

BOARD OF DIRECTORS DURING 2024-25:

- | | |
|----------------------------|--|
| 1. Mr. Ram Rastogi | - Independent Director |
| 2. Mr. M. V. Sampath Kumar | - Independent Director |
| 3. Mr. Krishnan R. | - CEO & Whole Time Director |
| 4. Mr. Amir Nagammy | - Additional Non-Executive Director (Appointed w.e.f 17.07.2024) |
| 5. Mr. Dominic Traynor | - Additional Non-Executive Director (Appointed w.e.f 17.07.2024) |
| 6. Mr. Angad Singh Chadha | - Non-Executive Director (Resigned w.e.f. 02.08.2024) |

COMPANY SECRETARY

Ms. Maya Menon

STATUTORY AUDITORS

Messrs. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Kochi.

STATUTORY AUDITORS

M/s. SEP & Associates, Company Secretaries, Building No. CC 31/1590, Felix Road, Thammanam, Kochi.

REGISTERED OFFICE

NG 12 & 13, Ground Floor, North Block, Manipal Centre, Dickenson, Road, Bangalore – 560042.

ADMINISTRATIVE OFFICE

First Floor, Airlines Building, MG Road, Kochi – 682011.

DIRECTORS' REPORT

To
The Members
Unimoni Financial Services Limited

Your Directors have great pleasure in presenting their 30th Annual Report together with Audited Financial Statements for the financial year ended 31st March 2025.

I. FINANCIAL SYNOPSIS

Your Company's Standalone net worth stands at Rs. 28,130.68 lakhs and Consolidated net worth stands at Rs. 30,368.41 lakhs on 31st March 2025.

Financial Highlights:

The summarized financial results for the year ended 31st March 2025 are as under:

(Rs.in lakhs)

Particulars	Year ended 31.03.2025		Year ended 31.03.2024	
	Consolidated	Standalone	Consolidated	Standalone
Gross Revenue	21,252.36	17,545.94	22,094.85	21,347.76
Profit before interest, depreciation and tax	4,971.41	4,495.50	6,900.07	6,466.48
Less : Interest	1,559.33	1,579.70	881.13	1,104.56
Profit before depreciation and tax	3,412.08	2,915.80	6,018.94	5,361.92
Less : Depreciation	2,177.50	2,177.31	1,920.99	1,920.73
Net profit before tax	1,234.58	738.49	4,097.95	3,441.19
Profit after tax	932.51	564.60	3,098.28	2,617.72
Other Comprehensive Income net of income tax	(294.96)	(296.02)	(142.14)	(141.00)
Profit available for appropriation	637.55	268.58	2,956.14	2,476.72
Surplus in the statement of Profit and loss	637.55	268.58	2,956.14	2,476.72
Less: Transfer to statutory reserve u/s 45IC of RBI Act, 1934				
Surplus carried to Balance Sheet	637.55	268.58	2,956.14	2,476.72

During the financial year under review, the Company along with its subsidiaries/associate companies provided a bouquet of services to their customers.

As on 31st March, 2025, the Company has only one wholly-owned subsidiary, UTX Travels Private Limited which contributed at 58% towards the consolidated net profit of the company.

II. DIVIDEND

With a view to conserve resources for future business operations of the Company, your Directors do not recommend any dividend for the financial year 2024-25. Further, the Board does not recommend transfer of any monies to reserves.

III. INVESTORS' EDUCATION AND PROTECTION FUND:

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed Dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of

seven years. Further, according to the Rules, the Shares on which Dividend has not been paid or claimed by the Shareholders for seven consecutive years or more shall also be transferred to the Demat account of the IEPF Authority. During the year under review, there were no unpaid or unclaimed amounts required to be transferred to IEPF account.

IV. BUSINESS OPERATIONS, STATE OF AFFAIRS AND FUTURE PROSPECTS

Unimoni India continued to leverage the progress and momentum achieved in previous years, and has remained resilient to challenging markets, dynamic consumer behaviour, and evolving regulatory frameworks in 2024-25. While navigating through these disruptions amidst global economic uncertainties and moderate economic growth, we have achieved significant progress in customer acquisition, digital transformation, technology adoption; laying a solid foundation for network expansion and future profitability. With robust growth expected in Gold Loan business in this fiscal year, the company is focused to expand its Assets under books, backed by resourceful promoters and omni channel business approach. Our path to embracing AI-powered solutions in business operations, will significantly strengthen our strategic capabilities—enabling proactive decision-making, elevating customer experience, enhancing data-driven insights, and driving greater efficiency, innovation, and sustainable growth. With accelerating digital adoption, the launch of our new travel card, forex and outward remittance business is well-positioned to deliver sustained revenue growth. and the growing contribution from our travel and holiday segments,. These synergistic offerings enhance our value proposition, diversify income streams, and strengthen our integrated financial services portfolio. With India's travel industry witnessing robust growth, fueled by rising disposable incomes, growing aspirations for international holidays, surge in domestic air travel, company is expected to continue revenue and business growth in travel services. Company's vision for expanding network presence in India and abroad, broadening our product portfolios through strategic partnerships with banks, microfinance institutions (MFIs), DSA and fintech institutions, will further enhance our competitive edge and reinforce our market leadership in financial, travel and payment services.

FOREIGN EXCHANGE

After the pandemic, the recovery of global travel for education, healthcare, leisure, and business has revitalized the forex and remittance sector. This year, together with continuing industry-wide regulatory shifts, macroeconomic developments, and pre-existing headwinds, created a significant challenge for the entire vertical. Despite these challenges, the company has navigated the complexities with resilience and foresight, achieving revenue of over ₹100 crore while maintaining strong transaction volumes exceeding ₹6,300 crore and a transaction count of over 5 lakh. This performance stands as a testament to your agile business strategies, operational excellence, and strong market relevance. The Board records its appreciation for the efforts of the leadership team and all employees for this remarkable achievement!

A pivotal factor to this success has been the company's strategic emphasis on digital transformation. The deployment of cutting-edge technologies for transaction processing such as APIs, WhatsApp broadcasting, and post-sales support has notably enhanced operational efficiency and customer satisfaction. Initiatives such as the Digital Form A2, VKYC and E-sign processes offer a seamless end-to-end experience, significantly strengthening our competitive advantage in the remittance sector. Strategic infrastructure expansions, like the opening of a 24x7 branch near Cochin International Airport has proven to be a game-changer, giving travelers round-the-clock access to forex services at competitive rates — something traditional airport counters could not offer. Recognizing the growing demand in metro cities, the company has also started its wholesale forex service desks. This initiative not only enhances service delivery for large-volume clients but also supports a strategic shift towards strengthening our presence in key urban centres, boosting brand visibility and trust.

The company's long-term vision of achieving a 20% market share is both ambitious and commendable. The roadmap laid out—focused on building robust digital infrastructure, strengthening physical distribution where necessary, enhancing compliance standards, and delivering superior customer experiences—sets a strong foundation for sustainable growth. Furthermore, the management's proactive approach to embracing future

regulatory changes, and leveraging data analytics for personalized customer offerings will position the company as a forward-looking leader in the industry

The Board fully supports these initiatives and applauds the clarity of vision and execution excellence displayed thus far. With continued innovation, customer-centricity, and operational rigor, we are confident the company is poised for sustained leadership and value creation in the forex and remittance sector.

Major Highlights FY 2024-25

- **Launched 24x7 Branch near Cochin Airport:** A new 24x7 counter was installed to serve customers traveling during late-night hours, enhancing service availability and convenience.
- **Wholesale Centres in Metro Cities:** Two new wholesale counters were launched in major metro cities to support branch-level currency requirements and improve supply chain efficiency.
- **Students STARS Season 2 - Scholarship Program:** The second season of the "Students STARS" scholarship program was launched, offering a range of scholarships and gifting essential travel gadgets to students, supporting their educational journeys abroad.
- **Strategic Partnerships with Bank of Montreal:** Collaborations established to assist students in opening GIC and checking accounts, simplifying their international banking requirements.
- **Card Reload Feature on B2C App and Web:** Customers can now reload their forex cards through the company's B2C mobile app and website, providing greater flexibility and user-friendliness.

Business Collaborations

- **Partnership with Appreciate Wealth Limited:** Signed an agreement to offer U.S. stock investment options within the company's mobile app, expanding financial service offerings for customers.
- **Agreement with VISA for Forex Cards:** Partnered with VISA to launch forex cards adding a new dimension to the company's product portfolio.
- **Collaboration with Easebuzz Payment Gateway:** Agreement signed with Easebuzz to streamline and validate forex-related payments, enhancing payment processing efficiency and security.
- **Bank of Montreal:** Signed an agreement with BMO for opening of GIC accounts & checking accounts in Canada.

GOLD LOANS

Gold Appraisal Training & Certification: To enhance job satisfaction, boost productivity, and improve employee retention, we are investing in specialized training and development. In partnership with industry experts at Global Gold Foundation Pvt Ltd, a pioneer in gold appraisal training, we are offering a two-day training program for our employees. Upon completion, they will receive certification as 'trained appraisers'.

Gold Loan Funding Arrangements: We continue to strategically secure funding for our Gold Loan business. This year, our re-pledge facility with City Union Bank (CUB) remains in place for new loan disbursements, with an increased limit of ₹60 Crore. Currently, 60 of our branches are integrated with CUB branches for this facility.

Furthermore, we have successfully arranged a substantial borrowing of approximately ₹86 Crore (USD 10 Million) through Aditum Investment Management Limited, which has been deployed. We have also secured an additional ₹20 Crore from Shriram Finance.

Notably, we have closed out previous financial year's borrowings from Shriram Finance (₹20 Crore), Incred Financial Services Ltd (₹15 Crore), and Moneywise Financial Services Private Ltd (₹7.5 Crore). We are actively engaged in discussions with various banks and financial institutions to further augment our funding capacity for Gold Loans in the current FY.

Technology & Innovation Initiatives: We are actively leveraging technology and innovation to enhance operational efficiency, customer experience, and security across our organization. Several key projects are currently underway:

- **RFID & GPS Based Tracking of Gold Packets:** To ensure the secure and efficient tracking of gold packets, we are looking into the possibility of developing an RFID & GPS-based system. This technology will provide real-time visibility and accountability for our gold assets.
- **OTP Based Vault Operating System:** Further bolstering our security protocols, we are developing an OTP-based system for opening & closing vaults. This will add an extra layer of authentication and control to vault access procedures.
- **'Unimoni Digital Vault Auditor' (UDVA):** A unique and innovative system, UDVA, is currently under development. This system will utilize the latest technologies to provide real-time tracking of the weight of assets stored in vaults at remote locations. This groundbreaking innovation promises to significantly enhance the overall security and auditability of our gold stock at each branch.
- **Strengthening Branch Security:** In branches with higher gold loan outstanding, we are constructing enhanced strong rooms to provide an additional layer of physical security for our valuable assets.

TRAVEL & HOLIDAYS

Unimoni India's Travel & Holidays vertical made significant strides in 2024, driven by a strategic focus on digital transformation, customer convenience, and expanded partnerships. The division successfully enhanced its offerings with a suite of new platforms and integrations aimed at elevating the travel booking experience across both B2B and B2C segments. Building on its established strength in holiday services, the division continued to deliver personalized and value-driven travel experiences, further enriching its portfolio of domestic and international holiday packages.

A major milestone was the launch of **'Plan a Trip'**, an AI-powered holiday booking platform designed to transform the travel planning experience. This innovative tool offers a seamless and personalized approach, helping users craft their ideal vacation effortlessly.

The introduction of the **New VISA Online Platform**—with tailored portals for both **B2B (U Mart)** and **B2C** users—streamlined visa application processes and improved operational efficiency for agents and travelers alike.

Unimoni also expanded its airline connectivity through **API integrations** with leading carriers including **Fly Dubai, Air Arabia, Star Air, and Allianz**, enabling real-time fare access and booking capabilities.

Innovations in digital mobility services included the **Integration of E-SIMs via Xylen London**, offering travelers reliable and cost-effective mobile connectivity abroad. To further enhance convenience, Unimoni rolled out **online cab booking** services through **Rego**, and broadened accommodation options by partnering with **Tripjack** and **Ottilla** for hotel bookings.

Recognizing the growing demand for flexible payment options, the Travel & Holidays division introduced a **'Book Now, Pay Later'** model through **EMI Travel Loans** in partnership with **MIHURU**, empowering travelers to convert their dream holidays into affordable monthly instalments.

As we look ahead, Unimoni India's Travel & Holidays division is poised for sustained growth, underpinned by strategic technological advancements and a commitment to expanding its service offerings, ensuring the company remains at the forefront of the travel and holiday industry.

Achievements

- **Won 1st Place in Lufthansa Block Chain Hackathon at Frankfurt Germany**
- **IATO Accreditation**
- **ADTOI Accreditation**

- **KFDC Accreditation**
- **Kerala Tourism Accreditation**
- **Participated WTM London with India Tourism**
- **Participated SATTE Delhi**
- **Participated BLTM Delhi**
- **Participated OTM Mumbai**
- **Participated TTF & IITM at various Indian Cities**
- **Participated KTM at Kochi**

Awards

- **India MICE Awards – Best Corporate Travel Company India**
- **India Travel Awards – Best Travel Company India**
- **TTF Best Innovative Product Award – Europe Fixed Departure Series 2024-25**

MONEY TRANSFER & REMITTANCES

Remittance typically refers to migrant workers sending money back home. In common usage, the word can refer to moving money by any method - a wire transfer, online transfer, by mail or using a credit or debit card to move the money. The payment could be to settle support family back home, for medical care or any domestic family maintenance.

Unimoni Financial Services India offers the following Remittance Services such as:

- A. Inward Remittance**
- B. Indo Nepal Remittance**
- C. Domestic Remittance**

A. Inward Remittance: Money Transfer Service Scheme (MTSS) is a quick and easy way of transferring personal remittances from abroad to beneficiaries in India. Inward remittance implies a money transfer from a sender outside India to India. This service works under the MTSS guidelines issued by RBI. Only cross-border personal remittances, such as, remittances towards family maintenance and remittances favouring foreign tourists visiting India are allowed under this arrangement.

Unimoni is a Principal Agent for Western Union, Transfast & Global Pay and Subagent for MoneyGram, & Ria Money.

Following are the various services of Inward Remittance under Unimoni Financial Services Ltd:

- Western Union
- Money Gram
- Transfast
- Ria Money
- Global Pay

B. Indo Nepal Remittance: Huge crowds of Nepal citizens are found to move towards India evolving various avenues of necessities. These expats are often found to settle in areas of their interest and requirement raising the need to send money to Nepal from their residing locations. The Company having a remittance service from the inception has devised this service to send money to Nepal in association with two major service providers.

- Ø Prabhu Money transfer.
- Ø IME forex.

Indian Aadhar, Nepal Citizenship Card & Nepal Passport) are allowed to transfer money to Nepal as per this arrangement.

C. Unimoni Domestic Money Transfer: Domestic Money Transfer is a service that is provided by your company to transfer money from one person to another within the country. In the DMTS business, you get to send money quickly round the clock to any bank branch in India. The process of transferring money is done through NEFT or IMPS and is really simple and error free. This service is done through the following partner agreements:

- Airtel Payments bank through the BC model
- Bill Avenue
- Unimoni wallet (PPI service)

Advantages of DMTS customers for Branch

- Improves branch walk ins.
- Increase cross sell opportunity for other products like Tickets / insurance / wallets
- Generate a continuous growing revenue stream for the branch.

Unimoni wallet (PPI service)

The Unimoni Wallet is a licensed Prepaid Payment Instrument (PPI) regulated by the Reserve Bank of India. It provides users with a secure, account-based platform to facilitate peer-to-peer transfers, bill payments, merchant transactions, and value-added financial services.

In line with the evolving regulatory framework, the Unimoni Wallet is certified and part of the UPI ecosystem, allowing users to transact seamlessly across the broader digital payments infrastructure in India.

During FY 2024–25, Unimoni focused on laying a stronger foundation for wallet-led growth through product improvements, strategic partnerships, and operational streamlining. Key developments include:

- Initiation of corporate partnerships to enable payroll and incentive disbursements via wallet infrastructure.
- Integration of value-added services such as digital gold and US stock referrals, which are in advanced stages and expected to go live in FY 2025–26.
- Active discussions with NPCI for merchant enablement and Scan & Pay acceptance to expand wallet use cases.
- Internal initiatives to drive usage, including adoption campaigns and system enhancements to increase transaction frequency and retention.

With planned integration of core services such as travel, forex, and investment-linked offerings, and a structured migration of branch customers to the digital platform, the Unimoni Wallet is being positioned as a unified, mobile-first financial access solution. The focus in the coming year will be on driving adoption, acquiring new customers, increasing transaction volumes, and building a sustainable ecosystem that supports both individual and institutional users.

INSURANCE

Unimoni Financial Services Ltd, holding a **composite corporate agency license** (Registration No: CA0302), has consistently met all regulatory requirements to provide reliable insurance services to our esteemed customers.

Transition of Corporate Agency License

To ensure full compliance with RBI guidelines, our management decided to **surrender the existing CA license** registered under Unimoni. Accordingly, the license was surrendered in **November 2024**, and we obtained a **new corporate agency license** under **UTX Travels Pvt Ltd**, with Registration No: **CA0984**. This license remains **valid until October 17, 2027**, and all existing policy renewals are being transitioned under the new CA code.

Expansion of Insurance Partnerships

To enhance product diversity and provide competitive insurance rates, we have **partnered with two additional insurance providers—Bajaj Allianz and National Insurance**. This expansion allows us to offer a comprehensive range of **health, general, and motor insurance products** at the best available market rates.

Training and Claims Process Enhancement

- **Regional training programs** are conducted for branch teams when launching new insurance products to ensure seamless execution.
- Our **hassle-free claims process** minimizes unnecessary documentation and leverages technology to enable **faster settlements**.
- A **structured cross-selling strategy** has been implemented, with staff performance tracked through **penetration reports**, helping employees understand their productivity and optimize customer engagement.

Existing Insurance Tie-ups

We continue our strong partnerships with the following insurance providers:

- ✓ **Tata AIG**
- ✓ **Liberty General Insurance Co.**
- ✓ **STAR Health**
- ✓ **GO DIGIT**
- ✓ **ICICI Lombard**
- ✓ **Bajaj Allianz**
- ✓ **National Insurance**

With this structured approach, UTX aims to deliver **exceptional insurance solutions**, enhance customer experience, and ensure compliance while driving business growth.

V. CHANGE IN THE NATURE OF BUSINESS:

The company has surrendered the IRDA license to act as Insurance agent after obtaining the license in the wholly owned subsidiary company, UTX Travel Private Ltd. Apart from this, there were no changes in the nature of business during the year under review as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

VI. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no significant material changes or commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and date of the report.

VII. SHARE CAPITAL

The Authorised Share Capital of the Company stands at Rs. 170,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 17,00,00,000 (Seventeen Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and the Paid-up Capital of the Company is Rs. 1,56,99,62,320/- (One Hundred and Fifty Six Crores, Ninety Nine Lakhs,

Sixty Two Thousand, Three Hundred and Twenty Only) divided into 15,69,96,232 (Fifteen Crores Sixty Nine Lakhs Ninety Six Thousand Two Hundred and Thirty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The shareholders, at their Annual General Meeting held on 30th September, 2024, had approved the proposal to increase the Authorised Share Capital of the Company to Rs. 500,00,00,000 (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs.10 (Rupees Ten only) and the Clause 5th of the Memorandum of Association of the Company was altered accordingly.

Thereafter, the Board of Directors of your company at the Board Meeting held on 9th October, 2024, have decided for issue of equity shares by way of rights offer to the shareholders in proportion to their shareholding. the Rights Issue amounted to 33,64,20,500 Equity Shares with a face value of INR 10 (ten) each (“rights equity shares”) for cash at a price of INR 10 per rights equity share (“issue price”) aggregating to INR 3,36,42,05,000 on rights basis in the ratio of 15 rights equity shares for every 7 fully paid up equity shares held by equity shareholder of the company. The offer was kept open from 19th October, 2024 till 4th November, 2024. As the shareholders did not subscribe to or accept the offer during the 15-day period for the Rights Issue, the offer has lapsed as of the 15th day, that is, November 4, 2024.

VIII. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board currently has Four (4) Non-Executive Directors and one (1) Executive Director, extending proper directions and management guidance to the Company. Mr. Ram Rastogi (DIN: 07063686), Mr. M. V. Sampath Kumar (DIN: 07613043), Mr. Amir Nagammy (DIN: 10693203), Mr. Dominic Traynor (DIN: 09713887) and Mr. Krishnan R (DIN: 03635219) constitute the Board of your Company. The Board composition is compliant with the Companies Act 2013 and in the opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors is adequate and proper.

Mr. Amir Nagammy and Mr. Dominic Traynor were appointed as Additional Directors at the Board Meeting dated 17th July, 2024, subject to the approval of RBI. The approval from RBI was received on 6th February, 2025, upon which their appointments were effective. The appointments of both the directors as Non-Executive Directors is being taken for shareholders’ approval in the ensuing Annual General Meeting.

Further, the first term of Independent Directors, Mr. Ram Rastogi and Mr. M. V. Sampath Kumar, concluded on June 13, 2025, in accordance with Section 149(10) of the Companies Act, 2013. The Board is in the process of filling the resulting vacancies, in compliance with the applicable provisions of the Companies Act, 2013, and the matter will be placed before the Board Meeting / General Meeting for consideration accordingly.

IX. PROFILE OF THE DIRECTORS

Mr. Amir Nagammy is an entrepreneur and investor with extensive international experience and expertise in emerging markets (particularly the CIS, Middle East, Africa, and India). He has a twenty-five year record in launching and running start-ups across multiple industry sectors across the globe, transforming them into profitable, large-scale businesses that consistently produce impressive returns for their stakeholders.

Having worked in highly complex regional environments, Amir is respected for his crisis management skills in fast-changing situations and for his extensive background in deal structuring. He is able to fulfil a portfolio of management roles with cross-industry capabilities, including fundraising, project finance, and management, trading and business development. He is currently a Co-Founder and Chairman of Prism Group AG and Global Fintech Investments Holding AG.

Mr. Dominic Traynor is a qualified solicitor in the United Kingdom. He is a director a number of regulated money service businesses within the Wizz Financial group as well as of the major shareholder, investment company Prism Group AG. In addition Dominic is executive chairman of London Stock Exchange-listed Critical Mineral Resources plc and a non-executive director of LSE-listed gas peaker business MAST Energy Developments plc. He was a founding director of AIM-listed construction materials conglomerate, SigmaRoc

plc, and battery materials' company EV Metals Group plc and has held a number of other directorships including on the Australian Stock Exchange. Dominic is also a consultant/partner at one of London's oldest law firms, Druces, and is an experienced equity capital markets lawyer with an additional focus on corporate governance holding and having held various positions as chair and member of audit and remuneration committees.

Mr. Krishnan R, a qualified Chartered Accountant, joined the Company on 7th April, 2005 as its Manager-Internal Audit. Later, he was elevated as Manager-Finance and he served the Company as its Whole Time Director and Chief Finance Officer monitoring the entire finance, Tax, Annual Budgeting and MIS operations of the organization in India. Mr. Krishnan has built an established and stronger base for financial reporting, enhanced cost controls and an efficient MIS system for the Company and branches, developing and influencing the management in making various decisions. In October 2021, he was rightly handed over the mantle of Chief Executive Officer for the Indian operations, and is now responsible for the overall operations and business at Unimoni offering broad managerial, internal control and strategic advice to management.

X. MEETINGS

Your Board met 5 times during the year on 17.07.2024, 12.08.2024, 09.10.2024, 29.11.2024 and 20.03.2025 with requisite quorum present. The last Annual General Meeting was held on 30th September, 2024. The names and categories of the Directors on the Board, their attendance at the Board Meetings during the year and Shareholdings are given below:

Name of the Director	DIN	Category	No. of Board Meetings attended During 2024-25	Shareholdings (%)
Mr. Ram Rastogi	07063686	Independent Non – Executive	5	-
Mr. M. V. Sampath Kumar	07613043	Independent Non - Executive	5	-
Mr. Krishnan R	03635219	Non-Independent Executive	5	-
Mr. Amir Nagammy	10693203	Non – Independent Non- Executive	1	-
Mr. Dominic Traynor	09713887	Non – Independent Non- Executive	1	-

The details of the Meetings attended by the Directors are exhibited below:

Date	Mr. Ram Rastogi	Mr. M. V. Sampath Kumar	Mr. Krishnan R	Mr. Amir Nagammy	Mr. Dominc Traynor
17.07.2024	Yes	Yes	Yes	No	No
12.08.2024	Yes	Yes	Yes	No	No
09.10.2024	Yes	Yes	Yes	No	No
29.11.2024	Yes	Yes	Yes	No	No
20.03.2025	Yes	Yes	Yes	Yes	Yes

XI. DECLARATIONS FROM INDEPENDENT DIRECTORS

The Company has received necessary declarations from both the Independent Directors under Section 149(7) of the Companies Act, 2013, and the Company is satisfied that they meet with the criteria of their Independence laid down in Section 149(6) of the Companies Act, 2013.

XII. COMMITTEES TO THE BOARD

Your Company, at present has the following 5 Committees with the requisite memberships from your Board. The Secretary to the Board acts as Secretary to the Committees. After reconstitution of all the Committees pursuant to the recent Board reconstitution, the memberships stand as follows:

1. **Audit Committee:**

The Committee is chaired by Mr. Ram Rastogi with Mr. M. V. Sampath Kumar and Mr. Dominic Traynor as its Members. The Committee is responsible for the effectiveness of audit process, financials and better evaluation of internal financial controls and risk management systems of the Organisation. All the recommendations of the Audit Committee were accepted by the Board during the financial year ended March 31, 2025. The Committee met 2 times during the year on 17.07.2024 and 20.03.2025 with full quorum.

2. **Risk Management Committee:**

The Committee comprises of Mr. M. V. Sampath Kumar, as Chairman of the Committee; Mr. Ram Rastogi and Mr. Krishnan R to assist the Board in monitoring the progress made in putting in place a progressive risk management system in line with the business operations, and the risk mitigating mechanisms undertaken from time to time. The Committee met once during the year on 17.07.2024 with full quorum.

3. **Nomination and Remuneration Committee:**

The Committee comprises of Mr. M. V. Sampath Kumar, Mr. Ram Rastogi and Mr. Amir Nagammy who is the Chairman. The major function of the Committee is to assist the Board of Directors in developing and administering a fair and transparent procedure for setting policy on the overall human resources strategy of the Company and the remuneration of Directors and senior management, and for determining their remuneration packages. A brief description on Company's Nomination and Remuneration Policy is given in *Annexure A*. The Committee met twice during the year on 17.07.2024 and 20.03.2025 with full quorum.

4. **Asset Liability Management Committee:**

Mr. M. V. Sampath Kumar chairs the Committee which comprises of Mr. Ram Rastogi and Mr. Krishnan R and is responsible for ensuring adherence to the limits set by the Board with respect to Asset-Liability Management in line with Company's budget and overall business objectives. The Committee met once during the year on 17.07.2024 with full quorum.

5. **Corporate Social Responsibility Committee:**

In order to promote and provide a clear direction to the CSR activities of your Company and also pursuant to the new CSR provisions of the Companies Act, 2013, the CSR Committee was constituted by the Board chaired by Mr. Amir Nagammy, with Mr. Ram Rastogi, and Mr. Sampath Kumar as its Members. The Committee is responsible for the overall monitoring, review and disclosures regarding the CSR activities of the Company. The Committee met once during the year on 17.07.2024 with full quorum.

XIII. VIGIL MECHANISM

The Vigil Mechanism extends to anyone who has and reports inside information of illegal activities occurring in an organization. It can be employees or Directors, who somehow become aware of illegal activities taking place in a business either through witnessing the behaviour or being told about it.

The Mechanism defines a specific process to be followed for escalation of information regarding the wrongful or unethical practice. The person/authority to whom/which the communication may be sent, the manner of sending communication and the manner in which the information received would be dealt with, is clearly defined in the Mechanism. The wrongful practice or unethical conduct that is sought to be covered under the Vigil Mechanism is expected to be grave and serious in nature and may involve several parties.

It is felt that the Management is often the last in the knowledge-chain where a rampant wrong doing is concerned, as the employees and other stakeholders are not sure to whom to report and not secure as to how it would impact their relationship with the Organisation. Thus, the authority must be independent, senior and

responsible, and the Mechanism must provide for confidentiality of the information as well as the identity of the informer.

The Companies Act, 2013 and the corresponding Rules required for the establishment of a vigil mechanism for the Directors and employees to report genuine concerns and shall provide for adequate safeguards against victimisation of employees and Directors who rely on the vigil mechanism. The Companies which are required to constitute an Audit Committee shall oversee the vigil mechanism through the Committee and such a mechanism shall make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee may take suitable action against the concerned Director or employee including reprimand.

This Mechanism covers ---

- Malpractices which have taken place / suspected to have taken place
- Misuse or abuse of authority
- Fraud or suspected fraud
- Violation of the Company rules, policies as well as Regulatory laws
- Manipulation in operations of business
- Negligence causing danger to public health, wealth and safety
- Misappropriation of monies
- Any other matters on account of which the interest of the Company is likely to be affected

Secured Disclosures (Complaints raised by the informer or details of alleged fraud or such related happenings) should be reported in writing by the Informer to the Vigil Officer, as soon as possible after he/she becomes aware of the same so as to ensure a clear understanding of the complaints raised. The contact details of the Vigil Officer are - Mr. Krishnan R, Director and CEO, Unimoni Financial Services Limited, email: krishnan.r@unimoniindia.com.

All secured disclosures under this Mechanism will be recorded and thoroughly investigated with utmost confidentiality. The suspected and the related people will be informed and enquired, and the Vigil Officer along with the recommendations will report his findings to the Audit Committee who shall decide upon further actions within 15 days of receipt of report. Copy of above decision shall be addressed to the Audit Committee, the Vigil Officer, the Informer (if necessary) and the suspect. A detailed policy regarding the same is posted in Company's website, www.unimoni.in.

XIV. WEBLINK OF THE ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in form MGT-7 is placed in the website of the Company i.e www.unimoni.in.

XV. AUDITORS

The Company had re-appointed Messrs Krishnamoorthy & Krishnamoorthy, Chartered Accountants, to conduct the Statutory Audit of the Company in the 29th Annual General Meeting for the second tenure of 5 years till the conclusion of 34th Annual General Meeting.

The notes annexed to the Standalone and Consolidated financial statements referred in the Independent Auditors' Reports are self- explanatory and do not call for any further comments. There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report for the financial year ended 31st March, 2025. There were no frauds reported by the statutory auditors to Audit Committee or Board under Section 143 of the Act.

XVI. SECRETARIAL AUDIT REPORTS AND COMMENTS

Secretarial Audit Report as provided by M/s. SEP & Associates Company Secretaries, Building No. CC 31/1590, Felix Road, Thammanam, Cochin - 682032 First Floor, Building No. C.C 56/172 K.C. Abraham

Master Road, Panampilly Nagar, Kochi, is attached as Annexure B, along with this report. There were no qualifications, reservations or adverse remarks made by the Secretarial Auditors in their Audit Report.

XVII. CONSERVATION OF ENERGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

Section 134(3)(m) of the Companies Act, 2013, is not applicable by virtue of nature of the business of the Company. The details of Foreign Exchange Earnings and Outflows are furnished below:

Particulars	2024-25 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)
Earnings in Foreign Exchange	68.59	88.70
Foreign Exchange Outflow	45.59	Nil

XVIII. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

Disclosure as per the Companies (Acceptance of Deposits) Second Amendment Rules, 2015.

The Company has not accepted any unsecured loans from the Directors of the Company and/or relatives of the directors during the year under consideration.

Sl.No.	Name of the Director/Relative of Director	Amount in Rs.
	NIL	

XIX. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

XX. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company had laid down internal financial controls which involve policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to the 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.

The Company's internal audit is handled by In house team for ensuring requisite safeguards and timely detection of frauds and errors. Proper evaluation of the report submitted by the audit team is done by the Audit Committee and recommendations and suggestions are made to the Board for requisite action.

Based on the work performed by the Internal, Statutory and Secretarial Auditors and External Consultants, including audit of internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board believes the Company's internal financial controls were adequate and effective during FY 2024-25.

XXI. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no loans or guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

XXII. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS / FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Nil.

XXIII. RISK MANAGEMENT POLICY

The Company has a systematic Risk Management Process and Policy in place to identify, measure and mitigate the risks and also timely monitoring and reporting of the same. A fundamental tenet of Unimoni is the respect and integrity for its employees, customers and shareholders. By incorporating risk management into daily business practices and by operationalizing the related performance measures, the Risk Management Policy ensures that Unimoni maintains its highest ethical standards by living its Core Values.

Unimoni considers risk management to be fundamental to good management practice and a significant pillar to establishing corporate governance. Effective management of risk will provide an essential contribution towards the achievement of the Company's strategic and operational objectives and goals. Unimoni is committed to the implementation and maintenance of formal Risk Management System, including the integration of risk management at all levels as the fundamental to achieve strategic and operational objectives. Risk management is not a stand-alone activity that is separate from the main activities and processes of the organization. Risk management shall be an integral part of the Company's decision making and routine management and shall be incorporated within the strategic and operational planning processes at all levels across the Company.

Risk assessments shall be conducted on new ventures and activities, including existing products, projects, processes and systems to ensure that these are aligned with the Unimoni's objectives and goals. Any risks or opportunities arising from these assessments will be identified, analysed and reported to the appropriate management level. Unimoni is committed to ensure that all staff are provided with adequate guidance and training on the principles of risk management and their responsibilities to implement risk management effectively. Unimoni will regularly review and monitor the implementation and effectiveness of the risk management process, including the development of an appropriate risk management culture across the Company. Risk Exception, if any, will be discussed at concerned Committee and an appropriate action will be defined for management of same. The Company has identified five main categories of enterprise level risk that it may face.

1. **Strategic Risk:** Strategic risks can be defined as the uncertainties and untapped opportunities embedded in the defined strategy and how well they are executed. It is the risk of business strategies (decision making, implementation of decisions, response to industry changes) failing to achieve business goals and its impact on revenues, profits, reputation and value. Strategic risk management is the response to these uncertainties and opportunities. It involves a clear understanding of corporate strategy, the risks in adopting and executing it. These risks may be triggered from inside or outside the organization.
2. **Operational Risk:** The risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. The definition includes risk of loss resulting from failure to comply with internal policies & procedures of the Company.
 - a. Putting in place proper corporate governance practices by itself would serve as an effective Risk Management tool. Company has a separate Independent internal Audit department that covers the risks associated with the day-to-day general as well as operational activities by way of internal and concurrent audit procedures. They conduct periodical audit and submits their view to the Audit Committee as well as to the Management level.
 - b. Insurance cover is one of the important mitigates of operational risk. The operational risks to the Company are thus mitigated by way of insuring the various risk-prone processes in tie-up with an Insurer.
 - c. **FRAUD RISK is an important element of failed processes due to internal or external human element.** The Company has an extensive branch and Agent Network and they undertake huge amount of transactions on behalf of the Company. There are possibilities of various avenues of

defrauding the Company during the transactions. Fraud can be committed either by the act of Internal Employees or by the external persons in the capacity of customer or agents. The Company has employed a Risk containment unit that would look into the investigation of such instances of fraud and follow up with respective legal authorities for further course of action. A detailed Fraud policy and FUC process manual is approved by the Board for the purpose.

3. **Compliance & Legal Risk:** Risk of loss and associated harm due to the Company's interaction with the regulatory, legal & industry environment. It is the exposure to legal penalties, financial forfeiture and material loss an organization faces when it fails to act in accordance with industry laws and regulations. The licensing/regulatory authorities have stipulated ongoing compliance requirements for business units in each jurisdiction, non-compliance to which can lead to reputation risk or risk of business continuity itself.
 - a. The Company as a policy, has a Compliance Officer who deals with the respective regulatory agencies and owns the responsibility of circulating the regulatory guidelines across business groups for adherence. Any new Policy/Product launched is signed off by the Compliance Officer as process for meeting the regulatory norms.
 - b. Necessary reporting and reviewing systems, including formation of any Committee, shall be established and disclosed in the Balance Sheet, whatever necessary, in line with the requirements of Directions or Rules or Regulations issued or made by any regulatory or statutory authorities from time to time.
 - c. **Money Laundering/Terrorist Financing Risk:** The risk of being involved in, whether deliberately or not, transforming the proceeds of a crime into apparently legitimate money or other assets. The risk on account of financing terrorism, directly or indirectly, is also considered.
 - d. **Counterparty Risk:** The risk that the other party (counterparty) to an agreement/contract may default is the counterparty risk. The organization is responsible to identify, measure, monitor and control counterparty risk prior to establishing a business relationship.

4. **Financial Risk:** Being a financial institution engaged in remittance and foreign exchange business, the Company is exposed to various kinds of financial risks such as liquidity, credit risk, market risk, interest rate risk, currency fluctuation, pricing etc. The various risks under financial category and the broad guidelines for managing it is as given below:

a. Credit Risk

Loan products: Extensive and strict norms have been stipulated in identification of the borrower and evaluation of credit proposals. Extensive product program guidelines have been developed to suit various product requirements. Appropriate designation and deviation grids have been put in place. Each credit proposal is evaluated on various ending parameters both in qualitative and quantitative terms. Proper security industry norms and ceilings have been prescribed to ensure well spreading out of risks and to avoid concentration risk. Cross references to credit bureau data are made to assess the credit behavior of the prospective customers. The credit evaluation process is thus standardized and institutionalized. Market defaulter data are regularly updated through various sources including the RBI defaulter list, credit bureau, MCA etc. from time to time and check is done on all applications received. All regulatory requirements are monitored on a daily basis and concerned departments are updated for execution.

Other products: Tickets & Forex to Corporate and Full Fledged Money Changer (FFMC) are also exposed to credit risk and is mitigated by way of thorough screening of the customers before providing credit, and sometimes additional comfort is given in many cases for the sake of business relationship with them.

b. Market Risk

Market Risk is the risk of loss of earnings or economic value due to adverse changes in market variables. It is the risk that the value of on and off-balance sheet positions of a financial institution will be adversely affected by movements in market rates or prices such as interest rates, foreign exchange rates, credit spreads resulting in a loss to earnings and capital. The important aspects of market risk are:

1. Liquidity risk management, mitigating the asset-liability mismatch.
2. Interest rate risk management, pricing of the assets and liabilities.
3. Forex risk management.

Market Risk Management provides a comprehensive and dynamic framework for measuring, monitoring and managing liquidity, interest rate, foreign exchange risks of the Company that needs to be closely integrated with its business strategy. The Company has an Asset-Liability management Committee (ALCO) that is entrusted with the task of market risk management. This Committee deliberates on liquidity and interest rate risks and determines the overall business strategy. The Internal Auditors of the Company complement and validate the efforts of ALCO.

c. Liquidity Risk:

Liquidity is the ability to efficiently accommodate deposit as also reduction in liabilities and to fund the loan growth and possible funding of the off-balance sheet claims. The cash flows are placed in different time buckets based on future likely behaviour of assets, liabilities and off-balance sheet items. Liquidity risk includes the risk that happens when there is a sudden and unexpected increase in liability withdrawals for the products of the Company such as Money Gram, Loans & Forex.

It is important for the Company to maintain favourable liquidity profile for the smooth functioning of the funding activities and to honour its debt commitments in a timely manner. To mitigate the liquidity risk, the management continuously evaluate the liquidity position, maturity profiles of assets and liabilities, Asset-Liability maturity Gaps and the back-ups available to plug in such gaps. For this reason, the Asset Liability Management (ALM) becomes an important part of the overall Market Risk Management System. It implies examination of all the assets and liabilities simultaneously on a continuous basis with a view to ensuring a proper balance between funds mobilization and their deployment with respect to their maturity profiles, cost, yield, risk exposure, etc.

d. Interest rate Risk:

Interest rate risk is the risk that arises mainly from changes in yield curves, credit spreads and volatility in interest rates. It is the potential negative impact on the Net Interest Income, and it refers to the vulnerability of an institution's financial condition to the movement in interest rates. Changes in interest rate affect earnings, value of assets, liability off-balance sheet items and cash flow.

The objective of interest rate risk management is to maintain earnings, improve the capability to absorb potential loss and to ensure the adequacy of the compensation received for the risk taken. Management of interest rate risk in the Company is achieved by linking the lending cost to the Borrowing cost and Spread so that the Company does not lose on adverse Interest movements.

The Company has an Interest rate Committee that meets on periodic intervals (monthly) to review the rate changes that had taken place and the possible impact of the same on the Net interest Income. The Committee then advises the respective businesses for changes in the future lending rates.

e. Forex Risk:

Forex Risk is the risk that arises as a result of adverse exchange rate movements and their volatility. Currency Risk is the possibility that exchange rate changes will alter the expected amount of principal and return of the lending or investment. At times, the institutions may try to cope with this specific risk on the lending side by shifting the risk associated with exchange rate fluctuations to the borrowers. However, the risk does not get extinguished, but only gets converted in to credit risk.

By setting appropriate limits-open position and gaps, stop-loss limits, day as well as overnight limits for each currency, Individual Gap Limits and Aggregate Gap Limits, clear cut and well defined division of responsibilities the risk element in foreign exchange risk can be managed/monitored. The Company attempts to mitigate the currency risk by way of hedging the Foreign Exchange position by entering in to Forward contracts with Banks.

5. **Security & Technology Risk:** The processes at Unimoni rely on technology which may be constantly under threat from data loss, system weakness or project failure. Protecting information assets like operational and financial data, customer data, intellectual property (IP), personally identifiable information (PII) are only few of the mitigation strategies. It is also important to identify and verify events such as data breaches, network failure, electronic fraud, and other suspicious activities before they result in fines and expenses, damage the brand or reputation, prevent the Company from achieving business goals or even lead to litigations.

Periodic monitoring ensures that controls are effective and residual risks remain within the risk tolerance. At Unimoni, the risk monitoring happens at following levels:

i. Internal Controls & Risk Analytics:

Regular monitoring of risks and control measures is conducted by Risk Management function from operations perspective & provide the inputs to the Chief Risk Officer. Similarly, GIS team shall monitor “Security & Technology risks” and provide the inputs to Chief Information Security Officer, to help ensure that control measures are effective and residual risks are within the risk tolerance.

ii. Internal Audit:

Internal Audit is an independent, objective assurance and consulting activity designed to add value and improve an organization’s operations. Periodic independent audits are conducted by the audit team to evaluate and improve the effectiveness of risk management, control and governance processes. The team shall submit reports to the Group Head- Internal Audit on the effectiveness of control measures.

XXIV. CORPORATE SOCIAL RESPONSIBILITY(CSR)

Corporate Social Responsibility (CSR) is a Company’s commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. Stakeholders include employees, investors, shareholders, customers, business partners, clients, civil society groups, Government and non-Government organisations, local communities, environment and society at large.

As per the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Company needs to comply with CSR provisions, only if the Company fulfils the below criteria in immediately preceding Financial year.

- Net worth of Rs. 500 Crore or more, or
- Turnover of Rs. 1,000 crore or more, or
- Net Profit of Rs. 5 crore or more

The Company has to spend at least 2% of their average net profits made during the three previous financial years towards the Corporate Social Responsibility (CSR).

Since the net profit of the Company crossed the limit as mentioned above in the financial year 2024-25, the Company had to comply with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder for the F.Y 2024-25. As per the provisions of Section 135 of the Companies Act, 2013, the Company needs to spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years.

A report on outline of the Company’s CSR Policy, activities undertaken during the year, proposed to be undertaken, composition of CSR Committee, amounts spent etc. is given as *Annexure C*.

XXV. RELATED PARTY TRANSACTIONS

Particulars of Contracts or Arrangements with Related parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC- 2, is given as *Annexure D*.

XXVI. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Your Company does not have any Joint Venture or Associate Company. There were no companies that became or ceased to be subsidiaries, joint ventures, or associate companies of the Company during the year. The wholly-owned subsidiary Company incorporated on January 15, 2018, named UTX Travels Private Limited is engaged in the business Travel, tours and ticketing. Statement containing salient features of the financial statements of subsidiary pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 in Form AOC-1 is given as *Annexure E*.

XXVII. FORMAL ANNUAL EVALUATION

The Board has adopted criteria for evaluating its own performance and of its Committees and individual Directors as laid down by the Nomination and Remuneration Committee. Such criteria include the Board structure and composition, effectiveness of its functioning and processes, relationship between the Board and the Management etc. With respect to the Committees to the Board, the major criteria for determining the effectiveness of the Committees and evaluation of its performance, is the fulfilment of the respective purpose and the objective for which the Committees are constituted. Each Individual Director's contribution to the Board, their role, responsibilities, professional conduct, duties etc. are also taken into consideration in terms of criteria for the Board evaluation. Such evaluation is done by way of circulating Board questionnaire with the Directors based on which a summary was prepared and placed before the Nomination and remuneration Committee for its review.

XXVIII. ISSUE OF SWEAT EQUITY SHARE

The Company has not issued any Sweat Equity Shares during the year under review.

XXIX. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any Shares with differential rights during the year under review.

XXX. ISSUE OF SHARES UNDER EMPLOYEES STOCK OPTION SCHEME

The Company has not provided any Stock Option Scheme to the employees.

XXXI. BUY BACK SHARES

The Company has not bought back any of its securities during the year under review.

XXXII. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The Directors had 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 and loss of the Company for that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a going concern basis; and
- e. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

XXXIII. PARTICULARS OF EMPLOYEES

There are no employees receiving remuneration more than Rs.1,02,00,000/- (Rupees One Crore Two Lakhs only) per annum and /or Rs.8,50,000/- (Rupees Eight Lakhs Fifty Thousand only) per month. Therefore, statement/disclosure pursuant to Sub Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be circulated to the Members and is not attached to the Annual Report. There are no employees posted and working in a country outside India, not being Directors or relatives, drawing more than Rs. 60,00,000/- (Rupees Sixty Lakhs Lakhs only) per financial year or Rs. 5,00,000/- (Rupees Five Lakhs only) per month as the case may be. Therefore statement/disclosure pursuant to Sub Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be circulated to the Members and is not attached to the Annual Report.

XXXIV. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE:

The Company has in place an Anti-Sexual harassment Policy in lines with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act 2013. The following is the summary of complaints regarding sexual harassment received and redressed during Financial Year 2024-25.

Number of complaints of sexual harassment received in the year:: Nil

Number of complaints disposed off during the year:: Nil

Number of cases pending for more than ninety days: Nil

No. of complaints pending at the end of the year: Nil

Moreover, your Company has complied with the provisions related with the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act 2013.

The Company has further complied with all the requisite provisions and regulations under Maternity Benefit Act, 1961.

XXXV. FRAUD REPORTING

Instances of fraud during the year were brought to the notice of the Audit Committee and as required were reported to the RBI.

XXXVI. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on the Board Meetings and Annual General Meetings.

XXXVII. DISCLOSURE ABOUT COST AUDIT

The Company is not required to compile Cost accounts as the provisions related to the cost audit as per Section 148 of the Companies Act 2013 read with Rule 4 of the Companies (Cost Records and Audit) Rules 2014.

XXXVIII. RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY

During the Financial Year 2024-25, no commission was paid to Managing Director or Whole time Directors from your Company as well as subsidiary Company. Hence, disclosure about receipt of any commission by MD / WTD from the Company and/or receipt of commission / remuneration from its Holding or Subsidiary has not been attached to this Annual Report.

XXXIX. REMUNERATION POLICY

The Company's policy relating to appointment of Directors, payment of managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is placed on the website of the Company at www.unimoni.in.

XL. MEETING OF INDEPENDENT DIRECTORS.

A meeting of Independent Directors was held on 20th March 2025 in order to evaluate the overall functioning and effective of the Board members.

XLI. REVISION OF FINANCIAL STATEMENT OR THE REPORT:

As per the Secretarial standards-4 in case the Company has revised its financial statement or the Report in respect of any of the three preceding financial years either voluntarily or pursuant to the order of a judicial authority, the detailed reasons for such revision shall be disclosed in the Report of the year as well as in the Report of the relevant financial year in which such revision is made.

In your Company there is no revision of Financial Statement took place in any of the three preceding financial years under consideration.

XLII. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no such process initiated during the year, therefore said clause is not applicable to the Company.

XLIII. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees or otherwise under Section 143(12) of the Companies Act, 2013.

XLIV. FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

There were no such events took place during the year under consideration.

XLV. CREDIT RATING OF SECURITIES

Your Company has not obtained any rating from the credit rating agency for the securities during the year. Therefore, the said clause is not applicable to the Company.

XLVI. ACKNOWLEDGEMENTS

Your Directors express their deepest appreciation to all the personnel who have put in their untiring efforts to uphold the reputation of your Company, performance, peer-less customer delight and quality services. The Board thanks the RBI, all the bankers, various departments of the Central and the State Governments and other institutions for their valuable support.

Your Directors place on record, their heartfelt gratitude to the customers, vendors, acquaintances and other clients for their continued patronage and goodwill. Your Company owes their support to the efforts, loyalty and commitment of the relentlessly dedicated Management and staff at all levels for their significant contribution for the overall development of the Company.

DATE: 28.07.2025
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Sd/-

DOMINIC TRAYNOR
ADDITIONAL DIRECTOR
(DIN: 09713887)

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)

NOMINATION AND REMUNERATION POLICY

Purpose

Human Resources are the priceless assets of the Company. The Policy sets out nomination procedures for selecting the candidates for Directors and Key Managerial Personnel (KMP) of the organization and determination of remuneration payable to them. The Nomination and Remuneration Committee of Unimoni Financial Services Limited has the primary function to assist the Board in carrying out its responsibilities by reviewing the nomination issues and making appropriate recommendations to the Board regarding appointment and payment of remuneration respectively. This policy on nomination and remuneration of Director and Key Managerial Personnel (KMPs) has been formulated in terms of the provisions of the Companies Act, 2013.

Composition

The Nomination and Remuneration Committee (NRC) shall consist of minimum 3 directors out of which two shall be Independent Directors, as appointed by the Board. The Committee would report to the Board. A majority of the members of the Committee or two members, whichever is less, shall form the requisite quorum for the transaction of business of the Committee. The Company Secretary of the Company shall act as the Secretary to the Committee.

Policy

The policy formulates the criteria for determining qualifications, competencies, positive attributes and independence, if required, for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors and Key Managerial Personnel linked to their effort, performance and achievement. The policy also addresses Committee member qualifications, appointment and removal, structure and operations as well as reporting to the Board.

The NRC shall be responsible for all elements of the remuneration of the Executive Directors and the Chairman of the Company, including pension rights and compensation (i.e. damages) payments. NRC may, if it feels necessary, also recommend and monitor the level and structure of remuneration for the Senior Management of the Company. The NRC may review, at least annually, the performance of Directors and KMP and discusses and decides on remuneration of new candidates as well as bonus, incentive and equity compensation for the following year, taking into account Company performance, responsibilities undertaken and any other factors the Committee considers relevant for the decision making. The NRC further reviews and make recommendations to the Board concerning Incentive compensation plans including bonus and equity-based plans, employment agreements, severance / retirement agreements etc.

Specific Responsibilities of NRC

1. To review the structure of the Board periodically and to recommend suitable candidates for the nominations of Directors and KMPs.
2. To meet as and when required to decide upon the qualifications, positive attributes and Independence of a director before appointment as recommend the same to the Board.
3. Consider the competencies and skills the people should possess and criteria for selection.
4. Develop and recommend a succession plan to the Board that is responsive to the needs of the Company and its shareholders.
5. Consider suggestions from the directors with respect to Committee membership, recommend to the Board, the assignment of members of each committee of the Board and, in consultation with the respective committees, recommend the director who should be chair of each committee of the Board.
6. Ensure that sufficient mechanisms are in place for evaluating the performance of the committees and reporting these evaluations as appropriate.
7. Monitor compliance with any rules, regulations or guidelines promulgated by regulatory authorities or other organizations, deemed relevant to the Committee.
8. Review the relationship between executive management and the Board and make recommendations when deemed appropriate.
9. Ensure that the Company establishes and maintains suitable orientation and education programs.
10. To determine the policy for the remuneration (including benefits, pension arrangements and termination payments) for the Directors and KMPs.
11. To determine the Company's policy on the duration of contracts with Executive Directors, notice periods, changes in terms and termination payments under Executive Directors' contracts, with a view to ensure that any termination payments are fair to the individual and the Company.
12. Advise on and determine all performance-related schemes operated by the Company, the methods for assessing whether performance conditions are met.
13. In conjunction with the Board, to draft and approve the annual remuneration disclosures to form part of the Annual Report and ensure that all provisions regarding disclosure of remuneration are fulfilled.
14. At least once a year to review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval
15. Perform such other duties and responsibilities, as may be delegated to the Committee by the Board.

Appointment / Removal of Directors and KMP

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person in light of the sectors / areas relevant to the Company, for appointment as Directors or KMP as the case may be, and

recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

2. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director / Independent Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
3. A Whole-Time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a Whole-Time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.
4. The Company may appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
5. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
6. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
7. Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.
8. The Whole-time Directors and KMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors and KMP in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

Remuneration to Directors / KMP

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
3. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be

guilty, the premium paid on such insurance shall be treated as part of the remuneration.

4. Remuneration to the KMP comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. The performance-linked variable pay will be directly linked to the performance on individual components of the performance contract and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.
5. The Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.
6. Independent Directors would be eligible to receive Sitting fees and reimbursement of expenses incurred by them in attending the periodical meetings of the Company, as may be recommended by the NRC and fixed by the Board from time to time.

Meetings and Minutes of NRC

Meetings shall normally be held at such times as the Committee may deem fit taking into consideration the terms of reference of NRC, the appointments and the recommendations to the Board that may be needed from time to time etc. The Secretary shall keep a record of the minutes and proceedings of the meetings conducted from time to time.

Review, Revision and Reporting

The committees review the policy and recommend changes, if necessary to the Board which will thereafter approve the same, from time to time. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

The Committees further would assist in the drafting of the section in the Company's annual report relating to the activities of the Committees in accordance with the policies and to liaise with the Board in relation to the same; A section of the annual report shall give an update of NRC, which shall include description of the processes used, any changes in the policies etc. as a part of good corporate governance to the shareholders.

Partners:

CS Puzhankara Sivakumar M.com, FCMA, FCS
CS Syam Kumar R. BSc, FCS, LLB, IP, DARB (ICSI)
CS Madhusudhanan E.P. M.com, FCS, FCMA, IP, RV, DIA (ICSI)

CS Anju Panicker BA, LLB (Hons.), ACS
CS Ruchira Jharkhandi B.Com, ACS, LLB
CS Revathi K S BSc, ACS
CS Saranya T V B.Com, ACS

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025

[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
UNIMONI FINANCIAL SERVICES LIMITED
NG-12 & 13, MANIPAL CENTRE NORTH BLOCK,
DICKENSON ROAD, BANGALORE, KARNATAKA - 560042

We, SEP & Associates, Company Secretaries, have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. **Unimoni Financial Services Limited [CIN: U85110KA1995PLC018175]** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 ("Audit Period") 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:

We have conducted physical verification and examination of the books, papers, minute books, forms and returns filed and other records facilitated by the Company, for issuing the report for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) as amended and the Rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye -laws framed thereunder;

- (iii) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable.
- (iv) As informed to us, the following Regulations and Guidelines prescribed under the Reserve Bank of India Act, 1934 applicable to Non-Banking Financial Companies (Non-Deposit Accepting or Holding) are specifically applicable to the Company:
 - (a) Reserve Bank of India (Know Your Customer (KYC)) Directions, 2016
 - (b) Master Direction – Information Technology Framework for NBFC sector;
 - (c) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023
 - (d) Master direction -Reserve Bank of India (Filing of Supervisory Return) Directions- 2024
 - (e) Reserve Bank of India (Fraud Risk Management in NBFCs) Directions, 2024
 - (f) Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019
- (v) The following are the industry specific laws applicable to the Company:
 - (a) Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002
 - (b) Credit Information Companies (Regulation) Act 2005
 - (c) Prevention of Money Laundering Act 2002
 - (d) The Deposit Insurance and Credit Guarantee Corporation Act 1961
 - (e) Industrial Disputes (Banking and Insurance Companies) Act 1949
 - (f) Information Technology Act 2000
- (vi) The general laws applicable to the Company relating to Employer/Employee include the following:
 - (a) The Employment Exchanges (Compulsory notification of Vacancies) Act 1959
 - (b) The Apprentices Act, 1961
 - (c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
 - (d) The Employees State Insurance Act, 1948
 - (e) The Workmen's Compensation Act, 1923

- (f) The Maternity Benefits Act, 1961
 - (g) The Payment of Gratuity Act, 1972
 - (h) The Payment of Bonus Act, 1965
 - (i) The Payment of Wages Act, 1936
 - (j) The Minimum Wages Act, 1948
 - (k) The Child Labour (Regulation & Abolition) Act, 1970
 - (l) The Contract Labour (Regulation & Abolition) Act, 1970
 - (m) Equal Remuneration Act 1976
 - (n) Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
 - (o) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal), Act 2013
 - (p) The Karnataka Shops & Establishment Act, 1961
 - (q) Kerala Shops and Establishments Act
 - (r) The Industrial Establishments (National and Festival Holidays) Act 1963
 - (s) The Labour Welfare Fund Act, 1965
- (vii) The Economic/ Commercial Laws and Rules applicable to the Company are:
- (a) The Competition Act, 2002
 - (b) The Indian Contract Act, 1872
 - (c) The Indian Stamp Act, 1899
 - (d) The Transfer of Property Act, 1882

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

- (i) Secretarial Standard relating to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- (ii) Tripartite Agreement between the Company, Share Transfer Agent and Depositories.

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

We further report that:

The Board of Directors of the Company is duly constituted. 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. Agenda and detailed notes on agenda were sent at least seven days and where the same were given at Shorter Notice, less than 7 (seven) days, proper consent thereof were obtained 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 at the Board Meetings and Committee Meetings were unanimous and the same was captured and recorded as part of the minutes.

We further report 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 the applicable laws, rules, regulations and guidelines.


We further report that during the audit period there were no instances of:

- (i) Issuance of securities including Public/ Right/ Preferential issue of securities;
- (ii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iii) Redemption/Buy-back of securities;
- (iv) Merger/amalgamation/ reconstruction;
- (v) Foreign technical collaborations.

This report is to be read with **Annexure A** of even date and the same forms an integral part of this report.

For SEP & Associates
Company Secretaries
(The Peer Review Certificate no. 6780/2025)

UDIN: F003050G000900397

PUZHANKAR  Digitally signed by
PUZHANKARA SIVAKUMAR
A SIVAKUMAR Date: 2025.07.28 17:18:08
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CS Puzhankara Sivakumar
Managing Partner
M. No.: F3050
COP No.: 2210

Date: 28.07.2025
Place: Kochi

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT OF EVEN DATE

To

The Members

UNIMONI FINANCIAL SERVICES LIMITED

NG-12 & 13, MANIPAL CENTRE NORTH BLOCK,

DICKENSON ROAD, BANGALORE, KARNATAKA - 560042

1. Maintenance of the secretarial records is the responsibility of the management of the Company. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, based on our audit.
2. During the audit, we have followed the practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the process and practices we followed provide a reasonable basis for our report.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. We have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc., wherever required.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures and compliances on test basis.
6. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March, 2025 but before the issue of this Report.

For SEP & Associates
Company Secretaries
(The Peer Review Certificate no. 6780/2025)

UDIN: F003050G000900397

PUZHANKAR Digitally signed by
A SIVAKUMAR PUZHANKARA SIVAKUMAR
Date: 2025.07.28 17:19:01
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CS Puzhankara Sivakumar
Managing Partner
M. No.: F3050
COP No.: 2210

Date: 28.07.2025
Place: Kochi

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES DURING THE YEAR

I. Company's CSR Policy and projects / programs proposed to be undertaken:

Your Company is committed to promote environmental care, increase understanding of environmental issues and take steps for the betterment of the same for future generations to come. The Company performs various initiatives as good corporate citizen to fulfil the responsibilities to the society where the Company operates. Your Company, therefore is determined to bring together the existing operating principles into one framework policy under the heading of Corporate Social Responsibility (CSR). The principles encompassed in this policy covers all areas of the Group's operations and are subject to continuous monitoring and reviews. Some initiatives undertaken by the Company during the year include:

Education: The Company has a history of analyzing the real needs of the society and then making out ways to support with the most essential needs of the society. Education has been the core initiative where prime focus has been Government schools, which are often supported with educational aids like computer infrastructures and other classroom facilities. Each school has its own specific requirement based on its location and other conditions, making the nearest located branch to devise offerings to suit the local requirements. The schools were empowered with computers to upgrade their students to digitally advanced citizens. The activities include Free Uniform/ Work wear for Waste Management Cleaners, School Bag Distribution to Students on Branch Inauguration, Water Purifier Distribution at Government Schools etc.

Environment: Being a Company spread across diverse horizons and cultures, a single phase of activity could hardly meet the variant concerns of local areas where the branches are functioning. Environment being a vulnerable sector with dire necessities that calls for specialized care from all living at particular demography. Maintaining an equilibrium among the variant demography, your Company has taken up the initiative of "Plant trees and save environment for future" with much diligence, which has been taken up each year with rejuvenated rigor. All the internal functions and events like inaugurations, customer meet celebrations etc. are conducted with the prime activity being free distribution of plant sapling.

Health: Robust health being a principal essential with a scope for vast arena for social investment, the Company has only used meagre parts of its CSR funds for these necessities depending on the rising wants. Free BMI Checkup and Vitamin-D blood tests were conducted for 1000 Unimoni customers pan India. 32 Unimoni branches (1 branch per region) were identified and tests were carried out by leading pathology lab.

The Board of Directors has constituted CSR Committee consisting of Directors of the Company as its members, which is responsible for instituting a transparent monitoring mechanism and timely review of implementation of various CSR projects, programmes or activities undertaken by the Company. Apart from the timely communications to the employees of its various CSR activities and policies and regular training of changes, the Company also discloses and publishes its CSR policies and plan of actions in the Company's website www.unimoni.in. An overview of projects or programs, details of amount spent on such activities during the financial year etc. also forms part of the Board's Report.

II. Composition of CSR Committee:

In order to promote and provide a clear direction to the CSR activities of your Company and also pursuant to the CSR provisions of the Companies Act 2013, the CSR committee was constituted by the Board chaired by Mr. Angad Singh Chadha. The Committee is responsible for the overall monitoring, review and disclosures regarding the CSR activities of the Company.

III. Average Net profit of the Company during the last 3 financial years:

	As on March 31, 2022	As on March 31, 2023	As on March 31, 2024	Average Net Profit
Profit before Tax	34,41,19,161	34,19,03,769	9,73,10,000	26,11,10,977

IV. Prescribed CSR Expenditure:

2% of Average Net Profit of Rs. 26,11,10,977 _/- = Rs. 52,22,219.53/-

V. Details of CSR spent during the year:

- Total amount to be spent during the year : **Rs. 53,14,022/-**
- Amount unspent, if any : Nil
- Manner in which the amount spent during the financial year is given below:

Project	Sector in which the project is covered	Amount spent on the projects or programs	Geographical area where the project is undertaken	District where project is undertaken	State where project is undertaken	Mode of implementation (Direct or through implementing agency)
Distribution of Free Drinking Water/ Butter Milk	Health	83,522	Ernakulam	Ernakulam	Kerala	Direct
Medical aid & Support to patients	Health	23,11,137	Pan India	Pan India	Pan India	Direct
Distribution of Water Purifier	Health	10,23,449	Pan India	Pan India	Pan India	Direct
Distribution of Study Materials	Health	8,32,618	Pan India	Pan India	Pan India	Direct
Distribution of Medicine, Wellness Support to Old age homes	Health	4,93,048	Pan Kerala	Pan Kerala	Kerala	Direct
Distribution of Wheelchair for Physically Disabled	Health	5,750	Ernakulam	Ernakulam	Kerala	Direct
Distribution of Flood Relief Materials	Health	21,255	Wayanad	Wayanad	Kerala	Direct
Promotion of Performing Arts	Education	3,25,000	Ernakulam	Ernakulam	Kerala	Direct
Contribution to Free Medicine for Cancer Patients	Health	2,00,000	Ernakulam	Ernakulam	Kerala	Prarthana Cancer Care
Contribution towards Sports, equipment	Health	10,000	Ernakulam	Ernakulam	Kerala	Direct
Contribution for protection of Flora and Fauna	Environment	25,000	Muvattupuzha	Ernakulam	Kerala	Direct
Grand Total		53,30,779				

VI. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The Company has spent the whole amount set aside for CSR during the last Financial Year, and nothing is remaining as unspent.

DATE: 28.07.2025

PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

DOMINIC TRAYNOR
ADDITIONAL DIRECTOR
(DIN: 09713887)

Sd/-

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)

FORM NO. AOC-2

(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto :-

I. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract beyond arms' length basis, requiring the approval of the shareholders during the financial year 2024-25.

II. Details of material contracts or arrangement or transactions at arm's length basis:

S No.	Name of the related party	Nature of relationship	Nature of transaction	April 1, 2024 to March 31, 2025 (INR in lakhs)
(i)	WizzPay India Holdings Ltd	Holding Company	Expense paid on behalf of holding company	215.14
(i)	UTX Travels Pvt Ltd	Subsidiary Company	Sharing of Infrastructure expenses received	921.72
			Investment	100
			Advance from Subsidiary	-
			Interest paid to Subsidiary	20.37
(iv)	Unimoni Enterprises Solutions Private Ltd	Group company	Expense paid on behalf of group company	4.99
(v)	WizzPay Technology Solutions Private Ltd	Group company	Expense paid on behalf of group company	5.32
(vi)	Mr Krishnan R	Whole time Director and CEO	Salaries and benefits	129.67
(vii)	Mr. Manoj V Mathew	CFO	Salaries and benefits	78.00
(ix)	Ms. Maya Menon	Company Secretary	Salaries and benefits	15.83

**With respect to the date of Board approval, the periodical transactions were placed before the Board and approved by the Board.*

DATE: 28.07.2025
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

DOMINIC TRAYNOR
ADDITIONAL DIRECTOR
(DIN: 09713887)

Sd/-

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.in lakhs)

1	Name of the subsidiary	UTX Travels Private Limited
2	The date since when subsidiary was acquired	January 15, 2018 (Date of Incorporation)
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Same as Holding Company
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR
5	Share capital	100.00
6	Reserves and surplus	2262.85
7	Total assets	4,527.99
8	Total Liabilities	2,165.14
9	Investments	Nil
10	Turnover	4,792.72
11	Profit before taxation	497.40
12	Profit after taxation	369.21
13	Proposed Dividend	-
14	Extent of shareholding (in percentage)	100%

- Names of subsidiaries which are yet to commence operations - NIL
- Names of subsidiaries which have been liquidated or sold during the year – NIL

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

The Company does not have Associate Companies or Joint Ventures, and as such, Part B is not applicable.

- Names of associates or joint ventures which are yet to commence operations - NA
- Names of associates or joint ventures which have been liquidated or sold during the year - NA

DATE: 28.07.2025
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

DOMINIC TRAYNOR
ADDITIONAL DIRECTOR
(DIN: 09713887)

Sd/-

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)