Amount as per Ind AS	Loss Allowances as (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between IndAS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5) = (3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	11,777.31	29.44	11,747.87	29.44	0.00
	Stage 2	53.41	0.53	52.88	0.13	0.40
Subtotal		11,830.72	29.97	11,800.75	29.57	0.40

Non-Performing Assets (NPA)						
Substandard	Stage 3	74.17	37.09	37.08	7.42	29.67
Doubtful - up to 1 year	Stage 3	0	0	0	0	0
1 to 3 years	Stage 3	0	0	0	0	0
More than 3 years	Stage 3	0	0	0	0	0
Subtotal for doubtful		0	0	0	0	0
Loss	Stage 3	0	0	0	0	0
Subtotal for NPA		74.17	37.09	37.08	7.42	29.67
Other items such as guarantees loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	0	0	0	0	0
	Stage 2	0	0	0	0	0
	Stage 3	0	0	0	0	0
Subtotal		0	0	0	0	0
Total	Stage 1	11,777.31	29.44	11,747.87	29.44	0.00
	Stage 2	53.41	0.53	52.88	0.13	0.40
	Stage 3	74.18	37.09	37.09	7.42	29.67
	Total	11,904.90	67.06	11,837.84	36.99	30.07

Note No. 30

The Previous year figure have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosure for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Note No. 31

During the year, the company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

Note No. 32 Additional Regulatory Information

- i. The company does not hold any immovable property where title deeds are not held in name of the Company.
- ii. No investment property is held by the company as at Balance sheet date.
- iii. No Property, Plant and Equipment is revalued by company during the year.
- iv. No Intangible asset is revalued by company during the year.
- v. No Loans or Advances are granted to promoters, directors, KMPs and the related parties during the year.
- vi. Since the company does not hold any benami property at any point of time during the year & hence no proceedings have been initiated or pending in this respect against the company.
- vii. Quarterly returns or statement of current assets filed by the company with Banks & Financial Institutions w.r.t borrowings taken are in agreement with the books of accounts. Further, there is no discrepancy during the year.
- viii. The company is not a wilful defaulter declared by any bank or financial institution or any lender.
- ix. The company has no transactions with any company whose name has been struck off under section 248 of Companies act, 2013 or Section 560 of Companies act, 1956.
- x. Filings w.r.t registration of charges and satisfaction of same have been filed within due statutory time limits. Also, no filings are yet to be filed with ROC beyond the statutory period.

- xi. Section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to company.
- xii. The company has not entered into any arrangements in terms of section 230 to 237 of Companies act ,2013.
- xiii. The Company has not paid /received any fund from/to any other person or entity with the understanding that the Intermediary or Company shall
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company/funding party (Ultimate Beneficiaries)
- b) provide any guarantee, security, or the like to or on behalf of the Ultimate Beneficiaries.

xiv. Trade Payables Aging Schedule

(Figures in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	12.02	-	-	-	12.02
Disputed dues – MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

xv. Ratios-

(Figures in Lakhs)

Capital	31-03-2022
Equity	3,451.37
Intangible Assets	0.27
Deferred Tax Assets	362.01
Tier I Capital	3,089.09
ECL Provisions	67.5
Less: Specific Provisions	37.1
General Provisions (Tier II Capital)	30.4
Subordinated Debt	522.1
Total Tier II Capital	552.5
Total Capital	3,641.6
Risk Weighted Assets	11,904.9

Tier I Capital to RWA (%)	25.94%
Tier II Capital to RWA (%)	4.64%
Capital to RWA (%)	30.59%

Liquidity Coverage Ratio		
	Normal	Stressed
Outflows	10.48	12.05
Inflows	7.94	5.96
Net Outflows	2.62	6.09
HQLA	6.08	6.08
LCR	2.32	1.00

MONEYBOXX FINANCE LIMITED
(FORMERLY DHANUKA
COMMERCIAL LIMITED) CIN:
L30007DL1994PLC260191
REG. OFFICE :523-A SOMDUIT CHAMBER-II, 9 BHIKAJI CAMA PLACE,
NEW DELHI-110066

Depreciation as per Schedule-II of Companies Act, 2013

Basis of Depreciation: Straight Line
Method

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	As on 01.04.2021	Additio ns during the period	Less: Transfer/Deletion	As on 31.03.2022	As on 01.04.2021	Durin g the perio d	Less: Transferre d during the period	As on 31.03.2022	As on 31.03.2022	As on 31.03.2021
Computer	77.66	31.71	-	109.38	27.72	23.66		51.38	58.00	49.94
Furniture & Fixture	54.79	13.57	-	68.36	5.10	5.64	-	10.74	57.62	49.69
Mobile	0.51	-	-	0.51	0.48	-	-	0.48	0.03	0.03
Office Equipment	25.58	4.96	-	30.54	7.49	5.08	-	12.57	17.97	18.09
Leasehold Improvement	28.42	9.72	-	38.14	21.43	2.54		23.98	14.16	6.99
Vehicle	19.03	-	-	19.03	14.17	2.26	-	16.43	2.60	4.86
Tangible Assets	206.00	59.96	-	265.96	76.41	39.17	-	115.58	150.38	129.59
Software	0.87	-	-	0.87	0.31	0.29	-	0.60	0.27	0.56
Intangible Assets	0.87	-	-	0.87	0.31	0.29	-	0.60	0.27	0.56
Capital Work in Progress	153.68	79.74	-	233.42	-	-	-	-	233.42	153.68

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**Depreciation as per Income
Tax,1961**

Basis of Depreciation: Written Down
Value Method

PARTICULARS	Rate (WDV)	WDV As on 01.04.2021	Addition: More than 180 Days	Addition: Less Than 180 Days	Sale of Asset	As on 31.03.2022	Depreciation During the period till 31.03.2022	WDV As on 31.03.2022
Computer	40.00%	42.69	0.07	31.64	-	74.40	23.43	50.97
Furniture & Fixture	10.00%	48.46	4.13	9.44	-	62.03	5.73	56.30
Office Equipment	15.00%	19.38	0.67	4.29	-	24.34	3.33	21.01
Leasehold Improvement	10.00%	23.21	-	9.72	-	32.93	2.81	30.12
Vehicle	15.00%	6.64	-	-	-	6.64	1.00	5.64
Software	40.00%	0.42	-	-	-	0.42	0.17	0.25
Mobile Phone	15.00%	0.25	-	-	-	0.25	0.04	0.21
Current Year		141.05	4.88	55.08	-	201.01	36.50	164.51

PARTICULARS	Rate (WDV)	WDV As on 01.04.2021	Addition: More than 180 Days	Addition: Less Than 180 Days	Sale of Asset	As on 31.03-2022	Depreciation During the period	WDV As on 31.03.2022
Capital Work in Progress	-	153.68	33.80	45.94	-	233.42	-	233.42
Current Year	-	153.68	33.80	45.94	-	233.42	-	233.42



Moneyboxx Finance Limited
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MONEYBOXX FINANCE LIMITED

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CIN: L30007DL1994PLC260191 | Tel: 011-45657452|
info@moneyboxxfinance.com | www.moneyboxxfinance.com |

NOTICE

28th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting (“AGM”) of the Member(s) of **Moneyboxx Finance Limited** (“the Company”) will be held on **Monday, September 19, 2022 at 11:30 A.M.** (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company which include Balance Sheet as at March 31, 2022, the Statement of Profit & Loss for the Financial year ended on that date together with schedule(s), annexure(s) and note(s) thereon and the cash flow statement of the Company (“**Financial Statement**”) and the report of the Board of Director(s) (“**Board**”) and the Statutory Auditor(s) thereon.

Item No. 2: APPOINTMENT OF MR. MAYUR MODI (DIN: 08021679) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Mayur Modi, Director (DIN: 08021679), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 25,00,00,000 (Rupees Twenty-Five crore) divided into 2,50,00,000 (Two Crore and Fifty Lakh) equity Shares of Rs.10/- each to Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000 divided into 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 4: TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing clause of Articles 82(ii) and substituting with following new clause 82(ii):

THE SEAL

“The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board in the presence of any person as authorized by the resolution approved by the Board/ Committee of the Company who shall sign every instrument to which seal is affixed in his/her presence.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

Item No. 5: TO CONSIDER AND APPROVE THE ISSUANCE OF 11,70,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER CATEGORY

To consider and if thought fit to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and

which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 11,70,000 (Eleven Lakhs Seventy Thousand Only) Convertible Warrants (“Warrants”) entitling the warrant holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice and at a price of Rs. 115 (Rupees One Hundred and Fifteen Only) (including premium of Rs. 105 each) (hereinafter referred to as the “Issue Price”), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter Group (hereinafter referred to as the “Proposed Allottees /Equity holder,”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the abovementioned Preferential Issue of Warrants is Friday, August 19, 2022, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. Monday, September 19, 2022.
- b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.
- c) The said Warrant(s) shall be issued and allotted to the Promoter within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

k) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

k) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

l) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Corporate Office:

First India Vatika Place, 2nd Floor,
Sushant Lok-1, M.G. Road,
Gurgaon-122001, Haryana

Registered Office:

523-A, Somdutt Chamber-II, 9,
Bhikaji Cama Place, New Delhi – 110066

Date: August 10, 2022

Place: Gurugram

By Order of the Board of Directors

For Moneyboxx Finance Limited

Sd/-

(Bhanu Priya)

Company Secretary & Compliance officer

M. No. A36312

NOTES:

1. The AGM will be convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with applicable provisions of the Companies Act, 2013, Ministry of Corporate Affairs (MCA) Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December 2021, Circular No. 21/2021 dated 14th December 2021 and Circular No.2/2022 dated 5th May, 2022 . Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

SEBI has vide Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, dispensed with the requirement of sending physical copies of Annual Report to the Members under Regulation 36(1)(b)&(c) of the SEBI Listing Regulations till 31st December, 2022

2. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
3. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Annual General Meeting (AGM) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the service of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM. Further, NSDL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes below.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Pursuant to the abovementioned Circulars the Company will send the Annual Report for the financial year 2021- 22 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2021-22 are also placed on the website of the Company i.e. www.moneyboxxfinance.com and the website of National Securities Depository Limited i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com).
7. All documents referred to in the Notice will be available for electronic inspection by the members, without any fee, from the date of circulation of this Notice up to the date of AGM, i.e., September 19, 2022. Members seeking to inspect such documents can send an email to info@moneyboxxfinance.com.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, certificate from the Secretarial Auditor of the Company certifying that the ESOP Schemes are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and all the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection at the Registered Office and Corporate Office of the Company on all working days between 11:00 a.m. to 5:00 p.m. from the date of circulation of this Notice up to the date of this AGM.

Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 16, 2022 through email on

info@moneyboxxfinance.com Such questions shall be taken up during the meeting or replied by the Company suitably.

8. The Notice is being sent to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on Friday, August 19, 2022, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.

a) The Company has fixed as Monday, September 12, 2022 as the cut-off date for determining entitlement of members who will be eligible to attend and vote at the Meeting.

9. A person who is not a member as on cutoff date should treat this Notice for information purpose only

The remote e-voting period begins on Thursday, September 15, 2022, at 09:00 A.M. (IST) and ends on Sunday, September 18, 2022, at 5.00 P.M.(IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, September 12, 2022 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the Annual General Meeting.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cut- off date and any person who is not a member as on that date should treat this Notice for information purposes only.

10. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Auditors, etc.
11. The Board of Directors have appointed Mr. Shashank Pashine Prop. M/s Shashank Pashine & Associates, Practicing Company Secretary (M. No. A40278, CP. No. 21229, as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
12. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within 48 hours from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.moneyboxxfinance.com) and the website of NSDL (www.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
13. Corporate/ Institutional members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to csshshankpashine@gmail.com with a copy marked to evoting@nsdl.co.in

14. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at info@moneyboxxfinance.com on or before September 15, 2022. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
15. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices etc.
16. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
18. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form before the cutoff date i.e., September 12, 2022.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report including audited financial statements for the financial year 2021-22 including notice of 28th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In case you have not registered your email id with depository or RTA you may registered your email id through RTA.
20. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given here below.
21. **NSDL e-voting System- For Remote e-voting and e-voting during AGM**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, September 15, 2022, at 09:00 A.M. (IST) and ends on Sunday, September 18, 2022 at 5.00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 12, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 12, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password tick on Agree to “Terms and Conditions” by selection on the check box.
 8. Now, you will have to click on “Login”button.
 9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshshankpashine@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (**Amit Vishal**) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice: `

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com
2. In case shares are held in demat mode, please update email id with depository If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.](#) Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@moneyboxxfinance.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS

Item No. 3

TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five crore) comprising of 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs.10/- each.

Considering the future expansions requirement of the Company, the Board at its Meeting held on Wednesday, August 10, 2022 had accorded its approval for increasing the Authorised Share Capital from 25,00,00,000 (Rupees Twenty-Five crore) to 30,00,00,000 (Rupees Thirty Crore), subject to shareholders approval.

Accordingly, the Board of directors pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the authorized share capital of the Company from 25,00,00,000 (Rupees Twenty-Five crore) to 30,00,00,000 (Rupees Thirty Crore). The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolution.

Item No. 4

TO ALTER THE ARTICLES OF ASSOCIATION OF COMPANY

As per existing Article 82(ii) of Articles of Association of the Company, the Common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the Secretary or such other person as the Board may appoint for the purpose; and those two directors and the Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is to affixed in their presence.

Pursuant to the Companies (Amendment) Act, 2015 coming into force the common seal is no more mandatory. It has been made optional. Thus, with reference to the above cited amendment and to ease the business transactions in the Company, Board proposed to simplify the above clause by replacing the Article 82(ii) of Article of Association of the Company with following new clause:

THE SEAL

“The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board, in the presence of any person as authorized by the resolution approved by the Board/ Committee of Board of the Company who shall sign every instrument to which seal is affixed in his/her presence.”

The Resolution at Item No. 04 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Corporate Office of the Company.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04.

Item No.5

TO CONSIDER AND APPROVE ISSUANCE OF 11,70,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER CATEGORY

In accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue warrants convertible in to equity shares (“Warrants”) to the investors belonging to Promoter Group, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of Equity Shares are as under:

The proposed issue and allotment of Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

- The “**Relevant Date**” as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of Convertible warrants is **August 19, 2022**, which is a date 30 days prior to the date on which the resolution is deemed to be passed;
- The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

The relevant disclosures as required under the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on August 10, 2022, had approved the issue of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 11,70,000 (Eleven Lakh Seventy Thousand Only) convertible warrants at a price of Rs. 115 each including a premium of Rs. 105 to the person(s) belonging to Promoter Group, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The funds so infused shall be utilized to support the expansion of business, general corporate purpose, working capital and such other purpose as the Board may decide.

(iii) Maximum number of specified securities to be issued

The resolution set out in this Notice authorize the Board to issue up to 11,70,000 number of convertible warrants at a price of Rs. 115 per warrant convertible in to equivalent number of equity shares including premium of Rs. 105 as per the table specified below:

S. No.	Name of Proposed Allottees	PAN of proposed allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	Mr. Deepak Aggarwal	ADKPA2836K	Promoter	5,85,000
2	Mr. Mayur Modi	AJGPM2214B	Promoter	5,85,000

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is August 19, 2022, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited. In terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on stock exchange, i.e., BSE Limited, where the shares of the company are listed; therefore, the aforesaid convertible warrants shall be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the minimum issue price is needed to be determined by independent registered valuer taking into account including book value, comparable trading multiple and such other parameters and a report from independent registered valuer has been obtained and the issue price has been fixed at Rs.115 per warrants convertible in to equivalent number of equity shares.

“Stock Exchange” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 240 Trading Days prior to the relevant date.

“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer. The shares of the company are not frequently traded in terms of Regulation 164(5) of SEBI (ICDR) Regulations, 2018. Equity Shares of the Company are listed on BSE Limited and are infrequently traded at BSE. Accordingly, the minimum issue price has been calculated on the basis of valuation report taken from Independent Registered Valuer in compliance with Regulation 165 of SEBI ICDR Regulations, 2018.

Therefore, in terms of Regulation 165 of the SEBI ICDR Regulations and after taking into consideration minimum price as calculated by independent registered valuer, the Issue Price has been fixed as Rs. 115 per warrant convertible into equivalent number of equity shares including premium of Rs. 105.

A Certificate has been taken from Independent Registered Valuer Mr. Chandan Bhatia (Registration No. IBBI/RV/06/2019/11431) Address: H. No. 1321, Sector 29, Faridabad, Haryana- 121008, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and the Notice will be available for electronic inspection by the members, without any fee, from the date of circulation of this Notice up to the date of AGM, i.e., September 19, 2022.

- The allotment of warrants is subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

(vi) Amount which the Company intends to raise by way of such convertible warrants

Up to a maximum of Rs. 13,45,50,000 (Rupees Thirteen Crore Forty-Five Lakh Fifty Thousand Only)

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

The Promoters and person(s) belonging to Promoter and Promoter Group Mr. Mayur Modi and Mr. Deepak Aggarwal, Directors of the Company have shown their intention to subscribe to the proposed issue.

The class or classes of persons to whom the allotment is proposed to be made

The convertible warrants pursuant to the Preferential Issue would be allotted to Mr. Deepak Aggarwal and Mr. Mayur Modi falling under Promoter Category.

(viii) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the Financial Year 2022-23, the Company had made an allotment of 18,05,851 equity shares at a price of Rs. 115 per share having a face value of Rs. 10 each on preferential basis to a total of 81 allottees falling under the Non-Promoter Category dated June 02, 2022.

(ix) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is **pending** on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(x) Principal terms of assets charged as securities

Not applicable.

(xi) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares and warrants.

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares Held	% of share Holding on Post Preferential Capital
A	Promoters' holding :				
1.	Indian	-	-	-	-
	Individuals/ HUF	-	-	11,70,000	4.76
	Bodies Corporate	1,37,18,524	58.61	13718524	55.82
	Trust				
2.	Foreign Promoters				
	Sub Total (A)	1,37,18,524	58.61	1,48,88,524	60.58
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any Other (Specify)	-	-	-	-
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors				

	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	1461534	6.24	1461534	5.95
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	7799191	33.32	7799191	31.74
	NBFCs Registered with RBI				
	Employee Trusts				
	Any Other	426100	1.83	426100	1.73
	Non-Resident Indians	46494	0.20	46494	0.19
	HUF				
	Bodies Corporate	373752	1.60	373752	1.52
	Clearing member	5854	0.03	5854	0.02
	Sub Total (B)	9686825	41.39	9686825	39.42
	TOTAL (A+B)	23405349	100	24575349	100
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	0	0	0	0
	Sub Total (C)	0	0	0	0
	GRAND TOTAL (A+B+C)	23405349	100	24575349	100

Notes:

- The above mentioned post preferential issue shareholding pattern of the Company is on basis assuming full conversion of warrants to be allotted under the present issue.
- The pre preferential shareholding pattern is prepared based on August 19, 2022.

(xii) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

S.No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		No. of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue Shareholding ³	
				No. of equity shares	% age		No. of equity shares	% age ⁴
1	Deepak Aggarwal	ADKPA2836K	Not applicable	0	0	585000	585000	2.38
2	Mayur Modi	AJGPM2214B	Not applicable	0	0	585000	585000	2.38

- The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
- Pre issue shareholding is as on August 19, 2022.
- Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue.
- There shall not be change in control consequent to the present preferential issue of convertible warrants.

(xiii) Lock-in Period

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiv) The Percentage of post preferential issue capital that may be held by the allottee (s) and change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern. Details of Post Preferential percentage is disclosed at para xi above.

(xv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xvi) The current and proposed status of the allottees post the preferential issue, namely Promoter and Non-Promoter

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	Mr. Mayur Modi	Promoter	Promoter
2	Mr. Deepak Aggarwal	Promoter	Promoter

(xvii) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(1) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- f) The allotment of Equity Shares and warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the equity shares and warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(xviii) Practicing Company Secretary's Certificate

The Certificate from Ms. Ritu , Practicing Company Secretary, Company Secretary in Practice (ACS No- 51819), certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at www.moneyboxxfinance.com

(xix) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution.

Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the

promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Promoter Group, is being sought by way of a “Special Resolution” as set out in the said Item No. 5 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mr. Deepak Aggarwal and Mr. Mayur Modi, being Directors of the Company are concerned or interested in the aforesaid resolution. The other Directors / key managerial personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise.

Corporate Office:

First India Place, 2nd floor Sushant Lok-1,
M.G. Road – Gurgaon- 122001, Haryana

Registered Office:

523-A, Somdutt Chamber-II, 9,
Bhikaji Cama Place, New Delhi – 11006
Date: August 10, 2022

Date: August 10, 2022

Place: Gurugram

By Order of the Board of Directors

For **Moneyboxx Finance Limited**

Sd/-

(Bhanu Priya)

Company Secretary & Compliance officer

M. No.- A36312

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Mayur Modi
DIN	08021679
Date of Birth	09/01/1978
Age	44 Years
Date of first Appointment on the Board	12/10/2018
Qualifications	Bachelor's degree in commerce and Chartered Accountant
Expertise in specific functional areas	Rich experience in financial services across developed and emerging markets.
No. of Board Meetings attended during the financial year 2021-22	All Five Meetings attended
Directorships of other Board	1 Company -Moneyboxx Capital Private Limited
Membership/Chairmanship of Committees of other Board	Membership - Moneyboxx Finance Limited- Stakeholders Relationship Committee
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	*As mentioned below
Terms and Conditions of appointment or re-appointment	As per the appointment letter
Remuneration last drawn	As per the shareholders' approval

Note:

Moneyboxx Capital Private Limited(MCPL), holding Company of Moneyboxx Finance Limited, is owned and controlled by the following under the capacity as Director(s) and/ or as Member(s) of MCPL:

Name	Capacity
<i>Mr. Govind Gupta</i>	<i>Director & Member</i>
<i>Mr. Deepak Aggarwal</i>	<i>Director & Authorised representative of Member "Avancer Capital Partners Pvt. Ltd."</i>
<i>Mr. Deepak Aggarwal</i>	<i>Director & Member</i>
<i>Mr. MayurModi</i>	<i>Director & Member</i>
<i>Mr. Atul Garg</i>	<i>Director & Member</i>