



MONEYBOXX FINANCE LIMITED
CIN L30007DL1904PLC260191
Registered Office: 523-A, Sundutt Chambers-II,
9, Bhikaji Cama Place, New Delhi-110066, India
Tel: 01145657452
E-mail: info@moneyboxxfinance.com
Website: www.moneyboxxfinance.com

May 29, 2024

BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400 001

Scrip Code: 538446

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Please find enclosed the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024, issued by Shashank Pashine & Associates, Company Secretaries.

You are requested to take this into your records.

Thanking you,

For Moneyboxx Finance Limited

Semant Juneja
Company Secretary and Compliance Officer

Encl: As Above

Shashank Pashine & Associates

Company Secretaries

Corporate Office:

E-92, F.F, South Extension, Part -1
New Delhi - 110049

☎ Office: +91- 11 - 4155-5096

Contact No: +91- 9999630777

Registered Office:

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✉ csshashankpashine@gmail.com

SECRETARIAL COMPLIANCE REPORT OF MONEYBOXX FINANCE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To,

The Board of Directors,

MONEYBOXX FINANCE LIMITED

CIN of Company: L30007DL1994PLC260191

523-A, Somdutt Chamber-II 9,

Bhikaji Cama Place,

New Delhi-110066, India

Re: Secretarial Compliance Report for the financial year ended March 31, 2024

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

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

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

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



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


Annual Secretarial Compliance Report is enclosed.

For **Shashank Pashine & Associates,**

Company Secretaries,

ICSI Unique Code: S2018DF639400

Peer Review Cert. No.: 2790/2022



CS Shashank Pashine

Proprietor

Membership No: F11665

CP. No: 21229

UDIN No.: F011665F000482850

Date: May 29, 2024

Place: New Delhi

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SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

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

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

CIN of Company: L30007DL1994PLC260191

Authorised Capital: Rs. 40,00,00,000/-

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31st March 2024 for **MONEYBOXX FINANCE LIMITED** (the "**Company**"). The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and the reporting made hereinafter:

I have examined:

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



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

for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the circulars / guidelines issued thereunder, have been examined: -

- a. The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including the provision with regard to disclosure and maintenance of records required under the said Regulation;
- c. The provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- d. The provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **were not applicable during the review period;**
- e. The provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;



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- f. The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **were not applicable during the review period;**
- g. The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
- h. The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- i. The provisions of the Securities and Exchange Board of India (Regulatory Fee on Stock Exchanges) Regulations, 2006;
- j. The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **were not applicable during the review period;**
- k. The provisions of the Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **were not applicable during the review period;**
- l. The Depository Act, 1996 and the Regulations and By-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.
- m. Other applicable Regulation and Circulars / Guidelines issued thereunder.

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



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

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Detail of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management response	Remarks
Not Applicable										

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

Sr. No	Observation remarks of the Practising Company Secretary in the previous year report	Observation made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Detail of Violation/Deviations a	Action Taken	Penalty Imposed/Fine Amount	Management response/Remedial actions, if any, taken by the listed entity	Observations/ Remarks of the Practising Company Secretary
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1.	As the promoters of the listed entity has traded the securities during the trading window closure period for all designated person of the Company the nature of default was grave in the nature.	31 st March 2023	The promoters of the listed entity has sold a total of 1,91,608 shares during the restricted period - when the trading window was closed for all designated person of the Company, from the quarter ending December 31st, 2023 until forty-eight hours of the declaration of financial results i.e. February 16th,	During the period of closure of the Trading Window, the promoters of the listed entity engaged in trading activities, thereby exhibiting non-compliance with the Code of Conduct formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulation of 2015. Moreover, the Promoters, on various dates, have executed the sale of a total of 1,91,608 shares, amounting to an aggregate value of Rs. 3,15,31,275.	The company is currently awaiting an order from the Securities and Exchange Board of India (SEBI). During the year, the company attended two meetings with the officials of SEBI to explain	NA	The promoters, has 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. SEBI is anticipated to issue an order pertaining to this matter in due course.	The Company fully acknowledges its responsibility for compliance and has proactively implemented all necessary measures to rectify the non-compliance. The order is still pending as on date of this report.
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			2023. Which Comprised Volition with the Code for Prevention of Insider Trading of the company formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.		the situation. SEBI is expected to issue an order regarding the matter in due course.			
2.	During the course of audit, it was observed that the intimation	31 st March 2023	Delay in submission of Outcome of Board meeting to stock exchange	Intimation of the outcome of Board Meeting dated February 13, 2023 was delayed by 4 Minutes (Approx.) on BSE	N.A	N.A	The delay was due to some technical issue at the time of login/uploading on the BSE portal and was not prejudiced	Query Closed



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was given timely on BSE and the nature of default was not grave in nature and further no penalty/fine was imposed by BSE.		under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with sub-para 4 of the Part-A of Schedule III.	Portal.			to the interest of the shareholder.	
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- II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

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



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	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt</p>	<p>NA</p>	<p>No such resignation</p>
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	<p>of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>No such resignation. Further company do not have any material subsidiary.</p>

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

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial</p>	Yes	<p>The listed entity has complied with the requirements of Secretarial Standard 1</p>



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	Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		and Secretarial Standard 2 respectively in respect of Meetings of the Board of Directors and its Committees and General Meetings of Members as notified by the Central Government under Section 118[10] of the Companies Act,2013.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.</p>	Yes	N.A
3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>The Listed entity is maintaining a functional website.</p> <p>Timely dissemination of the documents/ information under a separate section on the website.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2)</p>	Yes	N.A



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



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	every financial year/during the financial year as prescribed in SEBI Regulations.		process of Performance Evaluation was carried out by the Independent Directors in the Month of March 2024
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	None NA
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s).		No action(s) has been



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	<p>if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	NA

Assumptions & Limitation of scope and Review:

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



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assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Shashank Pashine & Associates,**

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 2790/2022



CS Shashank Pashine
Proprietor

Membership No: F11665

CP. No: 21229

UDIN No.: F011665F000482850

Date: May 29, 2024

Place: New Delhi