

September 01, 2023

To,
The Manager
BSE Limited
Phiroze Jeejeebhoy, Towers,
Dalal Street, Mumbai- 400001

Ref: (MONEYBOXX | 538446 | INE296Q01012)

Sub: Notice of the 29th Annual General Meeting of the Company along with the Integrated Annual Report for the Financial Year ended 2022-23 in terms of Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

This is to inform that **29th Annual General Meeting** of the Company is scheduled to be held on **Monday, September 25, 2023, at 12:30 PM (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 29th AGM. Remote e-voting would be commenced on Thursday, September 21, 2023, at 9:00 AM (IST) and end on Sunday, September 24, 2023, at 5:00 PM (IST). The Company has fixed Monday, September 18, 2023, 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 Integrated 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 and on behalf of
MONEYBOXX FINANCE LIMITED

Deepak Aggarwal
Co-CEO and CFO
DIN: 03140334



MONEYBOXX FINANCE LIMITED

Registered Office: 523-A, Somdutt Chamber-II, 9, Bhikaji Cama Place New Delhi – 110066
Corporate Office: First India Vatika Place, 2nd Floor Sushant Lok-1 MG Road, Gurgaon Haryana-122001
Head Office: 411-A, Kanakia Wallstreet, Chakala, Andheri Kurla Road, Andheri (East), Mumbai-400093
CIN: L30007DL1994PLC260191 | Tel: 011-45657452|
info@moneyboxxfinance.com | www.moneyboxxfinance.com |

NOTICE

29th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting (“AGM”) of the Member(s) of **Moneyboxx Finance Limited** (“the Company”) will be held on **Monday, September 25, 2023** at **12:30 P.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, 2023, 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. GOVIND GUPTA (DIN: 00065603) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Govind Gupta, Director (DIN: 00065603), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: RE-APPOINTMENT OF MR. DEEPAK AGGARWAL (DIN: 03140334) AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), or any other applicable rules, directives, regulations or circulars issued by the Securities and Exchange Board of India (“**SEBI**”) and / or Reserve Bank of India (“**RBI**”), the relevant provisions of the Articles of Association (“**AOA**”) of the Moneyboxx Finance Limited (hereinafter to be referred the “**Company**”) and all applicable guidelines issued by the Central Government (“**CG**”) from time to time and subject to such other approvals, as may be necessary, and upon recommendation of Nomination and Remuneration Committee (“**NRC**”) and Board of Director(s) (hereinafter to be referred the “**Board**”) of the Company, the consent of the member(s) of the Company be and is hereby accorded for the re-appointment of Mr. Deepak Aggarwal (DIN: 03140334) as the Whole-time director and Key Managerial Personnel (“**KMP**”) of the Company for a further period of 3 (Three) years w.e.f. September 15, 2023 to September 14, 2026 (both days inclusive) on the terms and conditions including remuneration set out hereunder with

specific authority to the Board of Director(s) of the Company from time to time to alter the said terms and conditions of re-appointment and remuneration payable to Mr. Deepak Aggarwal in the best interests of the Company and as may be permissible at law, viz.:

A. Period: 3 years w.e.f. September 15, 2023, to September 14, 2026 (both days inclusive).

B. Remuneration

- i. **Gross Pay:** Rs. 15,00,000 (Rupees Fifteen Lakh only) per month w.e.f. September 15, 2023, as fixed pay during his appointment/re-appointment or such other period as may be determined in accordance with applicable laws with such increments as the Board of Director(s) may decide from time to time subject to maximum ceiling of 100% of Gross Pay.
- ii. **Annual yearly Bonus** during tenure of the appointment as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- iii. **Additional Conditions:**
 - Perquisites, other allowances, and reimbursement of expenses on actual as per Company's policy.
 - Leave Travel Concession for self in accordance with the rules of the company.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid payable in any financial year shall not exceed the limit as may be prescribed from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years during the tenure of his appointment, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr Deepak Aggarwal, the Whole Time Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board on the recommendation from Nomination and Remuneration Committee from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby authorised severally, to do all necessary acts, deeds, and things, which may be usual, expedient, or proper to give effect to the above resolution.”

Item No. 4: **RE-APPOINTMENT OF MR. UMA SHANKAR PALIWAL (DIN: 06907963) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and pursuant to the recommendation by Nomination and Remuneration Committee ("**NRC**"), and approval of Board of Directors (hereinafter to be referred the "**Board**") of the Moneyboxx Finance Limited (hereinafter to be referred the "**Company**"), Mr. Uma Shankar Paliwal (DIN: 06907963), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for re-appointment for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for second term of five consecutive years commencing from January 11, 2024, to January 10, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Uma Shankar Paliwal be paid such sitting fees as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

Item No. 5: RE-APPOINTMENT OF MS. RATNA DHARASHREE VISHWANATHAN (DIN: 07278291) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India (**“SEBI”**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and pursuant to the recommendation by Nomination and Remuneration Committee (**“NRC”**), and approval of Board of Directors (hereinafter to be referred the **“Board”**) of the Moneyboxx Finance Limited (hereinafter to be referred the **“Company”**), Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), Independent Director of the Company who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for re-appointment for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for second term of five consecutive years commencing from January 11, 2024, to January 10, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Ratna Dharashree Vishwanathan be paid such sitting fees as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

Item No. 6: TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the Special Resolution passed on May 21, 2022 and pursuant to the provisions of Section 23, 42, 71, and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to Securities and Exchange Board of India (**“SEBI”**) (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Moneyboxx Finance Limited (hereinafter to be referred the **“Company”**), consent of the member(s) of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by making offer(s) or invitation(s) to subscribe or issuance of secured/unsecured/listed/unlisted/rated/unrated Non-Convertible Debentures (NCDs)/Bonds/Other instruments, whether secured or unsecured, on private placement basis, in one or more tranches/series, an amount not exceeding Rs. 400 crore (Rupees Four Hundred Crore only) during a period of 1 (one) year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution for the purpose of creating, offering, issuing and allotting the Debenture(s), as it may, in its absolute discretion, deem necessary or expedient in the

interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Item No. 7: INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO RS. 1500 CRORES

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED** in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 180(1)(c) read with section 179(3) (including any amendment thereto or re-enactment thereof) and other applicable provisions, if any, of the Companies Act 2013 (“**the Act**”), and other relevant rules thereof and the Articles of Association (“**AOA**”) of the Moneyboxx Finance Limited (hereinafter to be referred the “**Company**”) consent of the member(s) of the Company, be and is hereby accorded to the Board of Directors/or any Committee of Directors thereof, to borrow at any time or from time to time in one or more series/ tranches, within the limits prescribed by the concerned authorities, if any, by obtaining secured/unsecured loans, secured / unsecured and/or convertible/non-convertible Debentures, bonds, overdraft facilities, lines of credit, commercial papers, securitization, external commercial borrowings or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporate/entity/entities or other eligible investors/lenders, including by way of availing credit limits through both Fund based and/or Non-Fund based limits, Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required at any time or from time to time, any sum or sums of money(ies), whether in Indian or foreign currency, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed shall not at any time exceed Rs. 1,500 Crores (Rupees Fifteen Hundred Crores Only).

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorised to sign, execute and submit all such papers, deeds and documents and to take such steps as may be deemed necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all such acts, deeds, matters and things, including but not limiting to the power to sub-delegate the borrowing powers to any Committee of the Board, as may be necessary, proper, expedient or incidental for giving effect the aforesaid resolution.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of any of the Director or Company Secretary of the Company.”

Item No. 8: CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and relevant rules made thereto including any statutory modifications or re-enactments thereof and the Articles of Association (“**AOA**”) of the Moneyboxx Finance Limited (hereinafter to be referred the “**Company**”), consent of the member(s) of the Company be and is hereby accorded to the Board of Directors/or any Committee of Directors thereof, to pledge, mortgage, hypothecate, securitization and/or create charge, within the limits prescribed by the concerned authorities, if any, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable and/ or immovable properties of the Company and the whole of the undertaking(s) of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not at any time exceed Rs. 1500 Crores (Rupees Fifteen Hundred Crores Only).

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorised to sign, execute and submit all such papers, deeds and documents and to take such steps as may be deemed necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all such acts, deeds, matters and things, including but not limiting to the power to sub-delegate the said powers to any Committee of the Board, as may be necessary, proper, expedient or incidental to give effect the aforesaid resolution.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of any of the Director or Company Secretary of the Company.”

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

By Order of the Board of Directors
For Moneyboxx Finance Limited



(Deepak Aggarwal)
Co-CEO and Whole-time Director
DIN: 03140334

Date: August 11, 2023

Place: Gurugram

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) General Circular No. 10/2022 dated 28th December 2022 read with MCA General Circular Nos. 02/2022, 20/2020, 17/2020 & 14/2020 dated 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as "MCA Circulars"), the Company will be conducting its 29th AGM through VC/OAVM.02/2022, 20/2020, 17/2020 & 14/2020 dated 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as "MCA Circulars"), the Company will be conducting its 33rd AGM through VC/OAVM.

SEBI has vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 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 30th September, 2023.

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 2022- 23 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2022-23 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 25, 2023 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 19, 2023 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 25, 2023, 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 **Monday, September 18, 2023**, 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 21, 2023, at 09:00 A.M. (IST) and ends on Sunday, September 24, 2023, 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 18, 2023, 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 an 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 12:00 P.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 a 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. F11665, COP. 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 19, 2023. 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 to avail 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 18, 2023.

19. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report including audited financial statements for the financial year 2022-23 including notice of 29th AGM is being sent only through electronic mode. 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 register 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 21, 2023, at 09:00 A.M. (IST) and ends on Sunday, September 24, 2023, 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 18, 2023, 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 18, 2023.

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

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.nsdl.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.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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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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

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

In terms of SEBI circular 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:

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

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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, the 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 the 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 "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 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. Members 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 the Internet at 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@moneyboxfinance.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:

RE-APPOINTMENT OF MR. DEEPAK AGGARWAL (DIN: 03140334) AS THE WHOLE TIME DIRECTOR OF THE COMPANY

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with in conjunction with the guidelines outlined in Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board of Director(s), and subject to the approval of the shareholders, the Board of Director(s) at its meeting held on September 15, 2020, appointed Mr. Deepak Aggarwal (DIN: 03140334) as the Whole-Time Director and KMP of the Moneyboxx Finance Limited for a period of three years with effect from September 15, 2020. Consequently, the tenure of Mr. Deepak Aggarwal as the Whole-time Director of the Moneyboxx Finance Limited will expire on September 14, 2023 (close of business hours).

The re-appointment of Mr. Deepak Aggarwal as the Whole-Time Director and KMP of the Moneyboxx Finance Limited was duly recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on August 11, 2023, spanning an additional triennial term for a period of further three years w.e.f. September 15, 2023, subject to approval of the members in the ensuing Annual General Meeting being held on September 25, 2023.

It is proposed to re-appoint him for a further period of further 3 (Three) years, from September 15, 2023, to September 14, 2026 (both days inclusive).

Mr. Deepak Aggarwal holds the distinction of being a Qualified Chartered Accountant and boasts an extensive and diverse professional background exceeding a span of 17 years within the domains of investment banking and financial services, having served in manifold capacities. Notably, he has fostered pertinent affiliations with a substantial array of Private Equity Firms, Private Banks, Non-Banking Financial Companies (NBFCs), and Debt Funds, particularly in the context of substantial capital provisioning.

Mr. Deepak Aggarwal is not disqualified from being reappointed as the Whole-Time Director of the Moneyboxx Finance Limited in terms of section 164 of the Companies Act, 2013. Further, he is not debarred from holding the office of Director by virtue of SEBI order or any other authority, pursuant to BSE circular dated June 20, 2018. He has also communicated his willingness to be reappointed and has given his consent to act as the Whole-time Director of the Moneyboxx Finance Limited. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of the Schedule V thereof and hence, is eligible for reappointment.

Disclosures and details of terms and conditions of the re-appointment of Mr. Deepak Aggarwal as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure attached to the notice and should be taken and read as part hereof.

Broad terms of remuneration payable to Mr. Deepak Aggarwal has been duly explained in the resolution above.

The Board recommends the resolution at No. 3 for approval by the Member(s) by way of **Special Resolution**.

None of the Directors of the Company and/or their relatives, except Mr. Deepak Aggarwal and his relatives, are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

Item No. 4 & 5:

RE-APPOINTMENT OF MR. UMA SHANKAR PALIWAL (DIN: 06907963) AND MS. RATNA DHARASHREE VISHWANATHAN (DIN: 07278291) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY

The Member(s) of the Company had by way of an ordinary resolution, as then applicable, appointed Mr. Uma Shankar Paliwal (DIN: 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) as Independent Directors on the Board of Director(s) of the Company (hereinafter to be referred as the “**Board**”), for the first term of 5 (five) consecutive years effective from January 11, 2019, to January 10, 2024.

In terms of section 149(10) of the Companies Act, 2013 (the “Act”), inter alia, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, in terms of section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms.

The management maintains the perspective that Mr. Uma Shankar Paliwal and Ms. Ratna Dharashree Vishwanathan persistently retain the delineated core proficiencies, specialized knowledge, and essential capacities requisite for proficient performance within their roles as Independent Directors of the Company. The perpetuation of their engagement is perceived as exceedingly advantageous to the Company, given the substantial value it brings forth.

Based on recommendation of the NRC, the Board re-appointed Mr. Uma Shankar Paliwal (DIN: 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) as Independent Directors, not liable to retire by rotation, for the second consecutive term of 5 (five) years, i.e., from January 11, 2024, to January 10, 2029 (both days inclusive), subject to approval of the Member(s).

Mr. Uma Shankar Paliwal (DIN: 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) have given declaration to the Board, inter alia, that (i) they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) are not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) are eligible to be appointed as a Director in terms of Section 164 of the Act. They have also duly given their respective consents to act as Directors.

Also, in terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for re-appointment as Independent Director as they are independent of the management of the Company.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Uma Shankar Paliwal, a postgraduate (Economics and History) and an M. Phil, has more than 34 years of experience in Central Banking having worked with RBI in the areas of Regulation and Supervision, Risk Management, Consumer Education and Protection, Payment and Settlement Systems, Currency Management, Operations, Strategy, Human Resources, Inspection, NBFCs and Supply Chain. He has completed his MBA in Financial Management with Distinction from the University of Exeter, UK and is also an Alumnus of the London Business School.

Ms. Ratna Dharashree Vishwanathan has an extensive work experience as a career civil servant with the Comptroller and Auditor General of India, Ministry of Defence and Prasar Bharti. Worked in various capacities, exercising oversight on all government transactions and budgets/ accounts of state governments. Included audit reportage and placing reports before Parliament. With the Department of Defence, handled procurement and naval projects for the Indian Navy. she has worked in a range of departments across the Government of India including Audit, Defence and Indian Public Broadcasting. She has also worked as CEO of a microfinance network comprising of all RBI registered NBFC-MFIs.

Disclosures and details of terms and conditions of the re-appointment of Mr. Uma Shankar Paliwal and Ms. Ratna Dharashree Vishwanathan as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure attached to the notice and should be taken and read as part hereof.

The Board of Directors recommends the Special Resolution set out at Item No. 4 and 5 of the accompanying Notice for approval of the Members.

Ms. Ratna Dharashree Vishwanathan and Mr. Uma Shankar Paliwal and their respective relatives are concerned or interested, in the Resolutions relating to their own re-appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item Nos. 4 and 5 of the Notice.

Item no.6:

TO CONSIDER AND APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES (NCD's) ON PRIVATE PLACEMENT BASIS

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of offer or invitation for Non-Convertible Debentures ("NCDs"), where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of one year from the date of passing of the aforementioned special resolution. In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes, and for any other purposes, the Company may invite subscription for secured / unsecured /, subordinated / senior, rated / unrated, listed / unlisted, perpetual or non-perpetual, redeemable (including market linked debentures) NCDs, in one or more series / tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at a premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of various factors including the interest rate / effective yield determined, based on market conditions prevailing at the time of the issue(s). Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

a) Particulars of the offer including date of passing Board Resolution

Rule 14(1) of the Prospectus and Allotment Rules of the Companies Act 2013 , prescribes that where the proposed amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during such year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/ senior, rated/unrated, listed/unlisted, perpetual or non-perpetual, redeemable (including market linked debentures) NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant Board resolution shall be mentioned/disclosed in the private placement offer cum application letter for each offer/ issue of NCDs.

b) Kinds of securities offered and the price at which the security is being offered

The non-convertible debt instruments / NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.

c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments/NCDs which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).

d) Name and address of valuer who performed valuation

Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments / NCDs.

e) Amount which the Company intends to raise by way of securities

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholder's resolution shall not exceed in the aggregate, the limit specified in the resolution under Section 42 of the Companies Act, 2013 i.e. up to 400 Crore.

f) Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities

The material / specific terms of each offer/issue of NCDs and the other information being sought herein shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective transaction documents executed in respect of each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to Rs. 400 Crore (Four Hundred Crore only) as stipulated above, in one or more series / tranches on private placement basis within the overall borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or the relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 6.

Item no. 7:

INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO RS. 1500 CRORES

Members are being informed that the existing borrowing limit of the Company is of Rs. 500 Crores, which was approved by the members through Postal Ballot dated May 05, 2021, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. However, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from Rs. 500 Crores to Rs. 1500 Crores i.e., within the limits prescribed by the concerned authorities, if any. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

Hence, in supersession of the earlier resolution passed, it is there by proposed to seek the Shareholders approval for the borrowing limits to the Board of Directors/or any Committee of Directors thereof for an amount not exceeding Rs. 1500 Crores.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the Members of the Company as Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 7 of the Notice.

Item no. 8:

CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN RESPECT OF BORROWINGS

Members are being informed that consequent to the increase in the borrowing limits of the Company as aforesaid, it would be necessary to also revise the approval for creation of charge on properties of the Company given by the members through Postal Ballot dated May 05, 2021, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

To secure the borrowings made / to be made by the Company, the Company may be required to pledge, mortgage, hypothecate, securitization and/or create charge, within the limits prescribed by the concerned authorities, if any, in favour of the Lenders/Financial Institutions/Bodies Corporate/others, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, subject to the approval of the members in general meeting.

Hence, in supersession of the earlier resolution passed through the Postal Ballot dated May 05, 2021, it is proposed to seek the Shareholders approval for the creation of charge/lien on all the present and/ or future assets of the company for an amount not exceeding Rs. 1500 crores.

Accordingly, the Board recommends the resolution as set out at Item No. 8 of the Notice for approval by the Members of the Company as Special Resolution.

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

By Order of the Board of Directors
For Moneyboxx Finance Limited



(Deepak Aggarwal)
Co-CEO and Whole time Director
DIN: 03140334

Date: August 11, 2023
Place: Gurugram

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING 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]

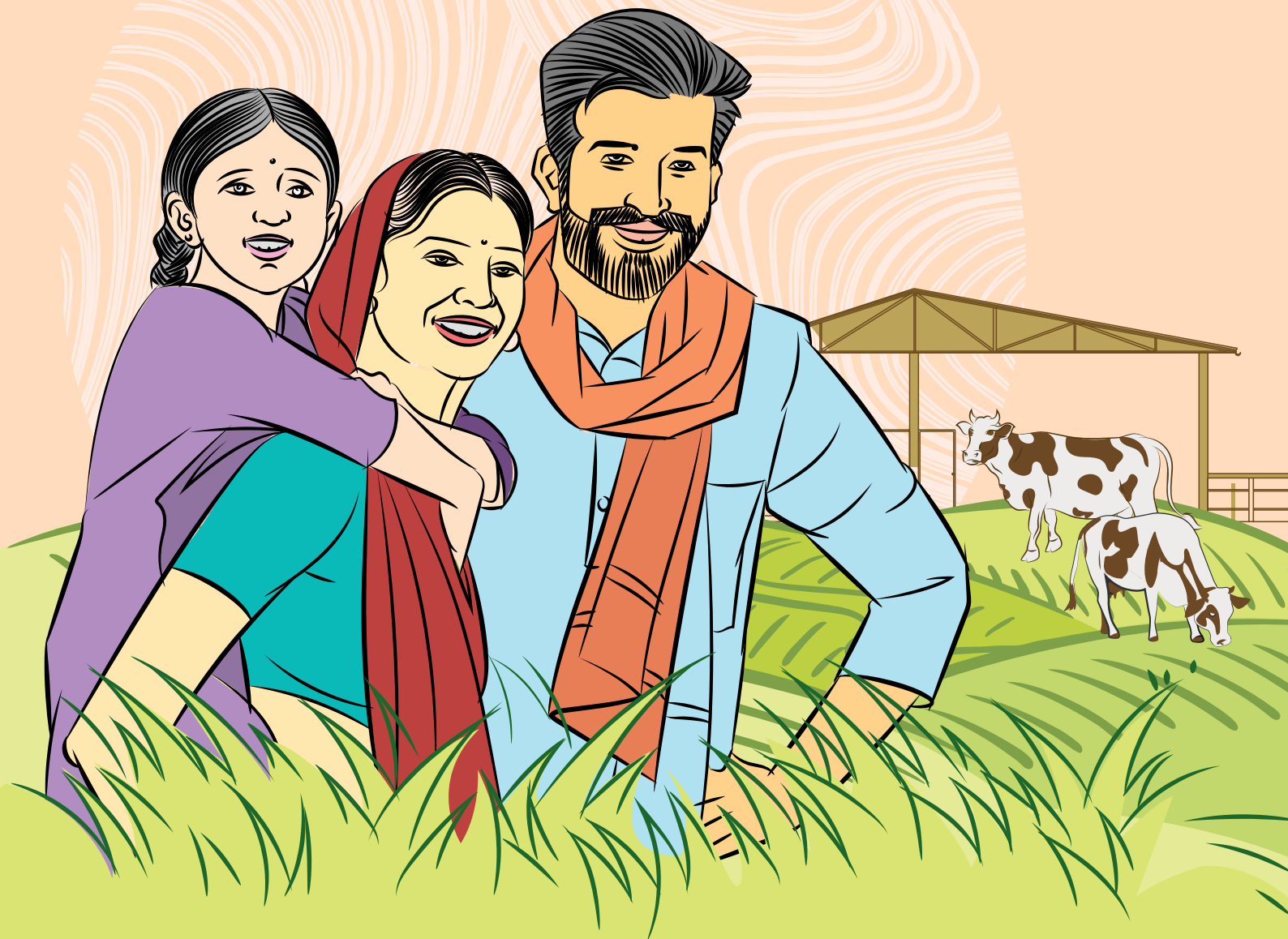
Name of the Director	Govind Gupta	Deepak Aggarwal	Uma Shankar Paliwal	Ratna Dharashree Vishwanathan
DIN	00065603	03140334	06907963	07278291
Date of Birth	13.09.1975	09/01/1978	22/12/1956	15/04/1963
Age	48	45	67	60
Date of first Appointment on the Board	12/10/2018	12/10/2018	11/01/2019	11/01/2019
Qualifications	Bachelor's degree in commerce and a Fellow Member of the Institute of Chartered Accountants of India.	Bachelor's degree in commerce and Chartered Accountant	Master's degree in economics and history, MBA (Financial Management) and M.Phil.	Master of Arts (MA) in English Literature, Diploma in Environment and Third World Development.
Expertise in specific functional areas	Chartered Accountant with experience of more than 16 years in the field of tax and company law matters.	Rich experience in financial services across developed and emerging markets.	Refer brief profile as given in Explanatory Statement	Refer brief profile as given in Explanatory Statement
No. of Board Meetings attended during the financial year 2022-23	Five Meetings attended out of six	All Six Meetings attended	All Six Meetings attended	All Six Meetings attended
Directorships of other Board as on March 31, 2023	4 Finetouch Marketing Private Ltd. Barwala Leasing & Finance Private Limited Moneyboxx Capital Private Limited Radical Advisors India Private Limited	3 Prescient Capital Advisors Private Limited Avancer Capital Partners Private Limited Moneyboxx Capital Private Limited	4 UV Asset Reconstruction Company Limited Samavesh Finance India Private Limited Evyavan Assets Management Limited Globospace Industrial & Logistics Parks Private Limited	5 Fusion Micro Finance Limited Dilip Buildcon Limited Reach to Teach Private Limited Reach to Teach Foundation Suryoday Foundation
Membership/Chairmanship of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	2 Dilip Buildcon Limited- Chairperson Fusion Microfinance Limited-	Nil

			Chairperson	
Number of Shares held in the Company	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	*As mentioned below	*As mentioned below	N.A.	N.A.
Terms and Conditions of appointment or re-appointment	-	As per the appointment letter	-	-
Remuneration last drawn	N.A.	As per the shareholders' approval	N.A.	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.	N.A.	Mr. Uma Shankar Paliwal has a rich experience in Central banking with the RBI in areas of regulation, supervision, financial inclusion, risk management, consumer protection, NBFCs and supply chain. Thus, he duly fulfills the requirements as needed for the proposed role.	Mr. Ratna Vishwanathan Dharashree has worked in a range of departments across the Government of India including Audit, Defence and Indian Public Broadcasting.

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. Mayur Modi</i>	<i>Director & Member</i>
<i>Mr. Atul Garg</i>	<i>Director & Member</i>

**DEEP ROOTS.
BROAD VISION.**



WHAT'S INSIDE

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₹50.44 crore

Total Income

₹338 crore

Assets Under Management

₹543 crore

Cumulative Disbursements

₹93.48 crore

Cumulative Equity Raised

75,000+

Livelihoods impacted

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.



To know more, visit moneyboxxfinance.com

DEEP ROOTS. BROAD VISION.

By serving the most underserved segment – the missing middle – with business loans of ₹1-10 lakh in Tier-3 and below towns, we have transformed the lives of over 75,000 borrowers to date.

Our deep roots in the unserved or underserved rural and semi-urban geographies and strong connections with customers help us fulfil our broad vision of delivering financial inclusion, bridging the credit gap for micro-entrepreneurs and transforming their lives. We strongly believe that our ceaseless efforts to strive ahead with commitment have let us remain deep-rooted and helped us attain our broad vision of reaching the missing middle.

The combined 80 years of rich experience of our core team, demonstrated execution, robust asset quality, fully digitalised processes and proven underwriting capabilities enable us to have deep roots in the financial ecosystem. Leveraging these, we provide income-generating business loans, fulfilling our vision of extending a helping hand and bringing about a positive impact on the society.

Creating a positive impact on the society

27,000+
Live Accounts

55%
of Customers are
Women Entrepreneurs

34%
of Customers are
New-to-Credit
Borrowers

Wide presence through
61 Branches in
6 States

Gaining support from
25 Lenders

735
Employee Workforce

CREATING AN IMPACT BEYOND LENDING

61,000+

Cattle health screened

5,700+

Free Vet Consultations

3,400

Fruit-bearing trees planted

ABOUT THE REPORT

BASIS OF REPORTING

Our Approach to Integrated Reporting

As Moneyboxx Finance Limited proceeds with its 1st year of Integrated Reporting, our endeavour to evolve in the journey of transparency and enhanced disclosures continues. The Integrated Report <IR> provides information about our performance across six capitals, efforts undertaken to create value, material risks and opportunities, strategy, safety and sustainability, innovative steps, governance and beyond.

This Integrated Report is aimed at our shareholders, customers, employees and society that provides both qualitative and quantitative disclosures on our goals/objectives to create long-term value in line with our Mission, Vision and Values to enable such stakeholders to make informed decisions.





Reporting Principle

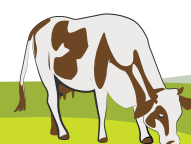
The financial and statutory data disclosed in this Report is in line with the requirements of the Companies Act, 2013; Indian Accounting Standards; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and the Secretarial Standards. The non-financial data has been prepared in accordance with the <IR> framework of the International Integrated Reporting Council (IIRC), and the guidelines issued by the Securities and Exchange Board of India (SEBI).







Boundary and Scope of Reporting

The Report covers non-financial information from the start of company's operations in February 2019 to March 2023 and the financial information is for the period April 1, 2022 to March 31, 2023. The financial information has been audited by Gaur & Associates, Chartered Accountants.

Moneyboxx contribution to United Nations Sustainable Development Goals

SDG	SDG Goal	Significance of the SDG for Moneyboxx Finance	Key Outcomes (February 2019 to March 2023)
	To end poverty in all its forms everywhere	<ul style="list-style-type: none"> Moneyboxx intends to contribute to reducing poverty by serving the missing middle customer base 	<ul style="list-style-type: none"> 75,000+ borrowers (including co-borrowers) funded till date with a total disbursement of ₹ 5,430 million
	End hunger, achieve food security and improved nutrition and promote sustainable agriculture	<ul style="list-style-type: none"> Livestock customers served by us assists in promoting food security Offering additional services for the overall benefit and well-being of customers Regularly screening cattle health Number of fruit-bearing trees planted for food security 	<ul style="list-style-type: none"> 25,137 livestock loan accounts disbursed ₹ 3,606 million Veterinary services to 5,700+ customers Screened 61,000+ cattle health Median 8 cattle per farmer 3,400 fruit-bearing trees planted
	Achieve gender equality, and empower all women and girls	<ul style="list-style-type: none"> Achieving gender equality by extending micro-loans to women borrowers and creating value addition in their lives Empowering women entrepreneurs by imparting them financial literacy and credit counselling (FLCC) training Ensuring a diverse and inclusive workforce 	<ul style="list-style-type: none"> 19,327 female loan accounts with ₹ 2,674 million disbursed 100+ beneficiaries of FLCC training
	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all	<ul style="list-style-type: none"> Positively impacting MSMEs which help promote job creation and economic growth Creating employment opportunities Offering non-financial services to customers Strategic talent development, career opportunities and employee learning and development and well-being 	<ul style="list-style-type: none"> 12,588 MSMEs loan account funded and ₹ 1,823 million disbursed 75,000+ new jobs created Provided veterinary services to 5,700+ customers (health screening of 61,000+ cattle)



SDG	SDG Goal	Significance of the SDG for Moneyboxx Finance	Key Outcomes (February 2019 to March 2023)
	Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation	<ul style="list-style-type: none"> Funding manufacturing segment customers to contribute in building sustainable industrialisation Technology-driven approach and digital processes 	<ul style="list-style-type: none"> 2,187 manufacturing loan accounts funded so far with ₹ 330 million
	Reduce inequality within and among countries	<ul style="list-style-type: none"> We contribute to reducing inequality by inducing women to gain financial independence 	<ul style="list-style-type: none"> 19,327 women loan accounts and ₹ 2,674 million funded 400+ widows funded 10,978 New to Credit loan accounts funded and ₹ 1,418 million 6,903 women New to Credit loan accounts and ₹ 896 million funded
	Make cities and human settlements inclusive, safe, resilient and sustainable	<ul style="list-style-type: none"> We contribute to making cities and human settlements inclusive and safe by providing financial assistance to promote financial inclusion 	<ul style="list-style-type: none"> 61 cities supported with disbursement of ₹ 5,430 million
	Ensure sustainable consumption and production patterns	<ul style="list-style-type: none"> We are constantly ensuring sustainable consumption and production of our Agri borrowers and increase in their livestock asset 	<ul style="list-style-type: none"> 25,137 livestock loan accounts with disbursement of ₹ 3,606 million Vet services to 5,700+ customers 6 Livestock camps organised
	Take urgent action to combat climate change and its impacts	<ul style="list-style-type: none"> We constantly endeavour towards reducing our carbon footprint by planting fruit-bearing trees in the society Fully digital approach to loan-related activity Efforts to optimise energy consumption 	<ul style="list-style-type: none"> 3,400 fruit-bearing trees planted
	Revitalise the Global Partnership for Sustainable Development	<ul style="list-style-type: none"> We have partnership with several organisations/stakeholders for UN SDG Goals 	<ul style="list-style-type: none"> Partnered with MSDF (Michael and Susan Dell Foundation) for Impact Study Engaged in multi-stakeholder partnerships for impact initiatives

Our Value Creation Approach using the Six Capitals



Financial Capital

This represents the pool of funds (equity and debt) available, which is used to meet the Company's true purpose and objective.



Intellectual Capital

This represents our research & development capabilities and our innovation quotient, which is core to enhancing our competitiveness.



Natural Capital

This represents our commitment towards ceaselessly contributing to reducing the carbon footprint in the environment by adhering to sustainability principles and our intent to optimise the use of natural resources and minimise the impact of our operations on nature



Manufactured Capital

This represents our physical infrastructure including our branch network and all the other physical assets used to run our business operations.



Human Capital

This represents our strong workforce and their skills, knowledge and experience, which enables us to create value for our stakeholders and ensure sustained outcomes.



Social and Relationship Capital

This represents our community engagements and the investments we make towards their development. Our relationship capital represents our long-term relationships with our customers and how we satisfy their needs and the communities we serve.

FULFILLING THE UNMET CREDIT NEEDS OF THE MISSING MIDDLE



New-age, impact-focussed NBFC

Financial inclusion has improved for the borrowers at the bottom of the pyramid with more than 230 lenders active in the microfinance lending where average funding is less than ₹ 40,000, however, micro enterprises, especially, in rural areas, face severe constraints in obtaining higher amount of credit. We aim to drive financial inclusion by meeting the credit needs of these missing-middle micro-enterprises by extending unsecured and secured loans from ₹ 1-10 lakh which can bring transformational change in their lives. Further, we are committed to creating a sustainable impact through various beyond-lending initiatives, such as agro-forestry and vet consultancy.

The driving force

With over 80 years of rich combined experience within our core team in the BFSI industry, we offer small-ticket loans to micro-entrepreneurs and small manufacturers. With an exceptional execution capability and a well-managed capital structure, we display growth and asset quality, despite a challenging external environment.

Addressing the credit needs of the Underserved



Supporting deserving micro and small enterprises across sectors

We enable them to pursue their entrepreneurial goals – engaged in Livestock, Kirana, Trading and Small Manufacturers.



Geographic diversification

- We have successfully expanded operations to 61 branches across six states within four years, while also maintaining robust asset quality
- Today, we are one of the leading names in unsecured business loans of up to ₹3 lakh in Tier 3 and below towns in northern and central India. We are also steadily establishing our presence in the secured business loans ranging up to ₹10 lakh



Serving products across the value chain

- We offer Unsecured Business Loans (up to ₹3 lakh) and Secured Business Loans (up to ₹10 lakh) to our target customers



Serving Direct to Customer

- We are successfully serving this segment by leveraging technology with fully digital processes (credit assessment to customer onboarding) and proven underwriting and scalability

Roadmap FY28

₹6,000+ crore AUM
20X Growth

400+ Branches
6X Growth



Driving financial inclusion. Empowering micro-entrepreneurs in Bharat

OUR VISION

To be “The Lender of Choice” for deserving micro enterprises in India

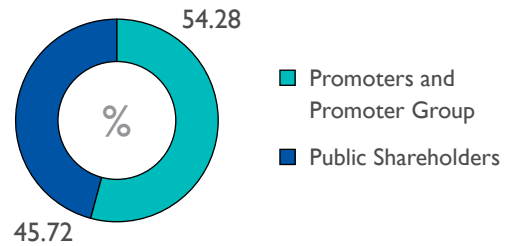
OUR MISSION

To deliver easy, cost-efficient and technology-driven financing solutions to aspiring micro-enterprises

OUR VALUES

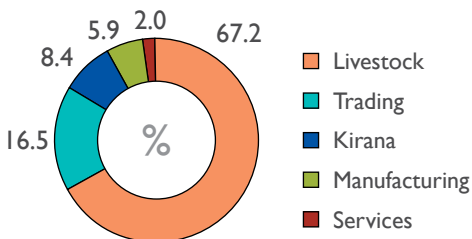


Our Shareholding Pattern, March 31, 2023

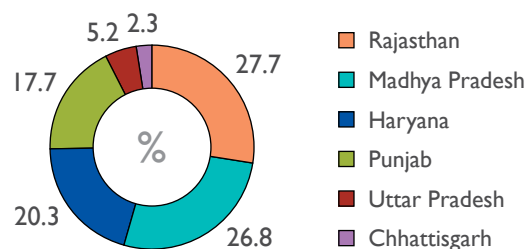


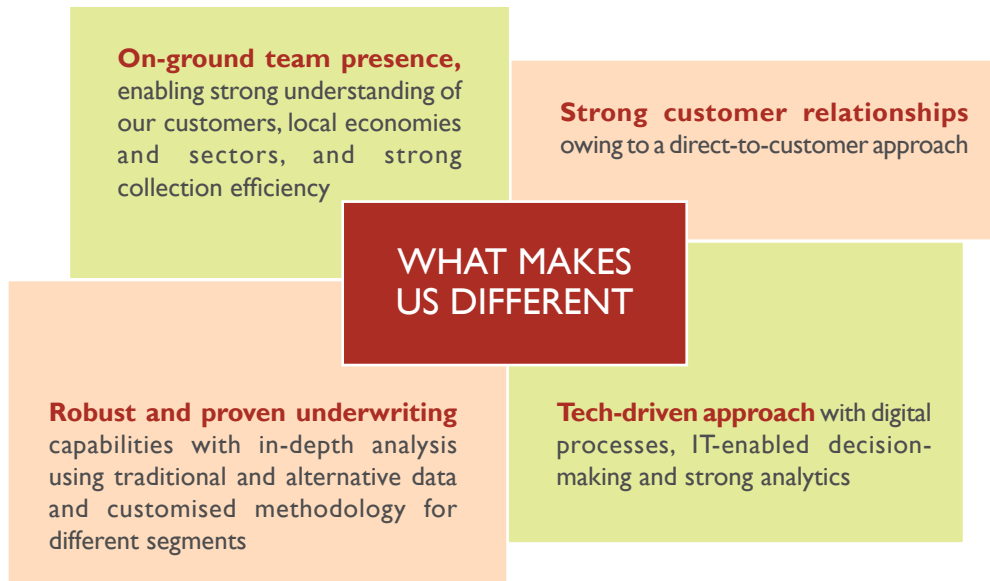
₹338 crore
Total AUM

Stability and Resilience –
with an AUM encompassing essential sectors



Stable and Diversified Presence
in four years of operations





Our Partnerships

EXISTING LENDERS



LENDING PARTNERSHIPS



MESSAGE BY CEOs TO SHAREHOLDERS



Dear Shareholders,

We are delighted to share our thoughts with you on the completion of fourth year of our business. Today, despite the challenges, we have come this far thanks to our vision, work culture, dedicated workforce and support of all stakeholders for their faith in us. It gives us immense gratification to introduce to you all our first integrated report and for this year, we have chosen the theme **“Deep Roots and Broad Vision”**.

During the year, the Indian economy continued to show strong resilience to external shocks, despite some signs of moderation in growth. Spillovers from recent developments in the financial markets in US and Europe posed a risk to short-term investment flows to the emerging markets, including India. Although there were significant challenges in the global environment, India remained one of the fastest growing economies in the world.

The economy grew by 7.2% in FY23, underpinned by strong investment activity bolstered by the government’s capex push and buoyant private consumption. The economy emerged as an outlier after maintaining its growth rate as amongst the highest in comparison with other nations. RBI projects GDP to grow by 6.5% in FY24 as the Indian economy remains poised to sustain the growth momentum.

MSMEs, the backbone of the Indian economy, are growing year on year and facilitating development of rural and less-developed areas. The sector contributes to socio-economic growth of the nation and complements major industries, promoting innovation among entrepreneurs. With their grit and perseverance, these small business owners go on to create local jobs and contribute to the growth of India’s economy towards the US\$ 5 trillion goal.

Mayur Modi

Co-founder, Co-CEO

Deepak Aggarwal

Co-founder, Co-CEO

Moving ahead, the MSME sector is seen contributing 50% to India's GDP by 2025. Tier 3 cities and beyond are creating more opportunities for people to utilise banking services and lead to financial inclusiveness in the economy.

Funding India's small entrepreneurs

At Moneyboxx Finance, we are a new-age impact investing NBFC, making it possible for small business entrepreneurs to move towards economic prosperity through income generation and job creation. We envision a financially inclusive world where every entrepreneur has equal access to capital. With our mission, we are committed to transforming the lives of micro-entrepreneurs in tier 3 cities and below, addressing the needs of underbanked sectors.

We are dedicated to the vision of inclusivity and growth as we continue to drive financial inclusion through innovative solutions and support MSME entrepreneurs. Our income-generating, secured and unsecured, fast and flexible business loans empower micro-entrepreneurs and small business owners, helping them expand their business. In a short span of four years, we have emerged as the "go-to" NBFC for small businesses, serving a loyal customer base of 27,000+ live customers.

Being socially responsible

With a strong underwriting and distribution model and through our beyond-lending impact initiatives, we have transformed the lives of more than 75,000+ last-mile borrowers (including co-borrowers) across 6 states through a transparent and secure process and enabling growth in borrowers' income. Despite the NBFC sector bearing the brunt of increasing NPA levels, we possibly have the lowest NPA in the industry because of our strong underwriting process. Nearly 34% of our customers are "new-to-credit", and first-time borrowers, thus it assists in contributing to financial inclusion and equal growth opportunities. Our unsecured business loans, with ticket size of up to ₹ 3 lakh with up to 36 months loan tenure, serves our customers in Tier-3 cities and below. On the other hand, our secured loans are offered at up to ₹ 10 lakh ticket size with tenure of up to 84 months and are primarily borrowed against residential mortgage. We have ceaselessly continued to strive hard and our



MESSAGE BY CEOs TO SHAREHOLDERS

lenders have also believed in our broad vision. Over the period of time, we have gained strong support from a number of lenders and as on date, we have various well-known banks and NBFC's in our lenders list.

We especially focus on borrowers in essential sectors and maintain a granular portfolio, making most of the opportunities in these sectors. By aligning ourselves with our key objectives, we are assisting our customers in taking their business to the next level through competitive rates and quick approvals and disbursements, and easy documentation. Our presence helps address the increased credit demand amid booming small businesses and agriculture landscape in the state.

We are also genuinely committed to making beyond lending initiatives as core to our business operations. Our efforts in this regard include hiring qualified vets in branches to help our borrowers who are dairy farmers to promote and improve milk yield, cattle breed and cattle health. Further, we also launched agroforestry drive as we believe that this initiative has high potential to bring significant change in our borrowers' income and have a positive ecological impact in terms of improvement in soil and air quality, water augmentation, food security and sustainability. Such initiatives help us to deliver our value beyond numbers by contributing our small and fair part in the society.

Exploring potential of women entrepreneurs

In the past decade, India witnessed a spike in the number of women-led small and micro enterprises, which has soared from 2.15 lakh to 1.23 crore, accounting for 20% of domestic MSMEs.

At Moneyboxx, our special focus is on promoting financial inclusion by empowering women-led businesses and helping them access the necessary financial aid to grow their establishments through various products and endeavours designed especially for them and help them realise their dreams. Nearly 55% of our borrowers are women entrepreneurs. By accessing our products and solutions, women entrepreneurs can express their creativity and skills, expand their business, generate employment possibilities and contribute to economic growth.

Year in retrospect

It was an important year for the Company as we raised ₹ 48.38 crore equity capital by way of private placement, after having raised ₹ 14.42 crore in December 2021. We strengthened our capital position with these equity fund raises, and plan to utilise these funds to expand our scale of operations and tap growth opportunities. Growing and continuous support

184%

Y-o-y growth in AUM

₹341 crore

Total disbursement in FY23

from our lenders helps the organisation further our cause of supporting the deserving micro-enterprises and creating a positive impact. Our investors have completely believed in us in creating sustainable impact with financial inclusion of small business entrepreneurs.

We reached an inflection point in profitability as we turned profitable from Q4 FY23 onwards and reported robust business growth, driven by solid unit economics with improving branch productivity, growing share of secured lending business, and benefit of operating leverage with growing scale of operations. Operational efficiency is consistently improving with increasing AUM. Given our high degree of operating leverage, disbursements grew and operating expenses declined from 24.5% of average AUM in FY21 to 19.8% in FY22, and further declined to 15.4% in FY23.

Disbursements more than trebled to ₹341 crore from ₹112 crore in FY22, driven by branch expansion. Supported by strong disbursement growth and improving branch productivity, AUM grew 184% to ₹338 crore as on March 31, 2023, in comparison with ₹119 crore as on March 31, 2022, led by strong business growth and lending partnerships. Total Income grew 116% at ₹50.44 crore, compared with ₹23.31 crore in FY22, in line with strong growth in business and AUM. Robust underwriting standards and focus on borrowers in essential sectors (livestock, kirana, retail traders, micro-manufacturers) helped us build a robust loan book with low NPAs and high collection efficiency.

A digital-first process

Our robust and highly scalable business model is powered by entirely digital process and risk analytics. We are becoming a fast-growing new-age NBFC underlining the cause of financial inclusion with tech-driven deployments. As technology becomes

With growing and continuous support from our lenders, co-lending partnerships and planned capital raise, we plan to reach an AUM of ₹ 800 crore and 100 Branches by FY24, amid steady demand and increased distribution.

the key driver for financial inclusion, we understand the shift, demonstrated financial prudence and invested in technology. We are on a promising track of growth and underlining the cause of financial inclusion through tech-driven innovations. We operate via a physical and digital model as we leverage local branch presence for effective sourcing of customers and have adopted a fully-digital approach for all our activities – right from sourcing to disbursement and collection.

Future growth strategies

Going forward, we are on a scalable and sustainable growth path and serving more and more customers by increasing our geographic presence and touchpoints and improving liquidity with co-lending. Moving ahead, we are capitalising on the tremendous growth opportunity in ₹ 1-10 lakh segment, given the huge credit gap for micro enterprises and presence of few focussed players. Our target for FY28 is to have an AUM growth of ₹ 6,000+ crore (20X) with 400+ branches (6X).

Going forward, we see tremendous growth opportunity in ₹ 1-10 lakh loan segment, given the huge credit gap for micro enterprises and presence of few focussed players. We have proven business model to service the segment with robust underwriting practices and one of industry's best asset quality metrics (90+ PAR at 0.59% of AUM on March 2023). With growing and continuous support from our lenders, co-lending partnerships and planned capital raise, we plan to reach an AUM of ₹ 800 crore and 100 Branches by FY24, amid steady demand and improved distribution.

Thank you, shareholders

Our vision is to become a full-suite financial intermediary for borrowers in terms of offering a loan product, which is the main bread and butter and also support them through our various beyond lending initiatives to help them in significantly improving their income. We continue our core objective of serving the needs of MSME customers and continuing our mission to accelerate access of secure and affordable credit to customers and encouraging financial inclusion.

Before we conclude, we take this opportunity to thank our Board & all stakeholders for their continued support. Our journey of sustainable growth, delivering access to capital through impact initiatives would not have been possible without the continued support of our leadership team and our employees, customers, partners, regulators and other stakeholders.

We also look forward to working with each of them to move towards an even better and brighter future for Moneyboxx Finance.

Thank you for your trust and ongoing support.

Best Regards,

Mayur Modi and Deepak Aggarwal
Co-CEOs

OUR VALUE CREATION MODEL

INPUTS



Financial Capital

Business Loans for Micro Entrepreneurs
 Total Equity raised ₹ 93.48 crore
 Total Debt sanctioned to date - ₹ 411.48 crore



Manufactured Capital

61 Branches in 6 States



Intellectual Capital

Product innovation, Service excellence, Tech-driven approach and digital processes



Human Capital

735 Employees
 697 Male Employees
 38 Female Employees
 Employee benefit expenses: ₹ 2,565.12 lakh
 Diverse and inclusive workforce
 Low attrition rate - 18%



Social and Relationship Capital

(C-SAT) Customer satisfaction survey/(NPS) Net promoter score - 85
 ₹ 25,00,000+ Social Investments
 27,000+ Live Accounts
 25 Lenders

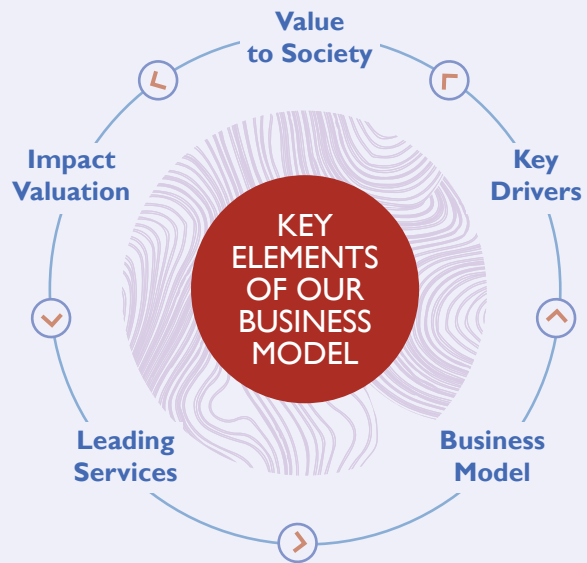


Natural Capital

Vision to be Carbon Neutral
 Number of fruit-bearing trees planted - 3,400
 Investment in tree plantation - ₹ 5,00,000+
 Employee digital card investments for lesser use of paper - ₹ 74,000+

OUR BUSINESS MODEL

Our business activities are designed to create value for and through our Five Stakeholders:



Our Value Creation Approach

MEASURING OUR IMPACT
 We employ impact evaluation techniques to benchmark and analyse our performance

PURPOSE BEYOND PROFIT
 We closely monitor and respond to society's needs while directly contributing to tackle India's key issue of financial inclusion

ENABLING BUSINESS
 We enable our customers to gain financial access through our products and services, which further multiplies our positive impact

TOWARDS LONG-TERM SUSTAINABLE GROWTH
 We ensure long-term stability and add direct value to the society through our continued pursuit of growth and excellence across all areas of the business

Our Purpose

Driving Financial Inclusion and addressing the needs of the Missing Middle

Business Model



Tech-enabled Approach and Analytics



Business Strategies



Strong Customer Connect



Underwriting Capabilities



Risk Management



Strong Corporate Governance Structure

SDGs



OUTCOMES

Driving Increased Financial Inclusion

- Serving the most underserved segment – the Missing Middle (₹ 1-10 lakh)
- Access to finance for agripreneurs and micro-entrepreneurs
- Empowering women and strengthening credit history

Transforming Lives

- 75,000 borrowers funded – with 55% Women and 34% New-to-Credit
- Transformational change in monthly income of borrowers
 - Facilitating doubling of income in 3 years
- Serving customers in Tier 3 cities and beyond

Beyond-lending Initiatives

- Ensuring holistic cattle health management, feedstock advisory, cattle breed and improvement in milk yield
 - 61,000+ Free cattle diagnosis
- Enabling plantation of free fruit-bearing trees
 - 3,400 Fruit-bearing trees planted
 - Elevating farmers' income
 - Enabling sustainable socio-economic development
 - Creating positive socio-ecological impact

Scalable and Asset-Light Model

- Strong and stable asset quality with low Non-Performing Assets
- Focus on essential sectors leads to stability and business resilience
- Scalable model with proven branch unit economics
- Improving staff productivity and branch expansion
- Robust systems and processes from credit assessment to onboarding to disbursement and monitoring

OUTPUTS

Financial Capital

AUM - ₹ 338 crore
Total Income - ₹ 50.44 crore
GNPA - 0.59% of AUM
NNPA - 0.30% of AUM

Manufactured Capital

Diversified AUM across geographies
Serving customers in Rajasthan, Punjab, Madhya Pradesh, Haryana, Uttar Pradesh and Chhattisgarh

Intellectual Capital

Low NPAs
Robust asset quality
IT-related investment

- WhatsApp bot for customer acquisition
- Moneyboxx Learning Centre
- Digital card for employees

Human Capital

Learning and development initiatives
Employee engagement initiative
Employee demographics and age
Employee surveys
Training investments in FY23
₹ 12,00,000+
Annually average training hours per employee - 18 hrs

Social and Relationship Capital

Having customers across sectors
Cumulative disbursements - ₹ 543 crore
Serving customers through Secured and Unsecured Business Loans
55% Women Borrowers
34% customers are new-to-credit (NTC)
5,700+ Free Vet services and 61,000+ cattle health screened
7,100+ Beneficiaries reached from Social Investments

Natural Capital

Energy consumption – 1,02,300 units
Biodiversity protection and carbon sequestration through trees planted

STAKEHOLDER ENGAGEMENT

Onboarding stakeholders for an open and fair dialogue is important for our long-term sustainability and to uphold our strong values. At Moneyboxx Finance, we work with a wide range of stakeholders on a series of shared goals. Our stakeholders include employees, investors, customers, society & community and regulators and are recognised on the basis of factors such as impact.

What matters to them

How we engage with them

What we deliver



SOCIETY AND COMMUNITY

- Access to finance
- Improved credit history
- Income enhancement
- Entrepreneurship
- Employment opportunities
- Opportunities in Tier 3 and beyond cities
- Livestock capital and productivity
- Gender inclusion

- Interaction with key societal participants (customers, think-tanks, governments, regulatory bodies)
- Our business strategies, values, philosophies
- Organising livestock awareness and financial literacy camps
- CSR engagements such as tree plantation

- Designing products to meet customers' needs
- Leveraging technology to grow rapidly
- Operating in Tier 3 and beyond cities
- Functioning with transparency and honesty



CUSTOMERS

- Domain expertise
- Quick resolution of issues
- Fairness in dealings
- Transparency
- Access to services
- Service excellence

- Loan Relationship Officer
- Branch Credit Officer
- Customer lifecycle management team
- SMS and calls
- Feedback surveys
- Connect through free doorstep veterinary services

- Dedicated customer service
- Fairness and transparency
- Tech-led omnichannel experience



EMPLOYEES

- Career development opportunities
- Regular training
- Responsible grievance handling
- Work-life balance

- Internal publications and circulars
- Performance updates
- L&D initiatives
- Employee engagement initiatives
- Feedback and surveys

- Employee well-being
- Rewards and recognition
- Learning and development
- Career development



INVESTORS

- Shareholder value creation
 - Corporate governance
 - Compliance and transparency
 - Efficient risk management
 - Timely communication of material information
 - Disclosure of non-financial metrics
- Shareholder Meetings (AGMs and EGMs)
 - Annual Reports
 - Investor Presentations
- Regular communication of business strategy through investor presentation
 - Non-financial disclosures
 - Increased investor engagement



REGULATORS

- Efficient management of regulatory changes
 - Timely reporting, statutory and legal compliance
 - Fair treatment of customers, investors and other stakeholders
- Periodic filings / meetings
 - Other forms of communication like e-mails, letters, etc.
- A dedicated communication team for Regulators
 - Responding to authorities in a timely manner





Financial Capital

Meeting the credit needs of the Missing Middle



SDGs Impacted



Our Approach

With business loans to micro-entrepreneurs and agri-preneurs in rural India, we provide them access to finance, strengthening agricultural and rural enterprises. Our presence helps to address the increasing credit demand amid booming small businesses and the agriculture landscape.

Key Outcomes

- Access to finance for agri-preneurs and micro-entrepreneurs
- Women empowerment - 55% customers served are women
- Transformational change in income
- Financial inclusion - 34% new-to-credit borrowers

Poor access to finance is a huge barrier in strengthening agricultural and rural enterprises. Our scalable and sustainable business model facilitates us in tapping the tremendous growth opportunity in the ₹ 1-10 lakh underserved segment and fulfilling the huge credit gap for micro-enterprises.

Addressing unmet credit needs of the underserved

We are empowering micro-entrepreneurs by providing income-generating business loans and driving financial inclusion. Our vision is to become a full-suite financial intermediary for borrowers in terms of offering a loan product. Nearly 55% of our customers are women entrepreneurs, while 34% are New-to-Credit. By offering business loans, we bring about a transformational change in the income of our customers in livestock, kirana, trading and other segments.

Till date, we have transformed over 75,000 lives (including co-borrowers) across six states in India, and aim to impact 1 million lives in the next five years. We cater to the underserved micro-entrepreneurs in the important and essential segments (livestock, kirana, retail traders, micro-manufacturers) by extending unsecured and secured business loans from ₹ 70,000 to ₹ 10,00,000 for loan tenure of 12-84 months.

Serving Micro & Small Enterprises

Gain deep understanding of micro-entrepreneurs and their businesses, through on-ground presence and using technology in credit underwriting and delivery

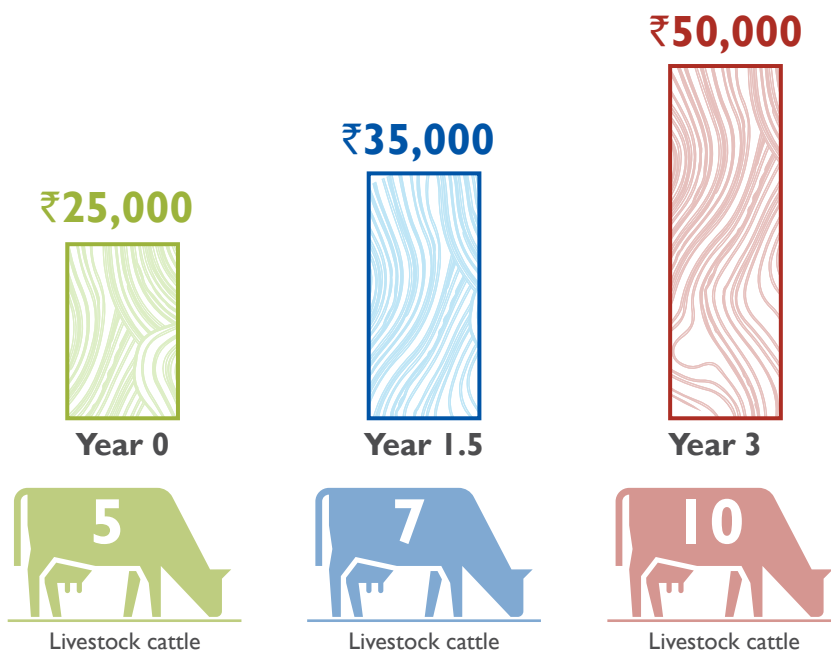
Providing innovative products, inflexible loan terms, customised tenure and payment structure, and easy collateral requirements to serve the precise needs of customers

Strengthening credit history and formal source of funding to our New-to-Credit customers

Serving customers with insufficient business documentation in relation to access to finance

Bringing transformational change in farmers' income

Doubling of monthly income within three years



History of Equity Infusion

Date	Equity Infused by	Fund raised (₹ crore)
March 2019	Promoters and Non-Promoters	19.03
February 2020	Promoters and Non-Promoters	11.65
December 2021	Non-Promoter Investors	14.42
June 2022	Non-Promoter Investors	20.77
September 2022	Warrants issued to Promoters	3.36
March 2023	Non-Promoter Investors	24.26
		93.48



Improving profitability with growing scale of operations

Total Income grew strongly by 116% to ₹50.44 crore in FY23 compared to ₹23.31 crore in FY22, in line with strong growth in business and AUM. With a BBB- Stable credit rating assigned in FY23, improved funding visibility from banks and lending partnerships, rising branch productivity with maturing operations, and growing AUM, we reached an inflection point in profitability in Q4 FY23, posting profit after taxes of ₹0.42 crore compared to a net loss of ₹2.70 crore in Q3 FY23.

Our unit economics continues to be strong with healthy NIM margins. Declining marginal cost of borrowings, improving branch productivity with increased share of secured lending business, and benefit of operating leverage with the growing scale of operations are levers of further improvement in profitability.

Improving operating efficiency

Operational efficiency has been consistently improving with increasing AUM and given that the business has a high degree of operating leverage, Opex % declined from 24.5% of average AUM in FY21 to 19.8% in FY22 and further declined to 15.4% in FY23 (14.5% in Q4 FY23)

Our financial inclusion journey

Moneyboxx started lending operations by opening its first branch in Bharatpur, Rajasthan in February 2019 and since then has successfully expanded its presence to 61 branches across 6 states and AUM of ₹338 crore as of March 2023. With cumulative disbursements of ₹543 crore, the Company has transformed lives of more than 75,000 micro-entrepreneurs.

Focus on asset quality

We have strong asset quality and low credit costs due to our robust underwriting standards, strong collection efficiency and focus on essential sectors. Our best-in-class asset quality is underpinned in a low Gross NPA of 0.59% and Net NPA of 0.30% as on March 31, 2023. We follow a 'direct-to-customer' approach and robust sector-specific underwriting practices.

Strong and adequate capitalisation

Gearing and Financing Strategy

We are constantly strengthening our capital position with equity fund raises from time to time. Our plan is to utilise these funds for expanding our operations and tapping future growth opportunities. We have raised an equity capital of ₹93.48 crore since inception, and ₹48.4 crore in FY23. Our co-founders have also committed ₹13.45 crore warrants fully convertible into equity, of which ₹3.36 crore has been received in September 2022. Our leverage ratio (TOL/Net Owned Funds) was comfortable at 3.67 as of March 31, 2023, with equity infusion during FY23.

Debt raising

We have also raised total debt of over ₹412 crore from 25 leading institutional lenders till March 31, 2023, validating our business model. Our portfolio of lenders includes top banks (SBI, DCB Bank, IDFC First, AU Small Finance Bank and Utkarsh Small

Finance Bank), leading NBFCs (Tata Capital), global impact funds such as OIKO Credit (Maanaveeya Development & Finance Private Ltd.), a Netherlands-based Impact Fund, and Caspian Impact Investment Private Limited.

₹76.40 crore

Net Worth as on March 31, 2023

₹19.03 crore

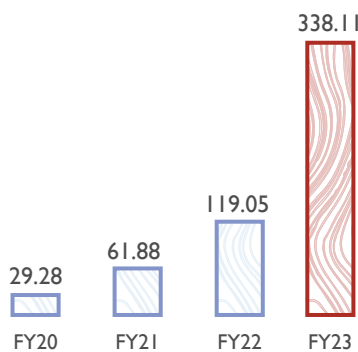
Net Worth as on March 31, 2019

₹93.48 crore

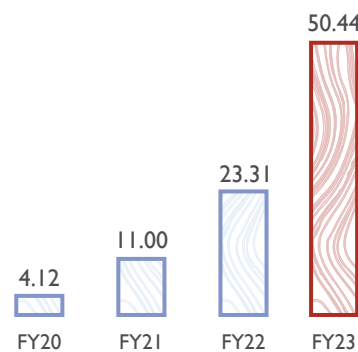
Total equity raised since inception

KEY FINANCIAL INDICATORS

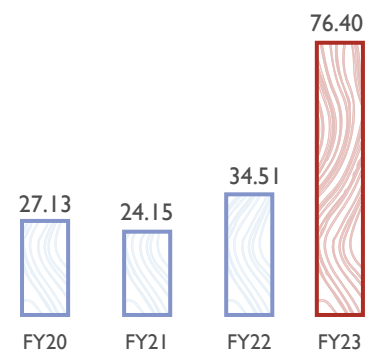
AUM (₹ crore)



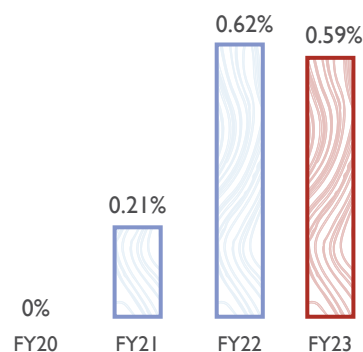
Total Income (₹ crore)



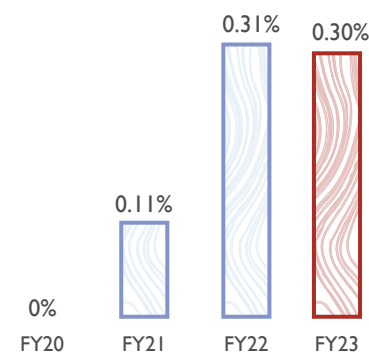
Equity (₹ crore)



GNPA (% of AUM)



NNPA (% of AUM)





Manufactured Capital



Our Approach

A unique credit approach steers us in spreading risk strategically across sectors and geographies to ensure lesser risk of conditions affecting sectors. We are working on further expanding our footprint by expanding branch network and product portfolio, strengthening distribution and diversifying into new geographies.

State-wise loans

State	No. of Loans
Haryana	5,826
Madhya Pradesh	6,885
Punjab	5,300
Rajasthan	7,679
Uttar Pradesh	1,414
Chhattisgarh	475
Grand Total	27,579

Products aimed at driving financial inclusion

Product	No. of Loans
Moneyboxx Vyapar Loan (Mortgage Secured)	471
Moneyboxx Vyapar Loan (Quasi Secured)	148
Moneyboxx Vyapar Loan (Unsecured)	26,960
Grand Total	27,579

New and under-served geographies served in FY23

Branch Name	State Name
Yamunanagar, Sonipat, Ambala, Sirsa, Rewari	Haryana
Ashta, Dhamnood, Biaora, Vidisha, Bhopal, Khategaon, Shujalpur	Madhya Pradesh
Khanna, Hoshiarpur, Raikot	Punjab
Meerut, Bulandshahar, Gorakhpur, Lucknow, Kanpur, Varanasi, Ayodhya	Uttar Pradesh
Hanumangarh, Jhunjhunu, Chomu, Bijainagar, Jhalawar, Rajsamand	Rajasthan
Rajnandgaon, Bilaspur, Raipur	Chhattisgarh

Asset-light Model

We have a highly scalable and asset-light branch model. Our branch network increased from 30 branches with AUM of ₹ 119 crore in March 2022 to 61 branches and AUM of ₹ 338 crore in March 2023, leveraging the underserved loan segment of ₹ 1-10 lakh. Today, we remain well positioned to grow our assets and further expand presence through our proven operating model and branch unit economics.

Improving branch productivity

Our branch productivity improved during the year, well supported by normalisation of economic activity post-pandemic and a strong rebound in disbursement. With strong credit demand and branch expansion, disbursement increased by over 3x during the year to ₹ 341 crore. Supported by growth in disbursement and improving branch productivity, the AUM grew 184% year-on-year to ₹ 338 crore as on March 31, 2023, compared to ₹ 119 crore as on March 31, 2022.

Driven by rising branch productivity and expansion, we crossed the ₹ 300 crore+ AUM milestone and are further augmenting the physical presence. During the year, we expanded our operations in Chhattisgarh by opening three branches at Raipur, Bilaspur and Rajnandgaon. To scale our footprint further, we plan to strengthen our distribution in some of our existing markets and diversify into newer geographies by expanding our branch network and product portfolio.

Operational performance of FY23

61
Branches

₹338 crore
AUM

735
Employees

₹341 crore
Gross Disbursements

27,579
Number of active
loans as of
March 31, 2023

Our robust underwriting standards and focus on borrowers in essential segments (livestock, kirana, retail traders, micro-manufacturers) have helped in building a robust loan book with low NPAs and high collection efficiency.

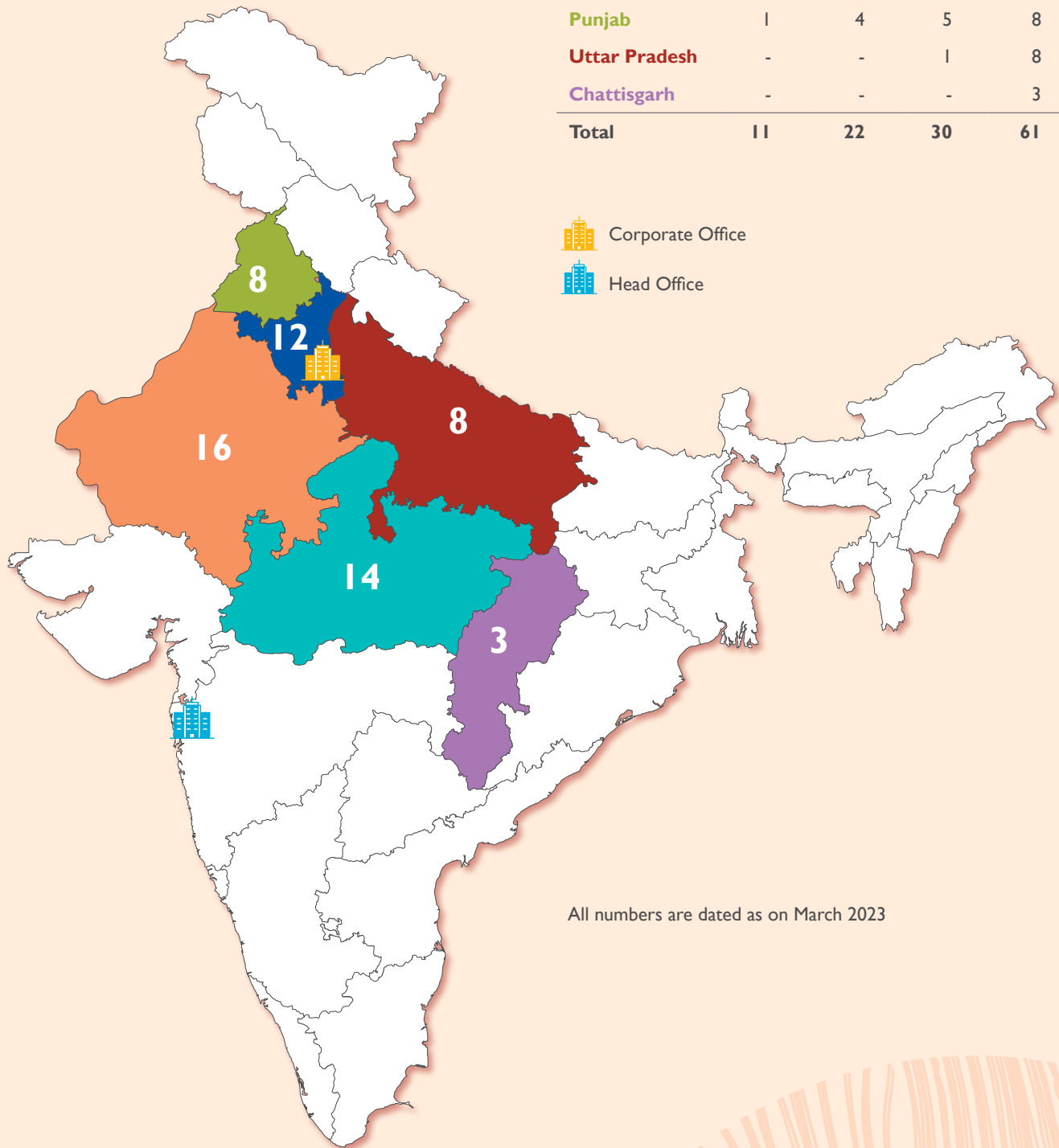
We expect sustained productivity improvement going forward driven by: (i) focus on secured products, (ii) steady-state operations and increasing branch vintage, (iii) stable sources of funding, and (iv) rising share of repeat loans with higher loan ticket size.

Our disbursement and AUM growth is fortified by branch expansion and improving productivity and the strengths of our operating model:

- **Direct-to-customer:** We follow a direct approach without any DSA or third party which results in a better understanding of local economies, sectors, customers, and build long-term relationships
- **Robust underwriting & Leveraging IT:** We have a robust underwriting process backed by IT-enabled decision-making and strong analytics, resulting in best-in-industry asset quality (GNPA 0.59% of AUM) and cumulative collection efficiency of over 98%
- **Strong collection mechanism and local intelligence** enabled by its on-ground presence
- **Strong Management:** The Company is led by a team of professionals with decades of experience in the industry and has a coveted independent board member who are industry veterans

Expanding our presence

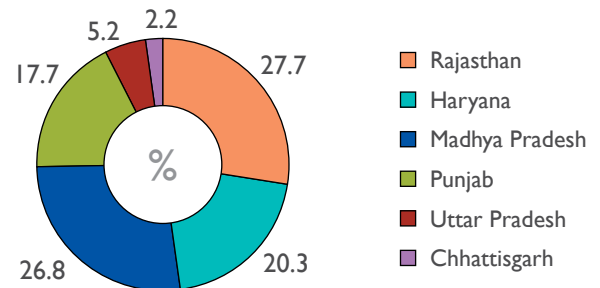
Branches	Mar'20	Mar'21	Mar'22	Mar'23
Rajasthan	5	8	10	16
Madhya Pradesh	3	5	7	14
Haryana	2	5	7	12
Punjab	1	4	5	8
Uttar Pradesh	-	-	1	8
Chhattisgarh	-	-	-	3
Total	11	22	30	61



All numbers are dated as on March 2023

Business & Operations	Mar-21	Mar-22	Mar-23
Branches	22	30	61
Branches Added	11	8	31
Headcount	228	313	735
Gross Disbursements (₹ crore)	55	112	341
Ind-ASAUM (year-end, ₹ crore)	62	119	338

Improving geographic diversification: % AUM by State



Growth Strategy

The underserved business loan market in semi-urban and rural areas holds huge growth potential. We plan to capitalise on this opportunity by expanding our branch network in existing and newer states, focussing on secured lending and diversifying product offerings through the launch of other financial products and services.

While there are over 230 lenders present in microfinance sector, where the average ticket size is less than ₹ 50,000, the market for ₹ 1-3 lakh **unsecured business loans** is severely underserved with very few focussed players addressing this segment.

We launched **secured business loans** in FY23 and see huge growth potential in this segment considering an estimated ₹ 22 trillion market potential for residential property-backed small business lending. (Source: CRISIL Research)

As part of our long-term growth strategy, we see the potential to grow the branch network to 400+, while also targeting an AUM of over ₹ 6,000 crore by FY28





Human Capital



SDGs Impacted



Our Approach

At Moneyboxx, we greatly value our human capital. We recognise the significance of this invaluable resource and actively contribute to unlocking their full potential, while ensuring their values align harmoniously with our institutional ethos. Our organisational framework emphasises on cultivating and enhancing the core skills and competencies of our dedicated team members. We make deliberate investments in their professional growth and development, thereby fostering a continuous enhancement in their skills.

Key Outcomes

Creating a differentiated impact

- Providing employment opportunities to people from varied socio-economic background in Tier-3 cities and below
- Fulfilling aspirations of those possessing the required skills and competencies
- Establishing an inclusive workplace that encourages diversity across all hierarchies, while providing multifaceted avenues for talent cultivation and advancement

We are committed to fostering a supportive workplace that promotes ongoing learning, inclusivity, equality, and a healthy atmosphere for all. The creativity of our team is crucial for ensuring smooth operations in this evolving landscape. As we expanded our operations this year, our workforce grew significantly by 134%, reaching 735 employees as of March 31, 2023, compared to 313 on March 31, 2022.

735
Headcount as on
March 31, 2023

313
Headcount as on
March 31, 2022

Key initiatives in FY23

During the year, we focussed on creating a positive work environment and fostering a culture that help everyone better understand the organisational goals. We also directed our efforts towards strategic talent acquisition, meticulously selecting individuals whose capabilities align with our growth strategies and plans.

Strategic talent management

The expansion of our workforce, the calibre of talent acquired, and the unwavering dedication to retaining our valued team members are instrumental in propelling our organisation. Focussed on this, we have implemented a robust talent management approach.

Our talent acquisition process is aimed at targeting skilled professionals who resonate with our values and mission. Through the cultivation of a diverse and inclusive workplace culture, we have successfully attracted top-tier talent from various industries, infusing our organisation with fresh insights and innovative ideas. This has bolstered our operational capacities and empowered us to embark on new initiatives, contributing to overall success. Our prosperity also hinges on the quality of hires, which is ensured through stringent selection process, comprehensive background and reference verifications.

Nurturing and retaining existing talent is equally vital. In FY23, we maintained a low attrition rate of 18% led by our commitment to fulfilling the needs and aspirations of our valued employees and providing them opportunities for professional growth. Feedback-

driven improvements, focus on work-life balance, employee well-being, and competitive compensation packages also contributed to increased loyalty.



Learning and Development

Our comprehensive learning and development initiatives instil confidence and present captivating challenges. We recognise the significance of consistently enhancing our employees' skills. To this end, we have established an internal learning hub - Moneyboxx Learning Centre - where an array of online courses are accessible, empowering employees to learn at their own pace. Additionally, our employees receive daily online insights encompassing soft & technical skills, updates on company policies and compliances, and more to augment their knowledge.



Employee Well-being

Our comprehensive "Well-being Program" boosts overall health, physical fitness, and general well-being of our employees. It includes rewarding employees for accomplishing their goals and encouraging a holistic approach to their wellness. Moreover, we prioritise our employees' health by providing comprehensive health and personal accidental coverage. Additionally, we promote financial stability with a staff loan option, ensuring their well-being on multiple fronts.



Career Opportunities

We help the employees reskill and upskill themselves, and through internal job postings, we provide career progression and growth, and cross-functional opportunities. We ensure that the right talent is acquired at our workplace and each employee is given a space to grow at the right pace.



Employee Engagement

We have deeply ingrained the principle of effective employee engagement considering its pivotal role in ensuring positive and productive work environment. To this end, we commemorate significant festivals like Diwali and Christmas, alongside national holidays like Independence Day and Republic Day, forging a sense of unity and shared celebration. This commitment extends to marking personal milestones such as birthdays, fostering camaraderie through get-togethers, Fun Days, and the lively tradition of Secret Santa exchanges. The appreciation of exceptional contributions is vital, we have instituted employee recognition programmes, exemplified by the motivational initiative "Contest Lakshya," encouraging consistent excellence.



Employee-Centric Approach

At the heart of our Company's ethos lies the motto 'One Team, One Dream' wherein regardless of their job title or position in the team, they are valued for what they bring, do, and have to say. It's the diversity of people and their views, ideas, and experiences and valuing these differences that make us stronger.



Culture of Communication

We actively cultivate a culture of open communication, a foundation for fostering trust, equity, and transparency throughout the organisation. This is realised through consistent and meaningful interactions among team members, superiors, and colleagues at all levels.



Reward & Recognition

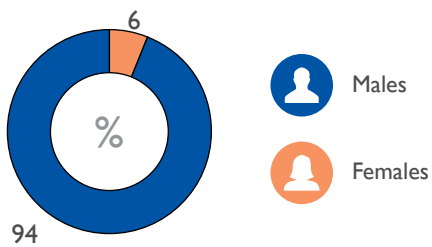
We duly honour and acknowledge deserving employees through well-structured reward and recognition mechanisms. Upholding our belief in collective prosperity, we extend employee stock options as a testament to our commitment to rewarding and retaining valuable team members. Nurturing loyalty and enhancing productivity necessitates fostering an environment where employees feel genuinely valued and supported. Our approach includes periodic certification and award programmes to recognise and applaud the right talent, effectively boosting their motivation and encouraging continuous excellence.

Our L&D lead, has been honoured as one of the distinguished Top 20 L&D Visionary Leaders at the prestigious 8th L&D Vision & Innovation Summit & Awards in 2023.

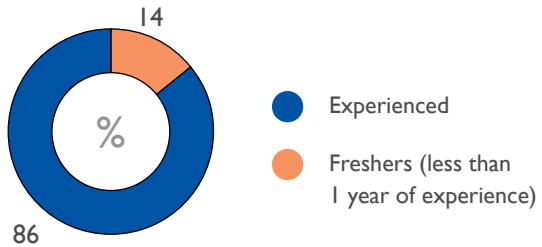


Our Employee Demographics

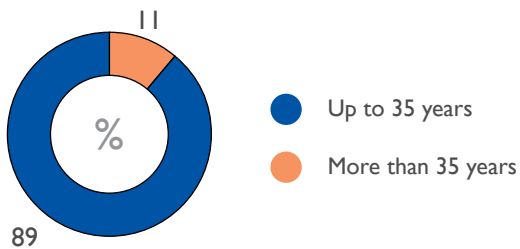
Gender Diversity



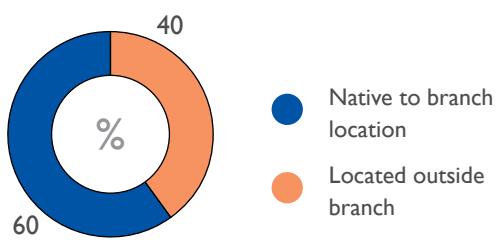
Experience



Average Age



Location



Training

₹12,00,000+

Total training investment

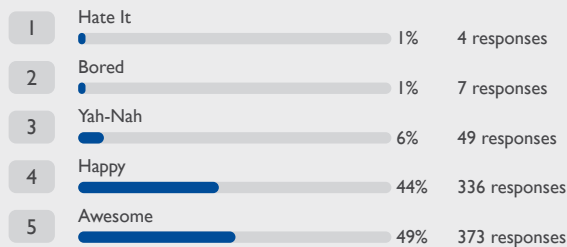
18 hours

Average annual training hours per employee

Employee survey results

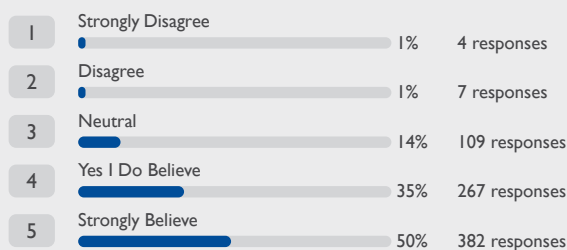
How would you rate your level of happiness at work? **4.4**

769 Responses **93 Comments**



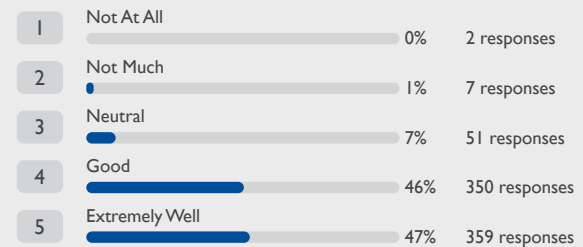
I feel proud to tell people where I work **4.3**

769 Responses **50 Comments**



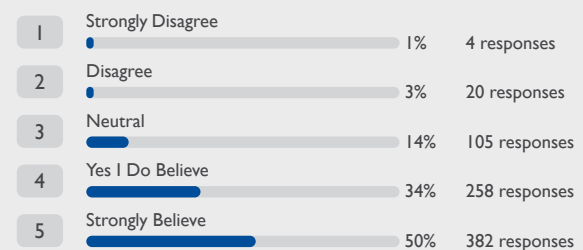
How well do you get along with people on your team? **4.4**

769 Responses **70 Comments**



Do you feel your skills and abilities are well utilised in this job? **4.3**

769 Responses **52 Comments**



Employee testimonials

"Hey, I'm Rahul and I'm working with the finance team at Moneyboxx. Here, we have a great culture. All our seniors and colleagues are super friendly and we get to learn from each other. The culture here is really cool for everyone. We support each other, we learn together and we achieve together. And the best part is that we celebrate all our achievements together. It provides us a great culture to work at Moneyboxx. We are a team of young and enthusiastic people. We have seniors who carry a lot of experience in the domain. It's always a fun day at work and never a dull day. Thanks."

RAHUL

Finance Manager

"Hi, my name is Divya. It's been a great journey since I joined as a Credit Manager. Individual talent is appreciated and given a chance to learn, grow and build a vast knowledge. What I like most about working here is that the entire framework is designed keeping in mind its people, customers and employees as well. Encouragement of people working around me helps me to bring a lot of positivity into my personal and professional both aspects of life. Thank you Moneyboxx."

DIVYA

Central Credit Manager

"I am Deepanshu Gupta working in the Impact department. I love the freedom, fun and boldness that comes with my career at Moneyboxx as well as the unique entrepreneurial spirit and support from the management that can be felt throughout the company which generates a sense of belongingness and faith towards the Moneyboxx. Thank You."

DEEPANSHU GUPTA

Impact and ESG Manager

"I am Disha Khattar working in the Compliance department. Moneyboxx is an employee-friendly organisation which definitely promotes an inclusive culture. I believe when you work with the right people and possess right attitude you can learn and evolve a lot here. My personal journey has been good so far and I am glad to be a part of Moneyboxx. Thank you."

DISHA KHATTAR

Assistant Manager, Compliance



Intellectual Capital



SDGs Impacted

Our Approach

To continue the innovation journey and stay relevant at all times backed by advanced technology to build a robust management system. This also involves investing in people skills and new partnerships.

Key Outcomes

- Launched new technology initiatives of WhatsApp bot and digital ID card
- Introduced the innovative Moneyboxx Learning Centre for augmenting employee knowledge
- Enhancement in customers and employees experience through innovative use of technology

Leveraging technology to democratise right to credit

We are working towards offering financial products and solutions in a fast, efficient and scalable manner to democratise the right to credit. To leverage the power of technology in digitising processes, analytics and decision-making, we continue to make significant investments in IT infrastructure. We combine human knowledge and technology to understand underserved micro enterprises and deliver quick financing solutions to them in a viable, easy and cost-effective manner. Further, we extend loans to customers with limited or no recorded credit/income history through our proprietary credit assessment process.

Using analytics

We analyse customer and their enterprise data using advanced analytical techniques for effective underwriting.

Technology and MIS

Application	Brief
Loan Management System	Advanced cloud-based Loan Management System integrated with banks, credit bureau, insurance and lending partners.
HRMS	HRMS is implemented for employee lifecycle management starting from onboarding, payroll and HR compliance to separation.
SD-WAN	SD-WAN technology deployed for branch networking over broadband connections. It provides centralised management of the network through Mobile and Web applications.
Analytics	Business Intelligence tool has been implemented for interactive dashboards and business analytics. It is integrated with HRMS, ILMS and accounting software and is being used for periodic performance review.

Growing with Bharat

We are ensuring financial inclusion by:

- Leveraging technology (in the absence of availability of GST/ ITR/Banking records of customers, delivering credit through customer connect and data-driven underwriting)
- Levelling up by going 100% digital (quicker customer onboarding and loan approvals, paperless process)
- Transforming lives (serving the underserved)

A tech-driven operating model

At Moneyboxx, we operate via a physical and digital model, leveraging our local branch presence for effective sourcing of customers and adopting a fully digital approach for all activities right from sourcing to disbursement and collection. We employ proprietary underwriting methodologies for each customer segment. We have implemented, a next-generation, cloud-based fully integrated Loan Management System platform with AI-enabled decision-making algorithm in addition to other features that ensure fast deployment and scalability at lower costs. All the information about the customer is captured in an Android Mobile & Web application. This expedites movement of information across levels and helps in bringing down the origination and operational costs. We also have API integrations with credit bureaus and banks for CMS activities (disbursement and collection).

Key initiatives in FY23

Digital ID Card

We have started issuing digital ID cards to our employees, replacing the conventional practice of issuing physical cards. The initiative contributes significantly to reducing our carbon footprint by eliminating the need for paper and plastics associated with physical cards. This will help conserve trees and energy used in paper production as well as prevent pollution associated with plastic manufacturing. Digital cards can also be instantly delivered to employees' devices, eliminating shipping-related carbon emissions from physical card delivery. Further, digital cards enable remote access and verification, reducing the need for employees to travel to specific physical locations and thus associated carbon emissions.

Moneyboxx Learning Centre

For employee engagement and continuous capacity building, we have launched Moneyboxx Learning Centre. It systematically imparts job-related knowledge, training and skills to expedite learning and drive change in the attitudes of the employees towards colleagues, supervisor and the organisation.



WhatsApp bot for customer acquisition

We have launched WhatsApp bot as a powerful tool for lead generation and marketing. Its ability to engage with potential customers, capture leads, and provide personalised experiences had a significant impact on our business. By leveraging this technology, we streamlined our marketing efforts, increased lead conversion rates, and enhanced customer satisfaction, ultimately driving growth and success in the digital landscape.

Co-Lending partnership

During the year, we entered into Co-lending partnerships with Vivriti Capital Limited, MAS Financial Services Limited, and Utkarsh Small Finance Bank. These strategic partnership will help us utilise our resources in an optimal manner, increase customer reach and create value for the lending partners.

We will continue to expand the co-lending partner networks, collaborating with a diverse range of lenders to leverage their respective strengths. This will enable us to offer a wider range of loan products and cater to a broader customer base.

Nominated for Impact Study

We have been nominated for a three-year longitudinal impact study by Michael & Susan Dell Foundation to assess the impact of credit provided to nano enterprises. We were recently featured in one such study conducted by the experts at LEAD Krea University and MSDF. It helped enhance our understanding about the segmentation and the strength that lies in serving the local.



Natural Capital



SDGs Impacted



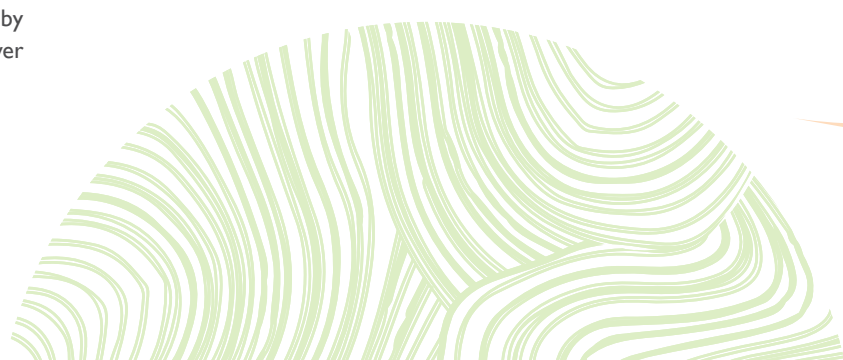
Our Approach

Natural resources are depleting rapidly, leaving a lasting impact on the environment. Through prudent planning and the right collaboration, we ensure that our operations make judicious use of natural resources by preserving and protecting them and reducing our carbon footprint. In this regard, we are intending to become a resource-conscious business by focussing on natural capital.

Key Outcomes

- 1,02,300 units of energy consumed
- We have significantly reduced our carbon footprint by planting 3,400 fruit-bearing trees with an investment of over ₹ 5 lakh

- We have adopted a fully digital approach for all loan-related activities, from sourcing to disbursement and collection, which has significantly reduced paper consumption equivalent to saving 265 trees
- We have rolled-out employee Digital ID card initiative which is contributing to a significant reduction in paper and plastic consumption, reducing associated carbon emissions and pollution owing to their manufacturing and distribution



Key initiatives in FY23

Tackling climate change with Agroforestry

In FY23, we began our agroforestry initiative to support our agri-entrepreneur and dairy farmer borrowers in planting fruit-bearing trees which can substantially elevate their income and contribute to combating climate change. The initiative, undertaken in association with our execution partner Green Ananda, involved plantation of 3,400 fruit-bearing trees in Haryana and Madhya Pradesh covering our borrowers in Hisar, Fatehabad, Naraingarh, Agar, Mandasaur, Ujjain and Dewas regions. The initiative holds significant potential to elevate our borrowers' income and will generate positive ecological impact in terms of improvement in soil and air quality, water augmentation, food security and sustainability.

Phyital process – Business Model

We employ a '**phyital**' business model, combining on-ground presence for better understanding of customers with extensive technology utilisation to digitalise processes and enhance decision-making, reporting and analytics.

Our end-to-end digital approach and processes adoption, right from onboarding to credit assessment to approval, disbursement, collection, reporting and analysis has significantly reduced paper usage and carbon footprint. Through these efforts, we have saved equivalent of 265 trees making notable environmental impact and we remain committed to make meaningful contribution in this area.





Social and Relationship Capital



SDGs Impacted



Our Approach

We are committed to maximising our social impact through multiple impact initiatives for our stakeholders to help drive societal causes and bring about change in the society. Our aim is to fulfil the unmet credit needs of the rural population and help them pursue their entrepreneurial goals.

As a part of our beyond-lending impact initiative, we are targeting to support each livestock borrower with 50-100 fruit-bearing trees per acre at zero cost

Key Outcomes

- Driving financial inclusion by serving the most under-served segment and addressing the bottom of the pyramid
- Covering borrowers in Hisar, Fatehabad, Naraingarh, Agar, Mandsaur, Ujjain and Dewas regions
- Enabling the borrower to double their monthly income in three years
- Providing secured loans with higher credit size (Up to ₹10 lakh)

Lives of **75,000+ Borrowers (including co-borrowers)** impacted within a four-year span

34% of customers are first-time and new-to-credit borrowers

55% of our customers are women entrepreneurs

CUSTOMERS

Understanding customers

We understand customers' business and cash flows in detail and help them choose the right amount of financing and tenure depending on their income generation capacity. We aim to serve our customers with the highest level of transparency and efficient delivery of credit through end-to-end digitalised operations for all activities right from sourcing to paperless documentation, disbursement and collection. Further, our on-ground presence and digital presence give us a better understanding of our customer segment, enabling us to maintain better underwriting and collection and ensure quick scalability of operations. We have also leveraged technology to develop assessment models to appraise customers having minimal documentation.

Apart from impact financing, we are committed to creating a sustainable impact on borrowers' lives through various beyond-lending impact initiatives such as free vet consultancy for livestock borrowers and agroforestry drive.

Reaching closer to customers

We are continually expanding our branch presence, especially in Tier 3 and below locations to ensure wider reach to our customers. Our digital model further amplifies our reach.

Ensuring efficient and quick loan disbursement to customers

APPROACH

- Targeting micro-enterprises in Tier 3 and below cities following a Direct to Customer approach
- Leveraging referral from existing customers to source new customers

DISBURSE

- Disbursing business loans depending on the need of the enterprise and eligibility
- Unsecured and secured business loans from ₹ 70,000 to ₹ 10 lakh

MONITOR

- Monitoring trades continuously and incorporating changes in the credit assessment tools
- Identifying and acting on early caution signs by regular appraisal

Offering customised products

We also conduct in-depth studies of our customers' enterprise to draw out assessment peculiarities of specific business trades. We continuously monitor these trades and accordingly incorporate changes in credit evaluation tools in order to create tailor-made products for customers and satisfy their specific needs.

Empowering women

At Moneyboxx, nearly 55% of our borrowers are women entrepreneurs. In the past decade, India has witnessed a spike in the number of women-led small and micro-enterprises, which has soared from 2.15 lakh to 1.23 crore, accounting for 20% of domestic MSMEs. Today, India ranks 3rd in the entrepreneurship gender gap, given the pre-existing biases and paucity of access to movable and collateral assets.

Fulfilling the gender gap

Today, emerging female entrepreneurs from Tier 2 and Tier 3 cities lack networking opportunities. To address the situation, there is a need to emphasise qualitative, non-conventional credit evaluation approaches, product innovation, and the use of technology and policy reforms to improve access to credit for women entrepreneurs.

PRIORITISE

- Prioritising customers who are still not a part of the organised financial system
- Focussing on customers moving from group to individual borrowing

EVALUATE

- Assessing applicants on their ability to repay and stability of cash flow of the business
- Focussing on intent depending on history, referrals and traceability

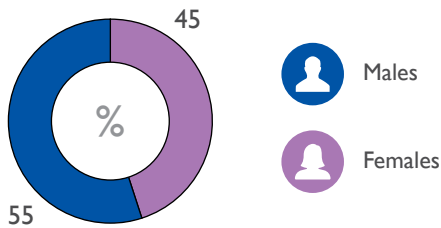


Our customer excellence in FY 2022-23

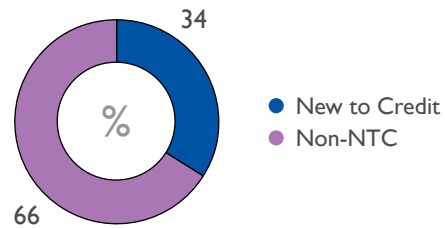
<p>85 (C-SAT) Customer satisfaction survey/(NPS) Net promoter score</p>	<p>₹ 25 lakh+ Spent on social/ impact initiatives</p>	<p>18,579 New customers onboarded</p>	<p>3,888 Repeat customers</p>	<p>5,888 New to credit customers</p>
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Key Statistics

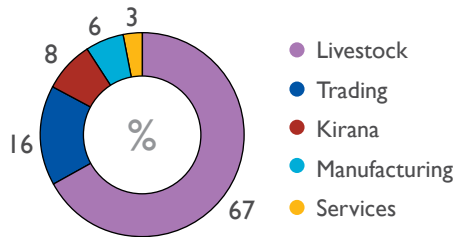
Customer Demographic



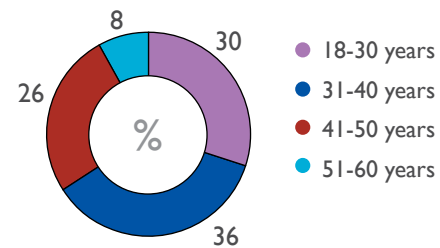
Share of New-to-Credit



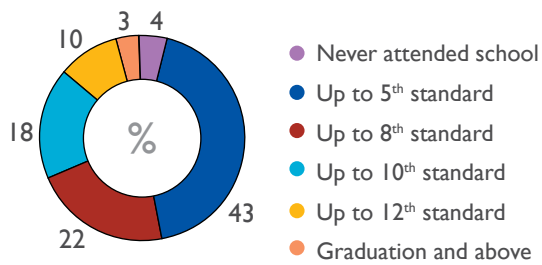
Livelihood of Customers



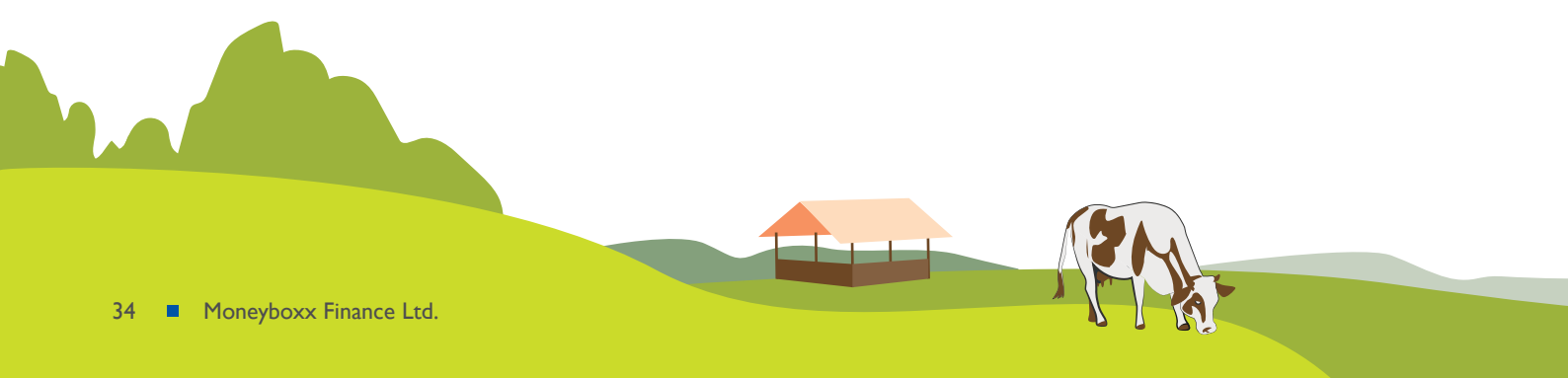
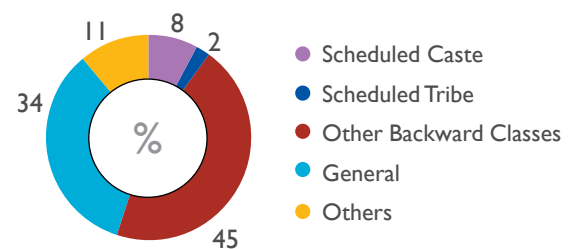
Customer Profile – Age



Customer Profile – Education



Customer Profile – Social Groups



Customer Speak



Strengthening my credit history

Alpana Mehta, Dewas, Madhya Pradesh

I took this business loan from Moneyboxx, which was the first-ever loan in my life. The loan process was very transparent and hassle-free. Since then, my income has doubled.



Achieving Gender Inclusion

Radha Bharatpur, Rajasthan

I took a look from Moneyboxx for the expansion of my dairy business. This helped me in enhancing my income further.



Fostering entrepreneurship

Praveen Chandra, Ujjain, Madhya Pradesh

Moneyboxx trusted me with a loan to set up a tailoring shop during tough times. Today, my shop is known as an icon in the area and my customer footfall has also doubled.



Empowering women

Manjeet Kaur, Mansa, Punjab

I took a business loan of ₹ 1.25 lakh from Moneyboxx in 2021 for the purpose of business expansion. I then took another loan of ₹ 2 lakh for expanding my business. Today, continuous support from Moneyboxx has helped me become financially independent.

Tikam Singh Soni

I am Tikkam Singh Soni from Rinda, Mandasaur.

I will always be grateful to Moneyboxx for helping me grow my business and provide a good life to my family.

Earlier, I used to sell about 1 kg jaggery and earn 200-400 rupees a day. The loan helped me to expand my business and sell 2 kg - 4 kg per day. My daily income also increased to 1000 rupees approximately.

Gradually, I ventured into wholesaling and started attracting about 10-12 customers from nearby villages every day. Today, I own another shop close-by and earn about 6,000-7,000 rupees every day.

The increase in workload has been a blessing for me. Now, I have work and a source of income too.



https://youtu.be/sG7QgS2kmnc?si=haDuQddhV_TAybyj

Akhilesh Gujjar

I am Akhilesh Gujjar, a resident of Shekhpur Village in Ujjain.

My village is very far from the city. Bad roads make it even more difficult to commute. Therefore, getting good veterinary services for my cattle used to be quite a task. Our cattle would often fall ill and many would die due to lack of proper treatment.

Once, during a cattle fair in Ujjain, I saw Moneyboxx's stall and picked up its card. Later, we called them to check the loan options and availed a loan of ₹ 1.75 lakh. Looking back, I think that it was an excellent decision.

Now, a vet comes and checks our cattle regularly. In few cases when the doctor is unable to visit, we receive instant guidance on the phone. This has benefited us greatly in restoring our cattle's health. Apart from the loan, I also enjoyed the perk of a free medical check-up.

Moneyboxx is a must-recommend to my business community.



<https://youtu.be/AbU3lJs6H0Y?si=8wQ-vKT0xEdKdojU>

CUSTOMER SUCCESS STORIES

Fostering women entrepreneurship

Santosh, a determined female entrepreneur, was successfully operating a general store business for several years. She aspired to start one more business in the cattle segment. Despite this, her low credit history hindered her loan prospects and expansion plans.

Moneyboxx intervention

Recognising Santosh's potential, we came forward to grant a loan, helping her purchase cattle to commence livestock business and fulfil her entrepreneurial dreams.

Impact

- Our support helped Santosh start a new business, improve her credit history through timely EMI payments and negotiate effectively with wholesalers in Kota and Bhawani mandi
- Our loan also helped her add a Gift product category to her existing business, creating more business opportunities
- Purchasing 7-8 cattle opened business avenues for cattle trading, yielding an income of ₹ 70,000-80,000 to date

Empowering Small Dairy Farmers through Financial Inclusion

Arjun, a budding dairy entrepreneur, aimed to grow his business and support fellow small-scale dairy farmers in his area. While Arjun's mother got a group loan, his individual loans were getting rejected due to his limited credit history, hindering his dreams of growth.

Impact

The loans allowed Arjun to purchase 4 cattle, bolstering milk production and enhancing his income. It also indirectly benefited 8-10 small dairy farmers. Arjun could further invest in a FAT machine enabling improved milk collection quality and offering fair payments to small dairy farmers. He also maintained milk records for trust and transparency.



https://youtu.be/rpTD5QEFv68?si=wZ2UxqmnCH_17CHZ



COMMUNITIES



Key Outcomes

- Full-time Vets working as Impact Officers in branches:
 - Being a guiding light to borrowers by offering advisory on cattle health management, feedstock, cattle breed (AI) and milk yield improvement
 - Aimed at mitigating risks of cattle diseases by way of proactive vaccinations and treatments by our Veterinary Doctors
- Running the agro-forestry drive:
 - Free fruit-bearing tree plantation creates sustainable socio-economic development and a positive ecological impact
 - We are committed to helping our agri-preneurs borrowers cultivate fruit-bearing trees, which can significantly increase their revenue



Free Vet Consultations for livestock borrowers

We are possibly the only NBFC in India employing Veterinary doctors (Impact Officers) on a full-time basis at our branches to help our livestock borrowers in improving milk yield and cattle health. They also drive various impact initiatives and are committed to creating sustainable social impact by driving transformational change for our borrowers. This includes enabling a multi-fold increase in their disposable income by providing credit for asset purchase, working capital and income generation purposes, thus creating a sustainable impact beyond just capital.

Livestock awareness camps

Our Veterinary doctors provide information on health, nutrition, breeding, feeding, management, cattle insurance aspects to the farmers. They also, provide information about the control and prevention of important livestock diseases. During the year, our team of 10 doctors conducted six livestock awareness camps.

Moneyboxx Veterinary doctors: Creating impact at the forefront

Veterinary doctor helps farmer avoid economic loss

In one of our many instances, our Veterinary doctor visited a livestock farmer to assess his Buffalo's pregnancy. He found that it was 2 to 2.5 months pregnant, making pregnancy diagnosis very critical. The vet advised proper feeding management to ensure the buffalo's health and strength, helping prevent economic loss for the farmer.



CSR impact in FY 2022-23

₹ 25 lakh
Investment in social initiatives

61,000+
Cattle health screened

7,100+
Direct beneficiaries from impact initiatives

5,700+
Free doorstep VET consultations

100+
Individuals given financial literacy and credit counselling (FLCC) training



<https://youtu.be/VEN25jTal8g>

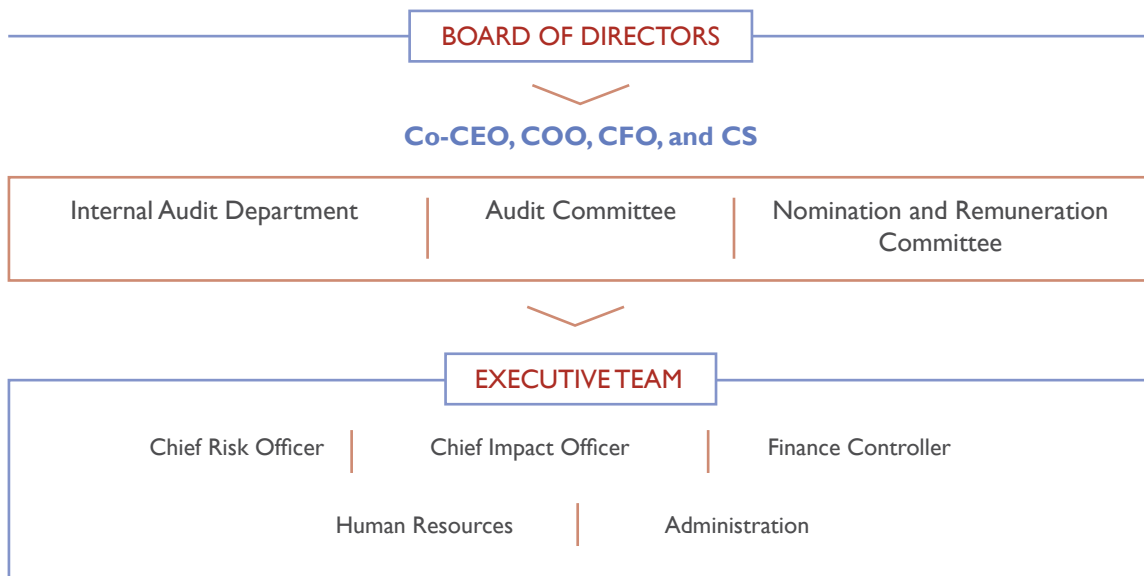
OUR GOVERNANCE PHILOSOPHY

Our Governance Philosophy majorly focusses on the good governance through application of strongest ethical practices in all our business activities and it also includes maintaining a fair relationship with all stakeholders. We also take diligent measures to prudently manage risks while we pursue our business objectives, helping reinforce our strong leadership position.

Our established corporate governance structure provides us with a comprehensive framework to enhance accountability to our shareholders and other stakeholders. It ensures robust and effective decision-making through processes, practices and policies. We have well-defined policies covering grievance

redressal, KYC & AML, nomination and remuneration, whistleblower and POSH among others. We also maintain a strong code of conduct with the highest standards of business ethics and integrity and believe in transparency. Further, we follow the highest level of disclosures with all our stakeholders.

Strong Governance Structure



Our Board

The Board comprises of six directors, out of which, two are independent directors (including one woman director), two are whole-time directors and the remaining two are non-executive directors. This optimal mix of executive, non-executive and independent directors ensures effectuating the two main functions of the Board, i.e., governance and management. The Chairman of the Board is an Independent Director. The promoters and management are highly qualified with relevant experience in the banking industry.

Board Committees

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

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

Board of Directors



With 34+ years of experience in Central banking with the RBI, he is currently working as CEO of Currency Cycle Association, CEO and Secretary of Association of Small Finance Banks of India (ASFBI) and independent director at multiple NBFCs.

Uma Shankar Paliwal
Chairman & Independent
Non-Executive Director



With 21+ years of experience as ex-IAS officer (1987 batch) in departments like Indian Audit & Accounts Services and CAG, she is the Ex-CEO of Microfinance Institution Network (MFIN) for four years and is currently the CEO of global NGO.

Ratna Dharashree Vishwanathan
Independent Non-Executive
Director



As a Chartered Accountant with more than 20 years of experience in financial services industry, he started his career with GE Capital and went on to work in large financial institutions like JP Morgan and HSBC. In last role, served as Associate Director at HSBC lending to Banks and FIs.

Mayur Modi
Co-Founder Co-CEO and COO



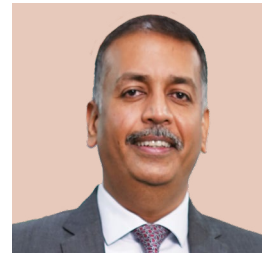
A qualified Chartered Accountant with more than 20 years of experience in Finance, including with Bank of America, KPMG, GE Capital, Infosys (for Deutsche Bank), he served as Asia-Pacific industry risk head with Bank of America. His core competencies are in capital funding (PE, Debt), capital structure optimisation, growth, and strategy consulting. He founded and ran a boutique investment banking firm Avancer Capital Partners helping client raise >₹2,000 crore in equity and debt.

Deepak Aggarwal
Co-Founder, Co-CEO and CFO



He is a practising Chartered Accountant with more than 18 years of experience in the field of statutory and internal audit, tax and company law matters.

Govind Gupta
Non-Executive Director



He has 20+ years of experience in financial products and PMS including distribution of equities, mutual funds, and fixed income products.

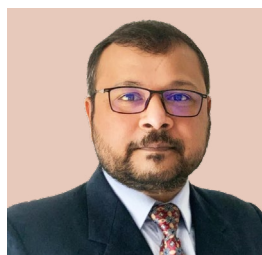
Atul Garg
Non-Executive Director

Leadership Team



He is a Chartered Financial Analyst with more than 20 years of experience in finance covering corporate finance, credit risk and equity research. He has previously worked with leading organisations such as HSBC and Infosys and in his last role served as VP-Commercial Banking & Risk Training.

Viral Sheth
Finance Contoller



He is an MBA (IIF) and IIM-A (MDP) with over 20 years of rich experience in retail and corporate lending space, including over 15 years at TATA Capital. His areas of expertise include credit underwriting, risk assessment, portfolio management, strategic planning and digital lending across Retail and MSME space.

Vikas Bansal
Chief Risk Officer

AWARDS & ACCOLADES



Best Digital Lender of the Year
Special Mention Business World 2nd Edition
Festival of Fintech Conclave Awards 2022



Rising Star - Micro Finance Company of the Year
at 2nd Annual NBFC and
FinTech Excellence Awards 2023



2022 ELETS NBFC 100 Leader of Excellence Award conferred for the category Outstanding Customer Experience



BFSI Tech Innovation Awards 2023
in the category of Outstanding Customer Engagement Initiative

Silicon India
10 most promising Micro-finance companies – 2022

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Uma Shankar Paliwal

Chairman/Non-Executive
Independent Director

Ms. Ratna Dharashree Vishwanathan

Non-Executive Independent 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

CO-CHIEF EXECUTIVE OFFICER

Mr. Deepak Aggarwal

Mr. Mayur Modi

CHIEF FINANCIAL OFFICER

Mr. Deepak Aggarwal

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Bhanu Priya

STATUTORY AUDITORS

Gaur & Associates

107, Laxmi Deep Building, Laxmi Nagar
District Centre, Delhi - 110092

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Ltd.

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

REGISTERED OFFICE

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

CORPORATE OFFICE

2nd Floor, Vatika Business Centre,
Vatika First India Place, M G Road,
Gurgaon – 122002, Haryana

HEAD OFFICE

Wing A-411, Kanakia Wall Street,
Chakala Andheri Kurla Road,
Hanuman Nagar, Andheri East,
Mumbai - 400093, Maharashtra

WEBSITE

www.moneyboxxfinance.com

PHONE NO.

011- 4565 7452

E-MAIL

info@moneyboxxfinance.com

CORPORATE IDENTIFICATION NUMBER

L30007DLI994PLC260191

Board's Report

To the Members,

Your directors take pleasure in presenting the 29th Annual Report on the business and operations of your Company along with the audited statement of accounts for the year ended March 31, 2023 (Financial Year under review).

Financial and Operational Highlights:

The financial performance of your Company for the year ended March 31, 2023 is highlighted as below:

Particulars	(Figures in ₹ lakh)	
	Current Financial Year (2022-23)	Previous Financial Year (2021-22)
Revenue from Operations	5041.08	2259.10
Other Income	2.95	71.50
Profit/loss before Depreciation, Finance Costs, Comprehensive items and Tax Expense	1346.51	497.19
Less: Depreciation/Amortisation/Impairment	173.08	93.80
Profit/Loss before Finance Costs, Comprehensive items, and Tax Expense	1173.43	403.39
Less: Finance Cost	2167.64	1055.74
Profit/Loss before Comprehensive items and Tax Expense	(994.21)	(652.35)
Less: Tax Expense (Current & Deferred)	(313.84)	(280.34)
Profit/loss for the year (1)	(680.37)	(372.01)
Add/(less): Comprehensive items	11.09	6.41
Profit/Loss after Tax Expense & Other Comprehensive Item	(669.28)	(365.60)
Retained earnings as at the beginning of the year	(1022.67)	(657.07)
Retained earnings before appropriations	(1691.95)	(1022.67)
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	(1691.95)	(1022.67)
Earnings per share (Face value of ₹10/-)		
- Basic (₹)	(2.94)	(1.82)
- Diluted (₹)	(2.94)	(1.82)

Indian Accounting Standards (IND-AS)

Financial Statements of your Company for the financial year ended March 31, 2023 are prepared in accordance with Indian Accounting Standards (IND-AS), 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.

Company's Performance in Financial Year under Review

The Revenue from operations for the year under review is ₹ 5044.03 lakh (Previous Year: ₹ 2330.60 lakh) registering a growth of 116.42% over the previous year.

The Assets under Management (AUM) of the Company stood at ₹ 338 crore as on March 31, 2023, this represents growth of 184% as compared to March 31, 2022. The Company was able to achieve profitability in 4th Quarter of the year under review which has been driven by rising scale & improving productivity. Loan amount of ₹ 341 crore has been disbursed in FY 2022-23 as compared to disbursement

of ₹ 112 crore in FY 2021-22 which shows a tremendous growth of 204%. Moneyboxx has been able to successfully expand its branch network to 61 branches across six states. The Company has also entered Co-lending tie-up with Vivriti Capital Limited and MAS financial Services Limited. Also, during the year the Company has entered into a Business Correspondent Agreement with Utkarsh Small Finance Bank. These tie-ups are proven to be as strategic tie-ups to utilize the available resources in most viable way to generate revenue.

Fund Raised During 2022-2023:

Your Company has diversified its funding sources by adding six new lenders in FY23, taking the total lender count to 25 as of March 2023. New lenders in FY23 included reputed names –State Bank of India, Tata Capital Financial Services Limited, Hinduja Leyland Finance, Manaveeya Development & Finance Pvt Ltd (Oiko Credit), Utkarsh Small Finance Bank Ltd, Vivriti Asset Management etc.

Total debt raise was 230.1 crore (including non-Convertible debentures and PTC) in FY23 which is in line with business growth. During the year under review, the Company has raised ₹ 20 crore by issue and allotment of Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-convertible Debentures to Promising Lenders Fund managed by Vivriti Asset Management and outstanding subordinated debt as on March 31, 2023, stands at ₹ 6.61 crore. Continued support from the existing lenders and the addition of new lenders demonstrates the confidence of the lenders in the Company's credit processes, asset quality, collection efficiency and the management team.

Company's performance in detail cover in Management Discussion & Analysis.

Annual Reports Circulation in Electronic form

SEBI has vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 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 30th September, 2023. Members may note that the Notice and Annual Report 2022-23 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 conserving the resources of the Company.

Transfer to Reserves

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

Share Capital

The Authorized Share Capital of the Company as on March 31, 2023, stood at ₹ 30,00,00,000/- (3,00,00,000 equity shares of ₹ 10/- each) and the Issued, Subscribed and Paid-up Share Capital of the Company stood at ₹ 24,92,13,600 divided into 2,49,21,360 Equity shares of ₹ 10/- each.

During the period under review, the Company has raised equity share capital on Preferential basis two times vide allotment dated June 02, 2022, and March 31, 2023. The details of which are as follows:

- Equity raised on June 02, 2022:
The Company has allotted 18,05,851 equity shares at a face value of ₹ 10 per share as a result of which, the Paid-up share capital of the Company increased from 21,59,94,980 divided into 2,15,99,498 equity shares of ₹ 10/- each to ₹ 23,40,53,490 divided into 2,34,05,349 Equity Shares of ₹ 10/- each.
- Equity raised on March 31, 2023:
The Company has allotted 15,16,011 equity shares at a face value of ₹ 10 per share as a result of which, the Paid-up share capital of the Company increased from ₹ 23,40,53,490 divided

into 2,34,05,349 Equity Shares of ₹ 10/- each to ₹ 24,92,13,600 divided into 2,49,21,360 Equity shares of ₹ 10/- each.

Listing on Stock Exchange

The shares of the Company are listed on the Main Platform of BSE Limited. The listing fee for the financial year 2023-24 has been duly paid by the Company within the due date as prescribed in this regard.

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 the 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 occurred between the end of the financial year of the Company i.e., March 31, 2023, and the date of this Board's Report.

Corporate Social Responsibility

The provisions of section 135 of the Companies Act, 2013 in relation to 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

As on March 31, 2023, 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-I is not applicable.

Credit Rating

During the year under review, Acuite Ratings & Research has assigned the long-term rating of 'ACUITE BBB-' (read as ACUITE triple B minus) to the ₹ 100 Cr bank facilities (including proposed facilities) of the Company. The outlook is 'Stable'.

Directors and KMP

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

During the year there is no change under Director and KMP Category.

In accordance with the provisions of Section 197, 198 of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and the Articles of Association of the Company, the term of Mr. Deepak Aggarwal as CEO & Whole-time Director is about to end on September 14, 2023. Hence, based on the recommendation of Nomination and Remuneration Committee, Board of Directors recommends the re-appointment of Mr. Deepak Aggarwal for another term of 3 years in line with the applicable provisions of Companies Act, 2013. Brief resume and other details of Mr. Deepak Aggarwal, who is proposed to be re-appointed as a Co-CEO & Whole-time Director of the Company for second term of 3 years have been furnished, with the explanatory statement to the notice of the ensuing Annual General Meeting. The same is put to vote in ensuing General Meeting.

Furtherance to this, the first term of Mr. Uma Shankar Paliwal (DIN- 06907963) and Ms. Ratna Dharashree Vishwanathan (DIN-07278291) is about to end on January 10, 2024. Hence, the Board of Directors recommends their re-appointment for a second term of

five years as Independent Directors. The resolution(s) with respect to their re-appointments are put to vote in ensuing Annual General Meeting.

Director retiring by rotation:

In accordance with the requirements of section 152(6) (c) of the Companies Act, 2013, Mr. Govind Gupta (DIN:00065603), Director retires by rotation from the Board of Directors and being eligible, offers himself for re-appointment. Brief resume and other details of Mr. Govind Gupta who is proposed to be re-appointed as a Director of the Company have been furnished, with the explanatory statement to the notice of the ensuing Annual General Meeting.

The Board recommends the re-appointment of Govind Gupta (DIN: 00065603), 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, 2023, the Board of Directors of your Company consists of 6 Directors. Their details are as follows:

S. No.	Name of Director	Designation
1.	Mr. Uma Shankar Paliwal (DIN-06907963)	Chairman and Independent Director
2.	Ms. Ratna Dharashree Vishwanathan (DIN-07278291)	Independent Director
3.	Mr. Deepak Aggarwal (DIN-03140334)	Whole-time Director
4.	Mr. Mayur Modi (DIN-08021679)	Whole-time Director Co- Chief Executive Officer & Chief Financial Officer (KMP)
5.	Mr. Govind Gupta (DIN-00065603)	Non-Executive Director
6.	Mr. Atul Garg (DIN-07093376)	Non-Executive Director

Key Managerial Personnel

As per the provisions of the act, as on March 31, 2023 Mr. Mayur Modi and Mr. Deepak Aggarwal are CO-CEOs & Whole-time Director(s) of the Company, Mr. Deepak Aggarwal is 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 6 times during the financial year 2022-23. 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 with the applicable laws in reference to conduct Board meetings.

Committees of the Board

There are five (5) Statutory Committees constituted by the Board of your Company in compliance with the relevant provisions of the Companies Act, 2013, SEBI Listing Regulations, 2015 and applicable RBI Regulation(s):

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder Relationship Committee
4. Asset Liability Management Committee
5. Risk Management 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 2022-23;
- 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 Directors' 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 affirms 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 based on 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 input from the Committee members based on 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 held on March 31, 2023.

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 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, 2021. The eligibility of employees to receive grants under the Plan has to be decided by the Nomination and Remuneration Committee (NRC) from time to time upon recommendation of Management of the Company. Vesting of the options shall take place in the manner determined by NRC at the time of grant provided the vesting period in line with the MFL Employee Stock Option Plan 2021.

Vesting of options shall be subject to the condition that the Grantee shall be in continuous employment with the Company and such other conditions as provided under the MFL Employee Stock Option Plan 2021. The Exercise Price of each grant is determined by NRC at the time of grant. Presently, stock options have been granted under the MFL Employee Stock Option Plan 2021.

Pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2013, following are the details of grant under the MFL Employee Stock Option Plan 2021 as on March 31, 2023:

S. No.	1.	2.	3.
Date of grant	March 01, 2022	August 10, 2022	August 10, 2022
Options granted	3,25,400	90,700	1,40,000
Options vested	73,225	N.A.	N.A.
Options exercised	N.A.	N.A.	N.A.
Vesting Period	4 years	4 years	2 years
Total number of shares arising as a result of exercise of options	N.A.	N.A.	N.A.
Options lapsed as on March 31, 2023	32,500	22,000	N.A.
Exercise Price	₹ 95	₹ 115	₹ 115
Variation of terms of options	N.A.	N.A.	N.A.
Money realized by exercise of options	N.A.	N.A.	N.A.
Total no. of options in force	2,92,900	68,700	1,40,000

S. No.	1.	2.	3.
Employees wise details of options granted to:	(i)	KMP: Ms. Bhanu Priya- 6000 options	
	(ii)	Any other employee who received options amounting to 5% or more (during FY 23):	
S. No.	Name of Employee	Designation	Options Granted during FY 23
I.	Mr. Praveen Gupta	Chief Impact Officer	1,40,000
	(iii)	Identified employees who were granted options equal to or exceeding one percent of issued capital: N.A.	

Further, 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- IA 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 Organization. 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. 2022-23.

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 2022-23.

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 2022-23 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. F11665 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, 2023, is annexed as **Annexure- B** and forms an integral part of this Report.

The Secretarial Audit Report for the year 2022-23 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 are 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, 2023, 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 arm's 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 the attention of the members to Note No.31 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, 2023.

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.

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 11, 2023

Place: Gurugram, Haryana

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.

One Time Settlement

The Company has not entered into a one-time settlement with any of the banks or financial institutions.

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.

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(I) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Requirement of Rule 5(I)	Disclosure								
1	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year	<table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Ratio (in x times)</th> </tr> </thead> <tbody> <tr> <td>Mr. Mayur Modi (Co-CEO & Whole-time Director)</td> <td>43.32</td> </tr> <tr> <td>Mr. Deepak Aggarwal (Co-CEO & Whole-time Director)</td> <td>43.32</td> </tr> </tbody> </table> <p>a. The Median Remuneration of all the employees of the Company was ₹ 4,06,312</p> <p>a. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration.</p> <p>b. Figures have been rounded off wherever necessary. - where 'x' can be defined as median remuneration of employees.</p>	Name of the Director	Ratio (in x times)	Mr. Mayur Modi (Co-CEO & Whole-time Director)	43.32	Mr. Deepak Aggarwal (Co-CEO & Whole-time Director)	43.32		
Name of the Director	Ratio (in x times)									
Mr. Mayur Modi (Co-CEO & Whole-time Director)	43.32									
Mr. Deepak Aggarwal (Co-CEO & Whole-time Director)	43.32									
2	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year	<table border="1"> <thead> <tr> <th>Particulars</th> <th>% Increase</th> </tr> </thead> <tbody> <tr> <td>a) Mr. Mayur Modi*</td> <td>109.52%</td> </tr> <tr> <td>b) Mr. Deepak Aggarwal*</td> <td>109.52%</td> </tr> <tr> <td>c) Ms. Bhanu Priya</td> <td>23.83%</td> </tr> </tbody> </table>	Particulars	% Increase	a) Mr. Mayur Modi*	109.52%	b) Mr. Deepak Aggarwal*	109.52%	c) Ms. Bhanu Priya	23.83%
Particulars	% Increase									
a) Mr. Mayur Modi*	109.52%									
b) Mr. Deepak Aggarwal*	109.52%									
c) Ms. Bhanu Priya	23.83%									
3	The percentage increase in the median remuneration of employees in the financial year	18.91% 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 735 employees on permanent roll of the company as on March 31, 2023.								
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 24.86% for Employees other than Managerial Personnel and increase in remuneration is 104.74% 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:

*The increment was approved in the Nomination and Remuneration Committee meeting held on May 27, 2022 within the ceiling limits as approved by prior shareholders resolution.

ANNEXURE-B

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[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, 2023 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, 2023, 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 except;

- *As per SEBI (Prohibition of Insider Trading) Regulations, 2015 promoters or designated persons as specified in the regulations are not allowed to trade in securities or specific ISIN of the company during the closure of the trading window. However, during the course of our audit, we have observed that the promoters of the listed entity had inadvertently sold a total of 1,91,608 shares during the restricted period – when the trading window is closed for all designated persons*

of the Company, from the quarter ending December 31, 2023, until forty-eight hours of the declaration of financial results i.e., February 16, 2023. Which comprised a violation of the Code for Prevention of Insider Trading of the company formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015. Further, it is to be taken to note that the promoters had suo-moto filed an application with the Securities and Exchange Board of India (SEBI) dated May 23, 2023, under the relevant settlement scheme in order to seek condonation for the violation.

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. Special resolution passed for obtaining consent of members in the General Meeting for approving issuance of 200 Non-Convertible Debentures by way of preferential issue on private placement basis;
2. Special resolution passed for obtaining consent of members in the General Meeting for approving the revision in remuneration of Mr. Mayur Modi and Mr. Deepak Aggarwal;
3. Special resolution passed for alteration in Articles of Association of the company;
4. Special resolution passed for approving issuance of 11,70,000 convertible warrants within 18 months to the promoter category.

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. Approving issuance of 200 Non-Convertible Debentures by way of preferential issue on private placement basis;
2. Approving the revision in remuneration and Bonus of Mr. Mayur Modi and Mr. Deepak Aggarwal;
3. Approving alteration in Articles of Association of the company;
4. Approving issuance of 11,70,000 convertible warrants within 18 months to the promoter category.

For **Shashank Pashine & Associates,**
Company Secretaries,
ICSI Unique Code: S2018DE639400
Peer Review Cert. No.: 2790/2022

Sd/-

CS Shashank Pashine

Proprietor

Membership No: FI 1665

CP No: 21229

UDIN No.: F011665E000751767

Date: August 07, 2023

Place: New Delhi

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, 2023, 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

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. 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.
4. Wherever required, I have obtained the management's representation about compliance of laws, rules and regulations and happenings of events etc.

Disclaimer

5. 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.
6. 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.: 2790/2022

Sd/-

CS Shashank Pashine

Proprietor

Membership No: FI 1665

CP No: 21229

UDIN No.: F011665E000751767

Date: August 07, 2023

Place: New Delhi

Management Discussion and Analysis :- FY23

Indian economic review

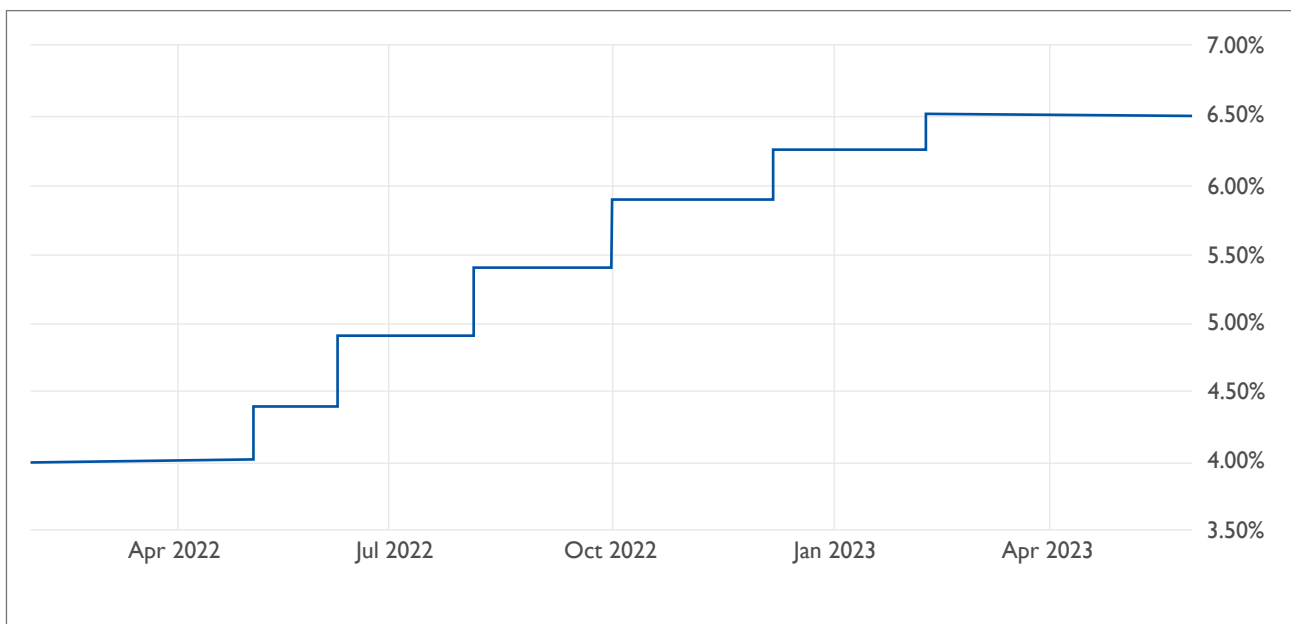
Indian economy achieved a robust real growth rate of 7.2% for the fiscal year ending in March 2023, after registering a growth of 9.1% in FY22, primarily due to the base effect.

The Indian economy effectively rebounded from the impact of the COVID-19 pandemic by implementing financially sustainable measures and undertaking significant reforms. The pandemic-induced disruption also offered an opportunity for India to partially decouple from the global economy, mitigating the risk of a recession caused by external contagion. Additionally, the presence of a substantial number of small enterprises and self-employed professionals in India played a crucial role in sustaining demand and facilitating a resilient recovery, thereby reducing vulnerability to the global economic slowdown.

Amidst global uncertainties emanating from the war in Ukraine, high commodities prices and rising interest rates across markets, the banking and non-banking financial service sectors in India remained resilient as noted by the RBI's Monetary Policy Committee (MPC) in April 2023.

The MPC increased the repo rate six times, by an aggregate of 250 basis points in the current rate tightening cycle from May 2022 to Feb 2023 to fight inflation. This pushed borrowing costs to a level of January 2019. The RBI raised its growth forecast for the fiscal year beginning in April 2023 to 6.5% from 6.4% and lowered its inflation forecast to 5.1% from 5.3% during June 2023 monetary policy announcement, taking into account a normal monsoon, amongst other factors.

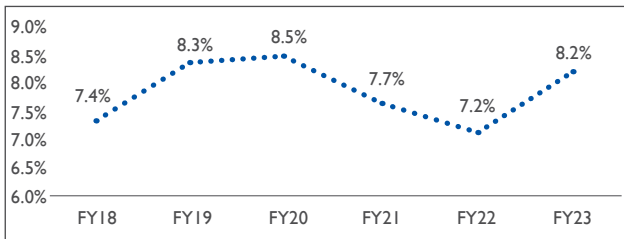
Repo Rate Hikes During FY23



Source: Reserve Bank of India

Due to rising inflationary pressures, the RBI has been reversing its accommodative monetary policy stance. As of February 2023, the benchmark repo rate has been increased by 250 bps to 6.5% from the base level of 4% in October 2020. CRISIL Market Intelligence and Analytics (MI&A) expects the upward movement in interest rates to lead to NBFC debt being re-priced at a higher cost. However, borrowing costs for NBFCs in Fiscal 2023 was still below pre-COVID levels.

Increased borrowing cost for NBFC in Fiscal 2023



Source: CRISIL MI&A

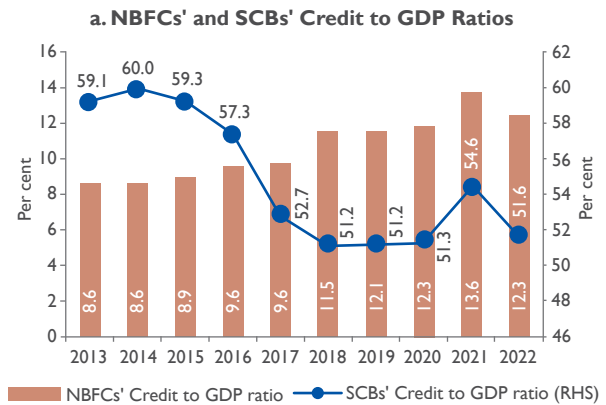
Indian NBFC sector review

The Government of India and the RBI have been constantly reviewing the financial sector and implementing policy reforms to facilitate the growth and reach of the banking sector. The Indian banking industry has recently witnessed the rollout of innovative banking models like payments and small finance banks. In recent years, India has also focussed on increasing its banking sector reach and promoting financial inclusion, through various schemes like the Pradhan Mantri Jan Dhan Yojana, Pradhan Mantri Mudra Yojana, and Pradhan Mantri Jeevan Jyoti Yojana. Schemes like these coupled with major banking sector reforms like digital payments, neo-banking, a rise of Indian NBFCs and fintech have significantly

enhanced India's financial inclusion and helped fuel the credit cycle in the country.

The growing importance of the NBFC sector in the Indian financial system is reflected in the consistent rise of NBFCs' credit as a proportion to GDP.

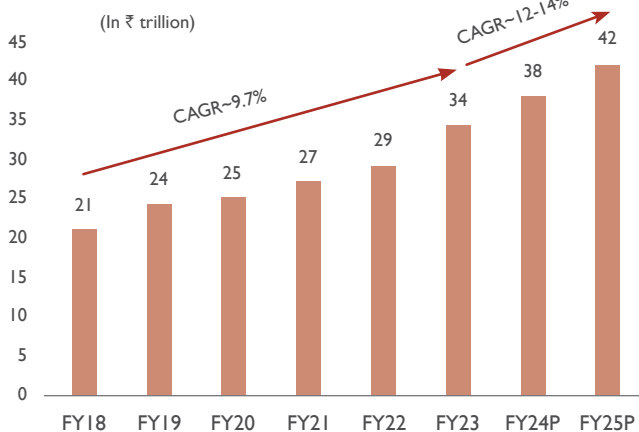
Rising share of NBFC Credit in GDP (at end-March)



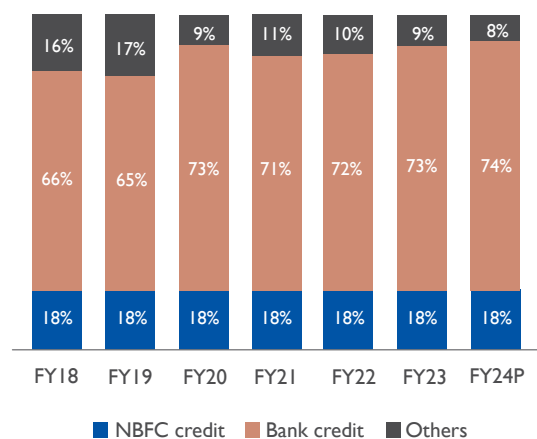
Source: RBI

According to CRISIL MI&A, NBFC credit grew at a CAGR of 9.70% during FY18 to FY23 and it expects NBFC credit to grow at 12%-14% between FY23 and FY25. In FY23, credit growth improved significantly and is at par with pre-COVID levels. NBFC's share in the overall credit increased from 12% in FY08 to 18% in FY23 and is projected to remain stable in FY24. CRISIL MI&A believes NBFCs will continue to play an important role in the Indian credit landscape, given their inherent strength of providing last-mile funding and catering to customer segments that are not catered by banks.

NBFC credit to grow at CAGR 12-14% between FY23 and FY25



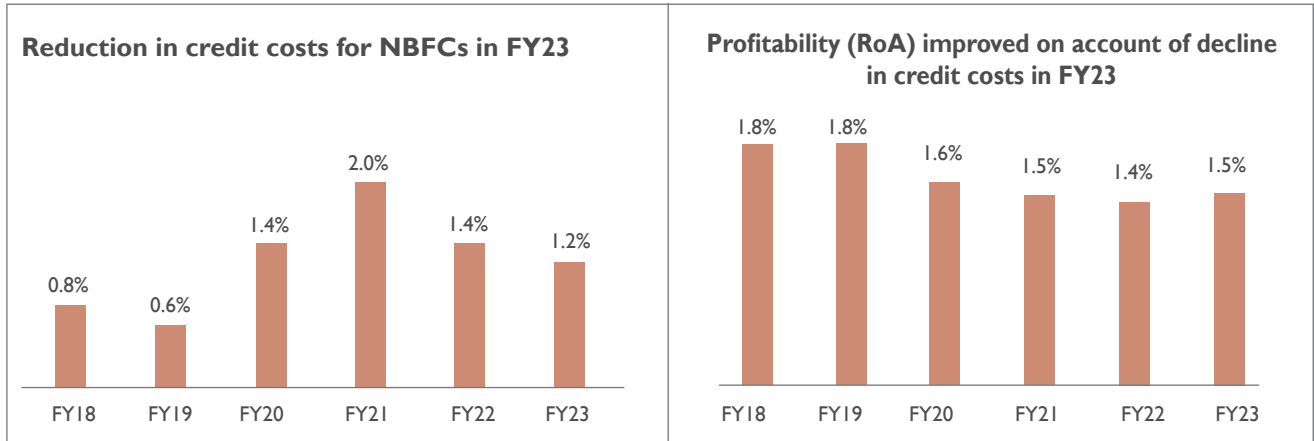
Share of NBFC credit in overall systemic credit remained 18% in FY23



Source: CRISIL MI&A, RBI

P - Projected

Profitability (ROA) of NBFCs improved in FY23 led by declining credit costs according to CRISIL MI&A. The decline in credit cost was on account of gradual recovery across sectors with the waning impact of pandemic and improving collection efficiency aiding it. Despite increase in borrowing costs, the overall profitability of NBFCs improved in FY23, primarily on account of lower credit costs due to contingency provisioning buffers created over the course of the previous two financial years.



Source: CRISIL MI&A

Main regulatory updates

Regulatory developments, such as the Reserve Bank of India's (RBI) prompt corrective action (PCA) framework for NBFCs, have contributed to a more balanced regulatory environment between banks and non-banks. The revision of Income Recognition and Asset Classification (IRAC) norms in 2021 has further levelled the playing field for NBFCs. These policy reforms aim to bolster corporate governance, fostering sustainable growth within the sector.

The main regulatory developments during FY23 were:

- Scale-based regulations (SBR) were introduced by the RBI on October 22, 2021, with a view to develop a strong and resilient financial system. The SBR approach renders the regulation and supervision of the NBFCs to be a function of their size, activity and perceived riskiness. These regulations were effective from October 01, 2022. The regulatory structure for NBFCs as per these regulations comprises four layers: NBFC - Base Layer (NBFC-BL), NBFC - Middle Layer (NBFC-ML), NBFC - Upper Layer (NBFC-UL), and NBFC - Top Layer (NBFC-TL). The Base Layer includes non-deposit taking NBFCs below the asset size of ₹ 1,000 crore.
- RBI vide its circular dated April 19, 2022, notified the specific disclosure requirements in the financial statements to specific NBFC layers. These disclosures are in addition to and not in substitution of the disclosure requirements specified under other laws, regulations, or accounting and financial reporting standards.
- RBI vide its circular dated May 13, 2022, allowed scheduled commercial banks (SCBs) and small finance banks (SFBs) to lend money to Non-Banking Finance Companies (NBFCs) and NBFFC – Micro Finance Institutions (NBFC-MFIs) respectively for the purpose of on-lending to the priority sectors on an on-going basis.
- The guidelines on digital lending were introduced by RBI on September 02, 2022, with the principle that the business of lending can be only carried upon by entities which are governed by the RBI or have the permission to do so under any other law. These guidelines aim to make the lending process unambiguous and fair.

- RBI notified the requirement to obtain Legal Entity Identifier shall be extended to Primary (Urban) Co-operative Banks (UCBs) and Non-Banking Financial Companies (NBFCs). It was instructed that the non-individual borrowers enjoying aggregate exposure of ₹ 5 crore and more from banks and financial institutions shall be required to obtain LEI codes in accordance with the timeline.

Company Overview

Moneyboxx Finance Limited (Moneyboxx or the Company) is a BSE-listed, non-deposit taking Non-Banking Finance Company (NBFC-ND) 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. Since then, it has successfully scaled up its presence to 61 branches across six states as of March 2023: Rajasthan (16), Haryana (12), Madhya Pradesh (14), Punjab (8), Uttar Pradesh (8), and Chhattisgarh (3).

The Company caters to the credit needs of micro entrepreneurs by providing unsecured business loans from ₹ 70,000 to ₹ 3 lakh for a tenure up to 36 months and secured business loans up to ₹ 10 lakh for a loan tenure ranging from 12 months to 84 months.

Diversified Operations

Moneyboxx has diversified operations across six states with a network of 61 branches as of March 2023. During the year, the Company further improved its geographic presence by expanding its operations in existing states and entering into Chhattisgarh.

Operations	FY20	FY21	FY22	FY23
Branches	11	22	30	61
Gross Disbursements (₹ crore)	33.91	55.44	112.32	341.21
Cumulative Disbursements (₹ crore)	34.08	89.51	201.83	543.03
AUM (₹ crore)	29.28	61.88	119.05	338.11

Assets under management (AUM) of the Company stood at ₹ 338 crore as of March 31, 2023. During FY23, the Company added 31 branches and expanded its product offering by launching secured business loans. The Company's AUM is well diversified across geographies with a focus on essential sectors, lending stability to portfolio quality.

AUM by States *	Mar-22	Mar-23	Mar-22	Mar-23
	(₹ crore)		(% share)	
Rajasthan	39	95	31.9%	27.7%
Madhya Pradesh	30	92	24.5%	26.8%
Haryana	28	70	23.4%	20.3%
Punjab	24	61	19.6%	17.7%
Uttar Pradesh	1	18	0.5%	5.2%
Chhattisgarh	-	8	-	2.3%
Total AUM	121	344	100.0%	100.0%

* AUM before Ind-AS adjustments

Driving financial inclusion

Moneyboxx is transforming lives and driving financial inclusion by providing credit for income generation opportunities to micro entrepreneurs in important and essential segments (livestock, kirana, retail traders, micro-manufacturers) in Tier-III and beyond places. It has transformed the lives of more than 75,000+ borrowers (including co-borrowers) with cumulative disbursements of ₹ 543 crore up to March 2023 and is driving financial inclusion with 55% of the Company's unique borrowers' being women and 34% new-to-credit.

Beyond-lending Impact Initiatives

In addition to directly offering loans for income generation opportunities to the underserved micro entrepreneurs, Moneyboxx offers job opportunities to the local talent, contributing to the inclusive growth of the local economy. Moreover, as part of its impact initiatives, the Company employs full-time **veterinarians (impact officers)** in branches to counsel livestock borrowers on cattle health, nutrition, and breed improvement to enhance milk yield. The Company is also promoting **sustainable farming efforts**, which will significantly increase borrowers' agricultural income. These activities include free distribution and upkeep of fruit-bearing trees to dairy farmers or borrowers' with agricultural

land through CSR tie-ups and internal contributions. The effects of these initiatives will be significant and long-lasting: improvement in borrowers' income, the protection of the environment through soil conservation and improved air quality, and the sustainability of food sources. The Company has planted 3,400 fruit-bearing trees, provided free vet consultations to 5,700+ livestock customers and diagnosed 61,000+ cattle health up to March 2023.

I. MARKET OPPORTUNITY

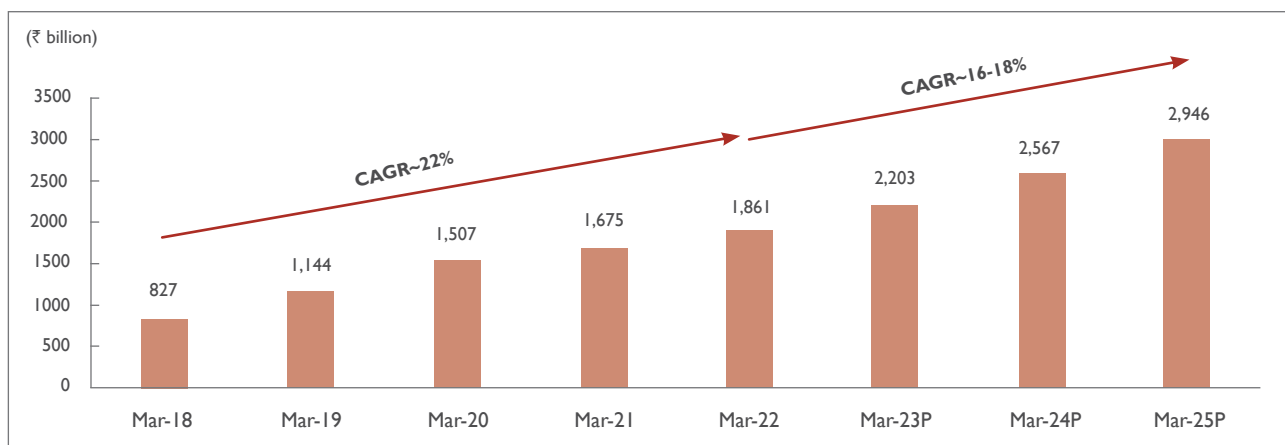
Small business loans under ₹ 10 lakh: Severely underserved segment

Microfinance borrowers at the bottom of the pyramid, where the average loan amount is less than ₹ 50,000, are adequately served by over 230 lenders (including MFIs, NBFCs and Banks). However, such a small amount of finance is inadequate for acquiring income-generating assets or working capital to bring about a significant change in their income profile. Secured loans of over ₹ 10 lakh are also aggressively pursued by Banks and NBFCs. However, **the 'Missing Middle' segment, unsecured/secured business loans of ₹ 1 lakh to 10 lakh, is severely underserved** due to problems in assessment of income in the absence of ITR/GST/Banking/books of accounts, inadequate credit history and imperfect collateral.

Fintech lenders are also 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.

The underserved 'Missing Middle' segment presents a huge market opportunity. The market for residential property backed secured MSME lending is **estimated at ₹ 22 trillion as per CRISIL Research**. Given the huge unmet credit demand and addressable market of ₹ 22 trillion, micro enterprise lending presents a huge opportunity. While competition from large banks and NBFCs, and any changes in regulation could be potential threats, the segment has high entry barriers, and the policy and regulatory framework continues to be supportive given the thrust of the government on promoting financial inclusion.

Small Business Loans (ticket size <₹10 lakh) to grow at 16-18% CAGR between FY22 and FY25



Note: Above data includes business loans given to MSMEs up to ₹ 10 lakh ticket size and reported in consumer bureaus of CICs, P- Projected

Source: CRI Highmark, CRISIL Research

II. OUR PROVEN & DIFFERENTIATED 'PHYGITAL' MODEL

Moneyboxx addressing the missing middle customers

Moneyboxx has successfully served this segment using relationship-assisted branch model and leveraging technology with **fully digital processes** and proven underwriting and scalability. The Company 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 digitising processes and applying IT in decision-making, reporting and analytics.

The Company has established a strong presence in six states with sixty-one branches and achieved AUM of ₹ 338 crore with robust and best-in-segment asset quality metrics.

III. FY23 PERFORMANCE REVIEW

Moneyboxx Finance Limited	FY22	FY23	%YOY
Branches	30	61	103%
Active Customers	11,468	27,579	141%
Employees	313	735	135%
Business (₹ crore)			
Disbursements during the year	112.32	341.21	204%
AUM as of March 31	119.05	338.11	184%
Income & Profitability (₹ crore)			
Total Income	23.31	50.44	116%
Profit (Loss) Before Taxes	-6.52	-9.94	
Profit (Loss) After Taxes	-3.72	-6.80	
Fund Raise (₹ crore)			
Equity Capital raised during the year	14.42	48.39	
Debt raised during the year	89.99	235.17	
Debt repaid during the year	-37.48	-96.59	
Capital Position (₹ crore)			
Equity as of March 31	34.51	76.40	
Debt as of March 31	91.40	231.37	
Subordinated Debt as of March 31	6.60	6.63	

Strong growth in Disbursements & AUM

The Company reported robust business growth in FY23 led by branch expansion and higher productivity. Disbursements more than tripled to ₹ 341 crore in FY23 from ₹ 112 crore in FY22 driven by branch expansion (addition of 31 branches in FY23) and strong improvement in branch productivity. AUM grew by 184% to ₹ 338 crore as on March 31, 2023, in comparison to ₹ 119 crore as on March 31, 2022, led by strong business growth and lending partnerships. Total Income grew strongly by 116% to ₹ 50.44 crore in FY23 compared to ₹ 23.31 crore in FY22, in line with strong growth in business and AUM.

Achieved profitability in Q4 FY23 with Growing Scale & Improving Productivity

The Company reached an inflection point in profitability in Q4 FY23, posting profit after taxes of ₹ 0.42 crore compared

Our Unique Approach

- **Direct-to-customer:** Reaching out to customers directly without third-party agents, hence focussing on relationship-based business and not product-based approach
- **Digital approach:** Completely digital processes, right from onboarding to credit assessment to approval, disbursement, collection, reporting and analysis and fully leveraging IT for effective and efficient delivery of credit
- **Strong underwriting capabilities and unique credit methodology:** Robust credit underwriting backed by non-traditional & non-financial alternative data sources and sector-specific inputs. In-depth analysis of target customers' enterprises for segmental understanding and unique methodology for a diverse set of micro enterprises covering livestock, trading, services, and small manufacturers

to a net loss of ₹ 2.70 crore in Q3 FY23. This was achieved on the back of growing AUM, rising branch productivity with maturing operations, and improved funding visibility from banks and co-lending and BC lines, supported by 'ACUITE BBB- Stable' credit rating. The Company has strong unit economics (NIM spread of over 15% in Q4 FY23) and proven underwriting capabilities leading to low credit costs. Declining marginal costs of borrowing, improving branch productivity with vintage and increased share of secured lending business, and the benefit of operating leverage with growing scale of operations are levers for further improvement in profitability.

Operational efficiency has been consistently improving with growing AUM. Operating expenses as a percentage of average AUM declined from 24.5% in FY21 to 19.8% in FY22 and

further declined to 15.4% in FY23. Lower Opex of 14.5% drove the improvement in profitability in Q4 FY23 compared to Opex of 19.5% in Q4 FY22.

Improving Operating Efficiency (₹ crore)	Annual			Quarter	
	FY21	FY22	FY23	Q4 FY22	Q4 FY23
Operating Expenses	11.17	17.94	35.31	5.12	10.45
Closing AUM	61.88	119.05	338.11	119.05	338.11
Average AUM	45.58	90.47	228.58	105.20	287.46
Operating expenses % of Average AUM	24.5%	19.8%	15.4%	19.5%	14.5%

Robust Underwriting & Strong Portfolio Quality

Moneyboxx has best-in-segment asset quality and low credit costs due to its robust underwriting standards, strong collection efficiency and focus on essential sectors (livestock, kirana, retail traders, micro-manufacturers). It has strong asset quality metrics with low Gross NPAs and low credit costs.

Gross NPA of 0.59% and Net NPA of 0.30% as on March 31, 2023 remained stable compared to Gross NPA of 0.62% and Net NPA of 0.31% as on March 31, 2022. Credit costs including write-offs and changes in ECL provisions was 1.48% of average AUM in both FY23 and FY22.

Asset Quality	31-Mar-22	31-Mar-23
Gross NPA (90+ PAR % of AUM)	0.62%	0.59%
Net NPA	0.31%	0.30%
Loan write-offs (₹ crore)	0.96	2.47
Loan write-offs as % of average AUM	1.07%	1.08%
Credit costs (Loan write-offs & Changes in ECL provisions, ₹ crore)	1.34	3.39
Credit costs (as % of average AUM)	1.48%	1.48%

Strong Capitalisation and Diversification of Funding Sources

Capital Position	31-Mar-22	31-Mar-23
Equity (₹ crore)	34.51	76.40
Debt (₹ crore)	91.40	231.37
Subordinated Debt (₹ crore)	6.60	6.63
Leverage Ratio (TOL / Owned Funds)	3.41	3.67

The Company remains adequately capitalised with Leverage ratio (TOL/Owned Funds) at 3.67 times as of March 31, 2023 compared to 3.41 as on March 31, 2022. The Company has raised adequate equity capital over the last four years to fund its expansion and maintain a prudent capital structure.

Equity Capital of the Company increased from ₹ 19.03 crore as on March 31, 2019 to ₹ 76.40 crore as on March 31, 2023 supported by equity capital infusion of ₹ 74.45 crore from FY20 through FY23 in four rounds of private placement and issue of warrants. During FY23, the Company raised a total of ₹ 48.39 crore of capital including ₹ 3.36 crore through issue of warrants to promoters.

Capital Raise (₹ crore)	FY20	FY21	FY22	FY23	Total
Equity Capital	11.65	-	14.42	45.02	71.09
Warrants	-	-	-	3.36	3.36
Total	11.65	-	14.42	48.39	74.45

Warrants: 11,70,000 fully convertible warrants were issued to promoter directors on a preferential basis at an issue price of ₹ 115 per warrant on September 30, 2022. The warrants are convertible at the option of the warrant holder, in one or more tranches, within eighteen months from the date of allotment into equivalent number of fully paid-up equity shares

of the Company. Out of the total ₹ 13.45 crore amount of warrants issue, ₹ 3.36 crore (25%) was received in September 2022.

The Company continues to improve its funding profile with an increasing share of low-cost funding from banks in its funding mix in FY23. The Company was supported by 23 active lenders as of March 31, 2023 including five banks compared to 18 lenders as of March 31, 2022. Addition of notable lenders during FY23 included State Bank of India, IDFC First Bank, Utkarsh Small Finance Bank, Tata Capital Financial Services Limited and Manaveeya Development & Finance Pvt Ltd (Oiko Credit).

Debt (₹ crore)	31-Mar-22	31-Mar-23
Banks	10.23	57.00
NBFCs/Funds/Fls	74.17	154.21
PTC Securitisation	6.99	-
NCD	-	20.15
Total	91.40	231.37

Liquidity & Asset-Liability Management

The Company has a prudent approach towards liquidity management and had a comfortable liquidity position as on March 31, 2023. In terms of asset-liability position by time buckets, it had positive cumulative mismatch across time buckets. The Company borrows funds at fixed and floating rates and lends at fixed rates with periodic review of its lending rate considering the trends in market interest rate, its cost of funds and competition.

Human Resources

Moneyboxx recognises the significance of its human capital and considers employees as crucial stakeholders for the organisation's success. For employee retention and

development of human capital, Moneyboxx has various employee-centric initiatives such as internal publications and circulars, performance updates, feedback and surveys, learning and development initiatives, employee engagement programmes, career development opportunities, responsive grievance handling processes, regular trainings for skill development, work-life balance, flexible work-from-home and leave policies.

Moneyboxx follows the motto of ‘**One Team, One Dream**’ wherein regardless of their job title or position in the team, they are valued for what they bring, do, and have to say. It's the diversity of people and their views, ideas and experiences, and valuing these differences that make us stronger.

The Company's headcount increased from 313 in March 2022 to 735 in March 2023.

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.

The key elements of our risk management framework include:

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

We recognise that risk is an integral part of business and are committed to managing the risks in a proactive and efficient manner. Accordingly, we adhere to a Risk Management Policy which includes identification, assessment and control of elements of risk, which the Board may view as threats to the existence or performance of the Company. The Company has also constituted a Risk Management Committee in line with the new scale-based regulations to frame, implement, and monitor the risk management plan for the Company from time to time.

Internal Controls

Moneyboxx has adequate internal controls and standardised operating processes that are envisaged to protect assets and business efficiency. The Company has established strong and well-entrenched internal control procedures commensurate with its size and operations and relevant to its broad domain of the lending business.

The efficacy and adequacy of internal controls and their execution are driven by the ethos of striving for constant improvement. The Company conducts internal audit through its internal audit team and its report is duly placed in the audit committee. Audit Committee reviews the internal control system and looks into the observations of the statutory and internal auditor. This includes review of policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business and fixing responsibility against all the controls.

The management tests the controls across processes and redressal of any deviations in business operations is undertaken. The Audit function provides reasonable assurance regarding the effectiveness and efficiency of operations, safeguarding of assets, reliability of financial records and reports and compliance with applicable laws and regulations.

Corporate Governance Report

I. Company's Philosophy on the Code of Governance

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

For your Company, Corporate Governance is more than 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 Directions/Circulars 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.

2. Board of Directors

a) Composition of Board

Your Company has an optimum mix of Executive, Non-Executive, and Independent Directors, which is essential to effectuate the two main functions of the Board viz. Governance and Management. During the year under review, the Company has complied with the provisions relating to corporate governance as provided under the 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, 2023 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 directors. 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 do not serve as an Independent Director in any listed company.

b) Other Directorship and Attendance of Directors

The names and categories of Directors on the Board during the Financial Year 2022-23, their attendance at Board Meetings held during the Financial Year 2022-23 and at the last Annual General Meeting and the number of Directorship and Committees Chairmanship/Membership held by them as on March 31, 2023 are given hereunder:

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

* Excludes Directorships/Chairpersonships in Associations, Private Limited Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the 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 Eighth (28th) Annual General Meeting ('AGM') of the Company for the Financial Year ('FY') 2021-22 was held on September 19, 2022. All the Directors of the Company were duly present at the 28th AGM.

The Board met six times on the following dates during FY 2022-23 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 (%)
	April 23, 2022	May 27, 2022	August 10, 2022	October 14, 2022	November 12, 2022	February 13, 2022		
Mr. Uma Shankar Paliwal	√	√	√	√	√	√	6	100
Ms. Ratna Dharashree Vishwanathan	√	√	√	√	√	√	6	100
Mr. Mayur Modi	√	√	√	√	√	√	6	100
Mr. Govind Gupta	√	√	LOA	√	√	√	5	83%
Mr. Deepak Aggarwal	√	√	√	√	√	√	6	100
Mr. Atul Garg	LOA	√	√	√	√	√	5	83%

LOA – Leave of absence

c) Shareholding of Non-Executive Directors as on March 31, 2023:

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

d) Conduct of Board Proceedings

The Company has an adequate code of conduct in place to ensure that the business is carried upon with highest standards of ethics. 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 are 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 accordance with the provisions of the law.

e) Code of Conduct

The Code of Conduct aims to ensure 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 the financial year 2022-23, 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 31, 2023, without the presence of non-independent Directors and the members of the management, and both the Independent Directors were present at the meeting in compliance with Schedule IV to the 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 presentation. The Independent Directors of the Company are familiarized through familiarization of major developments and updates on the Company and group, etc., throughout the year on an ongoing and continuous basis. Such programs/presentations also provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy in a better manner. Slides on familiarization program can be accessed from www.moneyboxxfinance.com.

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

The Directors on the Board of the Company are adequately skilled and have relevant expertise as per Industry norms and have rich experience in the relevant Industry. In the table below, the specific areas of focus or expertise of Individual Board Members as on March 31, 2023 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, no re-appointment of any Director was made.

j) Performance Evaluation

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

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

3. Committees of the Board

The constitution of Committees by the Board focuses on specific areas and 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 and Scale based regulations for NBFC introduced on October 22, 2022. As on March 31, 2023, 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 program, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies, and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;

- discuss significant findings with internal auditors and initiate follow up action thereon;
- look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- review performance of statutory and internal auditors and adequacy of internal control systems;
- approve transaction with related parties and subsequent modification to terms of contract/transaction;
- scrutinize inter-corporate loans and investments;
- valuation of any of the undertakings or assets as and when necessary;
- evaluate adequacy of internal financial control and risk management system;
- review with management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making recommendation to the Board for taking steps in relation thereto;
- approve appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;
- review functioning of the Whistle Blower Policy;
- carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

Meeting and Attendance

The Audit Committee met four times during the year on May 27, 2022, August 10, 2022, November 12, 2022 and February 13, 2023. 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	4	4
Ms. Ratna Dharashree Vishwanathan	Member, Independent Director	4	4
Mr. Govind Gupta	Member, Non-Executive Director	4	3

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 19, 2022.

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 re-appointment;
- review, recommend and /or approve the modification in the remuneration of the Whole-time director/ managing director/manager/ non-executive director and senior managerial personnel;
- formulate remuneration policy relating to directors, key managerial personnel and other senior managerial employees of the Company;

- evaluate performance of directors with respect to their role as Independent Director and Board members;

Meeting and Attendance

The Nomination and Remuneration Committee met two times during the year on May 27, 2022 and August 10, 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 meeting 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	2	2
Ms. Uma Shankar Paliwal	Member, Independent Director	2	2
Mr. Atul Garg	Member, Non-Executive Director	2	2

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 19, 2022.

Nomination and Remuneration Policy

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

The Board of Directors of the Company has adopted a Nomination and Remuneration Policy ('Policy') for the Company, inter-alia, to deal with the manner of selection of Board of Directors and KMP and their remuneration. The Policy is available on the website of the Company at <http://www.moneyboxxfinance.com/>.

c) Stakeholder's Relationship Committee Constitution

Your Company has a duly constituted Stakeholders Relationship Committee, and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the 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 12, 2022.

The re-constitution of Stakeholder and Relationship Committee took place on November 08, 2021 by the Board which was duly taken on record by the Committee members on the meeting held on November 12, 2022.

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

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

* Pursuant to the re-constitution of the Committee, Ms. Ratna Dharashree Vishwanathan was appointed as the Chairperson of the Committee.

d) Asset Liability Management Committee

Constitution

The Company has an effective Asset Liability Management Committee formed in accordance with the directions framed by RBI. During the financial year ended March 31, 2023, the Committee met two times dated July 22, 2022 and October 28, 2022.

Terms of reference

The terms of reference of Asset Liability Management Committee include:

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

Meeting and attendance

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

Name of the Member	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Deepak Aggarwal	Chairperson, Co-CEO and Whole time Director	2	2
Mr. Mayur Modi	Member, Co-CEO and Whole time Director	2	2
Mr. Viral Sheth	Member, Finance Controller	2	2

e) Risk Management Committee

Constitution

In line with the new Scale Based Regulations introduced by RBI effective from October 21, 2022, the Company is required to constitute a Risk Management Committee at the Board or executive level for monitoring the risk and to strategize action to mitigate risks associated with the functioning of the Company. As per the said requirement, the constitution of said Committee was approved by the Board on November 12, 2022.

Terms and reference

- Recommend to the Board and then formally announce, implement, and maintain a sound system of risk oversight, management, and internal control which:
- Identifies, assesses, manages, and monitors risk; and
- Allows stakeholders to be informed of material changes to the company's risk profile.
- In discharging its responsibility, the committee is to develop and seek Board approval for a range of specific duties that it is to carry out. Such duties will vary depending on the company's circumstances, the committee's responsibilities and, in particular, the role of the Board and other committee, such as internal audit, operations, finance etc.
- To carry out any other function as may be delegated by the Board of Directors of the Company from time to time.

Composition

Sr. No.	Name of members	Category
1.	Mr. Mayur Modi	Chairman, Co-CEO and Whole time Director
2.	Mr. Deepak Aggarwal	Member, Co-CEO and Whole time Director
3.	Mr. Vikas Bansal	Member, Chief Risk Officer

Note: The Committee has been constituted on November 12, 2022 in accordance with the new Scale based Regulations introduced by the RBI

4. REMUNERATION OF DIRECTORS

					(Amount ₹)
Sl. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings	Salary and Perquisites	Incentive/Bonus	Total
1	Mr. Uma Shankar Paliwal	5,40,000	N.A.	N.A.	5,40,000
2	Ms. Ratna Dharashree Vishwanathan	5,70,000	N.A.	N.A.	5,70,000
3	Mr. Deepak Aggarwal	N.A.	126,00,000	50,00,000	176,00,000
4	Mr. Mayur Modi	N.A.	126,00,000	50,00,000	176,00,000
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 sitting fees for the purpose of attending meetings of the Board/Committee of the Company. None of the Directors have been granted any stock options under the scheme.

Mr. Mayur Modi was re-appointed as the Whole-time Director of Moneyboxx Finance Limited for a period of three years effective from January 01, 2022, to December 31, 2024. His remuneration for the Financial Year 2022-23 comprises of all-inclusive salary of ₹ 176,00,000.

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 2022-23 comprises of all-inclusive salary of ₹ 176,00,000.

5. 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
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	- To Approve upward revision in the remuneration of Mr. Deepak Aggarwal, (DIN: 03140334), as Whole time Director and Co-CEO of the Company - To Approve upward Revision In Remuneration of Mr. Mayur Modi (Din: 08021679), Whole Time Director And Co-CEO Of The Company - To Approve re-appointment and Remuneration to be paid to Mr. Mayur Modi (DIN-08021679) as the Whole-time Director of the Company
2021-22	September 19, 2022 11:30 A.M.	Through Video Conferencing	- To alter the Articles of Association of the Company - To consider and approve the issuance of 11,70,000 warrants convertible into equity shares on preferential basis to Promoter Category

- (b) Extraordinary General Meetings

During the year under review, two extra ordinary general meetings were conducted by the Company on May 21, 2022 and March 13, 2023.

- (c) Postal Ballot

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

6. 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 2022-23 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.
4. **Press Releases/Media Releases:** The official press releases and media releases are disseminated to the Stock Exchange as well as displayed on the Company's website at www.moneyboxxfinance.com

7. 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, registered with Reserve Bank of India and comes under the base layer category as per new scale-based regulations introduced by RBI on October 22, 2022.
- b) **Ensuing Annual General Meeting**

Day and Date	Monday, September 25, 2023
Time	12:30 PM
Financial Year	2022-23
Book Closure Dates	N.A.
Listing of Equity Shares at Stock Exchanges	BSE Limited- (Scrip code- 538446)
Venue	The Company is conducting the meeting through VC / OAVM pursuant to the MCA. Circular dated December 28, 2022 and May 5, 2020, and thus venue requirements are not applicable for this AGM. For other details please refer to the Notice of this AGM.
ISIN Number	INE296Q01012

The Annual Listing Fees for the financial year 2022-23 to BSE Limited (BSE) has been paid by the Company within the prescribed time.

c) Market Price data (In ₹ Per share)

The High and Low prices during each month in the financial year 2022-23 at BSE are: -

Month	High	Low
April 2022	136.3	113
May 2022	135	113.1
June 2022	151.2	114
July 2022	218.9	134.9
August 2022	187.65	170
September 2022	191	163.6
October 2022	182.85	158.1
November 2022	186.9	157.15
December 2022	199	145.65
January 2023	180.55	154.9
February 2023	183.95	145
March 2023	183.85	125.25

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-I 10020

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, 2023

Range of No. Shares From -to	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	993	69.199	81034	0.346
₹ 5001 to 10000	102	7.108	78898	0.337
₹ 10001 to 20000	63	4.39	88908	0.38
₹ 20001 to 30000	38	2.648	94671	0.404
₹ 30001 to 40000	16	1.115	55506	0.237
₹ 40001 to 50000	20	1.394	90864	0.388
₹ 50001 to 100000	53	3.693	402025	1.718
₹ 100001 and above	150	10.453	22513443	96.189
Total	1435	100	23405349	100

g) Dematerialization of Shares:

As on March 31, 2023, 2,49,21,360 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 issued 11,70,000 Convertible warrants to Promoter Category on September 30, 2022, at an issue price of ₹ 115 per warrant, convertible at the option of warrant holder, in one or more tranches, within eighteen (18) months from the date allotment into equivalent number of fully paid-up equity shares of face value of ₹ 10. The said convertible warrants have not been converted into equity shares as on the date of this report, hence they form a part of diluted equity share capital only.

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-I MG Road, Gurgaon-122001. Haryana

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

Registered Office Address: 523-A, Somdutt Chamber – II, 9, Bhikaji Cama Place, New Delhi – 110066
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 in case of any query regarding the annual report.

8. 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 the Company. All the transactions are on an arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

The disclosure of all related party transactions are mentioned in Note No. 31 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 ₹ 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 behavior 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, 2023 as reported under Regulation 13(3) of the Listing Regulations is as under:

Complaints pending as on April 1, 2022	0
Received during the year	2
Resolved during the year	2
Pending as on March 31, 2023	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 specified in Regulation 32(7A) of SEBI (LODR) Regulations, 2015, during the year under review, the Company has raised funds through preferential basis two times dated June 02, 2022 and March 31, 2023. As on March 31, 2023, the funds raised on June 02, 2022, were fully utilized by the Company in accordance with the objects stated in the explanatory statement annexed with the notice and the funds raised on March 31, 2023, have not been utilized as they were raised on the last date of the Financial Year.

Certification from Company Secretary in Practice

Certificate from M/s Shashank Pashine & Associates, 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 under review, there have been no such instances where the recommendations of any Committees were not accepted by the Board in terms of the SEBI Listing Regulations.

Statutory Auditor Fees

The details of the total fees for all services paid by the Company during FY 2022-23, to the Statutory Auditors are as follows:

Particulars	Amount (in lakh)
Payment to Statutory Audit fees	₹ 1,00,000
Certification fees	₹ 5,20,000

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

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

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

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

Status of Complaints under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 during the Financial Year 2022-23 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

9. Compliance with the Mandatory Requirements of the Listing Regulations

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

10. Non-Mandatory Disclosures

The Board

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

Modified opinion(s) in audit report

There are no modified opinions in the audit report.

Reporting of Internal Auditor

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

11. 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 11, 2023
Place: Gurugram, Haryana

ANNEXURE- A

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

To,
The Members,
MONEYBOXX FINANCE LIMITED
523-A, Somduitt 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 March 31, 2023, 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, 2023.

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 March 31, 2023, except as reported by the Secretarial Auditor in his respective report, if any.
7. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

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

Sd/-

CS Ritu

Practising Company Secretary

Membership No:A51819

Peer Review Cert. No.: 1145/2021

CP.No: 21003

UDIN No.A051819E000751474

Date: August 07, 2023

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 **March 31, 2023**, 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 Aggarwal	03140334	12/10/2018
3.	Mr. Uma Shankar Paliwal	06907963	11/01/2019
4.	Mr. Atul Garg	07093376	15/09/2020
5.	Ms. Ratna Dharashree Vishwanathan	07278291	11/01/2019
6.	Mr. Mayur Modi	08021679	12/10/2018

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

Date: August 07, 2023
Place: New Delhi

Sd/-
CS Ritu
Practising Company Secretary
Membership No: A51819
Peer Review Cert. No.: 1145/2021
CP.No: 21003
UDIN No. A051819E000751430

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, 2023.

Sd/-

Mayur Modi

Co- CEO & Whole-time Director

Sd/-

Deepak Aggarwal

Co-CEO & Chief Financial Officer

Date: May 25, 2023

Place: Gurugram, Haryana

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, 2023 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

Date: May 18, 2023
Place: Gurugram, Haryana

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, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year 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, 2023, 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.

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

The Company's Board of Directors 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 & Sustainability Report, Corporate Governance and Shareholder's 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 the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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, including other comprehensive income, change in equity 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 Statements, 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 and related disclosures 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 Statements, including the disclosures, and whether the Financial Statements 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

I. 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 31/03/2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31/03/2023 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.(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 its 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, 2020 (“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: 23016746BGRWHE9866

Place: New Delhi

Date: 25/05/2023

“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 statements of MONEYBOXX FINANCE LIMITED as of March 31, 2023 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 testing and evaluating the design 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 occur and 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, 2023, 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: 23016746BGRWHE9866

Place: New Delhi

Date: 25/05/2023

“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 property, plant and equipment, right of use assets and intangible assets:
 - a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets.
 - B. The Company has maintained proper records showing full particulars of Intangible Assets.
 - b) The Company has a program of verification to cover all the items of Property, Plant and Equipment 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 Property, Plant and Equipment 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 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 during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and 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)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 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 ₹ 199.53 lakh 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.
- 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, 2023 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) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- 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 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) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- 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 ₹ 482.02 lakh in the financial year covered by our audit and has also incurred cash losses amounting to ₹ 424.93 lakh 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 realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling 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: 23016746BGRWHE9866

Place: New Delhi
Date: 25/05/2023

Balance Sheet

as at 31st March, 2023

(₹ in lakh)

Particulars	Note	As at 31st March, 2023		As at 31st March, 2022	
ASSETS					
Financial Assets					
(a) Cash and cash equivalents	7	5,658.13		608.32	
(b) Bank balances other than cash & cash equivalents	8	582.01		179.72	
(c) Receivables					
(d) Loans	9	24,334.60		11,993.97	
(e) Investments	10	200.00			
(f) Other financial assets	11	427.95	31,202.69	260.29	13,042.30
Non-financial assets					
(a) Current assets (net)	12	336.57		79.93	
(b) Deferred tax assets (net)		675.85	-	362.01	
(c) Property, plant and equipment		425.25		150.38	
(d) Capital work-in-progress		317.75		233.42	
(d) Right of use asset		239.27	-	124.40	
(e) Other intangible assets		1.09		0.27	
(f) Other non-financial assets		-	1,995.78	-	950.42
Total			33,198.47		13,992.72
LIABILITIES AND EQUITY					
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		2,015.32			
(d) Borrowings (other than debt securities)	13	21,121.34		9,139.72	
(e) Subordinated liabilities		663.37	-	660.24	
(f) Lease Liability		261.97	-	143.03	
(g) Other financial liabilities		-	24,062.00	-	9,942.99
Non-financial liabilities					
(a) Current liabilities (net)	14	1,423.76		559.01	
(b) Provisions	15	46.61		37.51	
(c) Deferred tax liabilities (net)	16	-		-	
(d) Other non-financial liabilities	17	26.28	1,496.65	1.84	598.37
Equity					
(a) Equity share capital	18	2,492.14		2,159.95	
(b) Other equity	19	5,118.43		1,291.42	
(c) Share warrants	20	29.25	7,639.82	-	3,451.37
Total			33,198.47		13,992.72

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

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/-
Mayur Modi
Whole-time Director
DIN: 08021679

Sd/-
Deepak Aggarwal
Whole-time Director & CFO
DIN: 03140334

Sd/-
(S.K. Gupta)
Partner
M. No.: 016746

Sd/-
Govind Gupta
Director
DIN: 00065603

Sd/-
Bhanu Priya
Company Secretary
M. No.: A36312

Place: New Delhi
Date: 27-05-2023
Udin: 22016746AJSRPG9146

Standalone Statement of Profit and Loss

for the year ended 31st March, 2023

Particulars	Note	(₹ in lakh)	
		For the year ended March 31st, 2023	For the year ended March 31st, 2022
A REVENUE FROM OPERATIONS			
(i) Interest Income	21	4,880.42	2,229.35
(ii) Sale of services	22	145.68	29.75
(iii) Net gain on fair value changes	23	14.97	-
(iv) Other income	24	2.95	71.50
Total revenue from operations (I)		5,044.03	2,330.60
B EXPENSES			
(i) (Increase)/decrease in inventories	25	-	-
(ii) Finance cost	26	2,167.64	1,055.73
(iii) Impairment on financial instruments		339.11	133.62
(iv) Employee benefits expenses	27	2,565.12	1,303.49
(v) Depreciation and amortisation	28	173.08	93.80
(vi) Other Expenses	29	793.28	396.30
Total expenses		6,038.23	2,982.95
Profit/(loss) before tax (III) (I-II)		(994.21)	(652.35)
Tax expenses			
Current tax		-	-
Income tax paid for earlier years		-	-
Deferred tax		(313.84)	(280.34)
Total tax expenses (IV)		(313.84)	(280.34)
Profit/(loss) for the year (V) (III-IV)		(680.37)	(372.01)
Other comprehensive income			
Items that will not be reclassified to P&L		11.09	8.66
Income tax relating to items that will not be reclassified to P&L		-	(2.25)
Other comprehensive income (VI)		11.09	6.41
Total comprehensive income for the year (V)+ (VI)		(669.28)	(365.60)
Earnings per equity share [nominal value of share ₹ 10]			
Basic	30	(2.94)	(1.81)
Diluted	30	(2.94)	(1.81)

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

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: 27-05-2023
Udin: 22016746AJSRPG9146

For and on behalf of the board **MONEYBOXX FINANCE LIMITED**

Sd/-
Mayur Modi
Whole-time Director
DIN: 08021679

Sd/-
Govind Gupta
Director
DIN: 00065603

Sd/-
Deepak Aggarwal
Whole-time Director & CFO
DIN: 03140334

Sd/-
Bhanu Priya
Company Secretary
M. No.: A36312

Cash Flow Statement

for the year ended 31st March, 2023

Particulars	(₹ in lakh)	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(994.21)	(652.35)
Adjustment for:		
Dividend received	-	-
Stock based options to employees	81.31	3.08
Depreciation and amortization expense	173.08	93.80
Interest on FD and FLDG	(74.46)	(30.30)
Impairment of loans	246.61	96.45
Finance cost	2,167.64	1,055.73
Cash flow towards finance cost	(2,167.64)	(1,055.73)
Comprehensive Item	11.09	8.66
(Profit)/Loss on sale of property, plant and equipment		
Operating profit before working capital changes	(556.57)	(480.66)
Adjustment for:		
(Increase)/decrease in non-financial assets	-	-
(Increase)/decrease in trade loans	(12,587.24)	(5,813.96)
(Increase)/decrease in other financial assets	(81.80)	(0.59)
(Increase)/decrease in current assets	(256.64)	(107.47)
Increase/(decrease) in other financial liabilities	-	-
Increase/(decrease) in current liabilities	1,007.08	416.14
Increase/(decrease) in trade payables	-	-
Increase/(decrease) in provisions	9.10	49.91
Increase/(decrease) in other non-financial liabilities	24.44	(1.61)
Cash generated from operations	(12,441.63)	(5,938.25)
Net income tax (paid)		
Net cash flows from/(used in) operating activities (A)	(12,441.63)	(5,938.25)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(437.17)	(139.70)
Increase/decrease in FD & FLDG	(85.86)	(3.09)
Interest on FD & FLDG	74.46	30.30
Movement in bank balances other than cash & cash equivalents	(402.29)	(169.72)
Sale of fixed assets	-	-
Purchase of investments	(200.00)	-
Other non current assets	-	-
Sale of investments	-	-
Dividends received	-	-

Cash Flow Statement

for the year ended 31st March, 2023

(₹ in lakh)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Net cash from/(used in) Investing activities (B)	(1,050.86)	(282.21)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of share capital	361.44	151.78
Share premium on equity shares allotted	4,477.29	1,290.17
Payment of share issue expense	(62.30)	(43.16)
Proceeds from borrowings from financial institutions	23,516.98	8,998.81
Repayment of borrowings from financial institutions	(9,659.25)	(3,748.41)
Payment of lease liabilities	(91.84)	(53.64)
Dividend paid	-	-
Net cash from/(used in) financing activities(C)	18,542.30	6,595.55
Net (decrease)/increase in cash and cash equivalents (A+B+C)	5,049.82	375.09
Cash and cash equivalents at beginning of year	608.32	233.22
Cash and cash equivalents at end of year	5,658.13	608.32
Total cash and cash equivalents	5,658.13	608.32

Significant Accounting Policies and Notes on Financial Statements

The accompanying notes are an integral part of the financial statements.

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: 27-05-2023
Udin: 22016746AJSRPG9146

For and on behalf of the board **MONEYBOXX FINANCE LIMITED**

Sd/-
Mayur Modi
Whole-time Director
DIN: 08021679

Sd/-
Govind Gupta
Director
DIN: 00065603

Sd/-
Deepak Aggarwal
Whole-time Director & CFO
DIN: 03140334

Sd/-
Bhanu Priya
Company Secretary
M. No.: A36312

Notes to the Financial Statements

for the year ended 31st March, 2023

Note No. 1 CORPORATE INFORMATION

Moneyboxx Finance 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 a 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 the statement of profit and loss.

Notes to the Financial Statements

for the year ended 31st March, 2023

Any gain or loss on de-recognition of financial liabilities is also recognized in the 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 ₹ 240.07 lakh due to NPAs & ₹ 6.54 lakh 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 because 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.

With respect to the Business Correspondence (BC) partnership with Utkarsh Small Finance Bank, the Company has given corporate guarantee of 5% of the amount disbursed under the BC arrangement which amounts to ₹ 69.91 lakh as of 31st March 2023.

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 ₹ 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.

Notes to the Financial Statements

for the year ended 31st March, 2023

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 considering 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 considering 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.

Notes to the Financial Statements

for the year ended 31st March, 2023

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.

20. Colending & Business Correspondence Partnership

During FY23, the Company entered into Co-lending partnerships with Vivriti Capital Pvt. Ltd. and MAS Financial Services Ltd. and Business Correspondence partnership with Utkarsh Small Finance Bank

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.

Notes to the Financial Statements

for the year ended 31st March, 2023

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

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

Particulars	31 March 2023	31 March 2022
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	31.03.2023	31.03.2022
CRAR (Capital Risk Adequacy Ratio)	30.96%	30.59%
GNPA Ratio (Gross Non-Performing Asset Ratio)	0.83%	0.62%
NNPA Ratio (Net Non-Performing Asset Ratio)	0.42%	0.31%

(₹ in lakh)

Capital Adequacy (₹)	31.03.2023	31.03.2022
Tier I Capital	6962.88	3089.09
Tier II Capital	458.26	552.51
Total Capital	7421.14	3641.60
Risk Weighted Assets	23967.77	11904.90
Tier I Capital Ratio %	29.05%	25.95%
Tier II Capital Ratio %	1.91%	4.64%
Total Capital Adequacy Ratio %	30.96%	30.59%

GNPA Movement as below:

(₹ in lakh)

Gross Non-Performing Assets (₹)	31.03.2023	31.03.2022
Opening Balance	74.18	13.20
Addition during the year	365.41	156.93
Written off during the year	(240.06)	(95.95)
Closing Balance	199.53	74.18

Notes to the Financial Statements

for the year ended 31st March, 2023

Note 7. Cash and Cash Equivalents

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
(a) Cash in hand	46.37	3.31
(b) Balances with Scheduled Banks	-	-
- In Current Accounts	4,183.84	605.01
- In Fixed Deposits with original maturity of three months or less	1,427.91	-
Total Amount	5,658.13	608.32

Note 8. Bank Balances Other than Cash & Cash Equivalents

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Fixed Deposits (Held as margin against borrowings by Lenders)	582.01	179.72
Total Amount	582.01	179.72

Note 9. Loans

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
(a) Staff Loans	22.67	9.90
(f) ^Loans and Advances ^	24,311.93	11,984.07
Total Amount	24,334.60	11,993.97

^ Amount represents Owned Lending book.

Loans & Advances	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Total AUM	33,811.31	11,904.90
Less : Co lending managed book	(8,447.47)	-
Less : BC managed book	(1,396.07)	-
Less- Expected Credit Loss	(160.00)	(67.50)
Net AUM	23,807.77	11,837.40
Accrued Interest on Loans	504.16	146.67
Owned AUM	24,311.93	11,984.07

Note 10. Investments

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Money Market	-	-
Mutual Fund (Mirae Asset Cash Management Fund)	200.00	-
Total Amount	200.00	-

Notes to the Financial Statements

for the year ended 31st March, 2023

Note 11. Other Financial Asset

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
(a) FLDG*	315.43	229.57
(b) Security Deposit	84.47	29.56
(c) Advance EMI- MAS TL	20.83	-
(d) Staff Imprest	7.23	1.16
Total Amount	427.95	260.29

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

Note 12. Other Current Assets

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
(a) Balance with Income Tax Authorities	0.99	3.70
(b) GST Input Credit	-	12.23
(c) Other Current Assets	266.47	35.95
(d) Insurance Claim Receivable	1.76	17.87
(e) Stamp Paper	67.34	10.19
Total Amount	336.57	79.93

Note 13. Borrowings (other than debt securities)

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Secured Loan		
Alwar General Finance Co. Pvt Ltd	144.49	384.64
Ambit Finvest Pvt Ltd	555.57	172.75
Ashv Finance Limited	-	74.49
AU Small Finance Bank Ltd	957.61	91.73
Blacksoil Capital Pvt Ltd	1,256.93	718.60
Capri Global Capital Limited	211.51	148.88
Caspian Impact Investment Pvt Ltd	803.31	916.42
Eclear Leasing & Finance Pvt Ltd	677.55	805.51
Hindon Mercantile Limited	-	107.33
Hinduja Leyland Finance Ltd	1,210.59	707.02
Incred Financial Services Limited	952.51	721.82
MAS Financial Services Limited	1,656.68	575.56
Profectus Capital Pvt Ltd	749.52	339.04
UC Inclusive Credit Pvt Ltd	762.70	561.89
Klay Capital	744.39	293.74
DCB Bank	1,347.82	931.37
Vivriti Capital Pvt Ltd	1,958.09	389.90

Notes to the Financial Statements

for the year ended 31st March, 2023

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Western Capital Pvt Ltd	965.35	499.89
Borrowings against PTC Securitisation	-	699.15
Utkarsh Small Finance Bank Ltd	499.20	-
Tata Capital Financial Services Limited	435.73	-
State Bank of India	2,182.43	-
IDFC First Bank	712.97	-
Manaveeya Development & Finance Pvt Ltd (Oiko Credit)	1,975.52	-
Electronica Finance Limited	360.88	-
Total Amount	21,121.34	9,139.72

Note 14. Current Liabilities(Net)

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
(a) PF/ESIC	24.88	10.29
(b) Professional Tax	0.98	0.32
(c) GST Payable	8.18	0.57
(d) TDS Payable	47.06	22.48
(e) Other Expenses Payable	196.06	18.37
(f) Funds in transit (Loan Disbursals)	942.13	506.99
(g) Interest Accrued but not Due (Colending)	131.12	-
(h) Advance Emi secured	72.82	-
(i) Kodo Credit	0.53	-
Total Amount	1,423.76	559.01

Note 15. Provisions

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
On Gratuity	46.61	37.51
Total Amount	46.61	37.51

Note 16. Deferred Tax Liability

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Net Deferred tax Liability	-	-
Net Amount	-	-

Note 17. Other Non-financial Liabilities

Particulars	(₹ in lakh)	
	As at 31.03.2023	As at 31.03.2022
Deferred Revenue (Pre-Emi Interest)	26.28	1.84
Total Amount	26.28	1.84

Notes to the Financial Statements

for the year ended 31st March, 2023

Note 18. Statement of Changes in Equity

Current reporting period FY 2022-23				
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
215,994,980	0	215,994,980	33,218,620	249,213,600

Previous 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
200,816,510	0	200,816,510	15,178,470	215,994,980

Note 19. Other Equity FY 2022-23

	Reserve & Surplus														
	Share application money pending allotment	Equity component of compound financial Instruments	Capital Reserve	Securities Premium	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 Cash Flow 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
Balance at the beginning of the reporting period	-	-	-	2,295.83	15.18	3.08	(1,022.67)	-	-	-	-	-	-	-	1,291.42
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	2,295.83	15.18	3.08	(1,022.67)	-	-	-	-	-	-	-	1,291.42
Total Comprehensive Income for the year	-	-	-	-	-	-	11.09	-	-	-	-	-	-	-	11.09
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	(680.37)	-	-	-	-	-	-	-	(680.37)
Any other change (Addition)	-	-	-	4,477.29	-	81.31	-	-	-	-	-	-	-	-	4,558.60
Any other change (Utilized)	-	-	-	(62.30)	-	-	-	-	-	-	-	-	-	-	(62.30)
Balance at the end of the reporting period	-	-	-	6,710.82	15.18	84.39	(1,691.95)	-	-	-	-	-	-	-	5,118.43

Notes to the Financial Statements

for the year ended 31st March, 2023

Other Equity FY 2021-22

	Reserve & Surplus														Total
	Share application money pending allotment	Equity component of compound financial Instruments	Capital Reserve	Securities Premium	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 Cash Flow 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	
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	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	(365.60)	-	-	-	-	-	-	-	(365.60)
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

Notes to the Financial Statements

for the year ended 31st March, 2023

Note 20. Share warrants

Particulars	(₹ in lakh)	
	As at 31.03.2022	As at 31.03.2022
Mayur Modi (585000 warrants @2.5 ₹ Each)	14.63	-
Deepak Aggarwal (585000 warrants @2.5 ₹ Each)	14.63	-
Total Amount	29.25	-

Note 21. Interest Income

Particulars	(₹ in lakh)	
	For the period ended 31.03.2023	For the period ended 31.03.2022
Interest Income on Owned Portfolio	4,073.43	2,197.70
Excess Interest Spread on Colending	730.99	-
Interest on Staff Loan	1.54	1.35
Interest on FDR's	57.85	16.25
Interest Income on FLDG	16.61	14.04
Total Amount	4,880.42	2,229.35

Note 22. Sale of Services

Particulars	(₹ in lakh)	
	For the period ended 31.03.2023	For the period ended 31.03.2022
Bouncing Charges	57.02	21.54
Servicer Fee (BC)	38.70	-
Restructuring Charges	-	0.01
Other Income from Branches (LPI etc.)	6.29	2.65
Pre-Payment charges	17.42	5.55
login & legal Fee	26.26	-
Total Amount	145.68	29.75

Note 23. Net Gain on Fair Value Changes

Particulars	(₹ in lakh)	
	For the period ended 31.03.2023	For the period ended 31.03.2022
Investments		
Gain on sale of Mutual Funds	14.97	-
	14.97	
Realised	14.97	-
Unrealised	-	-
Total Amount	14.97	-

Notes to the Financial Statements

for the year ended 31st March, 2023

Note 24. Other Income

(₹ in lakh)

Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
Interest on IT refund	1.11	0.75
Recovery Gain (On Written off Cases)	1.77	0.09
Misc. Income	0.07	70.33
Gain on lease modification	-	0.33
Total Amount	2.95	71.50

Note 25. (Increase)/Decrease in inventories

(₹ in lakh)

Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
(Increase)/ Decrease		
Closing Stocks	-	-
Less: Opening Stocks	-	-
Net (Increase)/Decrease	-	-

Note 26. Finance Cost

(₹ in lakh)

Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
Interest , Proc Fee & Doc Fee (Term Loans , NCD & PTC)	2,131.34	1,035.79
Interest on Lease Liability	33.75	18.35
Interest on Current Service cost(Gratuity)	2.55	1.59
Total	2,167.64	1,055.73

Note 27. Employee Benefit Expense

(₹ in lakh)

Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
Employees' emoluments (Includes Managerial remuneration):		
- Salaries, wages and bonus	2,015.18	1,063.49
- Director's Remuneration	252.00	120.00
- Contribution to provident and other funds	117.51	58.69
- Staff welfare expenses	46.81	20.41
- Staff Insurance	21.95	11.88
- Service cost (Gratuity)	17.64	19.81
- Share based payment to employees	81.31	3.08
- Mobile Claim	12.72	6.14
Total	2,565.12	1,303.49

Notes to the Financial Statements

for the year ended 31st March, 2023

Note 28. Depreciation and amortization Expense

Particulars	(₹ in lakh)	
	For the period ended 31.03.2023	For the period ended 31.03.2022
Depreciation during the year (including ROU)	172.62	93.51
Amortisation Expenses	0.46	0.29
Total	173.08	93.80

Note 29. Other expenses

Particulars	(₹ in lakh)	
	For the period ended 31.03.2023	For the period ended 31.03.2022
Advertisement	7.16	0.71
Audit Fees	6.20	2.00
Bank Charges	15.86	12.55
Credit reports	-	-
Corporate Guarantee Expense	-	19.50
Donation	0.04	0.11
Electricity charges	10.23	5.33
Freight Charges	0.41	0.62
File Storage Charges	0.93	0.61
Communication Costs	8.47	4.65
IT Expense, License Fees & Software Expense	87.23	33.22
Listing Fees & Membership Fees	20.59	9.69
Office Expense	92.44	32.22
Office Rent	63.88	24.60
Postage & Courier	8.82	4.77
Printer Rent	8.77	8.48
Printing & Stationery	2.91	6.09
Professional Charges	72.36	73.43
Rates & Taxes	123.23	35.05
Repair & Maintenance	2.11	2.97
Sitting Fees Independent Director	11.10	9.40
Stamp Paper Commission, Handling & Convenience Fee	7.19	5.95
Travelling & Conveyance	243.36	104.37
Total	793.28	396.30

Note 30. Earning per share

Particulars	(₹)	
	For the period ended 31.03.2023	For the period ended 31.03.2022
Profit after Tax	(680.37)	(372.01)
Weighted Average No of Equity shares in calculation of Basic earning per share	23,140,136	20,461,113
Dilution on account of ESOP and partly paid up shares *	-	-
Weighted Average Number of Equity Shares in calculation of diluted earnings per share	23,140,136	20,461,113
Basic earning per share	(2.94)	(1.82)
Diluted earning per share (₹)	(2.94)	(1.82)
No of ESOPs granted	208,700.00	309,500.00
Weighted Average no of ESOPs	443,296.71	25,791.67
Exercise Price	115.00	95.00
Average Market price during FY22 (₹)	157.60	89.74
Weighted average number of shares that would have been issued at average market price	323,480.59	27,304.70

* Anti Dilutive Shares: there is no dilution effect for FY23

Notes to the Financial Statements

for the year ended 31st March, 2023

MONEYBOXX FINANCE LIMITED

CIN : L30007DLI1994PLC260191

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

Depreciation as per Schedule-II of Companies Act, 2013

Basis of Depreciation: Straight Line Method

Tangible Assets

₹ in lakh

Particulars	GROSS BLOCK				As on 31.03.2023	DEPRECIATION/AMORTISATION			NET BLOCK		
	As on 01.04.2022	Additions during the period	Less: Transfer/ Deletion	Revaluation		As on 01.04.2022	During the period	Less : Transferred during the period	As on 31.03.2023	As on 31.03.2023	As on 31.03.2022
Computer	109.38	110.04	-	-	219.41	51.38	46.95	-	98.33	121.09	58.00
	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixture	68.36	144.86	-	-	213.22	10.74	14.16	-	24.89	188.33	57.62
	-	-	-	-	-	-	-	-	-	-	-
Mobile	0.48	-	-	-	0.48	0.48	-	-	0.48	0.03	0.03
	-	-	-	-	-	-	-	-	-	-	-
Office Equipment	30.54	35.08	-	-	65.62	12.57	9.28	-	21.85	43.77	17.97
	-	-	-	-	-	-	-	-	-	-	-
Leasehold Improvement	38.14	61.58	-	-	99.72	23.98	3.71	-	27.68	72.04	14.16
	-	-	-	-	-	-	-	-	-	-	-
Vehicle	19.03	-	-	-	19.03	16.43	2.60	-	19.03	0.00	2.60
	-	-	-	-	-	-	-	-	-	-	-
Total	265.93	351.56	-	-	617.49	115.58	76.69	-	192.27	425.25	150.38

Intangible Assets

₹ in lakh

Particulars	GROSS BLOCK				As on 31.03.2023	DEPRECIATION/AMORTISATION			NET BLOCK		
	As on 01.04.2022	Additions during the period	Less: Transfer/ Deletion	Revaluation		As on 01.04.2022	During the period	Less : Transferred during the period	As on 31.03.2023	As on 31.03.2023	As on 31.03.2022
Software	0.87	1.28	-	-	2.16	0.60	0.46	-	1.06	1.09	0.27
Total	0.87	1.28	-	-	2.16	0.60	0.46	-	1.06	1.09	0.27

Capital Work in Progress

₹ in lakh

Particulars	GROSS BLOCK				As on 31.03.2023	DEPRECIATION/AMORTISATION			NET BLOCK		
	As on 01.04.2022	Additions during the period	Less: Transfer/ Deletion	Revaluation		As on 01.04.2022	During the period	Less : Transferred during the period	As on 31.03.2023	As on 31.03.2023	As on 31.03.2022
Capital Work in Progress	233.42	84.33	-	-	317.75	-	-	-	-	317.75	233.42
Total	233.42	84.33	-	-	317.75	-	-	-	-	317.75	233.42

Notes to the Financial Statements

for the year ended 31st March, 2023

CWIP aging schedule

(₹ in lakh)

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	76.07	132.03	83.15	26.49	317.75
Projects temporarily suspended	-	-	-	-	-

Note No. 3 I 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
Director & their relatives	
Mr. Mayur Modi	Whole-time Director
Mr. Deepak Aggarwal	Whole-time Director
Mr. Govind Gupta	Director
Mr. Atul Garg	Director
Independent Directors	
Ratna Dharashree Vishwanathan	Independent Director
Uma Shankar Paliwal	Independent Director

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

(₹ in lakh)

Nature and Volume of Transactions	Year 2022-23	Year 2021-22
Remuneration		
Mr. Mayur Modi	176.00	84.24
Mr. Deepak Aggarwal	176.00	84.24
Ms. Bhanu Priya*	12.29	6.46
Sitting Fee to Independent Directors		
Ratna Dharashree Vishwanathan	5.70	4.70
Uma Shankar Paliwal	5.40	4.70
Office Rent		
Govind Gupta	0.00	2.45
Moneyboxx Capital Pvt Ltd	0.00	1.05
Reimbursement of Expense		
Mr. Mayur Modi	0.00	1.37
Mr. Deepak Aggarwal	0.19	1.47
Mr. Govind Gupta	0.65	0.31
Moneyboxx Capital Pvt Ltd	0.00	0.00
Corporate Guarantee Commission		
Moneyboxx Capital Pvt. Ltd.	0.00	19.50
Loans & Advances		
Moneyboxx Capital Pvt. Ltd. – Loans Taken (28-02-2022)	0.00	150.00
Repayment of Loan to Moneyboxx Capital Pvt. Ltd. (08-03-2022)	0.00	150.00
Interest paid on Loan to Moneyboxx Capital Pvt. Ltd. (Roi- 1.25% pm)	0.00	0.50

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

Notes to the Financial Statements

for the year ended 31st March, 2023

d. Closing Balance with related parties:

(₹ in lakh)		
Name of Related Party	Year 2022-23	Year 2021-22
Moneyboxx Capital Pvt. Ltd	1.54	0.00

Note No. 32 RBI ECL disclosure requirements.

Expected Credit Loss is calculated as below:

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

Category	Loans (₹ In Lakh)	Estimated PD	Expected LGD	ECL (₹ In Lakh)
Stage 1 (0-30')	23,663.41	0.50%	50%	59.16
Stage 2 (31-90')	104.83	2.00%	50%	1.04
Stage 3 (90+)	199.53	100.00%	50%	99.76
Grand Total	23,967.77			160.00

(₹ in lakh)						
Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5) = (3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	23,663.41	59.16	23604.25	59.16	0.00
	Stage 2	104.83	1.04	103.79	0.26	0.78
Subtotal		23,768.24	60.20	23,708.04	59.42	0.78
Non-Performing Assets (NPA)						
Substandard	Stage 3	199.53	99.76	99.77	19.95	79.81
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		199.53	99.76	99.77	19.95	79.81
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	23,663.41	59.16	23,604.25	59.16	0.00
	Stage 2	104.83	1.04	103.79	0.26	0.78
	Stage 3	199.53	99.76	99.77	19.95	79.81
	Total	23,967.77	159.96	23,807.81	79.37	80.59

Notes to the Financial Statements

for the year ended 31st March, 2023

Note No. 33

The Previous year figure have been reworked, regrouped, rearranged, and reclassified wherever necessary. Accordingly, amounts and other disclosures 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. 34

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. 35 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. 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. The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- xii. Section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to company.
- xiii. The company has not entered into any arrangements in terms of section 230 to 237 of Companies act ,2013.
- xiv. 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.

Notes to the Financial Statements

for the year ended 31st March, 2023

- xv. The company have not any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax act 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- xvi. Pursuant to RBI circular dated November 12, 2021, "Prudential norms on Income Recognition, Asset classification and provisioning pertaining to Advances -clarifications," the company has taken necessary steps and complied with the provisions of the circular for regulatory reporting, as applicable. The financial Statements for they year ended March 31, 2023, are prepared in accordance with the applicable IND-AS guidelines and the RBI Circular dated March 13, 2020- "Implementation of Indian Accounting Standards".

xvii. Ratios-

		(₹ in lakh)
Capital		31-03-2023
Equity		7,639.82
Intangible Assets		1.09
Deferred Tax Assets		675.85
Tier I Capital		6,962.88
ECL Provisions		160.00
Less: Specific Provisions		99.76
General Provisions (Tier II Capital)		60.24
Subordinated Debt		398.02
Total Tier II Capital		458.26
Total Capital		7,421.14
Risk Weighted Assets		23,967.77
Tier I Capital to RWA (%)		29.05%
Tier II Capital to RWA (%)		1.91%
Capital to RWA (%)		30.96%
Liquidity Coverage Ratio	Normal	Stressed
Outflows	2,329.94	2679.42741
Inflows	1,011.55	758.660001
Net Outflows	1,318.39	1920.76741
HQLA	5,858.13	5,858.13
LCR	4.44	3.05

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: 27-05-2023
Udin: 22016746AJSRPG9146

Sd/-
Mayur Modi
Whole-time Director
DIN: 08021679

Sd/-
Govind Gupta
Director
DIN: 00065603

Sd/-
Deepak Aggarwal
Whole-time Director & CFO
DIN: 03140334

Sd/-
Bhanu Priya
Company Secretary
M. No.: A36312



Moneyboxx Finance Limited

Corporate Office: 2nd Floor, Vatika Business Centre, Vatika First India Place, M G Road, Gurgaon – 122002, Haryana

Head Office: 411A, Kanakia Wallstreet, Chakala, Andheri Kurla Rd, Andheri (East), Mumbai – 400 093

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



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