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27TH ANNUAL REPORT

2013-2014



MOONGIPA CAPITAL FINANCE LIMITED

ENDURING VALUES NEW AGE THINKING

BOARD OF DIRECTORS

1. SH. SANJAY JAIN
2. SH. SHYAM SHARMA
3. SH. SANJEEV JAIN
4. MRS. JYOTI MEHTA

AUDITORS

M/S SAXENA & SAXENA
Chartered Accountants
New Delhi - 110 001

REGISTERED OFFICE

18/14, W.E.A. Pusa Lane,
Karol Bagh
New Delhi-110 005
Tel No. 011-41450121, Fax: 011-41450122
E-mail ID—moongipac@gmail.com,
Website: www.mongipa.com
CIN: L65993DL1987PLC028669

COMPLIANCE OFFICER

SH. SANJAY JAIN

SHARE TRANSFER AGENT

M/S SKY LINE FINANCIAL SERVICES PVT. LTD.
D-153/A, 1st Floor, Okhla Industrial Area,
Phase – I,
New Delhi-110020.

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**NOTICE**

Notice is hereby given that the 27th Annual General Meeting of the members of **MOONGIPA CAPITAL FINANCE LIMITED** will be held on Thursday, the 4th September, 2014 at 10.00 A.M. at Rajhans Banquet Hall, Qutab Garh, Delhi-110039 to transact the following business.

ORDINARY BUSINESS

1. To Receive, Consider, and Adopt Audited Balance Sheet of the company as at 31st March 2014 and Profit & Loss Account for the year ended on that date and alongwith Report of the Board of Directors and Auditors thereon.
2. To appoint director in place of Sh. Sanjeev Jain (DIN: 00122687), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To appoint M/s Saxena & Saxena, Chartered Accountants, (Firm Registration Number-006103N), as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of fourth AGM, with this AGM being counted as the first AGM to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To pass, with or without modification, the following resolution as ordinary resolution.
"Resolved that pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mrs. Jyoti Mehta (DIN: 06859880) who was appointed as Additional Director of the company with effect from 25-04-2014 by the Board of the Directors of the Company and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013, any respect of whom the company has received a notice along with requisite fee in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company liable to retire by rotation."
5. **Payment of Remuneration to Mr. Shyam Sharma (DIN: 00097065), Whole-Time Director of the company for financial year 2014-15:**
To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of section 196, 197, 198 schedule V and other applicable provisions, if any of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, consent or permission as may be required of the company, be and is hereby accorded for increase in remuneration of Mr. Shyam Sharma (DIN: 00097065), Whole-Time Director of the company from existing Rs. 18,000/- per month to Rs. 25,000/- per month effective from 1st September, 2014 as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Remuneration committee constituted by the Board) to after and vary the said remuneration in such form and manner or with such modification as the Board may deem fit and agreed to by Mr. Shyam Sharma (DIN: 00097065).
RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."
6. To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

RESOLVED THAT pursuant to the provisions of section 196, 197, 198 schedule V and other applicable provisions, if any of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, consent of the company be and is hereby accorded for increase in remuneration of Mrs. Pooja Jain, a relative of Mr. Sanjay Jain (DIN: 00096938), Director of the company to hold an office or place of profit in the Company from existing Rs.21,000/- per month to Rs. 24,000/- per month effective from 1st September, 2014 as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Remuneration committee constituted by the Board) to after and vary the said remuneration in such form and manner or with such modification as the Board may deem fit and agreed to by Mrs. Pooja Jain.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

7. **Re-appointment of Sh. Shyam Sharma Whole-Time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Shyam Sharma (DIN: 00097065), as Whole-Time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. 01-04-2014 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approval(s), as may be necessary, the Company is authorized to pay minimum remuneration Mr. Shyam Sharma (DIN: 00097065), Whole-Time Director of the Company, for the financial year in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company. **Resolved further that** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**9. Increase in Limit of Investment:**

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

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Board of Directors of the Company be and are hereby severally authorized to make investments of such amount(s) **by way of subscription, purchase or otherwise the securities of any other body corporate** from time to time, on such terms and conditions as the Board may deem fit notwithstanding, that the investments made may exceed the limits prescribed under the said section."

"RESOLVED FURTHER THAT the aggregate of such investments made shall not exceed the amount of Rs. 100,000,000/- [Rupees Ten Crores Only] over and above the limit prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By order of the Board

Place : New Delhi
Date : 29-05- 2014

(Sanjay Jain)
Director

NOTES:

- The relevant statement to be annexed to the notice pursuant to Section 102(1) of the Companies Act, 2013, which set out details relating to Special Business at Item No. 4 to 9 and of the notice set out above are annexed hereto and forms part of this Notice..
- A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 18/14, W.E.A PUSA LANE, KAROL BAGH, NEW DELHI -110005, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- All documents referred to in the accompanying Notice are open for inspection at the Registered office of the company during the office hours on all working days between 11.00 A.M. to 1.00 P.M. before the date of Annual General Meeting.
- The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).

- Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, director's report, auditor's report, audited financial statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
- Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
- The Register of Members shall remain closed from 28th August, 2014 to 4th September, 2014. (Both days inclusive)
- Shareholders seeking any information and having any query with regard to accounts are requested to write the company early to enable the Management to keep the information ready.
- Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
- THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
- Details of Directors seeking re-appointment/appointment in the ensuing Annual General Meeting pursuant to Clause 49 of the Listing agreement.

Name of the Director	Mr. Sanjeev Jain	Mrs. Jyoti Mehta
Age	36	47
Qualification	B.Com, L.L.B., A.C.S	Post Graduate
Profile/Expertise in Specific functional	Corporate Planning, H.R.D. and legal matters	She is good in Administration and looking after human resources
List of other Companies in which Directorship held as on 31-3-2014	Nil	Nil
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2014.	Nil	Nil
Share holding as on 31 st March, 2014.	Nil	5050

- In compliance with provisions of section 108 of the Companies Act, 2013 and Rules of the Companies (Management & Administration) Rules, 2014. The company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 27th Annual General Meeting of the company dated 29th May 2014 (the AGM Notice). The company has appointed Mr. Amit Agrawal, Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on August 1, 2014. The instructions for E-voting are as under:



The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "MOONGIPA CAPITAL FINANCE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID.
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Moongipa Capital Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on August 28, 2014 at 9.00 A.M. and ends on August 29, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01 August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013.

ITEM 4

The Company has received a notice under section 160 of the companies Act, 2013 from a member signifying his intention to propose the name of Mrs. Jyoti Mehta (DIN: 06859880) for appointment as a director of the company.

The Directors recommended his appointment as a director liable to retire by rotation. None of the directors except Mrs. Jyoti Mehta (DIN: 06859880) is interested in this resolution.

ITEM 5

Mr. Shyam Sharma (DIN: 00097065) was reappointed as Whole-Time Director of the Company for a period of five years with effect from 1st September, 2014. Since with the increase in volume of business the workload of Mr. Shyam Sharma (DIN: 00097065) has considerably increased, the Remuneration Committee reviewed his remuneration to



the Board of Directors the increase in remuneration from Rs. 18,000/- per month to Rs. 25,000/- per month w.e.f. 1st September, 2014. The Board has accordingly decided to increase the remuneration of Mr. Shyam Sharma (DIN: 00097065) as recommended by the Remuneration Committee subject to approval of the member of the company.

Minimum Remuneration

In absence or inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Mr. Shyam Sharma (DIN: 00097065).

Pursuant to the provisions of Section 197 read with Schedule V of the companies Act 2013, the approval of the members is required to be obtained for increase in remuneration of Mr. Shyam Sharma (DIN: 00097065) w.e.f. 01/09/2014 as proposed in the resolution.

The Board recommends the resolution for the approval of the members.

Mr. Shyam Sharma (DIN: 00097065) may be deemed to be concerned or interested in the resolution.

ITEM 6

Mrs. Pooja Jain is a Post Graduate. She is good in administration and looking after the Human resources also. The remuneration committee reviewed her remuneration and recommended to the Board of Directors to increase the remuneration from Rs. 21,000/- per month to Rs. 24,000/- per month w.e.f. 1st September, 2014. None of the directors except Mr. Sanjay Jain (DIN: 00096938) being relative of her is interested in this resolution.

ITEM 7

The members of the Company had appointed Mr Shyam Sharma as Whole-time Director of the Company w.e.f. June 28, 2004. As the Companies Act, 1956 does not mandate any limitation on the term of Whole-Time Director, thus, there was no limit assigned to the term of Mr. Shyam Sharma Whole-Time Director of the Company.

The Ministry of Corporate Affairs, Government of India had notified the new Companies Act, 2013 ("The Act") on August 29, 2013 and notified many of its provisions w.e.f April 1, 2014, thereby replacing the corresponding provisions of the Companies Act, 1956.

In terms of Section 196(2) of the Act, the term of the Managing Director, Whole-Time Director or Manager shall not exceed 5 years at a time and accordingly, the Company was required to reappoint Mr. Shyam Sharma as Whole-Time Director of the Company for a period of 5 years i.e. April 1, 2014.

ITEM 8

The Articles of Association ("AoA") of the Company as presently in force were replaced in January 1984 from what they were when the Company was incorporated in 1973. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the ministry of corporate affairs ("MCA") had notified 98 Section for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal") such as variation of Rights of Holders of different classes of Shares (Section 48), reduction of Share Capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick Companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to investor Education And Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive Section of the Act which deal with the general working of Companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alternation or deletion in several Articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Share holder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exist;
- (b) The nominee(s) of deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) New provisions regarding application of funds from reverse accounts when amounts in reverse accounts are to be capitalized;
- (d) New provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to manager and Company Secretary;
- (e) Existing Articles have been streamlined and aligned with the Act;
- (f) The Statutory provisions of the Act which permit a Company to do some Acts "if so authorised by its Articles" or provisions which require a company to do Acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included; and
- (g) Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication-their non-inclusion make the new AoA crisp, concise and clear and aids easy of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned over interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commands the Special Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

ITEM 9

In terms of the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty percent of its paid-up share capital and free reserves or one hundred percent of its free reserves, whichever is higher.

Considering the future outlook of the Company, the Board of Directors of the Company has decided to seek approval of the members to acquire by way of purchase or otherwise, securities of any other body corporate upto the maximum amount of Rs. 100,000,000/- (Rupees Ten Crores Only).

Since the limits prescribed under Section 186 of the Companies Act, 2013 is likely to be exceeded as a result of the proposed investment, this Special Resolution is recommended for member's approval.

The Board accordingly recommends to pass the Special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

By order of the Board

Place : New Delhi
Date : 29-05- 2014

Sanjay Jain
Director

**DIRECTORS' REPORT**

To the members,

Your directors take pleasure in presenting the 27th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS

The highlights of your company's financial results for the financial year under review are summarized below:

	(₹ in Lacs) Year Ended 31.03.2014	(₹ in Lacs) Year Ended 31.03.2013
Gross Income	54.15	60.06
Less : Interest & Finance Charges	2.62	4.20
Less : Personnel & Admn. Charges	53.27	54.40
Less: Depreciation	1.71	1.22
Less : Provision for Taxes	1.06	0.66
Net Profit/(Loss) for the year	(4.52)	(0.42)

DIVIDEND

Since with a view to conserve the resources and in absence of profit the Directors have not recommended any dividend for the year ended 31.03.2014.

PERFORMANCE REVIEW

The financial year 2013-14 began on a positive note with the economies world over showing signs of recovery from the serious recessionary effects which had crippled it for greater part of financial year 2012-13 with each sector of the economy getting seriously affected. During the year under review, the Company has incurred a loss of ₹ 4.52 lakhs as against the loss of ₹ 0.42 lakhs in the last financial year. However the directors are confident that the company shall revive back, considering the present market conditions and economic revival of the country.

The overall risks to the outlook however remain slated to the downside. There are also looming concerns over a second round of convulsion in the advanced economies. If this was to happen, the recovery process is bound to be impacted.

RBI PRUDENTIAL NORMS

Your Company continues to comply with all the guidelines issued by Reserve Bank of India, to the extent as applicable to the Company.

BUSINESS PROSPECTS

As the demand for financial services is a derived demand, developments in economic conditions exert a significant influence on the business of financial sector. Your Company strives to continually understand the implication to its business of the various changes, as also the impact of altered economic policies and international developments.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis as required under the Listing Agreement is enclosed to this report. Certain statements in that section may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

PUBLIC DEPOSITS

Your company has not accepted any deposits from public and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

TRANSFER OF RESERVES

Your Company has not transferred any sum to the General reserves.

DIRECTOR

Mr. Sanjeev Jain DIN: (00122687), director of your company, retires by rotation and being eligible offers himself for reappointment.

Mrs. Jyoti Mehta (06859880) was appointed as additional director of the Company on 25th April 2014. The Company has received a notice in writing from a member signifying his intention to propose the candidature of Mrs. Jyoti Mehta for the office of director in terms of Section 160 and other applicable provisions of the Companies Act, 2013. She is being appointed as director liable to retire by rotation.

Mr. Mohd. Nasir (DIN: 02703793) has resigned on 25th April 2014 from the Board of Directors. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by him during his tenure as director of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

- That in preparation of annual accounts for the year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That they have selected such accounting policies described in the notes to accounts which have been applied them consistently and made judgements and estimates that are responsible and prudent so as to give a true & fair view of the state of affairs of the company at the end of financial year and of the profit & loss of the company for that period.
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- We have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance envisages the highest level of transparency, accountability and equity in all facets of its operations as well as in all interactions with its stakeholders including shareholders, Lenders and regulatory Authorities. Your Company has also implemented several best corporate governance, code of conduct and ethics. As per clause 49 of the listing agreement with the Stock Exchanges, a separate section of Corporate Governance report together with the certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this report.

AUDITORS**(a) Statutory Auditors:**

In compliance with the Companies (Audit & Auditors) Rules, 2014, M/s Saxena & Saxena, Chartered Accountants (Firm Registration Number-006103N), the Statutory Auditors of the company will retire at the conclusion of the Annual General Meeting and being eligible



for reappointment consented to be reappointed for another term till the conclusion of fourth Annual General Meeting, with this AGM being counted as the first AGM to authorize the Board of Directors to fix their remuneration.

(b) Internal Auditors:

The Company has appointed M/s R. Mahajan & Associates (Firm Registration Number-0011348N), Chartered Accountants as its Internal Auditors to carry out the Internal Audit of various operational areas of the Company.

(c) Secretarial Auditors:

As per provisions of section 204 of the Companies Act, 2013 and rules made thereunder, the Company is required to appoint Secretarial Auditor to carry out secretarial audit of the Company. The Company has appointed M/s S. Aggarwal & Associates, Practicing Company Secretaries (Membership Number-FCS6158 & C.P. No.-8989) as Secretarial Auditors of the Company for the Financial Year 2014-15.

AUDITORS REPORT

The company has only few employees and the provision for gratuity has been made on the estimated basis but not on actuarial basis as required by AS-15 on employee benefits.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory & therefore do not call for any further comments.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE INCOME/OUTFLOW

Additional information on conservation of energy, technology absorption as required under Sec.217 (1)(e) of the Companies Act, 1956 is not applicable, as the company is a Non-Manufacturing Company. During the year under review, there has been no foreign exchange Income/ Out flow.

PARTICULARS OF EMPLOYEES

As required by Section 217(2A) of the Companies Act 1956 read with the companies (Particulars of employees) Rules, 1975. There is no employee in the aforesaid category.

ACKNOWLEDGEMENT

Your directors would like to express their appreciation and gratitude to the company's Business Associates, Bankers, valued clients, Association of Leasing & Finance companies, Government agencies as well as shareholders.

Your directors also take the opportunity to place on record, their deep sense of appreciation of the devoted and dedicated services provided by the employees at all levels, and also their contribution towards company's continuing success.

For & On behalf of the Board

Sanjay Jain
Director

Place: New Delhi
Date: 29th May 2014

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Trends and Business Analysis

The activities of Finance and investment Companies in India have undergone qualitative changes over the years. They have become prominent in a wide range of activities. By now, their role as effective financial intermediaries has been well recognized as they have inherent ability to take inherent decisions, assume greater risks, apply innovative marketing strategies and customize their products and services according to the needs of the clients. In order to have a healthy financial and investment sectors in a country like ours, there has to be a sustainable marriage between the primary lending institutions (Banks and FIs) and the intermediaries so that both of them stick to their core competencies and not to compete with other unnecessarily.

2. Opportunities, Threats & Outlook

As the demand for financial services is a derived demand, developments in the industrial sector exert a significant influence on the business of financial sector. Your company strives to continually understand the implication to its business of the various changes, as also effect of altered economic policies and international developments.

3. Risk and Concerns

There are a lot of uncertainties on the interest front in the economy and there is the likelihood of the hardening of interest and the said situation may create a lot of turmoil in the market.

4. Internal control system and their adequacy

The company has adequate internal control systems commensurate with the Size of the business duly supplemented with an internal audit to ensure against any unauthorized use or disposition of assets.

The internal controls are periodically reviewed by the Audit Committee to ensure their adequacy and effectiveness.

5. Human Resources

Your Company has required manpower to manage its activities keeping in view its emphasis on cost reduction. The Company recognizes the importance of human resources in achieving success in its commercial pursuits and follows a good man management policy.

6. Share Capital

During the year, there was no change in the share capital of the company.

7. Cautionary statement

Statements in this "Management Discussion and Analysis Report" describing the Company objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and India demand supply conditions, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, and economic developments within India.

**CEO AND CFO CERTIFICATION**

We, Sanjay Jain and Shyam Sharma, Directors, responsible for the finance function certify that:

- (a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2014 and to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2014 are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and Audit Committee and steps have been taken to rectify these deficiencies.
- (d) (i) There has not been any significant change in internal control over financial reporting during the year under reference;
- (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

New Delhi,
29-05-2014

Sanjay Jain
Director

Shyam Sharma
Whole-Time Director

CORPORATE GOVERNANCE REPORT – 2013-14**1. COMPANY'S PHILOSOPHY**

Moongipa Capital Finance Ltd's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aims at a superior level of business ethics, effective supervision and enhancement of shareholder's value.

2. BOARD OF DIRECTORS**Composition of the Board**

The Board of Directors of the Company consists of four Members. During the year under review, four Board Meetings were held on:- 30th May 2013, 31st July 2013, 31st October 2013 and 30th January 2014.

The composition of Board of Directors during the year 2013-14 and related informations:

Director	Category/ Date of Ap- pointment	No. of Board Meetings F. Year 2013-14		Attendance At the AGM Held on 25/07/2013	No. of Outside Director- ship(*)	No. of Outside Committee(s) On which Member Chairman
		Held	Attended			
Sanjay Jain (00096938)	Promoter / Executive / 16/07/1989	4	4	Yes	1	1
Shyam Sharma (00097065)	Executive 28/06/2004	4	4	Yes	Nil	Nil
Sanjeev Jain (00122687)	Non-Exec- utive/ Independent 12/12/2005	4	4	Yes	Nil	Nil
Mohd Nasir (02703793)	Non-Exec- utive/ Independent 29/09/2009	4	1	Yes	Nil	Nil

- Excluding Directorship in Private, Foreign Companies and Companies which are granted license under section 25 of the Companies Act 1956.
- Mrs. Jyoti Mehta (DIN: 06859880) was appointed as an Additional Director of the Company w.e.f 25/04/2014.
- Mr. Mohd. Nasir (DIN: 02703793) resigned on 25/04/2014.

3. CODE OF CONDUCT

Company's board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct is available on the Company's website www.mongipa.com. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2013-14. A declaration signed by the Chief Executive Officer (CEO) to this effect is annexed to this report.

4. POSTAL BALLOT

During the preceding financial year, no resolution was passed through postal ballot and presently no resolution has been proposed to be passed through postal ballot.

5. COMMITTEE OF THE BOARD

- Audit Committee
- Stake Holders Relationship Committee
- Remuneration & Compensation Committee

(a) AUDIT COMMITTEE

The role and the functions of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges and as per Companies Act 1956. The Committee acts as a link between the statutory auditors and the Board of Directors.

The responsibility of the Audit Committee include the overseeing of the financial reporting process to ensure fairness, adequate disclosures and credibility of financial statements, recommendation of appointment and removal of statutory auditors, review of the adequacy of internal control systems.

**Functions & Terms of Reference**

The term of reference of Audit Committee are as per Listing Agreement with the Stock Exchanges and includes such other functions as may be assigned to it by the Board from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit purpose.
- Examination of the financial statement and the auditor's report thereon.

Composition

The Audit Committee comprised one executive & two non-executive independent directors. There were 4 meetings of the Committee during the year.

The details of composition of the Committee, dates, and attendance at its meetings are given below:

Date of meeting:

30th May 2013, 31st July 2013, 31st October 2013 and 30th January 2014.

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Mohd. Nasir	Member	1
Shyam Sharma	Chairman	4
Sanjeev Jain	Member	4

Internal Controls

The Company has appointed a Firm of Chartered Accountants as Internal Auditors to review and report on the Internal Control Systems of the Company. The report of the Internal Auditors is reviewed by the Audit Committee. The Audit Committee formulates a detail plan to the Internal Auditors for the year and the same is reviewed at the Audit Committee meetings. The Internal Auditors submit their recommendation to the Audit Committee and provides a road map for the future action.

(b) STAKE HOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement. The terms of reference of Shareholder's/Investor's Grievance (SIG) Committee was conferred on the Stakeholders Relationship Committee and consequently, the SIG Committee was dissolved.

Committee meets twice in the year.

Name and designation of Compliance Officer:

Mr. Sanjay Jain, Director is the Compliance officer of the Company, Investor's service:

No. of Complaints/Correspondence received during the year ended March 31, 2014	:	Nil
No. of Complaints resolved to the Satisfaction of shareholders during the year	:	Nil
No. of pending Share transfers as on 31 st March 2014	:	Nil

The details of composition of the Committee, dates, and attendance at its meetings are given below:

Date of meeting:

8th July 2013, and 26th November 2013.

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Mohd. Nasir	Member	2
Sanjeev Jain	Chairman	2
Shyam Sharma	Member	2

(C) REMUNERATION AND COMPENSATION COMMITTEE

Remuneration Committee consists of two directors – Mr. Sanjay Jain and Mr. Sanjeev Jain is chaired by Mr. Sanjeev Jain

The functions of the Remuneration Committee include recommendation of appointments to the Board, evaluation of the performance of the staff and also remuneration to the staff.

Committee meets twice in the year.

The details of composition of the Committee, dates, and attendance at its meetings are given below:

Date of meeting:

29th May 2013, and 24th March 2014.

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Jain	Member	2
Sanjeev Jain	Chairman	2

6. AFFIRMATION AND DISCLOSURES:**a. Compliance with Governance frame work**

The Company is in Compliance with all mandatory requirements of clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of the remuneration and nomination committee and tenure of office of Independent Directors.

b. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large

There are no materially significant related party transactions made by the Company with its Promoters, their subsidiaries, Directors, Senior Management, or relatives etc., which may have potential conflict with the interests of the Company at large.

Transaction with related parties as per requirements of accounting standard (AS) 18 'Related Party Disclosures' are disclosed in the financial statements in the Annual Report.

c. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 211(3) (c) of the Companies Act, 1956. The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.



d. Risk Management

Business risk evaluation and management is an ongoing process with the Company. The assessment is periodically examined by the Board.

e. SEBI/Stock Exchange Compliance

The Company has applied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

f. Non-mandatory requirements

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

7. MEANS OF COMMUNICATION

The Board of Directors of the Company approved and has taken on record the unaudited financial results within one month of close of quarter / half year and has communicated these and annual results to all the Stock Exchanges where the shares of the Company are listed and also published the same in the Dainik Mahalaxmi Bhagyodaya.

8. SHAREHOLDER'S INFORMATION

The Company is registered in the National Capital Territory of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the MCA is **L65993DL1987PLC028669**.

27th Annual General Meeting

Date 4th September, 2014

Time 10.00 A.M.

Venue Rajhans Banquet Hall, Qutab Road, Delhi-110039.

FINANCIAL CALANDER: APRIL 2014 TO MARCH 2015

First Quarter results	Last week of July 2014
Half Yearly Results	Last week of October 2014
Third Quarter results	Last week of January 2015
Results for the year	
Ending March 2015	Last week of May 2015
Dates of Book Closure	28 th August, 2014 to 4 th September, 2014. (Both days inclusive)

9. SHARE DETAILS

Listed at: Bombay Stock Exchange Ltd.

The company has paid the listing fees for the financial years 2013-14 & 2014-15 to the above said stock exchange.

Stock Code:

Stock Exchange	Stock Code	ISIN No. of Equity Shares
BSE	530167	INE153K01018

10. Market Price Data: The High and Low prices of the shares of the company at Bombay Stock Exchange Ltd., (BSE) for the year ended March 31, 2014 is as under.

Month	High (Rs.)	Low (Rs.)
April, 2013	6.25	6.25
May, 2013	6.56	6.56
June, 2013	6.88	6.60
July, 2013	6.88	6.60
August, 2013	6.30	6.30
September, 2013	6.30	5.99
October, 2013	6.30	6.00
November, 2013	6.61	6.61
December, 2013	7.00	6.94
January, 2014	7.71	6.70
February, 2014	6.80	6.50
March, 2014	7.35	6.50

11. Nomination Facility:

The Companies (Amendment) Act, 1999, has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to Stakeholders and Shareholders may avail this facility by sending the duly completed Form 2B to the registered office of the Company / Registrar and Transfer Agent of the Company in case the shareholding is in physical form.

12. Share Transfer System: Stake Holders Relationship Committee meets and approves share transfers. Sky Line Financial Services Pvt. Ltd, Company's Registrar & Share Transfer Agents process these transfers. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respect.

13. Registrar and Transfer Agents:

The Company has appointed a Registrar for dematerialisation (Electronic Mode) and physical transfer of shares whose detail is given below:

M/s Sky Line Financial Services Pvt. Ltd,
D-153/A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi-110020.

14. Distribution of the shareholding as on 31st March 2014

Range	No. of Share Holders	% of Share Holders	No. of Shares	% of Share Holding
1-500	2994	82.89	553675	18.13
501-1000	276	7.64	232100	7.60
1001-2000	126	3.49	201680	6.60
2001-3000	110	3.04	271893	8.90
3001-4000	14	0.39	49289	1.61
4001-5000	49	1.36	229087	7.50
5001-10000	20	0.55	148600	4.86
10001 & above	23	0.64	1368476	44.80
Total	3612	100	3054800	100

15. Categories of Shareholders as on 31st March 2014.

Category	No. of Shares Held	% of Shareholding
Promoters	1039250	34.02
Others (Individuals/ Corporate Bodies)	2015550	65.98

**16. Location and time of General Meetings held in last three years**

Year	AGM/EGM	Location	Date	Time
2012-13	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	25/07/2013	10.00 A.M.
2011-12	AGM	C-81, Sector-1, Bawana, Delhi.	19/07/2012	10.00 A.M.
2010-11	AGM	Gupta Farms Village Hollambi, Delhi	14/07/2011	10.00 A.M.

17. Designated exclusive e-mail id:

The Company has designated an e-mail id "moongipac@gmail.com" exclusive for Shareholders and Investors to correspond with the Company.

18. ADDRESS FOR CORRESPONDENCE

The Shareholders may address their communication/suggestions/grievances/queries relating to the shares of the Company to:

The Compliance Officer
Moongipa Capital Finance Limited
Investors Services
Registered Office :-18/14, W.E.A., Pusa Lane, Karol Bagh,
New Delhi-110005.
Tel No. – 011-41450121 Fax – 011-41450122
E-mail – moongipac@gmail.com.

For & On behalf of the Board

Chairman

Place: New Delhi
Date: 29-05-2014

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

We have examined the compliance of conditions of corporate governance by **Moongipa Capital Finance Limited** for the year ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Saxena & Saxena
Chartered Accountants
(Firm Regn. No. 006103N)

D.K. Saxena
Partner
M. No.82118

Place: New Delhi
Date: 29-05-2014

INDEPENDENT AUDITORS' REPORT

TO

THE MEMBERS OF MOONGIPA CAPITAL FINANCE LIMITED

Report on the financial statements

We have audited the accompanying financial Statements of MOONGIPA CAPITAL FINANCE LIMITED which comprise Balance Sheet as at 31st March 2014 and Statement of Profit & Loss & Cash Flow Statement for the year ended and a summary of Significant Accounting Policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements gives the information required by the Companies Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In case of the Balance Sheet of the state of affairs of the company as at 31st March 2014,
- In case of the Statement of Profit & loss Account of the Profit of the Company for the year ended as on that date and
- In case of Cash Flow Statement of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section(4A) of section 227 of the Act, We give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.



2. As required by Section 227(3) of the Act, we report that:

- (i) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
- (ii) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
- (iii) The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- (iv) In our opinion the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of Companies Act 1956 *except AS-15 on Employee Benefits as the company has provided the liability of gratuity on estimated basis in place of actuarial valuation.*
- (v) On the basis of written representations received from the directors, as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2014 from being appointed as a Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

For Saxena & Saxena
Chartered Accountants
(Firm Regn. No. 006103N)

CA. D.K. Saxena
Partner
M. No.82118

Place: New Delhi
Date: 29-05-2014

Annexure to the Auditor's report of even date to the members of Moongipa Capital Finance Limited on the financial statements for the year ended on 31st March, 2014.

Based on the audit procedures performed for the purpose of reporting a true & fair view on the financial statements of the company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) As informed to us company has not disposed off any substantial fixed assets during the year. Therefore, provisions of clause 4 (i) (c) are not applicable
- ii. (a) The inventory has been physically verified by the management during the year.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of company and nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of Inventory. No discrepancies were noticed on physical verification as compared to book records.
- iii. (a) In our opinion and according to the information and explanations given to us, the company has neither granted nor taken any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. So, provisions of clauses 4(iii) (a), (b), (c), (d), (e), (f), (g) are not applicable
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- v. (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Act have been so entered.
- (b) In our opinion, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits from the public. Accordingly, sub clause(c) of clause VI is not applicable.
- vii. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- viii. As informed to us, the maintenance of cost records has not been prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956, in respect of the activities carried on by the Company.
- ix. (a) According to records of the Company examined by us and the information and explanations given to us, no undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, excise duty, cess and other material statutory dues applicable to it were outstanding, as at 31st March 2014 for a period of six months from the date they became payable
- (b) According to the information & explanation given to us, there are no sales tax, Income tax, Custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- x. The Company does not have accumulated losses at the end of the financial year and has incurred cash losses in the financial year and but not in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayments of dues to any financial institution or Bank or debenture holders. So this Clause is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a Nidhi Mutual benefit fund/ society. Therefore the provision of clause 4(iii) of the companies (Auditors Report) Order, 2003 are not applicable to the Company.



- xiv. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the companies (Auditor's Report) Order 2003 are not applicable to the company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xvi. According to the information & explanation given to us company has not raised any term loan during the year so this clause is not applicable to the company.
- xvii. According to the Information & Explanations given to us Provisions of Clause 4 (xvii), (xviii), (xix) are not applicable to the Company.
- xx. During the year concerned by our audit report, the Company has not raised any money by way of public issue.
- xxi. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Saxena & Saxena
Chartered Accountants
(Firm Regn. No. 006103N)**

**Place: New Delhi
Dated: 29/05/2014**

**DK Saxena
Partner
M. No. 082118**



BALANCE SHEET AS AT 31ST MARCH, 2014

Amount in (₹)

Particulars	Note No.	As at 31st March 2014	As at 31st March 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	30,548,000	30,548,000
(b) Reserves and Surplus	2	4,952,762	5,404,330
		35,500,762	35,952,330
Non-Current Liabilities			
(a) Long-term Provisions	3	45,000	40,000
		45,000	40,000
Current Liabilities			
(a) Short-term Borrowings	4	2,613,309	3,271,663
(b) Other Current Liabilities	5	282,166	28,090
(c) Short-term Provisions	6	37,546	39,223
		2,933,021	3,338,976
TOTAL		38,478,783	39,331,306
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	657,565	759,273
(b) Non-current Investments	8	8,768,715	8,926,243
(c) Deferred Tax Assets (Net)	9	31,850	16,491
(d) Long-term Loans and Advances	10	1,895,189	1,932,598
		11,353,319	11,634,604
Current Assets			
(a) Trade Receivables	11	15,018,792	15,689,042
(b) Cash and Cash Equivalents	12	10,676,049	10,546,154
(c) Other Current Assets	13	1,430,623	1,461,506
		27,125,464	27,696,702
TOTAL		38,478,783	39,331,306
Significant Accounting Policies & Notes to Accounts	19		

In terms of our report attached.

For Saxena & Saxena For and on behalf of the Board of Directors
Chartered Accountants
(Firm Regn No. 006103N)

CA. D.K. Saxena
Partner
(Mem No. 082118)

Sanjay Jain
Director

Shyam Kumar Sharma
Whole-Time Director

Place: New Delhi
Date: 29-05-2014

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

Amount in (₹)

Particulars	Note No.	As at 31st March 2014	As at 31st March 2013
Revenue from Operations	14	4,394,596	4,839,735
Other Income	15	1,019,983	1,166,258
Total revenue (1+2)		5,414,579	6,005,993
Expenses			
(a) Employee Benefits Expense	16	3,387,872	3,058,058
(b) Finance Cost	17	261,842	420,069
(c) Depreciation and Amortisation Expense	7	171,357	121,901
(d) Other Expenses	18	1,938,936	2,381,967
Total Expenses		5,760,007	5,981,995
Profit/(Loss) before exceptional and extraordinary Items & Tax		(345,428)	23,998
Less Tax Expense:			
(a) Current Tax Expense		121,499	36,340
(b) Deferred Tax		(15,359)	30,084
		106,140	66,424
Profit/(Loss) for the year		(451,568)	(42427)
Earnings per share (of ₹ 10/- each):			
(a) Basic & Diluted		(0.15)	(0.01)
Significant Accounting Policies & Notes to Accounts	19		

For Saxena & Saxena For and on behalf of the Board of Directors
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NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014

NOTE 1: SHARE CAPITAL

Particulars	Amount in (₹)			
	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs.10 each with voting rights	4,000,000	40,000,000.00	4,000,000	40,000,000.00
(b) Issued, Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	3,054,800	30,548,000.00	3,054,800	30,548,000.00
TOTAL	3,054,800	30,548,000.00	3,054,800	30,548,000.00

Refer Notes (i) to (ii) below:

Reconciliation of Number of Shares at the End & at the Beginning of the Year

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amount	Number of shares	Amount
Opening Balance	3,054,800	30,548,000.00	3,054,800	30,548,000.00
Add: Fresh Issue	-	-	-	-
Less: Buy Back of Shares	-	-	-	-
Closing Balance of Shares	3,054,800	30,548,000.00	3,054,800	30,548,000.00
TOTAL	3,054,800	30,548,000.00	3,054,800	30,548,000.00

Details of Shareholders holding More than 5% of Shares

Name of Share holder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	% of Holding	Number of shares	% of Holding
Sanjay Jain	257,450	8.43%	257,450	8.43%
TOTAL	257,450	8.43%	257,450	8.43%

NOTE 2: RESERVES AND SURPLUS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	5,404,330	5,446,757
Add: Profit / (Loss) for the year	(451,568)	(42,427)
	4,952,762	5,404,330
Closing balance	4,952,762	5,404,330
TOTAL	4,952,762	5,404,330

NOTE 3: LONG TERM PROVISIONS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Provision for Gratuity	45,000	40,000
TOTAL	45,000	40,000

NOTE 4: SHORT-TERM BORROWINGS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured (Over Draft Account)	2,613,309	3,271,663
(100% secured on fixed deposit margin)		
TOTAL	2,613,309	3,271,663

NOTE 5: OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Expenses Payable	282,166	28,090
TOTAL	282,166	28,090

NOTE 6: SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Provision for Standard Assets	37,546	39,223
TOTAL	37,546	39,223



NOTE 7 FIXED ASSETS

Amount in ₹

A. Tangible assets	Gross block			Accumulated Depreciation				Net block		
	Balance as at 1 April, 2013	Additions	Disposals	Balance as at 31 March, 2014	As at 1 April, 2013	For the Year	On disposal	As at 31 March, 2014	As at 31 March, 2014	As at 31 March, 2013
(a) Furniture and Fixtures	168,463			168,463	158,408	1,820	-	160,228	8,235	10,055
(b) Vehicles	1,490,660	-	-	1,490,660	999,114	127,261	-	1,126,375	364,285	491,546
(c) Office equipment	484,735	69,650		554,385	246,589	34,466	-	281,055	273,330	238,146
(d) Computer	417,716			417,716	398,190	7,810	-	406,001	11,715	19,526
Total	2,561,574	69,650	-	2,631,224	1,802,301	171,357	-	1,973,659	657,565	759,273
Previous year	2,308,659	422,915	170,000	2,561,574	1,821,910	121,901	141,510	1,802,301	486,749	588,639

NOTE 8: NON-CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Investment in Equity Instruments	-	-
Un-Quoted Investments		
Moongipa Securities Limited		
8,16,300 Equity Shares (P.Y. 8,16,300 Equity Shares) of Rs. 10/- Each	8,173,472	8,173,472
Smc Global Securities Ltd		
39,000 Equity Shares (P.Y. 3,900 Equity Shares @ Rs. 10/- each) of Rs. 2/- Each	39,000	39,000
Quoted Investments		
Noida Toll Bridge Co. Ltd.		
(P.Y. 10,009 Equity Shares) of Rs. 10/- Each	-	384,991
Gtn Industries Ltd.		
10,009 Equity Shares (P.Y. 10,009 Equity Shares) of Rs. 10/- Each	168,010	168,010
Ang Auto Ltd.		
3,009 Equity Shares (P.Y. 3,009 Equity Shares) of Rs. 10/- Each	143,770	143,770
Women Network Ltd.		
1,700 Equity Shares (P. Y. 1,700 Equity Shares) of Rs. 10/- Each	17,000	17,000
IFCI Ltd.		
10,000 Equity Shares of Rs. 10/- Each	227,464	-
TOTAL	8,768,715	8,926,243
Less: Provision for diminution in value of investments (Refer Note No. 32)	-	-
TOTAL	8,768,715	8,926,243
Aggregate Cost of Un-Quoted Shares	8,212,472	8,212,472
Aggregate Cost of Quoted Shares	556,243	713,771
Aggregate market value of Quoted Investments	360,252	305,931



NOTE 9: DEFERRED TAX ASSETS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Opening Balance	16,491	46,575
Add : Created During the Year	15,359	—
Less: Reversal During the Year	—	30,084
Closing Balance	31,850	16,491
TOTAL	31,850	16,491

NOTE 10: LONG-TERM LOANS AND ADVANCES

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(i) Loans and Advances recoverable in Cash or kind Unsecured, considered good	1,803,625	1,803,625
(ii) Income Tax Refund	91,564	128,973
TOTAL	1,895,189	1,932,598

NOTE 11: TRADE RECEIVABLES

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured, considered good	15,018,792	15,689,042
Doubtful	1,465,800	969,490
	16,484,592	16,658,532
Less: Provision for doubtful trade receivables	1,465,800	969,490
	15,018,792	15,689,042
Other Trade Receivables Secured, considered good	—	—
TOTAL	15,018,792	15,689,042

NOTE 12: CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
(a) Cash in hand	178,544	25,869
(b) Balances with banks		
(i) In current accounts	32,505	55,285
(ii) In deposit accounts with maturity of More than 12 Months	10,465,000	10,465,000
TOTAL	10,676,049	10,546,154
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	211,049	81,154

NOTE 13: OTHER CURRENT ASSETS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	₹	₹
Interest accrued on deposits	1,430,623	1,461,506
TOTAL	1,430,623	1,461,506

NOTE 14: REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Other Operating Income		
(a) Interest Income	4,394,596	4,839,735
TOTAL	4,394,596	4,839,735

NOTE 15: OTHER INCOME

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(a) Profit/loss on Shares	(169,409)	17,000
(b) Interest on F.D.R	1,166,934	1,094,743
(c) Dividend Income	19,360	10,005
(d) Interest on Income Tax Refund	3,098	—
(e) Profit on Sale of Fixed Assets	—	44,510
TOTAL	1,019,983	1,166,258

NOTE 16: EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(a) Salaries and wages	3,198,594	2,804,932
(b) Provision for Gratuity	5,000	5,000
(c) Staff welfare expenses	184,278	248,126
TOTAL	3,387,872	3,058,058

NOTE 17: FINANCE COST

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
(a) Interest expense on:		
(i) Over Draft Facility	261,842	420,069
TOTAL	261,842	420,069



NOTE 18: OTHER EXPENSES

Amount in ₹

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	₹	₹
Rates and taxes	44,554	26,733
Communication	33,232	25,957
Travelling and conveyance	299,718	218,634
Insurance - vehicle	26,858	32,888
Printing and stationery	154,348	142,502
Business promotion	24,314	38,482
Legal and professional	38,764	93,760
Payments to auditors	28,090	28,090
Bad trade and other receivables, loans and advances written off	—	709,955
Car running and maintenance	215,291	204,799
Provision for doubtful trade and other receivables	494,633	138,833
Sundry repairs and maintenance	339,456	457,064
Miscellaneous expenses	239,678	264,270
TOTAL	1,938,936	2,381,967

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS FOR THE YEAR 2013-2014

Corporate information

The company is carrying on the business of financing activities. The principal place of business of the company is the same as registered office of the company.

A. Significant Accounting Policies

1. Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. The company follows the directions prescribed by the Reserve bank of India for Non Banking Financial Companies.

2. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

3. Non Performing Assets

Income recognition, assets classification, and provisioning in respect of NPA have been done in accordance with RBI directives.

4. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

5. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

6. Depreciation and amortisation

Depreciation has been provided on the written down value method as per the rates prescribed in Schedule XIV to the Companies Act, 1956 and are on pro-rata basis with respect to the date of addition/ installation/its put to use

7. Revenue recognition

- (a) Income is accounted on accrual basis except for dividend income which is accounted on receipt basis.
- (b) Further Interest income on NPA accounts are accounted for on realization basis as per RBI Guideline.

8. Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

9. Investments

Long-term investments are carried individually at cost. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties. Any permanent diminution in the value is recognized in accounts.

10. Employee benefits

- (a) The company has only few employees and the provision for gratuity has been made on estimated basis as per the payment of Gratuity Act 1971 but not on actuarial basis.

11. Segment reporting

The company is involved in the business of financing activity only as such there is only one reportable segment. Further the company is operating in India only. Therefore, the reporting requirements as prescribed under AS-17 are not applicable.

12. Taxes on income

Current tax is determined with respect to the income calculated in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is



convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

13. Deferred Tax

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

14. Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use.

15. Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

B. Notes to Accounts

1. Contingent Liabilities

- (a) As on 31st March 2014, contingent liabilities not provided for in the books of accounts is Rs. NIL (Previous Rs. NIL)
- 2. Claims against the Company not acknowledged as Debts – Rs. Nil (Previous Year Rs. Nil).
- 3. Pending Capital Commitments remaining to be executed – Rs. Nil (Previous Year Rs. Nil).
- 4. Company has filed suits for recovery of Rs. 1,465,800 from various trade debtors in district of Delhi which are pending for Disposal as on 31st March 2014. However, keeping in mind the recovery of balance Management of the Company has classified the said receivables as doubtful and provision has been made accordingly.
- 5. Auditor's Remuneration.

S. No.	Particulars	For the Year 2013-2014	For the Year 2012-2013
1	Audit Fees	25,000.00	25,000.00
	Service Tax	3,090.00	3,090.00
	Total	28,090.00	28,090.00

- 6. Managerial Remuneration Rs. 2,04,000 (Previous Year Rs. 1,68,000)
- 7. Based on the Information received from all the vendor regarding their statues under Micro, Small & Medium Enterprises Developments Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid / payable under this Act on the basis of the information available with the company is Rs. Nil.

8. Foreign Exchange Transaction

Amount (₹)

	2014	2013
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

- 9. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2013 to 31st March, 2014. (Previous year Rs. Nil).
- 10. Value of Imports Calculated on CIF Basis Rs. Nil (Previous Year Rs. Nil)

11. Earnings Per Share

Amount in (₹)

Particulars		2014	2013
Net Profit After Tax Profit for the Year	Rs.	(451,568)	(42,427)
Profit/(Loss) Attributable to Equity Shareholders	Rs.	(451,568)	(42,427)
Weighted Average Number of Equity Shares	No.	30,54,800	30,54,800
Nominal Value Per Share	Rs.	10	10
Basic/Diluted Earnings Per Share	Rs.	(0.15)	(0.01)

12. Related Party Transactions

- 1. Following are the related parties
 - a. Key Management Personnel (KMP)
 - Mr. Sanjay Jain (Director)
 - Mr. Shyam Kumar Sharma (Whole Time Director)
 - b. Enterprises Significantly Influenced by KMP & their Relatives
 - Moongipa Securities Limited

Amount in (₹)

Transactions	KMP	Relatives of KMP	Enterprises Significantly Influenced	Total
Managerial Remuneration	2,04,000.00	-	-	2,04,000.00

13. Non Current Investments

S. No.	Name of the investment	Nos.	Face Value (per share)	Market Value (per Share)	Increase/ (Decrease) (per share)	Total (Increase/ (Decrease))
1.	Women Networks Ltd.	1700	10.00	2.00	(8.00)	(13,600)
2.	IFCI Ltd.	10,000	10.00	26.55	16.55	1,65,500
3.	GTN Industries Ltd.	10,009	10.00	7.20	(2.80)	(28,025.20)
4.	ANG AUTO Ltd.	3009	10.00	6.41	(3.59)	(10802.31)



The Increase/Diminution in value of Non Current investment is due to the change in Market Prices of Shares as at 31st March 2014. Since the Increase/(Diminution) is temporary in nature, The management of the Company has decided to value to the investment at Cost rather valuing the investment on Market Price.

14. As per the Notification No. S.O. 447 (E) dated 28.02.2011 read with amendment Notification S.O.653 (E) dated 30.03.2011 issued by ministry of corporate affairs, financial Statements of the company for the financial year ended on 31st March, 2014 & Previous year ended on 31st March, 2013 have been prepared/ redrafted according to provisions set out in the Revised Schedule VI of Companies Act, 1956.

15. Notes no. 1 to 15 form an integral part of the Financial Statements for the year ended on 31st March, 2014.

For Saxena & Saxena For and on behalf of the Board of Directors
Chartered Accountants
(Firm Regn No. 006103N)

D.K. Saxena Partner (Mem No. 082118)
Sanjay Jain Director
Shyam Kumar Sharma Whole-Time Director

Place: New Delhi
Date: 29-05-2014

SCHEDULE

As required in terms of Paragraph 9BB of NBFC Prudential Norms (Reserve Bank) Directions, 1998

(₹ in Lakhs)

Particulars	Amount Outstanding	Amount Overdue
Liabilities side:		
1. Loans and advances availed by the NBFCs		
(a) Debentures : Secured	-	-
Unsecured (other than falling within the meaning of public deposits)	-	-
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial paper	-	-
(f) Public Deposits	-	-
(g) Other loans (specify nature) Lease Deposits	-	-
(h) Bank Borrowing	26.13	-
2. Break-up of 1 (f) above (Outstanding public deposits)		
(a) In the form of Unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-

(₹ in Lakhs)

Particulars	Amount Outstanding
Assets side:	
3. Break-up of Loans and Advances including bills receivables (other than those included in (4) below):	
(a) Secured	-
(b) Unsecured (including Advance for Business Assets)	168.22
4. Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL / HP activities:	
(i) Lease assets including lease rentals under sundry debtors	
(a) Financial lease	-
(b) Operating Lease	-
(ii) Net Stock on hire including hire charges under sundry debtors	
(a) Assets on hire	-
(b) Repossessed Assets	-
(iii) Hypothecation loans counting towards EL/HP activities:	
(a) Loans where assets have been repossessed	-
(b) Loans other than (a) above	-



(₹ in Lakhs)

Particulars	Cost	Market Value
5. Break-up of Investments:		
Current Investments:		
1. Quoted:	-	-
2. Unquoted:		
(i) Preference Shares	-	-
(ii) Units of mutual funds	-	-
Long term Investments:		
1. Quoted:		
(i) Equity Shares	5.57	3.60
(ii) Debentures and Bonds	-	-
(iii) Government Securities	-	-
2. Unquoted:		
(i) Equity Shares	82.12	82.12
(ii) Government Securities	-	-
(iii) Units of mutual funds	-	-
TOTAL	87.69	85.72

* Unquoted Investments disclosed at break up / fair value/NAV

6. Borrower group-wise classification of all assets, stock-on-hire and loans and advances:

(₹ in Lakhs)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	168.22	168.22
TOTAL	-	168.22	168.22

7. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)

(₹ in Lakhs)

Category	Market Value Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	-	-
(b) Companies in the same group	81.63	81.73
(c) Other related parties	-	-
2. Other than related parties	3.60	5.96
TOTAL	85.23	87.69

** As per Accounting Standard

8. Other Information

(₹ in Lakhs)

Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	-	14.64
(ii) Net Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt (during the year)	-	-



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

Amount in (₹)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
A. Cash flow from operating activities				
Net Profit/(Loss) before extraordinary items and tax		(345,428)		23,998
Adjustments for:				
Depreciation written off during the year	171,357		121,901	
(Profit)/Loss on sale of investments	—		(17,000)	
Finance costs	261,842		420,069	
Interest income	(1,166,934)		(1,094,743)	
Dividend Income	(19,360)		(10,005)	
Provision for Gratuity	5,000		5,000	
Loss on sale of shares	169,409			
(Profit)/Loss on sale of fixed assets	—		(44,510)	
	—	(578,686)		(619,288)
Operating profit / (loss) before working capital changes		(924,114)		(595,290)
Changes in working capital:				
Adjustments for increase/(decrease) in operating assets:				
Other Current Assets	44,214		—	
Trade Receivables	670,250		1,396,612	
Adjustments for increase/(decrease) in operating liabilities:				
Other current liabilities	(405,955)		(8,000)	
		308,509		1,388,612
Cash generated from operations		(615,605)		793,322
Net income tax (paid)/refunds		(128,304)		(121,100)
Net cash flow from/(used in) operating activities (A)		(743,909)		672,222
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(69,650)		(422,915)	
Sale of Fixed Assets	—		73,000	
Purchase of Investments/FDR	(227,464)			
Loss on investment	—			
Proceeds from sale of long-term investments	215,582			
Dividend Received	19,360		10,005	
Interest received	1,197,817	1,135,645	907,903	567,993
		1,135,645		567,993
Net cash flow from/(used in) investing activities (B)		1,135,645		567,993
C. Cash flow from financing activities				
Interest on short term borrowings	(261,842)		(420,069)	
Increase/(Decrease) in bank borrowings		(261,842)	(916,774)	(1,336,843)
Net cash flow from/(used in) financing activities (C)		(261,842)		(1,336,843)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)		129,895		(96,628)
Cash and cash equivalents at the beginning of the year		81,154		177,782
Cash and cash equivalents at the end of the year		211,049		81,154
Net (Outflow)/Inflow of Cash		129,895		(96,628)

As per our report of even date attached

For SAXENA & SAXENA
Chartered Accountants
(Firm Regn. No.006103N)

D.K. Saxena
Partner
(Mem. No. 082118)

Place : New Delhi
Dated : 29/05/2014

For and on behalf of the Board of Directors

Sanjay Jain
Director

Shyam Kumar Sharma
Whole-Time Director

MOONGIPA CAPITAL FINANCE LIMITED

(CIN:L65993DL1987PLC028669)

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005.

Tel.: 011-41450121 Fax: 011-41450122 www.mongipa.com E-mail: moongipac@gmail.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

27th Annual General Meeting – 4th September 2014

Name of Member(s):

Registered Address:

Email:

DP ID:

Folio No./ Client ID No.:

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

or falling him/her

2) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

or falling him/her

3) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting** of the company to be held on Thursday, 4th September, 2014 at 10.00 A.M. at Rajhans Banquet Hall, Qutab Garh, Delhi-110039 and at any adjournment thereof in respect of such resolutions as are indicated below:

MOONGIPA CAPITAL FINANCE LIMITED

(CIN:L65993DL1987PLC028669)

Regd.Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005

Resolution No.	Resolution	Vote (Optional see Note 3) (Please mention number of shares)		
		For	Against	Abstain

Ordinary Business

1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014			
2	To appoint a Director in place of Sh. Sanjeev Jain DIN: 00122687, who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint M/s Saxena & Saxena, Chartered Accountants (Firm Registration Number FRN006103N), as Statutory Auditors of the Company.			

Special Business

4	Appointment of Mrs. Jyoti Mehta as Director of the Company.			
5	Payment of Remuneration to Mr. Shyam Sharma Whole-Time Director for financial Year 2014-15.			
6	Payment of Remuneration to Mrs. Pooja Jain Director for financial Year 2014-15.			
7	Re-appointment of Mr. Shyam Kumar Sharma Whole Time Director of the Company.			
8	To adopt new Articles of Association of the Company.			
9.	Increase in Limit of Investment.			

Signed this.....day of.....2014.

Signature of Member

Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or share holder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes, please refer Notice of the **27th Annual General Meeting**.

