BOARD OF DIRECTORS DURING 2025-26:

1.	Mr. Amir Nagammy	- Chairman and Non-Executive Director
2.	Mr. Dominic Traynor	- Non-Executive Director
3.	Mr. Ram Rastogi	- Independent Director (Vacated w.e.f. 13.06.2025)
4.	Mr. M. V. Sampath Kumar	- Independent Director (Vacated w.e.f. 13.06.2025)
5.	Mr. Krishnan R.	- CEO & Whole Time Director
6.	Mr. R. Venkataramani	- Independent Director (Appointed w.e.f 13.10.2025)
7.	Mrs. Anupam Sonal	- Independent Director (Appointed w.e.f 13.10.2025)

COMPANY SECRETARY

Ms. Maya Menon

STATUTORY AUDITORS

Messrs. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Kochi.

SECRETARIAL 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

Sixth Floor, Lanarth Elite Centre, KPCC Junction, MG Road, Kochi – 682011.

DIRECTORS' REPORT

To
The Members
Wizzmoni Financial Services Limited
(Formerly known as Unimoni Financial Services Limited)

Your Directors have great pleasure in presenting their 31st Annual Report together with Audited Financial Statements for the financial year ended 31st March 2026.

I. FINANCIAL SYNOPSIS

Your Company's Standalone net worth stands at Rs. 30,749.92 lakhs and Consolidated net worth stands at Rs. 33,550.96 lakhs on 31st March 2026.

Financial Highlights:

The summarized financial results for the year ended 31st March 2026 are as under:

(Rs.in lakhs)

Particulars	Year ended 31.03.2026		Year ended 31.03.2025	
	Consolidated	Standalone	Consolidated	Standalone
Gross Revenue	24,298.67	20,466.00	21,252.36	17,545.94
Profit before interest, depreciation and tax	6,367.74	5,616.94	4,971.41	4,495.50
Less : Interest	4,674.12	4,643.20	1,559.33	1,579.70
Profit before depreciation and tax	1,693.62	973.74	3,412.08	2,915.80
Less : Depreciation	2,628.37	2,628.23	2,177.50	2,177.31
Net profit before tax	(934.75)	(1,654.49)	1,234.58	738.49
Profit after tax	(1,434.05)	(1,970.50)	932.51	564.62
Other Comprehensive Income net of income tax	2,719.48	2,717.51	(294.96)	(296.02)
Profit available for appropriation	1,285.43	747.01	637.55	268.60
Surplus in the statement of Profit and loss	**1,285.43**	**747.01**	**637.55**	**268.60**
Less: Transfer to statutory reserve u/s 45IC of RBI Act, 1934			(106.23)	(106.23)
Surplus carried to Balance Sheet	1,285.43	747.01	531.32	162.37

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, 2026, the Company has only two wholly-owned subsidiaries, Wizz Holidays Private Limited (Formerly known as UTX Travels Private Limited) which contributed at 42% towards the consolidated net profit after tax of the company and Wizzforex Digital Private Limited (newly incorporated).

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 2025-26. 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

During FY 2025–26, Wizzmoni Financial Services Limited ("Wizzmoni" or "the Company") continued to build on the progress and momentum achieved in previous years, demonstrating resilience amid evolving market conditions, changing consumer behaviour, global economic uncertainties and a dynamic regulatory environment. The Company made meaningful progress across customer acquisition, digital transformation, technology adoption, product innovation and distribution capabilities, thereby strengthening the foundation for future growth and profitability.

With strong growth anticipated in the Gold Loan business, the Company remains focused on expanding its Assets Under Management (AUM), supported by a diversified funding strategy, strong promoter backing and an integrated omnichannel distribution model. The Company's increasing adoption of AI-enabled and digital solutions across business operations is expected to further strengthen its strategic capabilities by enabling faster decision-making, improving customer experience, generating actionable data insights and enhancing operational efficiency.

The Company also continues to strengthen its Foreign Exchange, Outward Remittance and Travel Card businesses, supported by accelerating digital adoption and the expansion of the Wizz Voyager multi-currency travel card platform. The growing contribution from Travel & Holidays further complements these businesses, creating opportunities for cross-selling, diversification of revenue streams and development of an integrated financial and travel services ecosystem.

India's travel industry continues to demonstrate strong long-term growth potential, supported by rising disposable incomes, increasing aspirations for international travel, greater travel penetration and sustained growth in domestic and international air traffic. While geopolitical developments and regional conflicts may periodically affect international travel demand and aviation activity, the long-term outlook remains favourable.

The Company's strategy of expanding its distribution network, strengthening its digital capabilities and broadening its product portfolio through partnerships with banks, financial institutions, Direct Selling Agents (DSAs), fintech companies and other distribution partners is expected to further strengthen its competitive position across financial services, payments and travel.

FOREIGN EXCHANGE

India's outbound foreign exchange market continued its structural expansion during FY 2025–26. Liberalised Remittance Scheme (LRS) outward remittances moderated by approximately 7% year-on-year in FY25 to USD 29.56 billion, compared with the record level of USD 31.73 billion in FY24, reflecting global uncertainties and the high base of the preceding year.

However, signs of recovery became increasingly visible during the second half of FY25 and into FY26. LRS outflows recorded year-on-year growth of 10.65% in March 2025, supported by a 12.3% increase in international travel spending. The positive momentum continued in April 2025, with LRS remittances increasing by approximately 8%, driven primarily by travel-related expenditure.

The reduction in Tax Collected at Source (TCS) applicable to overseas travel and education is expected to provide further impetus to relevant customer segments. In parallel, emerging visa-friendly destinations across

Southeast Asia, East Africa and Eastern Europe are creating additional growth corridors for Indian travellers and students.

Against this backdrop, the Company has embarked upon a focused four-year growth strategy covering FY 2026–27 to FY 2029–30. The strategic objective is to double transaction volumes from the current base of approximately ₹5,400 crore by FY 2029–30, while progressively increasing revenues and strengthening the Company's market position in India's outward foreign exchange and remittance sector.

The Board views the four-year growth roadmap positively and endorses the strategic direction outlined for FY 2026–27 through FY 2029–30. The strategy, anchored around the Wizz Voyager platform, expansion of the AD-II product suite, digitalisation and a disciplined phased approach to scale, provides a structured framework for sustainable growth.

The successful launch and expansion of Wizz Voyager, development of travel, airline and banking partnerships, and proactive positioning ahead of significant regulatory changes provide encouraging indicators of the Company's execution capabilities.

The Board recognises that achievement of the targeted growth will require not only commercial ambition but also sustained operational discipline across technology, compliance, risk management, distribution, customer service and talent development.

KEY INITIATIVES & BUSINESS HIGHLIGHTS – FY 2025–26

Wizz Voyager Multi-Currency Travel Card: Wizz Voyager was formally launched at Global Fintech Fest (GFF), Mumbai, marking an important milestone in the Company's retail forex strategy. The card was initially introduced with 25 currencies and has subsequently been expanded to 37 currencies, significantly broadening its multi-currency proposition.
Wizz Voyager App: A dedicated mobile application was launched for Wizz Voyager, enabling customers to digitally track balances, reload cards and manage currencies, thereby strengthening the end-to-end customer experience.
Travel Expo Presence: The Company participated in travel exhibitions and industry events across multiple cities to enhance brand visibility for Wizz Voyager and strengthen engagement with the outbound travel ecosystem at high-intent customer touchpoints.
Airline & Banking Partnerships: Strategic partnerships were established with IndiGo, Oman Air and SAS Global for airline-linked forex card distribution. The Company has also partnered with Bandhan Bank to expand the distribution reach of its forex card proposition through an established banking network.
Corporate & B2B Forex: The Company continued to build its corporate and B2B forex business, with an active pipeline of corporate clients under on-boarding. This segment represents an important adjacent opportunity leveraging the Company's existing foreign exchange, remittance and distribution infrastructure.
Cross-Sell & Digital Infrastructure: Investments continued in Video KYC (VKYC), E-sign and Digital Form A2 infrastructure. The Company is simultaneously developing data-driven cross-selling capabilities across foreign exchange, travel cards, remittances, gold loans and other financial products.

Wizzforex Digital Private Limited

During the year under review, the Company incorporated Wizzforex Digital Private Limited as its wholly owned subsidiary to undertake activities in the foreign exchange and Authorised Dealer Category II (AD-II) business, subject to obtaining the requisite regulatory approvals.

The subsidiary has not commenced commercial operations as at the close of the financial year and, accordingly, there are no material operational or financial developments to report.

REGULATORY LANDSCAPE – EMERGING OPPORTUNITIES

The regulatory changes notified by the Reserve Bank of India in April 2026 represent an important structural development in India's foreign exchange regulatory framework. As an established AD Category-II operator, Wizzmoni is well positioned to evaluate and capitalise on the opportunities arising from the expanded regulatory mandate.

Non-Trade Current Account Transactions: AD-II entities can facilitate a broader range of permissible non-trade current account transactions, significantly expanding the addressable market beyond traditional retail foreign exchange activities.

Trade Remittances: Permitted foreign trade transactions of up to ₹25 lakh per transaction provide AD-II entities with access to an additional segment comprising MSMEs and other commercial customers.

Maintenance Remittances: The expanded framework provides opportunities in family maintenance and other eligible remittances, a segment historically serviced predominantly through banks.

Forex Correspondent Scheme (FxCS): The introduction of the Forex Correspondent Scheme provides a formal principal-agent framework through which AD-II entities can expand their distribution footprint. This creates an opportunity for Wizzmoni to strengthen its presence in Tier-2 and Tier-3 markets in a capital-efficient manner without proportionate investment in physical branches.

FFMC Licensing Framework: The evolving regulatory framework for Full-Fledged Money Changers (FFMCs) is expected to contribute towards consolidation of the foreign exchange distribution landscape, potentially benefiting established and well-capitalised AD-II operators with strong compliance and distribution capabilities.

Outlook

FY 2025–26 was a year of meaningful progress for the Company's foreign exchange business. The number of forex-licensed branches increased from 315 to 350, new products including the Wizz Voyager multi-currency travel card and its dedicated mobile application were introduced, and investments were made in VKYC, E-sign and Digital Form A2 infrastructure to establish a scalable digital foundation for future growth.

With these foundations in place, the Board remains confident in the leadership team's ability to execute the Company's strategic roadmap while maintaining appropriate focus on compliance, risk management, customer experience and operational excellence. The Board will continue to review progress against key milestones and support investments and strategic initiatives aimed at building sustainable market leadership and long-term stakeholder value in India's foreign exchange and remittance sector.

GOLD LOANS

The Company continued to strengthen and diversify its funding profile to support the growth of its Gold Loan business. During the financial year, significant progress was made towards establishing a more stable and diversified funding base comprising banking facilities, NBFC borrowings and international funding.

Funding and Liability Management

Banking Facilities: The Company discontinued its gold re-pledge facility with City Union Bank and restructured the relationship into a ₹40 crore Term Loan and a ₹20 crore Cash Credit facility, thereby maintaining the overall exposure at ₹60 crore while improving the structure of the borrowing arrangement.

The Company also expanded its banking relationships by raising aggregate Term Loan facilities of ₹65 crore from AU Small Finance Bank and IDFC FIRST Bank.

NBFC Funding: As part of its strategy to diversify institutional borrowing sources, the Company raised ₹107.50 crore from NBFCs including Ambit Finvest Limited, Moneywise Financial Services, InCred Financial Services Limited, Shriram Finance Limited and Western Capital Advisors.

External Commercial Borrowings (ECB): The Company achieved an important international funding milestone by raising External Commercial Borrowings aggregating approximately ₹338 crore during the period.

These funding arrangements have enabled the Company to maintain a diversified liability profile comprising bank facilities, NBFC borrowings and international commercial borrowings, providing a strong funding platform to support the planned growth of the Gold Loan portfolio.

Gold Appraisal Training & Certification

The Company continues to invest in specialised employee training and development with the objective of strengthening technical capability, branch productivity, risk management and employee development.

In partnership with Global Gold Foundation Private Limited, the Company continues to conduct an intensive two-day gold appraisal training programme for relevant employees. Participants successfully completing the programme receive formal certification as “Trained Appraisers”.

The programme forms an important component of the Company’s operational risk framework by strengthening gold appraisal capabilities and promoting consistency in valuation standards across the branch network.

Technology & Innovation Initiatives

Technology and innovation remain important pillars of the Company’s Gold Loan strategy, with continued investments aimed at improving operational efficiency, security, turn-around time and customer experience.

Automated Gold Lending Machine: The Company introduced a fully automated Gold Lending Machine capable of completing the gold loan journey—from customer on-boarding and AI-enabled purity assessment to digital KYC and fund disbursement—in approximately 20 minutes. The innovation was recognised with the **“Best NBFC for Technology Innovation in Lending”** award at the 2nd World FinTech Awards 2026.

OTP-Based Vault Operating System: The Company’s proprietary OTP-based vault opening and closing system has progressed from development to implementation. The solution has been deployed across 20 branches, with rollout across the remaining eligible branch network underway. The system is intended to strengthen dual authentication, access control and auditability of branch vault operations.

Digital Vault Auditor – Pilot Phase: The Company has installed its Digital Vault Auditor solution at designated pilot branches. The system uses sensor-based technology to facilitate real-time monitoring of the weight of assets stored at remote locations. Based on initial pilot feedback, the hardware is being further refined and optimised prior to consideration of a wider rollout.

RFID & GPS-Based Tracking of Gold Packets: The Company continues to evaluate RFID and GPS-based tracking technologies to strengthen the security and traceability of gold packets during transit and storage. The proposed solution is intended to provide enhanced visibility and end-to-end accountability across the asset movement lifecycle.

TRAVEL & HOLIDAYS

The Company’s Travel & Holidays business made significant progress during the year, supported by digital transformation, product development, customer convenience and expansion of strategic partnerships.

As part of the Group's broader brand alignment strategy, the name of the Company's subsidiary, **UTX Travels Private Limited**, was changed to **Wizz Holidays Private Limited**, pursuant to approval received from the Ministry of Corporate Affairs dated 27th March 2026.

The rebranding aligns the Travel & Holidays business with the broader "Wizz" identity and is expected to strengthen brand consistency and positioning across the Group's financial and travel services ecosystem.

Wizz Holidays Private Limited

Wizz Holidays continued to focus on process enhancement, new product development, digitalisation and strengthening of its domestic and international travel propositions.

The Holidays vertical recorded strong volume growth, supported particularly by growth in Visa and allied services. Product development also progressed on the new B2C platform, **wizzholidays.in**, which is scheduled for rollout.

A key strategic initiative during the year was the expansion of the domestic **"Explore India"** holiday segment. The programme seeks to curate and promote distinctive local travel experiences across India, thereby broadening the Company's domestic product portfolio and strengthening customer engagement.

The promotional campaign **"Trip Karo Chill Karo"** was introduced during the year, supported by regular launches of new destinations and travel experiences across India. On the international front, fixed-departure packages were successfully operated across Asia, South Asia, the Middle East and the Far East.

Technology Initiatives

The Company implemented an AI-enabled instant confirmation tool to accelerate quotation and closure of high-value international holiday packages, including destinations across the USA and Europe. New arrangements have also been established in the Visa Services business to provide real-time visa information, improving turnaround time and enabling a more efficient customer and partner experience. The flight-booking platform was upgraded with additional capabilities including auto re-issue, "Hold and Pay Later" functionality and enhanced ancillary services.

API integrations are also being progressed with carriers and aggregators including Fly91, AirAsia International, Aero Prime Group and Air IQ. These initiatives are expected to contribute towards the development of enhanced B2B and B2C travel platforms offering customers and partners a comprehensive digital booking experience.

The Company expects the Travel & Holidays business to continue its growth trajectory, supported by technology-led improvements, product expansion, increasing travel demand and greater integration with the Company's foreign exchange, travel card and payments businesses.

Accreditations & Industry Participation

During the year, Wizz Holidays achieved or maintained accreditations with ATTOI, TOAI, SKAL, JATA and Kerala Tourism. The Company also participated in major industry events including SATTE Delhi, OTM Mumbai, TTF and IITM across various Indian cities, and KTM Kochi. Wizz Holidays additionally partnered with Sharif Travel in relation to MSC and Costa Cruises.

Awards & Recognitions

The Travel & Holidays business received industry recognition during the year, including:

- Recognition by flydubai as an exceptional valued travel partner;

- Recognition by IndiGo as an exceptional valued travel partner; and
- “WOW Performer” recognition from a European Destination Management Company (DMC).

MONEY TRANSFER & REMITTANCES

Remittance services continue to form an important part of the Company’s financial services portfolio, facilitating secure and convenient movement of funds for customers across domestic and cross-border corridors. The Company currently provides the following principal remittance services:

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

A. Inward Remittance

The Money Transfer Service Scheme (MTSS) provides a regulated mechanism for transferring permissible personal remittances from overseas senders to beneficiaries in India.

The service operates in accordance with the applicable guidelines of the Reserve Bank of India and facilitates eligible cross-border personal remittances, including family maintenance remittances and remittances in favour of foreign tourists visiting India. Wizzmoni acts as a Principal Agent for **Western Union** and **Global Pay**, and as a Sub-Agent for **MoneyGram** and **Ria Money**. Accordingly, the Company provides inward remittance services through:

- Western Union;
- MoneyGram;
- Ria Money; and
- Global Pay.

B. Indo-Nepal Remittance

The Indo-Nepal remittance service facilitates eligible money transfers from India to Nepal, addressing the remittance requirements of Nepalese citizens residing and working in India. The Company provides this service in association with:

- Prabhu Money Transfer; and
- IME Forex.

Eligible individuals holding prescribed identification documents, including Indian Aadhaar, Nepal Citizenship Card and Nepal Passport, may undertake remittances subject to applicable regulatory and KYC requirements.

C. Domestic Money Transfer

The Domestic Money Transfer Service enables eligible customers to transfer funds to bank accounts across India through permitted payment channels, including NEFT and IMPS. The service is presently offered through arrangements with:

- BillAvenue; and
- the Company’s PPI platform.

In addition to generating transaction revenue, Domestic Money Transfer contributes to branch footfall and provides opportunities for cross-selling other products including foreign exchange, holidays, insurance and digital payment services.

Wizzpay – Prepaid Payment Instrument

WizzPay is the Company's Prepaid Payment Instrument (PPI) proposition, operating within the regulatory framework prescribed by the Reserve Bank of India. The platform is designed to provide customers with a secure, account-based digital payment experience supporting permitted payment transactions, bill payments, merchant payments and other value-added financial services.

As part of the UPI ecosystem, WizzPay seeks to provide customers with seamless interoperability across India's wider digital payments infrastructure.

During FY 2025–26, the Company focused on strengthening the foundation for wallet-led growth through product enhancement, strategic partnerships, technology development and operational streamlining. Key initiatives under development or evaluation include:

WizzPay Jr.: A supervised digital payment proposition designed for younger users, with appropriate parental oversight and controls.
IncentiPay: Development of corporate partnerships and wallet-based infrastructure to facilitate eligible payroll, incentive and other institutional disbursement use cases.
WizzReach – Empowering the Unbanked: Development of a PPI-based digital payment proposition aimed at improving access to digital financial services among underserved and unbanked customer segments.
UPI One World: Development of payment solutions intended to provide eligible international travellers with convenient access to India's digital payment ecosystem.

The Company is also progressing with the integration of value-added offerings, including digital gold and referral-based access to international investment products, subject to applicable regulatory requirements and partner arrangements. Engagement with NPCI is continuing in relation to merchant onboarding and expansion of Scan & Pay acceptance, with the objective of strengthening the everyday utility of the WizzPay ecosystem. In parallel, the Company is evaluating targeted customer adoption programmes and technology enhancements designed to increase transaction frequency, engagement and customer retention.

With the planned integration of Travel, Foreign Exchange and other financial services, together with the structured migration of eligible branch customers to digital channels, WizzPay is being positioned as an integrated, mobile-first financial services platform. The strategic priorities for the coming year will be to accelerate customer adoption, expand the active user base, increase transaction volumes and build a sustainable digital ecosystem capable of serving both retail and institutional customers.

INSURANCE

Corporate Agency Licence Transition

Wizzmoni Financial Services Limited previously operated under Corporate Agency Licence No. CA0302 and continued to comply with the applicable regulatory requirements while distributing insurance products to its customers.

In line with the applicable regulatory framework, the Company surrendered the licence in November 2024 and subsequently obtained a new Corporate Agency Licence under **Wizz Holidays Private Limited** (formerly UTX Travels Private Limited), bearing Registration No. CA0984. The licence is valid until 17 October 2027, and renewals of existing eligible policies are being transitioned to the new Corporate Agency code in accordance with applicable requirements.

Expansion of Insurance Partnerships

During the year, the insurance distribution business continued to broaden its product portfolio and strengthen insurer relationships to provide customers with competitive and diversified insurance solutions.

The addition of **Care Health Insurance** and **IndusInd General Insurance** has further strengthened the Company's ability to offer a wider range of health, general and motor insurance products.

Training, Distribution & Claims Support

The Company continues to strengthen its insurance distribution capabilities through:

- Regional training programmes designed to equip branch teams with the knowledge required to effectively distribute and service insurance products;
- Technology-enabled processes aimed at reducing documentation requirements and improving the efficiency of claims support;
- Structured cross-selling initiatives across the existing customer base; and
- Regular monitoring of product penetration and staff productivity to strengthen distribution effectiveness.

Existing Insurance Tie-Ups

The Company continues to maintain distribution relationships with leading insurance providers, including:

- Tata AIG General Insurance;
- Liberty General Insurance;
- Star Health and Allied Insurance;
- Go Digit General Insurance;
- ICICI Lombard General Insurance;
- Bajaj General Insurance;
- National Insurance Company;
- IndusInd General Insurance; and
- Care Health Insurance.

Outlook

The Company remains committed to building a customer-centric and compliant insurance distribution business supported by a diversified product portfolio, strong insurer relationships, trained distribution teams and technology-enabled servicing.

The focus for the coming year will be on improving insurance penetration across the Company's customer base, enhancing cross-selling opportunities, strengthening customer experience and building a sustainable contribution from insurance distribution to the Company's overall financial services ecosystem.

IV. CHANGE IN THE NATURE OF BUSINESS:

With effect from 13th November, 2025, the name of the Company was changed from Unimoni Financial Services Limited to Wizzmoni Financial Services Limited. Pursuant to this, the name of our subsidiary UTX Travels Private Limited was also changed to "Wizz Holidays Private Limited" pursuant to the approval from Ministry of Corporate Affairs dated 27th March, 2026. As part of the Wizzpay Group's ongoing efforts to unify its brand identity, the parent company intended to rebrand the subsidiary to align its name with the Wizzpay brand. This rebranding initiative also aimed to strengthen the Company's positioning within the financial services sector. The new brand seeks to preserve the legacy of "Unimoni" while incorporating the "Wizz" identity, thus establishing a clear and consistent association with the Wizzpay Group.

Further, the Company had also incorporated a new wholly-owned subsidiary, Wizzforex Digital Private Limited with effect from 16th January, 2026, with an intention to slowly hive off its forex and FFMC business.

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.

V. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were 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.

VI. SHARE CAPITAL

The Authorised Share Capital of the Company stands at Rs. 500,00,00,000/- (Rupees Five Hundred Crores) divided into 50,00,00,000 (Fifty 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.

VII. 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. R. Venkataramani (DIN: 00829107), Mrs. Anupam Sonal (DIN: 11330572), 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, the integrity, expertise and experience (including the proficiency) of the independent directors is adequate and proper.

Mr. R. Venkataramani (DIN: 00829107) and Mrs. Anupam Sonal (DIN: 11330572) were appointed as Additional Independent Directors at the Board Meeting dated 13th October, 2025 and were appointed as Independent Directors at the Extra-Ordinary General meeting held on 6th November, 2025.

There were no instances of resignation of Directors or Key Managerial Personnel during the year under review.

VIII. 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. R. Venkataramani is a distinguished Independent Director with over 40 years of experience in banking, financial services, and private equity. His career spans leadership roles in risk management, compliance, and regulatory policy, where he has demonstrated excellence in shaping governance frameworks, implementing Basel norms, and driving digital transformation within the financial sector. With significant expertise in credit strategy, NPA recovery, and ALM oversight, he has successfully led initiatives in enterprise risk management, market risk, and credit administration automation.

Mr. Venkataramani has an extensive history of board and committee involvement across both public and private sector institutions. His board roles include Director at STCI Primary Dealer Ltd., Nominee Director at SBI Factors, and Audit Committee Member at ICICI Ventures Real Estate Fund. He has also been involved in various committees related to audit, risk, ALCO, investment, and NPA resolution, and has a rich track record of overseeing governance and strategic initiatives.

His professional experience includes leadership positions such as General Manager – Risk Management at Union Bank of India, where he led initiatives in Basel II implementation and credit policy. He also served as Chief Advisor (Compliance) at ICICI Venture Funds Management Company Ltd., overseeing regulatory compliance and risk frameworks. Additionally, he was the Director of Finance at True Value Homes Pvt. Ltd., where he contributed to the company's growth-stage operations and capital structuring.

Mr. Venkataramani holds a Bachelor of Commerce from Madurai University, where he was a silver medallist. He is also an Associate Chartered Accountant (ACA) and has completed CAIIB (Part I) from the Indian Institute of Banking & Finance. He is now seeking to bring his expertise in governance, risk management, and strategic oversight to the boards of established financial institutions, NBFCs, banks, and related entities.

Ms. Anupam Sonal is a highly accomplished banking and regulatory professional with over 34 years of experience at the Reserve Bank of India (RBI). Her career has been marked by leadership in regulation, supervision, and consumer protection, where she played a pivotal role in shaping India's banking regulatory landscape. An expert in Basel capital frameworks, operational risk, stressed assets, and prudential regulations, she has also contributed to global policy through her involvement with the Basel Committee on Banking Supervision (BCBS) at the Bank for International Settlements (BIS) in Switzerland.

Currently, she serves as a Senior Advisor (Regulation, FinTech & Compliance) at Punjab & Sind Bank, where she is guiding regulatory, digitization, and compliance enhancements across the bank. Her role includes strengthening the enterprise-wide compliance architecture, aligning risk management practices, and leading cross-functional process reforms.

Ms. Sonal has been instrumental in numerous high-impact assignments at RBI, including policy formulation for Basel III, large exposures, stress testing, and credit management. She led the development of India's regulatory framework on Securitization, Securitization and Corporate Bond Market, and FinTech regulations. Her work on customer protection was ground-breaking, particularly in the creation and expansion of RBI's Integrated Ombudsman Scheme and customer grievance redressal systems. Under her leadership, the National Intensive Awareness Programme reached over 25 crore people to enhance customer awareness.

In addition to her role in India, Ms. Sonal represented the RBI on several international forums, including as a member of the RCAP teams for India and Indonesia (working on issues like capital adequacy, operational risk, and securitization). She also contributed to the Supervision of financial conglomerates and cross-border supervisory cooperation.

Ms. Anupam Sonal's academic credentials include a Post Graduate degree in English Literature, an International Programme in Banking Risk & Regulation (GARP, USA), and an Advanced Programme in FinTech and Blockchain from IIM-C, Kolkata. She has co-authored impactful papers on Indian Securitization Markets, published thought leadership articles on AI in banking, RegTech, and compliance modernization, and frequently speaks at high-profile events such as G20, INFONET, and NIBM.

Her contributions have been widely recognized, earning her Letters of Appreciation from RBI Governors, as well as Gold Medals and other honors for her leadership in digital frameworks, customer protection, and regulatory initiatives.

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 Wizzmoni offering broad managerial, internal control and strategic advice to management.

IX. MEETINGS

Your Board met 5 times during the year on 04.07.2025, 28.07.2025, 16.09.2025, 13.10.2025 and 08.02.2026 with requisite quorum present. The last Annual General Meeting was held on 30th September, 2025 and the Extra-Ordinary General Meeting was held on 6th November, 2025. 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 2025-26	Shareholdings (%)
Mr. Amir Nagammy	10693203	Non – Independent Non- Executive	5	-
Mr. Dominic Traynor	09713887	Non – Independent Non- Executive	5	-
Mr. Krishnan R	03635219	Non-Independent Executive	5	-
Mr. R. Venkataramani	00829107	Independent Non- Executive	1	-
Mrs. Anupam Sonal	11330572	Independent Non- Executive Woman Director	1	-

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

Date	Mr. Amir Nagammy	Mr. Dominic Traynor	Mr. Krishnan R	Mr. R. Venkataramani	Mrs. Anupam Sonal
04.07.2025	Yes	Yes	Yes	NA	NA
28.07.2025	Yes	Yes	Yes	NA	NA
16.09.2025	Yes	Yes	Yes	NA	NA
13.10.2025	Yes	Yes	Yes	NA	NA
08.02.2026	Yes	Yes	Yes	Yes	Yes

X. 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.

XI. 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. R. Venkataramani with Mrs. Anupam Sonal 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, 2026. The Committee met 3 times during the year on 06.06.2025, 08.02.2026 and 19.03.2026 with full quorum.

2. Risk Management Committee:
   The Committee comprises of Mr. Dominic Traynor as Chairman of the Committee, with Mr. R. Venkataramani, Mrs. Anupam Sonal 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 08.02.2026 with full quorum.

3. Nomination and Remuneration Committee:
   The Committee comprises of Mr. R. Venkataramani, Mrs. Anupam Sonal 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 once during the year on 08.02.2026 with full quorum.

4. Asset Liability Management Committee:
   Mr. Dominic Traynor chairs the Committee which comprises of Mr. R. Venkataramani 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 08.02.2026 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. Dominic Traynor, and Mrs. Anupam Sonal 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 08.02.2026 with full quorum.

XII. 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, Wizzmoni Financial Services Limited, email: krishnan.r@wizzmoni.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.

XIII. 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.

XIV. 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, 2026.

XV. 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, 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.

With respect to the observation concerning the temporary variation in the composition of the Board during the last FY, the Company had initiated the process of identifying and evaluating suitable candidates well in advance. Considering the specific requirements of the Company, the process took longer than anticipated. The requisite appointments were subsequently made and the Board composition was duly regularised.

XVI. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures on conservation of energy and technology absorption 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	2025-26 (Rs. In Lakhs)	2024-25 (Rs. In Lakhs)
Earnings in Foreign Exchange	58.30	68.59
Foreign Exchange Outflow	5388.91	45.59

XVII. 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		

XVIII. 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.

XIX. 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 2025-26.

XX. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were loans or guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review, as disclosed in the Financial Statements of 2025-26.

XXI. 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.

XXII. 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 Wizzmoni 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 Wizzmoni maintains its highest ethical standards by living its Core Values.

Wizzmoni 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. Wizzmoni 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 Wizzmoni's objectives and goals. Any risks or opportunities arising from these assessments will be identified, analysed and reported to the appropriate management level. Wizzmoni 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. Wizzmoni 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 Wizzmoni 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 Wizzmoni, 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.

XXIII. 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 2025-26. 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.*

XXIV. 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.* The related party transactions with group companies are entered into in the ordinary course of business and on an arm's length basis, on terms favourable to and in the best interest of the Company.

XXV. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Your Company does not have any Joint Venture or Associate Company. The wholly-owned subsidiary Company incorporated on January 15, 2018, named Wizz Holidays Private Limited (Formerly called UTX Travels Private Limited) is engaged in the business Travel, tours and ticketing. The new subsidiary, Wizzforex Digital Private Limited was incorporated on 16th January, 2026.

There were no companies that became or ceased to be subsidiaries, joint ventures, or associate companies of the Company during the year other than mentioned herein above.

Statement containing salient features of the financial statements of subsidiaries 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.*

XXVI. 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.

XXVII. ISSUE OF SWEAT EQUITY SHARE

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

XXVIII. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

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

XXIX. ISSUE OF SHARES UNDER EMPLOYEES STOCK OPTION SCHEME

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

XXX. BUY BACK SHARES

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

XXXI. 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.

XXXII. 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, apart from the our CEO, who details are given below in the statement/disclosure pursuant to Sub Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, 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 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.

Statement showing the particulars of employees in accordance with Section 197 of Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014:

Employee Code	Name	Designation	Remuneration received (INR)	Nature of Employment (Contractual or otherwise)	Qualifications and experience of the employee	Date of commence-ment of employment	Age of employee	Last employ-ment held before joining the company	the percentage of equity shares held by the employee in the company	whether he/ she is a relative of any Director or Manager of the company and if so, name of such Director or Manager
1734	Krishnan R	CEO & Director	Rs.1,42,98,000/-	Permanent	B.Com, FCA, DISA (ICAI)	04/07/2005	46	Deputy Manager – Finance, Western India Cashew Pvt Ltd	Nil	No

Below are the top ten employees in terms of remuneration drawn during the FY 2025-2026:

Sl. No	Branch Name	Employee Name	Designation
1	HO - CEO OFFICE	KRISHNAN R	CEO & DIRECTOR
2	HO - FINANCE	MANOJ V MATHEW	SENIOR EXECUTIVE VICE PRESIDENT , CHIEF FINANCIAL OFFICER
3	HO - FINANCE	PRIYA A MENON	VICE PRESIDENT, FINANCE
4	HO - FOREX	PRAKASH BHASKAR	EXECUTIVE VICE PRESIDENT , NATIONAL BUSINESS HEAD - FOREX
5	HO - HUMAN RESOURCES	RATHISH R	SENIOR VICE PRESIDENT , CHIEF PEOPLE OFFICER
6	HO - DIGITAL MARKETING	JOHNEE PRAVEEN R	SENIOR VICE PRESIDENT , NATIONAL HEAD - DIGITAL CHANNEL
7	HO - COMPLIANCE	RANJITH BABU R	SENIOR VICE PRESIDENT , CHIEF COMPLIANCE OFFICER
8	HO - TRAVEL	JOHN GEORGE	SENIOR VICE PRESIDENT , NATIONAL

			BUSINESS HEAD - TRAVEL & HOLIDAYS
9	HO - IT LOANS B2B & B2C	JOMY LUKE XAVIER	SENIOR VICE PRESIDENT , CHIEF INFORMATION OFFICER
10	HO - OPERATIONS	B SATHISH KUMAR	SENIOR VICE PRESIDENT , CHIEF OPERATING OFFICER

XXXIII. 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 2025-26.

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.

XXXIV. FRAUD REPORTING

There were no frauds reported by the auditors to Audit Committee or Board under Section 143(12) of the Act. Further, instances of fraud during the year were brought to the notice of the Audit Committee and as required were reported to the RBI. Since no material issues were reported, no actions were taken by the Company in this respect.

XXXV. 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.

XXXVI. 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.

XXXVII. 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 2025-26, 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.

XXXVIII. 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.

XXXIX. 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.

XL. 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.

XLI. 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.

XLII. FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

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

XLIII. 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.

XLIV. 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: 08.09.2026
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-	*Sd/-*
DOMINIC TRAYNOR	**KRISHNAN R.**
DIRECTOR	**CEO & DIRECTOR**
(DIN: 09713887)	**(DIN: 03635219)**

Annexure A

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 Wizzmoni 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.

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Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2026

[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
WIZZMONI 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. **Wizzmoni Financial Services Limited [CIN: U85110KA1995PLC018175] (previously Unimoni Financial Services Limited** (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.

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, 2026 ("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, 2026 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) Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;

b) Monitoring of frauds in NBFCs (Reserve Bank) Directions, 2016;
c) Reserve Bank of India (Know Your Customer (KYC) Directions, 2016;
d) Master Direction – Information Technology Framework for NBFC sector;
e) Scale Based Regulation (SBR): Revised Regulatory Framework for NBFCs;
f) Master direction -Reserve Bank of India (filing of supervisory return) Directions-2024
g) Reserve Bank of India (Fraud Risk Management in NBFCs) Directions, 2024
h) Master Directions on Prepaid Payment Instruments
i) Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025
j) Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025
k) Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025
l) Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025
m) Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025
n) Reserve Bank of India (Non-Banking Financial Companies - Concentration Risk Management) Directions, 2025
o) Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) Directions, 2025
p) Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025
q) Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025
r) Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025
s) Reserve Bank of India (Non-Banking Financial Companies - Supervisory Returns) Directions, 2026

v. The general laws applicable to the Company relating to Employer/Employee include the following:

a) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
b) The Employees State Insurance Act, 1948
c) The Maternity Benefits Act, 1961
d) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal), Act 2013
e) The Payment of Gratuity Act, 1972
f) The Payment of Bonus Act, 1965
g) The Payment of Wages Act, 1936
h) The Minimum Wages Act, 1948
i) The Child Labour (Regulation & Abolition) Act, 1970
j) The Contract Labour (Regulation & Abolition) Act, 1970
k) Equal Remuneration Act 1976
l) Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
m) The Karnataka Shops & Establishment Act, 1961
n) Kerala Shops and Establishments Act

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, except the following:

1) *The Board of Directors of the Company was not duly constituted for a brief period during the year under review, which was subsequently rectified*

We further report that:
The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, except for a brief period during the year under review. The composition of the Board as at the end of the Financial Year 2025-26 is in compliance with the applicable provisions of the Act.

During the period under review, the followings changes occurred in the composition of Board of Directors:

1. The term of Independent Directors Mr. Ram Nirankar Rastogi (07063686) and Mr. MV Sampath Kumar (07613043) expired on 13/06/2025;

2. Mr. Amir Nagammy holding DIN (10693203) and Mr. Dominic Traynor holding DIN(09713887) was appointed as Additional Non Executive Directors at Board meeting held on 17/07/2024 which was later on approved by shareholders at the Annual general meeting held on 30/09/2025 pursuant to RBI Approval received on 06/02/2025

3. Mr. R Venkataramani, holding DIN (00829107) and Mrs. Anupam Sonal, holding DIN(11330572) was appointed as Additional Non-Executive Independent Directors at Board Meeting held on 13/10/2025 which was later on approved by shareholders at the Extra Ordinary general meeting held on 06/11/2025;

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 **UDIN: F003050H001408520**
Company Secretaries
(The Peer Review Certificate no. 6780/2025)

PUZHANKARA SIVAKUMAR Digitally signed by PUZHANKARA SIVAKUMAR Date: 2026.09.08 10:07:29 +05'30'

CS Puzhankara Sivakumar
Managing Partner
M. No.: F3050
COP No.: 2210

Date: 08.09.2026
Place: Kochi

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT OF EVEN DATE

To
The Members
WIZZMONI 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, 2026 but before the issue of this Report.
7. As per the information provided to us, as at the end of the financial year 2025-26, the Company has met the prescribed asset-size criteria for being classified as an NBFC-Middle Layer (NBFC-ML). However, as on the date of this Report, the Company is yet to receive confirmation of its classification as an NBFC-ML from the Reserve Bank of India and hence, it continues to follow the compliances applicable to an NBFC-Base Layer (NBFC-BL). Accordingly, for the purpose of this Secretarial Audit, the Company's compliance has been examined with reference to the NBFC-BL regulatory framework only.

For SEP & Associates **UDIN: F003050H001408520**
Company Secretaries
(The Peer Review Certificate no. 6780/2025)

PUZHANKARA SIVAKUMAR
Digitally signed by PUZHANKARA SIVAKUMAR
Date: 2026.09.08 10:08:03 +05'30'

CS Puzhankara Sivakumar
Managing Partner
M. No.: F3050
COP No.: 2210

Date: 08.09.2026
Place: Kochi

Annexure C

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 analysing 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 Wizzmoni customers pan India. 32 Wizzmoni 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. Amir Nagammy. The Committee is responsible for the overall monitoring, review and disclosures regarding the CSR activities of the Company.

S. No	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Amir Nagammy	Non-Executive Director	1	1

2	Mr. Dominic Traynor	Non-Executive Director	1	1
3	Mrs. Anupam Sonal	Independent Director	1	1

III. <u>web-link(s) - https://www.unimoni.in/csr-policy.php</u>

IV. <u>Average Net profit of the Company during the last 3 financial years:</u>

	As on March 31, 2023	As on March 31, 2024	As on March 31, 2025	Average Net Profit
Profit before Tax	34,19,03,769	34,41,19,160	7,38,49,368	25,32,90,765

V. (a) Average net profit of the company as per sub-section (5) of section 135 – Rs. 25,32,90,765/-
(b) Two percent of average net profit of the company as per sub-section (5) of section 135 – **Rs. 50,65,815/-**
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years - **Nil**
(d) Amount required to be set-off for the financial year, if any - **Nil**
(e) Total CSR obligation for the financial year [(b)+(c)-(d)] - **Rs. 50,65,815/-**

VI. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) –Rs. **55,55,807/-**

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)**
Medical aid & Support to patients	Health	40,64,045	Pan India	Pan India	Pan India	Direct
Distribution of Water Purifier	Health	4,38,414	Pan India	Pan India	Pan India	Direct
Distribution of Study Materials	Health	197,863	Pan India	Pan India	Pan India	Direct
Distribution of Medicine, Wellness Support to Old age homes	Health	50,000	Pan Kerala	Pan Kerala	Kerala	Direct
Promotion of Performing Arts	Education	600,000	Ernakulam	Ernakulam	Kerala	Direct
Contribution to Free Medicine for Cancer Patients	Health	97,200	Ernakulam	Ernakulam	Kerala	Prarthana Cancer Care
Contribution towards Sports, equipment	Health	1,08,285	Ernakulam	Ernakulam	Kerala	Direct
Grand Total		**55,55,807**				

(b) Amount spent in Administrative Overheads - **Nil**
(c) Amount spent on Impact Assessment, if applicable - **NA**
(d) Total amount spent for the Financial Year [(a)+(b)+(c)] – Rs. **55,55,807**
(e) CSR amount spent or unspent for the Financial Year:

	AMOUNT UNSPENT (IN RS.)	
Total Amount Spent for the Financial Year. (in Rs.)	**Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.**	**Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.**

	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
55,55,807	**Nil**	**NA**	**NA**	**Nil**	**NA**

(f) Excess amount for set-off, if any: **Nil**

VII. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil

VIII. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year – Nil

IX. 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: 08.09.2026
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

DOMINIC TRAYNOR
DIRECTOR
(DIN: 09713887)

Sd/-

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)

Annexure D

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 2025-26.

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, 2025 to March 31, 2026 (INR in lakhs)
(i)	WizzPay India Holdings Ltd	Holding Company	Expense paid on behalf of holding company	431.43
(i)	Wizz Holidays Private Limited (Formerly known as UTX Travels Pvt Ltd)	Subsidiary Company	Sharing of Infrastructure expenses received	735.06
			Investment	-
			Advance given to Subsidiary	5722.88
(iv)	Unimoni Enterprises Solutions Private Ltd	Group company	Expense paid on behalf of group company	2.14
(v)	WizzPay Technology Solutions Private Ltd	Group company	Inter-Corporate Loans	3439.53
(vi)	Mr Krishnan R	Whole time Director and CEO	Salaries and benefits	144.89
(vii)	Mr. Manoj V Mathew	CFO	Salaries and benefits	68.33
(ix)	Ms. Maya Menon	Company Secretary	Salaries and benefits	19.49

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

DATE: 08.09.2026
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

DOMINIC TRAYNOR
DIRECTOR
(DIN: 09713887)

Sd/-

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)

Annexure E

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	Wizz Holidays Private Limited (Formerly called UTX Travels Private Limited)	Wizzforex Digital Private Limited
2	The date since when subsidiary was acquired	January 15, 2018 (Date of Incorporation)	January 16, 2026 (Date of Incorporation)
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Same as Holding Company	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	INR
5	Share capital	100.00	1.00
6	Reserves and surplus	2799.48	-
7	Total assets	6978.72	-
8	Total Liabilities	4077.65	-
9	Investments	2313.72	-
10	Turnover	4076.91	-
11	Profit before taxation	718.74	-
12	Profit after taxation	538.21	-
13	Proposed Dividend	-	-
14	Extent of shareholding (in percentage)	100%	100%

1. Names of subsidiaries which are yet to commence operations - NIL
2. 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.

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

DATE: 08.09.2026
PLACE: KOCHI

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

DOMINIC TRAYNOR
DIRECTOR
(DIN: 09713887)

Sd/-

KRISHNAN R.
CEO & DIRECTOR
(DIN: 03635219)