



**MOONGIPA
CAPITAL FINANCE LTD.**

24Sep, 2016

To,
Listing Department
BSE Limited,
25th floor, P.J. Towers,
Dalal Street, Mumbai-400001

DEAR SIR,

Stock Code: 530167

Sub:- Submission of Annual Report for the year ended march 31st 2016.

Pursuant to regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 enclosed please find Annual Report for the year ended March, 31st 2016 which was adopted by the Share holders of the Company at the Annual General Meeting of the company held on September 22th, 2016.

Kindly take the same on record.

Thanking you,

Your's faithfully
For Moongipa Capital Finance Limited

SD/
Ramesh Kumar Jain
Company Secretary and Compliance Officer



(CIN : L65993DL1987PLC028669)

Regd. Office : 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005. Ph. : 011-41450121, Fax : 011-41450122
E-mail : moongipac@gmail.com, Website : www.moongipa.com



29TH
ANNUAL REPORT
2015-2016



MOONGIPA CAPITAL FINANCE LIMITED

ENDURING VALUES NEW AGE THINKING

BOARD OF DIRECTORS

1. MRS. POOJA JAIN
2. MR. SANJAY JAIN
3. MRS. PREETI SRIVASTAV
4. MRS. JYOTI MEHTA

STATUTORY AUDITORS

M/s Saxena & Saxena
Chartered Accountants
603-604, New Delhi House,
27, Barakhamba Road
New Delhi-110001

CHIEF FINANCIAL OFFICER

Mr. Vikas Sharma

REGISTERED OFFICE

18/14, W.E.A. Pusa Lane,
Karol Bagh, New Delhi-110005.
Tel No. 011-41450121, Fax 011-41450122,
Email ID – moongipac@gmail.com
Website: www.mongipa.com
CIN : L65993DL1987PLC028669

COMPANY SECRETARY & COMPLAINEE OFFICER

Mr. Rakesh Kumar 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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the members of MOONGIPA CAPITAL FINANCE LIMITED will be held on Thursday, the 22nd September, 2016 at 10.00 A.M. at Bhan Farm, Qutab Garh Road Tatesar Village, Delhi-110081 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider, and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March 2016 and the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr Sanjay Jain (DIN: 00096938) who retires by rotation being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s Saxena & Saxena, Chartered Accountant (FRN : 006103N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting (AGM) till the conclusion of 30th Annual General Meeting (AGM) of the company to be held in the year 2017 and to authorize the board to fix their remuneration .

SPECIAL BUSINESS

4. APPOINTMENT OF MRS. POOJA JAIN (DIN: 00097037) AS WHOLE TIME DIRECTOR

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant the provisions of Section 152, 161, 178 of the Companies Act, 2013 read with the Companies (Appointment and qualification of directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification or re enactment thereto from time to time, and the Article of Association of the Company Mrs. Pooja Jain (DIN:00097037), who was appointed as an Additional Director and Whole-Time Director of the Company by the Board of Director 'the Board' at its meeting held on 14th October, 2015 and who holds office until the date of next Annual General Meeting in terms of Section 161 of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose her as a whole time candidate for the office of a director of the Company, be and is here by appointed as a Whole Time Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 196 and 203 of the Companies Act, 2013 read with the Companies (Appointment and qualification of directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification or re enactment thereto from time to time and subject to the approval of the shareholders in the General meeting, the consent of members of the Company be and is hereby accorded to the appointment of Mrs. Pooja Jain (DIN: 00097037) as Whole time director of the Company w.e.f 14th October, 2015 till 13th October, 2020 (both days inclusive) on the terms and conditions as specified in the Explanatory Statement pursuant to the section 102(1) of Companies Act, 2013 annexed to this Notice and on the remuneration which is as follows:

- a. Base Pay: Annual base salary of Rs.30000 per month & one month bonus to be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings.
- b. Employee benefits: During the term of office, Mrs. Pooja Jain (DIN:00097037) will be entitle to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other Whole-Time Directors of the Company.
- c. Vacation: Mrs. Pooja Jain (DIN:00097037) will be entitled to paid vacation in accordance with the Company's vacation policy as applicable to its Whole -Time Directors.

- d. Expenses: The Company will reimburse Mrs. Pooja Jain (DIN:00097037) for reasonable travel, entertainment or other expenses incurred by her in furtherance of or in connection with the performance of duties hereunder, in accordance with the Company's expense reimbursement policy for Whole-Time Directors as in effect from time to time.

Resolved further that the Board be and is hereby authorize to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limit specified under section 197 read with schedule V of Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being enforce."

5. APPOINTMENT OF MRS. JYOTI MEHTA (DIN: 06859880) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions if any, of the Companies Act, 2013 read with the Rules made thereunder and in accordance with the Listing Agreement SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 and the Articles of Association of the Company, Mrs Jyoti Mehta (DIN: 06859880) who was appointed as an Additional Director of the Company w.e.f. 26th November, 2015 and who has submitted a declaration that she meets the criteria of Independence, as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement and is qualified for being appointed as an Independent director and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing her candidature for the office of independent director, be and is hereby appointed as Independent director of the Company, not liable to retire by rotation for a term of 25th November, 2020."

By order of the Board of Director's

(Rakesh Kumar Jain)
Company Secretary & Compliance Officer

Registered Office
18/14, W.E.A. Pusa Lane,
Karol Bagh, New Delhi -110005.
Tel No. 011-41450121, Fax 011-41450122
Email ID – moongipac@gmail.com
Website: www.mongipa.com
Corporate Identity No.(CIN) L65993DL1987PLC028669

NOTES :

1. 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 and 5 and of the notice set out above are annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE ON A POLL INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED IN ALL RESPECTS 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.



- 3 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.
4. 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.
5. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
6. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the Company may send Annual Report 2015-16 through electronic mode, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. 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/Share Transfer agent Skyline Financial Services Pvt. Ltd.
7. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
8. The Register of Members shall remain closed from 15th September, 2016 to 22nd September, 2016. (Both days inclusive)
9. 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.
10. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
11. In case of joint holders attend the meeting only such joint holder who is higher in the order of names will be entitled to vote.
12. The route map showing direction to reach the venue of the twenty ninth AGM annexed.
13. 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.
14. Details of Directors seeking re-appointment/appointment in the ensuing Annual General Meeting pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and clause 1.2.5 of Secretarial Standards on General Meetings.

Name of the Director	Mr. Sanjay Jain	Mrs. Pooja Jain	Mrs. Jyoti Mehta
Date of Birth	02.12.1966	03.08.1979	07.01.1967
Date of Appointment	16.07.1989	14.10.2015	26.11.2015
Qualification	B.Com, L.L.B, M.B.A	Post Graduate	M.A
Profile/Expertise in Specific functional	He has got a wide experience in the field of Finance and Capital Markets.	She has rich and varied experience in the field of Administration and Human Resources	She has wide experience in Education & Social areas
List of other Companies in which Directorship held as on 31-3-2016	Moongipa Securities Ltd.	Nil	NIL
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2016	In Moongipa Securities Ltd member in Audit Committee. Nomination & Remuneration Committee and Stake Holder Committee	NIL	NIL
Share holding as on 31st March, 2016.	8.43 %	4.76 %	Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Sanjay Jain is spouse of Mrs. Pooja Jain	Mrs. Pooja Jain spouse of Mr. Sanjay Jain	No relationship with any Directors and KMP's
No. of Board Meetings attended during the financial year 2015-16	11	4 As appointed on 14.10.2015	2 As appointed on 26.11.2015
Terms & conditions of appointment	As Director liable to retire by rotation.	Whole Time Director liable to retire by rotation	As Independent Director not liable to retire by rotation

15. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL) 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 29th Annual General Meeting of the company dated 30th May 2016 (the AGM Notice). The company has appointed M/s. P.K. Mishra & Associates, Practicing Company Secretaries (CPNo. 16222) and failing him M/s Anjali Yadav & Associates, Practicing Company Secretaries (C.P. No. 7257) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. Remote E-voting is optional. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 16th September, 2016. The instructions for remote E-voting are as under:

The 'Step by Step' procedure and instructions for casting your vote electronically are as under:

- (i) The remote e-voting period begins on Monday the 19th day of September, 2016 (9:00 A.M.) and ends on Wednesday the 21st day of September, 2016 (5:00 P.M.) During this period shareholders of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date i.e., Friday 16th day of September, 2016, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cutoff date, may obtain the login ID and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on Wednesday the 21st day of September, 2016.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non-individual shareholders and custodians
- Non-Individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotindia.com and register themselves as corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
14. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
15. A copy of this Notice is being placed on the website of the Company and on the website of CDSL.
16. M/s. P.K. Mishra & Associates Practicing Company Secretary C.P. No.- 16222 and failing him M/s Anjali Yadav & Associates, Practicing Company Secretaries (C.P. No. 7257) have been appointed as the Scrutinizers for conducting the remote e-voting, Ballot form and the voting process through polling paper at the AGM in a fair and transparent manner.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.mongipa.com) and on the website of CDSL and shall also be communicated to the BSE Limited.

REQUEST TO THE MEMBERS

Green Initiative: Members are requested to bring their copies of the Annual Report to the Meeting.

Register your email address with your depository in case you are holding shares in electronic form please provide your Email ID to your depository participant (DP). We will download the same from the depository at the time of finalizing the mailing list.

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT IN THE AGM

ITEM 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mrs. Pooja Jain (DIN: 00097037) as an Additional Director and Whole-Time Director with effect from 14th October, 2015.

The Company has received notice in writing under the provisions of Section 160 of Companies Act, 2013, from a member proposing the candidature of Mrs. Pooja Jain (DIN: 00097037) for the office of director.

The Company has received from Mrs. Pooja Jain (DIN: 00097037) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of Companies Act, 2013.

The terms and conditions of her appointment are as follows:

- Remuneration: As provided in the resolution
- Period of appointment: Five years beginning on October 14, 2015 and ending on October 13, 2020.
- Mrs. Pooja Jain (DIN: 00097037) performs such duties as shall from time to time be entrusted to her by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of the members of in terms of sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mrs. Pooja Jain (DIN: 00097037) as the Whole Time Director.

Brief profile of Mrs. Pooja Jain and the disclosure required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 are given as a additional information about the directors which form part of the notice.

No Director except, Mr. Sanjay Jain (DIN: 00096938), being spouse of Mrs. Pooja Jain, key managerial personnel or their



relatives, except Mrs. Pooja Jain (DIN: 00097037) to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in the item no. 4 for the approval of members.

ITEM 5

Mrs. Jyoti Mehta (DIN: 06859880) was appointed as an Additional Director at the Board meeting held on 26th November, 2015. In terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, she holds the office of Director up to the date of ensuing Annual General Meeting.

The Company has received from Mrs. Jyoti Mehta (DIN: 06859880) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-Section (6) Section 149 of Companies Act, 2013.

The Company has received notice in writing under the provisions of section 160 of Companies Act, 2013, from a member proposing the candidature of Mrs. Jyoti Mehta (DIN: 06859880) for the office of director of the Company. The Board seeks the approval of the Members of the Company to appoint Mrs. Jyoti Mehta (DIN: 06859880) as an Independent Director of the Company for a term of five consecutive years i.e., 25th November, 2020, pursuant to the provisions of Section 149 and such other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, not liable to retire by rotation.

In the opinion of Board of Directors, Mrs. Jyoti Mehta (DIN: 06859880), the Independent Director, fulfills the conditions and Rules specified in the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the Management.

No director, key managerial personnel or their relatives, except Mrs. Jyoti Mehta (DIN: 06859880), to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in the item Number- 5 for the approval of members.

By order of the Board of Director's

(Rakesh Kumar Jain)
Company Secretary & Compliance Officer

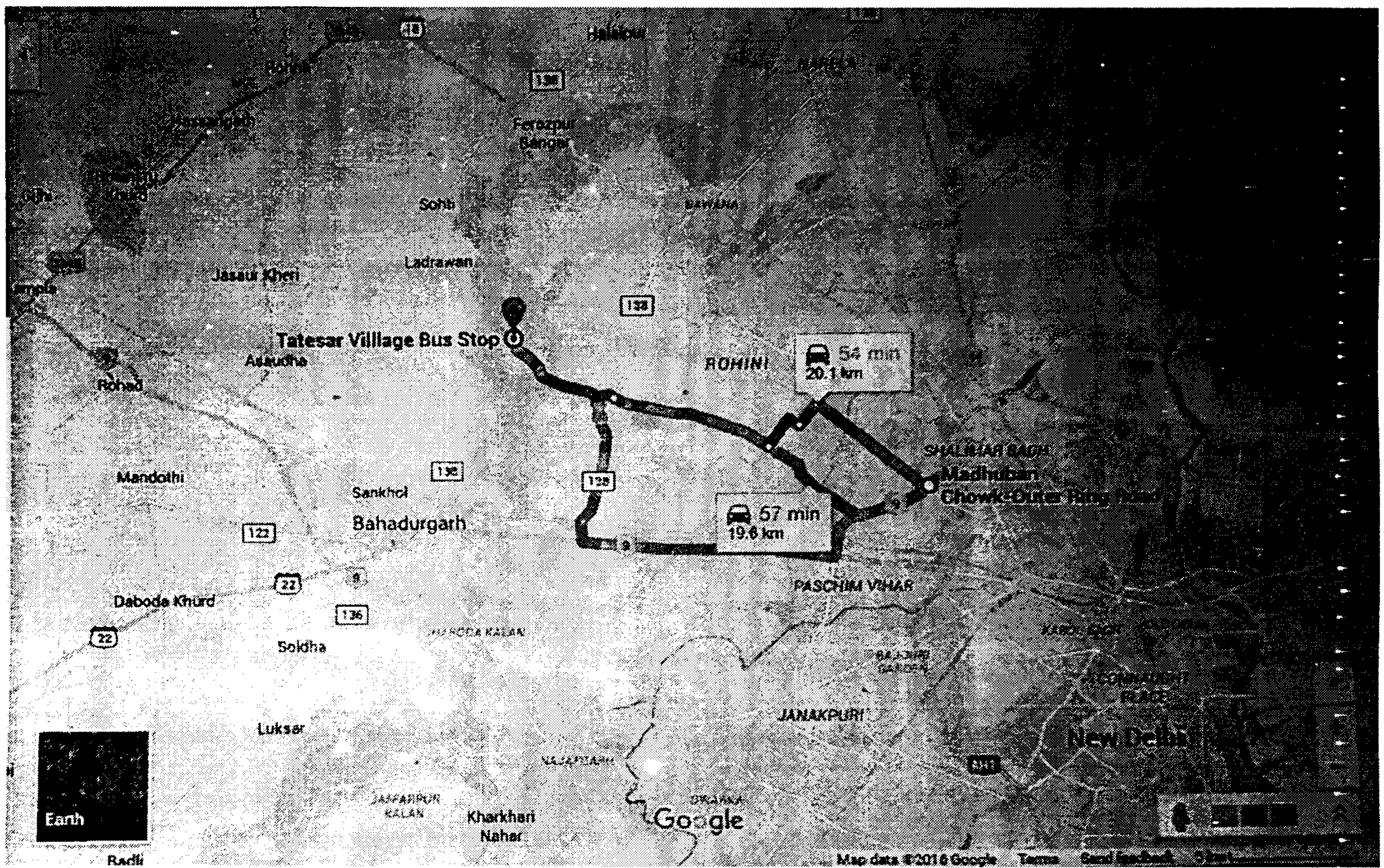
Registered Office
18/14, W.E.A. Pusa Lane,
Karol Bagh, New Delhi - 110005.
Tel No. 011-41450121, Fax 011-41450122
Email ID – moongipac@gmail.com
Website: www.mongipa.com
Corporate Identity No.(CIN) L65993DL1987PLC028669

Place . New Delhi
Date 30th May, 2016

Rout Map to Venue of Annual General Meeting

Bhan Farm, Village Tatesar, Qutabgarh Road, New Delhi-110081

Land Mark : Near North Delhi M.C. Primary Co. Ed. School, Tatesar, Delhi-110081



**BOARD'S REPORT**

To the members,

Your directors take pleasure in presenting the 29th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2016.

FINANCIAL HIGHLIGHTS

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

	(₹ in Lacs) Year Ended 31.03.2016	(₹ in Lacs) Year Ended 31.03.2015
Gross Income	64.17	65.77
Less : Interest & Finance Charges	0.03	2.14
Less : Personnel & Admn. Charges	78.37	56.27
Less: Depreciation	1.85	2.30
Less : Provision for Taxes	0.00	2.65
Net Profit/(Loss) for the year	(16.08)	2.41

DIVIDEND

Your Directors have decided not to recommend any dividend for the financial year under review due to continuous losses and to conserve resources.

OPERATIONS REVIEW

During the year under review, revenue account shows a Loss of ₹ (16.08) lakhs as against the Profit of ₹ 2.41 lakhs in the last financial year. However the directors are confident and hopeful to improve the position in the current financial year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business during the year.

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.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis as required under the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Report is annexed herewith as Annexure-A.

PUBLIC DEPOSITS

Your company has not invited or accepted any deposits either from the public or from the shareholders of the Company, during the period under review and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

TRANSFER OF RESERVES

Your Company does not propose to transfer any amount .

SHARE CAPITAL

There is no change in the Authorized, Issued, Subscribed and paid up share capital of the Company during the period under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186.

Since your company is a non-banking finance company registered with Reserve Bank of India engaged in the business of acquisition of securities in the ordinary course of the business the provision of Section 186 of the Companies Act,2013 .

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONS WHO WERE APPOINTED/ RESIGNED DURING THE YEAR.**COMPOSITION OF THE BOARD**

The Board of Directors comprises 4(Four) directors out of which 1 Executive and 3 Non Executive.

Mr. Sanjay Jain (DIN: 0096938), director of your company, retires by rotation and being eligible offers himself for reappointment.

Mrs. Pooja Jain (DIN: 00097037), was appointed as an additional director and whole time director of the company by the board with effect from 14th October, 2015. Mrs. Pooja Jain (DIN: 00097037) shall hold office upto the date of ensuing Annual General Meeting. The company has received a notice in writing along with requisite deposit pursuant to Section 160 of Companies Act,2013, proposing appointment of Mrs. Pooja Jain (DIN: 00097037)as director of the Company. Your Board has recommended appointment of Mrs. Pooja Jain (DIN: 00097037) as whole time director of the company for a period of 5(five) consecutive years with effect from the conclusion of 29th Annual General Meeting.

Mrs. Jyoti Mehta (DIN: 06859880) was appointed as an additional director and Independent Director of the Company by the board with effect from 26th November, 2015. Mrs. Jyoti Mehta (DIN: 06859880) shall hold office upto the date of the ensuing Annual General Meeting. The company has received a notice in writing along with requisite deposit pursuant to Section 160 of Companies Act,2013 proposing appointment of Mrs. Jyoti Mehta (DIN: 06859880) as Independent director of the company. Your Board has recommended appointment of Mrs. Jyoti Mehta (DIN: 06859880) as Independent Director of the company for a period of 5(five) consecutive year with effect from the conclusion of 29th Annual General Meeting.

Mr. Shameem Alam (07139831) Due to pre-occupation and other commitments, Mr. Shameem Alam as an Independent Director stepped down from the Directorship with effect from 26th November, 2015. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by him during his tenure as director of the Company.

Mr. Shyam Kumar Sharma (00097065) Due to pre-occupation and other commitments, Mr. Shyam Kumar Sharma as an Whole Time Director stepped down from the Directorship with effect from 14th October, 2015 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.

In terms of Section 203 of the Act, the Board has designated the following persons as Key Managerial Personnel of your Company

- Mrs. Pooja Jain ,Whole Time Director
- Mr. Rakesh Kumar Jain, Company Secretary & Compliance Officer
- Mr. Vikas Sharma, Chief Financial Officer

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors namely, Mrs. Jyoti Mehta (DIN: 06859880) & Mrs. Preeti Srivastava (DIN: 07035595) have given their declarations that they meet the criteria requirements under Section 149(6) of the Companies Act, 2013 and that they qualify to be an Independent Directors pursuant to Rule 5 of the Companies (Appointment and Qualification of Directors) Rules,2014. The Independent Directors have also confirmed that they meet the requirements of Independent Directors as outlined under Regulation 16(1)(b) of the Listing Regulations.

Meetings

A Calendar of Meetings is prepared and circulated in advance to the Directors. During the year total 11 Board Meetings and 5 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act 2013.



DETAILS OF POLICIES

I. Nomination and Remuneration Policy

The Board has, on the recommendation of the nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website www.mongipa.com and the same is attached herewith as **Annexure-B**.

II. Risk Management Policy

Business Risk evaluation and Management is an ongoing process within the Organization. The Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

At present the company has not identified any element of risk which may threaten the business (or) existence of the Company.

III. Whistle Blower Policy – Vigil Mechanism

Your Company has formulated a Vigil Mechanism Policy with a view to provide a mechanism for employees and directors of the Company to approach the Chairman of the Audit Committee to ensure adequate safeguards against victimization. This policy would help to create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The detail of establishment of the Vigil Mechanism Policy is available on the Company's website www.mongipa.com and the same is attached herewith as **Annexure-C**.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) of the SEBI Regulation 2015 the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance with conditions of Corporate Governance are made a part of this Annual Report. The certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to the Report on 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.

AUDITORS

a) Statutory Auditors:

The members of the company at the 27th Annual General Meeting held on 4th September, 2014 had approved the appointment of M/s Saxena & Saxena, Chartered Accountant (Firm Regn No: 006103N) for a term of 3 years i.e., from the conclusion of 27th Annual General Meeting upto the conclusion of 30th Annual General Meeting of the company. Pursuant to Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 the aforesaid appointment needs to be ratified by the members at the ensuing Annual General Meeting. Accordingly the appointment of M/s Saxena & Saxena, Chartered Accountant (Firm Regn. No.: 006103N) as the Statutory Auditors of the company placed from ratification by the shareholders. In this regard, the company has received a certificate from the Auditors to the effect that if they reappointed, their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013.

b) Internal Auditors:

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

c) Secretarial Auditors and Secretarial Audit Report :

The Board had appointed M/s Anjali Yadav & Associates, Company Secretaries (Membership No.: 6628 and C.P.No.:7257) to carry out Secretarial Audit under the provision of Section 204 of the Companies Act, 2013 for the financial year ended on 31st March, 2016. The Report of Secretarial Auditor is annexed to this report as Annexure-D.

AUDITORS REPORT

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

a. Conservation of Energy

Your Company is not a power intensive unit. However proper measures have been taken by the board to conserve energy through administrative system and procedures. Improvement in methods and techniques of energy conservation and optimal utilization of energy in all operations has continual to be a focus area.

b. Power & Fuel Consumption

The operations of Company are not power intensive. Therefore, no comments are required.

c. Technology Absorption

The provision of Clause B of Rules of Companies (Accounts) Rules, 2014 are not applicable as the Company has not imported any technology during the year under review.

d. Foreign Exchange

There is no foreign exchange transactions entered into by the company for the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS AS PER SECTION 188(1)

All the related party transactions are entered at arm's length basis, in the ordinary course of business and as in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the company with Promoters, Directors or Key Managerial Personnel etc. Which may have potential conflict with the interests of the company at large or which warrants the approval of the shareholders, Accordingly, no transaction as being reported in form AOC-2 in terms of Section 134 of the Companies Act, 2013. However, the details of the transactions with the related party are provided in the Company's Financial Statements in accordance with the Accounting Standards. The policy on related party transactions as approved by the board is available on company's website www.mongipa.com.

MANAGERIAL REMUNERATION

The information required pursuant to Section 197 read with Rules of the Companies /Appointment and remuneration of Managerial Personnel Rules 2014 is given in the Annexure-E. There are no employees who is paid remuneration excess of limits specified under Rules of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure E which form part of this report.

DETAILS OF PECUNIARY RELATIONSHIPS OR TRANSACTIONS OF THE NON EXECUTIVE INDEPENDENT DIRECTOR VIS-À-VIS THE COMPANY.

There are no pecuniary relationships or transactions of the non executive independent director vis-à-vis the company for the financial year ending 31.03.2016.

BOARD'S EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

While independent directors in their separate meeting have carried out to assess the performance of Chairman and other Directors of the Board more particularly about their business acumen and contribution to the Company, the performance evaluation of the Independent Directors was carried out by the entire Board.



The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board of Directors and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

No orders were passed by the Regulators or Court or Tribunal during the year impacting on the going concern status and the Company's operation in future.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure - F

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the financial year ended on 31.03.2016.

GENERAL DISCLOSURES

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

The Company does not have any subsidiary, joint venture or associate company.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm:

- i) That in preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That they have selected such accounting policies which and applied them consistently and made judgments and estimates that are reasonable 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 the profit & loss of the company for the same.
- iii) 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;
- iv) They have prepared the annual accounts on a going concern basis.
- v) They have laid down internal financial controls the company that are adequate and were operating effectively.
- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Transfer of Amounts to Investor Education and Protection Fund.

No amount was lying unpaid or unclaimed for a period of seven years. Therefore funds were required to be transferred to Investor Education and protection Fund (IEPF).

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE Limited where the Company's Shares are listed.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on Corporate Social Responsibility.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

To familiarize the Independent Directors with the strategy operations and functions of our Company, the executive directors, Senior Managerial Employees intimate to the Independent Directors the Company's Strategy, operations, market, finance, quality etc. Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment, entering his/her role, functions, duties and responsibilities as a director.

CASH FLOW STATEMENT

The cash flow Statement for year ended 31st March, 2016 in conformity with its provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges in India, is annexed herewith.

DETAILS OF FRAUD, IF ANY, REPORTED BY AUDITORS (OTHER THAN REPORTABLE TO CENTRAL GOVERNMENT)

No fraud / misconduct was detected at the time Statutory Audit by Auditors of the Company for the financial year ended on 31st March, 2016.

GREEN INITIATIVE:

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email address is available with Company. Your Company would encourage other Members also to register themselves for receiving Annual Report in the electronic Report form.

WTD & CFO CERTIFICATION

Certificate from Mrs. Pooja Jain (DIN: 00097037), Whole Time Director & Mr. Vikas Sharma, Chief Financial Officer, pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year 2015-16 was placed before the Board of Directors of the Company at its meeting held on May 30, 2016 and also forms part of Report on Corporate Governance.

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

Pooja Jain
Whole time Director

Place: New Delhi
Date: 30th May 2016

ANNEXURE-A

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.

ANNEXURE-B

NOMINATION & REMUNERATION POLICY

The Remuneration Committee of Moongipa Capital Finance Limited ("the Company") consisting of Two Independent Directors. In order to align with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.4. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.5. To devise a policy on Board diversity.
- 1.6. To develop a succession plan for the Board and to regularly review the plan.

2. DEFINITION

- 2.1. "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. "Board" means Board of Directors of the Company.
- 2.3. "Directors" mean Directors of the Company.
- 2.4. "Key Managerial Personnel" means
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
- 2.5. "Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

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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.

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

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 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
- 2.5. "Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.



3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management.

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time.

No re-appointment shall be made earlier than one year before the expiry of term.

b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of

ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

3.3.2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.



- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBER'S INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;

Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;

Identifying and recommending Directors who are to be put forward for retirement by rotation.

Determining the appropriate size, diversity and composition of the Board;

Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

Delegating any of its powers to one or more of its members or the Secretary of the Committee;

Recommend any necessary changes to the Board.

Considering any other matters as may be requested by the Board; and

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company

To delegate any of its powers to one or more of its members or the Secretary of the Committee.

To consider any other matters as may be requested by the Board;

Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be entered and signed by the Chairman of the Committee. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting

13. REVIEW AND AMENDMENT

- I. The NRC or the Board may review the Policy as and when it deems necessary.
- II. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary
- III. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

ANNEXURE C

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

In Compliance with the provisions of Section 177 of the Act, The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a Whistle Blower Policy (Vigil mechanism) wherein the directors and employees are free to report violations of laws, rules, regulations or unethical conduct, actual or suspected fraud or violation of the company's code of conduct or ethics policy to the nodal officer. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Company will oversee the mechanism through the Audit Committee and no personnel have been denied access to the Audit Committee.



ANNEXURE D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Moongipa Capital Finance Limited
18/14, W.E.A. Pusa Lane,
Karol Bagh New Delhi,
Central Delhi-110005

I, Anjali Yadav, Proprietor of Anjali Yadav & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MOONGIPA CAPITAL FINANCE LIMITED (CIN: L65993DL1987PLC028669) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the MOONGIPA CAPITAL FINANCE LIMITED (CIN: L65993DL1987PLC028669) books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (as amended) ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956(as amended) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not applicable to the Company during the period of audit.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended):-
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(as amended); Not applicable to the Company during the period of audit.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable to the Company during the period of audit.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable to the Company during the period of audit.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(as amended):- Not applicable to the Company during the period of audit.
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during the period of audit.
- (vi) Other laws specifically applicable to the Company, namely:
 - (a) All the Rules, Regulations, Guidelines and Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934

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

- (i) Secretarial Standards issued by the Council of The Institute of Company Secretaries of India;
- (ii) The New Listing Agreements entered into by the Company with BSE LIMITED read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through while the dissenting members' views, if any, were captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure A and form an integral part of this Report.

For **Anjali Yadav & Associates**
Practising Company Secretary

Anjali Yadav
Proprietor
FCS No.: 6628
C P No.: 7257

Place: New Delhi
Date: 30.05.2016

Annexure A

To,
The Members,
Moongipa Capital Finance Limited
18/14, W.E.A. Pusa Lane,
Karol Bagh New Delhi,
Central Delhi-110005

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are



- reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
 4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anjali Yadav & Associates
Practising Company Secretary

Anjali Yadav
Proprietor
FCS No.: 6628
C P No.: 7257

Place: New Delhi
Date: 30-05-2016

ANNEXURE- E

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULES OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL REMUNERATION) RULES, 2014

1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	Mr. Shyam Kumar Sharma (Whole Time Director)* Mrs. Pooja Jain (Whole Time Director) *									
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mrs. Pooja Jain (Whole Time Director) ** Mr. Vikas Sharma (CFO) ** Mr. Rakesh Kumar Jain (Company Secretary) **									
3.	The percentage increase in the median remuneration of employees in the financial year;	2.28%									
4.	The number of permanent employees on the rolls of Company;	18 Employees as on March 31, 2016									
5.	The explanation on the relationship between average increase in remuneration and Company performance;	Average increase in remuneration of all employees was 2.28% for the FY 2015-16 which was based partly on the results of the Company and partly on the individual employee's performance.									
6.	Comparison of the remuneration of Key Managerial Personnel against the performance of the Company;	Average increase in remuneration of Key managerial Personnel was based partly on the results of the Company for the year ended March 31, 2016 and partly on the individual employee's performance.									
7.	Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies;	Valuations in Market Capitalisation and PE Ratio is as below: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Particulars</th> <th>31.03.2016</th> <th>31.03.2015</th> </tr> </thead> <tbody> <tr> <td>Market Capitalisation (Rs in Lakhs)</td> <td>252.02</td> <td>259.66</td> </tr> <tr> <td>PE Ratio</td> <td>(15.57)</td> <td>(107.59)</td> </tr> </tbody> </table> <p>The Company was listed and has not come out with an IPO. Hence the details of the same are not applicable.</p>	Particulars	31.03.2016	31.03.2015	Market Capitalisation (Rs in Lakhs)	252.02	259.66	PE Ratio	(15.57)	(107.59)
Particulars	31.03.2016	31.03.2015									
Market Capitalisation (Rs in Lakhs)	252.02	259.66									
PE Ratio	(15.57)	(107.59)									
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<ul style="list-style-type: none"> • Average Salary increase of non-managerial employees was around 2.28% • Average Salary increase of managerial employees was around ** • There are no exceptional circumstances for increase in managerial remuneration. 									
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Average increase in remuneration of Key Managerial Personnel was based partly on the results of the Company for the year ended March 31, 2016 and partly on the individual employee's performance.									
10.	The key parameter for any variable component of remuneration availed by the Director;	Only the Wholetime Director is entitled for performance which is based on the individual's performance and Company's performance. Other components of remuneration are not variable during a particular year.									
11.	The ration of the remuneration of the highest paid Director to that of the employees who are not Director during the year ;and	The Wholetime Director is the highest paid Director. No employee received remuneration higher than the Wholetime Director.									
12.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2016 is as per the Remuneration Policy of the Company.									

* Remuneration received for part of the Financial Year in 2015-16 hence not comparable.

** Their appointment made in the Part of Current Financial Year hence not comparable.



FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993DL1987PLC028669
2.	Registration Date	20.07.1987
3.	Name of the Company	MOONGIPA CAPITAL FINANCE LTD.
4.	Category/Sub-category of the Company	Company Limited by Shares/Non Government Company
5.	Address of the Registered office & Contact Details	18/14 W.E.A Pusa Lane, Karol Bagh, New Delhi-110005. Telephone: 011-41450121 Email id : moongipac@gmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153/A ,1 st Floor, Okhla Industrial Area, Phase 1, New Delhi-110020. Telephone: 011-26812687

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Service activities	Section J Division 65 Group 651	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SI No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	N.A	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	1039250	-	1039250	34.02	1039250		1039250	34.02	
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	1039250	-	1039250	34.02	1039250		1039250	34.02	
B. Public Shareholding									
1. Institutions									



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.	24788	85650	110438	3.62	13089	85650	98739	3.23	(0.39)
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	124495	1472900	1597395	52.29	135026	1441100	1576126	51.60	(0.69)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	22325	282900	305225	9.99	55384	282900	338284	11.07	1.08
c) Others (specify) HUF	2492		2492	0.08	2401	-	2401	0.08	
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies – D R									
Sub-total (B)(2):-	174100	1841450	2015550	65.98	205900	1809650	2015550	65.98	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	174100	1841450	2015550	65.98	205900	1809650	2015550	65.98	
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1213350	1841450	3054800	100	1245150	1809650	3054800	100	

B) Shareholding of Promoter-

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Suresh Chander Jain	139700	4.57	NIL	139700	4.57	NIL	NIL
2	Suresh Chander Jain & Sons	121700	3.98	NIL	121700	3.98	NIL	NIL
3	Sanjay Jain	257450	8.43	NIL	257450	8.43	NIL	NIL
4	Nirmal Jain	143600	4.70	NIL	143600	4.70	NIL	NIL
5	Ruchi Jain	144550	4.73	NIL	144550	4.73	NIL	NIL
6	Pooja Jain	145500	4.76	NIL	145500	4.76	NIL	NIL
7	Shyam Kumar Sharma	86750	2.84	NIL	NIL	NIL	NIL	NIL
8	Sanjay Jain & Sons(HUF)	NIL	NIL	NIL	86750	2.84	NIL	NIL



C) Change in Promoters' Shareholding

SN.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% change in shareholding during the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	Mr. Sanjay Jain & Sons HUF	86750	2.84	86750	2.84	2.84
2.	Mr. Shyam Kumar Sharma	86750	2.84	86750	2.84	(2.84)

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 1st April 2015		Date-wise Increase/Decrease in Shareholding of top 10 shareholders during the year		Reason	Shareholding at the end of year 31st March, 2016	
		No. of shares	% of total shares of the company	Date	Increase/Decrease		No. of shares	% of total shares of the company
1.	Vikas Sharma	29700	0.97				29700	0.97
2.	Pradeep Vats	29600	0.97				29600	0.97
3.	Anil	25100	0.82				25100	0.82
4.	R.S.Shares and Securities Limited	25050	0.82				25050	0.82
5.	Naraini Devi	25000	0.82				25000	0.82
6.	Geeta Devi	25000	0.82				25000	0.82
7.	Satish Kumar Dahiya	25000	0.82				25000	0.82
8.	Sandeep Kumar	25000	0.82				25000	0.82
9.	Vinay Kumar Gupta	22325	0.73	24.12.2015	200	Market Sale	22125	0.72
10.	Narain Datt	21700	0.71				21700	0.71

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sanjay Jain	257450	8.43	257450	8.43
2.	Shyam Kumar Sharma	85750	2.84	-	-
3.	Pooja Jain	-	-	145500	4.76

None of the KMP's other than Mrs. Pooja Jain hold any shares in the Company

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	1st April, 2015	N.A.	N.A.	
i) Principal Amount	5.23	N.A.	N.A.	5.23
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	2.14	N.A.	N.A.	2.14
Total (i+ii+iii)	7.37	N.A.	N.A.	7.37
Change in Indebtedness during the financial year	N.A.	N.A.	N.A.	N.A.
* Addition	N.A.	N.A.	N.A.	N.A.
* Reduction	N.A.	N.A.	N.A.	N.A.
Net Change	N.A.	N.A.	N.A.	N.A.
Indebtedness at the end of the financial year	N.A.	N.A.	N.A.	N.A.
i) Principal Amount	39.99	N.A.	N.A.	39.99
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	0.04	N.A.	N.A.	0.04
Total (i+ii+iii)	40.03	N.A.	N.A.	40.03



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		—	—	—	—	
1	Gross salary	Pooja Jain (Whole Time Director)				1,89,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission – as % of profit – others, specify					
5	Others, please specify					
	Total (A)					1,89,000
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		—	—	—	—	
1	Independent Directors	N.A.	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (1)	N.A.	N.A.	N.A.	N.A.	N.A.
2	Other Non-Executive Directors	N.A.	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (2)	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)=(1+2)	N.A.	N.A.	N.A.	N.A.	N.A.
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.	N.A.
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS Mr. Rakesh Kumar Jain	CFO Mr. Vikas Sharma	Total
1	Gross salary	N.A.	6000	1,42,130	1,48,130
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Prof ts in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission – as % of profit – others, specify	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	6000	1,42,130	1,48,130



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.



WHOLE TIME DIRECTOR AND CEO CERTIFICATION

We, Mrs Pooja Jain (DIN: 00097037), Whole Time Director (WTD) and Mr. Vikas Sharma, Chief Financial Officer (CFO), responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 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, 2016 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: Mr Vikas Sharma Mrs. Pooja Jain
 30-05-2016 CFO Whole-Time Director
 DIN : 00097037

CORPORATE GOVERNANCE REPORT – 2015-16

1. COMPANY'S PHILOSOPHY

Moongipa Capital Finance Ltd's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock exchanges, but also several voluntary practices aiming at a superior level of business ethics, effective supervision and enhancement of shareholder's value.

Your Company's philosophy on Corporate Governance sets the goal of achieving the highest level of transparency, accountability and equality in all spheres of its business activities, operations and in all its dealing with the shareholders, employees, the government and other parties.

2. BOARD OF DIRECTORS

The Board of Directors of the company comprises of eminent persons having versatile experience in diversified field including Finance, Management etc.

Composition of the Board

The Board of Directors of the company comprises of Executive and Non Executive Directors. The Chairman is an Executive Director

During the year under review, the Board meet 11 times on :

14th May 2015, 30th May 2015, 10th June 2015, 10th July 2015, 12th August 2015, 12th September 2015, 14th October 2015, 5th November 2015, 26th November 2015, 28th January 2016, 31st March, 2016.

The composition of Board of Directors during the year 2015-16 and related informations:

Director	Category/ Date of Appointment	No. of Board Meetings F. Year 2015-16		Attendance At the AGM Held on 29/09/2015	No. of Outside Director- ship(*)	No. of Outside Committee(s) On which Member Chairman
		Held	Attended			
Sanjay Jain (00096938)	Promoter / Director / 16/07/1989	11	11	Yes	1	2
Shyam Kr. Sharma (00097065)	Executive 28/06/2004	11	7	No	Nil	Nil
Preeti Srivastava (07035595)	Non- Executive/ Independent 08/12/2014	11	9	Yes	2	3
Shameem Alam (07139831)	Non- Executive/ Independent 28/03/2015	11	2	Yes	Nil	Nil
Jyoti Mehta (06859880)	Non- Executive/ Independent 26/11/2015	11	2	No	Nil	Nil
Pooja Jain (00097037)	Promoter/ Executive/ 14/10/2015	11	4	No	Nil	Nil

- Excluding Directorship in Private, Foreign Companies and Companies which are governed under Section 8 of the Companies Act, 2013.
- Mr. Shameem Alam (DIN: 07139831) was appointed as an Independent Director of the Company w.e.f 28/03/2015 & resigned on 26/11/2015.
- Mr. Shyam Kumar Sharma (DIN: 00097065) was appointed as an Whole- Time Director of the Company w.e.f 28/06/2004 & resigned on 14/10/2015.
- Mrs. Pooja Jain (DIN: 00097037) was appointed as an Additional Director(Whole- Time Director) of the Company w.e.f 14/10/2015
- Mrs. Jyoti Mehta (DIN: 06859880) was appointed as an Additional Director (Independent) of the Company w.e.f 26/11/2015.

Separate Meeting of Independent Directors

In compliance with Section 149 (8) of Companies Act,2013 and Applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, separate meeting of the Independent Directors of the Company was held on January 28, 2016 for reviewing the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the company management and the Board.

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 2015-16. A declaration signed by the Whole-Time Director to this effect is annexed to this report.



4. PREVENTION OF INSIDER TRADING

The company has framed a code of conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all directors/officers/designated employees. The code ensures the prevention of dealing in company's shares by persons having access to unpublished price sensitive information in relation to company and during the period when the Trading Window is closed.

5. DISCLOSURES

- I. There were no materially significant related party transactions that may have potential conflict with the interests of company at large.
- II. There are no non-compliances by the Company on any matter related to capital markets, during the last three years. There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- III. The Company has a Whistle Blower policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- IV. The Company has complied with all the mandatory requirements of this clause. With regard to adoption of non mandatory requirements. A remuneration committee has been formed to determine the remuneration of executive directors.
- V. Investor complaints of non-receipt of dividends, non receipt of annual report etc., forwarded by SEBI are periodically resolved and updated into SCORES (SEBI Complaints Redress System) website and no complaints is pending during the year under review.
- VI. Performance Evaluation of Directors, Board and Committees forming part of the Directors report.

6. 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.

7. COMMITTEE OF THE BOARD

- **Audit Committee**
- **Stake Holders Relationship Committee**
- **Nomination & Remuneration Committee**

(a) AUDIT COMMITTEE

The role and the functions of the Audit Committee are as per the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per Companies Act 2013. The Committee acts as a link between the statutory auditors and the Board of Directors.

Functions & Terms of Reference

The term of reference of Audit Committee are as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

The following are the functions and terms of reference of the Audit Committee :-

- 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 before submission the board for approval , with particular reference to :
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3of Section 134 of the Companies Act,2013.

- b) Changes, if any in accounting policies and practices and reason for the same.
- c) Major accounting entries involving estimates based on the exercise of judgment by management.
- d) Significant adjustments made in the financial statements arising out of audit findings.
- e) Compliance with listing and other legal requirements relating to financial statement.
- f) Disclosure of any related party transaction.
- g) Qualifications in the draft audit report.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval on any subsequent modification of transactions of the company with related parties.
- Evaluation of internal financial controls and risk management system.
- To reviews the functioning of the Whistle Blower mechanism.

Composition

The Audit Committee comprised one Non- executive & two non-executive independent directors. There were 5 meetings of the Committee during the year.

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

During the year 5 meetings of Audit Committee were held :

30th May 2015, 12th August 2015, 12th October 2015, 5th November 2015 and 28th January 2016.

Composition of the committee to be mentioned with category at the end of the year.

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Jain	Member	5
Jyoti Mehta	Member	1
Preeti Srivastva	Chairman	5
Shameam Alam	Member	4
(Resigned on 26/11/2015)		

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 Sec 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Rakesh Kumar Jain, is the Company Secretary & Compliance officer of the Company.

Investor's Service :

No. of Complaints/Correspondence received during the year ended March 31, 2016	:	Nil
No. of Complaints resolved to the Satisfaction of shareholders during the year	:	Nil
No. of pending Share transfers as on 31 st March 2016	:	Nil



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

During the year 2 meetings of Stakeholder committee were held.

14th May 2015, and 30th October 2015.

Composition of the committee with category at the end of the year.

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Jain	Member	2
Preeti Srivastva	Chairman	2
Shameem Alam (Resigned on 26/11/2015)	Member	2

In terms of Regulation 6 of Listing Regulations, Mr. Rakesh Kumar Jain, Company Secretary is the 'Compliance Officer', who may also be contacted for any matter relating to share transfer/transmissions, non receipt of Annual Reports, etc.

(C) NOMINATION AND REMUNERATION COMMITTEE

Nomination & Remuneration Committee consists of three directors – Mr. Sanjay Jain, Mr. Shameem Alam, Mrs. Jyoti Mehta and Mrs. Preeti Srivastava. Committee meeting is chaired by Mrs. Preeti Srivastava.

The functions of the Nomination & Remuneration Committee include recommendation of appointments to the Board, evaluation of the performance of the staff and also remuneration to the staff is formulate the criteria for determining independence of director.

During the year 4 meetings of Nomination & Remuneration Committee were held .

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

During the year 4 meetings of Nomination and Remuneration Committee were held

29th May 2015, 12th October 2015, 26th November, 2015, 27th January, 2016

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Jain	Member	4
Preeti Srivastva	Chairman	4
Shameem Alam (Resigned on 26/11/2015)	Member	3
Jyoti Mehta	Member	1

MEETING OF INDEPENDENT DIRECTORS

During the year a meeting of the Independent Directors was held on 28th January, 2016 which was attended by all Independent Directors – Mrs. Jyoti Mehta and Mrs. Preeti Srivastava.

3. Affirmation and Disclosures:

a. Compliance with Governance frame work

The Company is in Compliance with all mandatory requirements of applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

All transactions entered into with the Related Parties were in the Ordinary course of business and on arm length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in Note No. 20 to the financial statements.

c. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.

d. Risk Management

The company has laid down comprehensive Risk Assessment and Minimization procedure which was presented to the Audit Committee and reviewed by the Board from time to time. These proceedings are reviewed to ensure that executive management controls risk through means of a properly defined frame work.

e. SEBI/Stock Exchange Compliance

The Company has complied with all the applicable requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of non-compliance, penalties, and stricture imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matters related to Capital Markets.

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulation and guideline issued by SEBI. No Penalties or Strictures were imposed by the SEBI, Stock Exchange or any other statutory authority on matters relating to capital market during the last three years

f. Non-mandatory requirements

Adoption of non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being reviewed by the Board from time to time.

4. MEANS OF COMMUNICATION

- I. Quarterly and half yearly Results are published in the "Money Maker" in English "Dainik Mahalaxmi Bhagyodaya" in Hindi newspapers and displayed on the Company's website www.mongipa.com.
- II. BSE online Portal : The Company submits all disclosures and communications to BSE on their online portal-BSE Corporate Compliance & Listing Centre.
- III. SEBI Complaints Redress System (SCORES): A certified web-based complaints redressal system which serves as a centralized database of all companies enables uploading of Action Taken Reports(ATRs) by the concerned companies and display the status of the action taken by the company on the complaints of investors.
- IV. Website : Comprehensive information about the Company, its business and operations and investor related information can be viewed at the Company's website. The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern , etc.

5. 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.



i. AGM Date, time and venue	22nd September, 2016, 10.00 A.M. Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110081
ii. Financial Calender Year	2016-17
First Quarter results	Before 14th August 2016
Half Yearly Results	Before 14th November 2016
Third Quarter results	Before 14th February 2017
Results for the year Ending March 2016	Before 30th May 2017
iii. Dates of Book Closure	15th September, 2016 to 22nd September, 2016. (Both days inclusive)
iv. Listing on Stock Exchange	BSE Limited.
v. Stock Code BSE Limited	530167

Listing on Stock Exchange and Stock Code :

The Equity Shares of your Company are listed on BSE Limited
The company has paid the listing fees for the financial years 2015-16
& 2016-17 to the above said stock exchange.

Stock Exchange Name & Address	Stock Code	ISIN No. of Equity Shares
BSE Limited Phiroze Jeejeebhoy, Dalal Street, Mumbai-400001 Website – bseindia.com	530167	INE153K01018

Market Price Data: The High and Low prices of the shares of the
company at BSE Ltd., for the year ended March 31, 2016 are given
below:

Month	High (Rs.)	Low (Rs.)
April, 2015	10.11	8.71
May, 2015	10.05	8.75
June, 2015	9.00	8.50
July, 2015	8.70	6.98
August, 2015	7.50	7.25
September, 2015	8.00	7.65
October, 2015	8.82	8.00
November, 2015	8.40	8.00
December, 2015	8.90	8.50
January, 2016	8.90	8.90
February, 2016	8.55	8.55
March, 2016	8.25	8.25

Nomination Facility:

Shareholders holding shares in physical form and desirous of
submitting / changing nomination in respect of their shareholding in the
company may submit form 2B(in duplicate) as per the provisions of the
Companies Act, 2013 to the Company Registrar and Transfer Agent.

Share Transfer System: Shares received for transfer by the Company
or its Registrar and Transfer Agent in physical mode are processed and
all valid transfers are approved. The Share Certificates is /are duly
transferred and dispatched within a period of 15 days from the date of
receipt.

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.

Distribution of the shareholding as on 31st March 2016

Range	No. of Share Holders	% of Share Holders	No. of Shares	% of Share Holding
1-500	2957	83.27	543000	17.78
501-1000	263	7.41	220710	7.23
1001-2000	113	3.18	177280	5.80
2001-3000	109	3.07	269593	8.83
3001-4000	13	0.37	46002	1.51
4001-5000	48	1.35	224842	7.36
5001-10000	23	0.65	170789	5.59
10001 & above	25	0.70	1402584	45.91
Total	3551	100	3054800	100

17. Categories of Shareholders as on 31st March 2016.

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

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

Year	AGM/EGM	Location	Date	Time
2014-15	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	24/09/2015	10.00 A.M.
2013-14	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	04/09/2014	10.00 A.M.
2012-13	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	25/07/2013	10.00 A.M.

Dematerialisation of shareholding and liquidity

As on 31 March, 2016, 40.76% of the total paid-up equity capital was
held in dematerialised form. The Company has entered into
agreements with National Securities Depository Limited and Central
Depository Services (India) Limited to offer shareholders the option to
dematerialize their shares with these depositories. The ISIN number of
the Company's shares in demat form is INE153K01018.

Designated exclusive e-mail id:

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

21. ADDRESS FOR CORRESPONDENCE

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

Place: New Delhi
Date: 30-05-2016

Chairman



AUDITOR'S CERTIFICATES

On Corporate Governance

TO THE MEMBERS OF MOONGIPA CAPITAL FINANCE LIMITED

We have examined the Compliance of conditions of Corporate Governance by Moongipa Capital Finance Limited (the Company), for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing agreement') of the Company with the stock exchange for the period April 1, 2015 to November 30, 2015 and Corporate Governance provisions as contained in Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 ('Listing Regulations') for the period December 1, 2015 to March 31, 2016.

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 knowledge and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreements / Listing Regulations, as applicable.

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

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

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

**Place: New Delhi
Date: 30-05-2016**



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 ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, Accounting Standard prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under section 143 (11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

We believe that the audit we have obtained sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid financial statements comply with Accounting Standards prescribed under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. Delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Saxena & Saxena
Chartered Accountants
Firm Reg. No.- 006103N

D.K. Saxena
Partner
M. No.:- 082118

Date:- 30.05.2016
Place:- New Delhi



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MOONGIPA CAPITAL FINANCE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **MOONGIPA CAPITAL FINANCE LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

**For Saxena & Saxena
Chartered Accountants
Firm Reg. No. - 006103N**

**D.K. Saxena
Partner
M. No.:- 082118**

Date:- 30.05.2016
Place:- New Delhi

Annexure B to the Independent Auditors' Report to the members of MOONGIPA CAPITAL FINANCE LIMITED on the financial statements for the year ended 31st March 2016, 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 at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The company does not hold any immovable properties.
- (ii) The company is a loan company. Therefore it does not keep any inventory.
- (iii) The company has not granted unsecured loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The company has not granted loans or made investments, guarantees, and security where provisions of section 185 and 186 of the Companies Act, 2013 need to be complied with.
- (v) The company has not accepted any deposits. Therefore compliance of Section 73 to 76 of Companies Act 2013 is not required.
- (vi) The company is not required to maintain cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- (b) There are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute.
- (viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) The company has paid managerial remuneration, in accordance with the requisite approvals mandated by the provisions of section 197 of Companies Act 2013
- (xii) The company is not a Nidhi Company, therefore compliance of Nidhi Rules, 2014 is not applicable.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and has complied with the provisions of section 192 of Companies Act, 2013.
- (xvi) The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Saxena & Saxena
Chartered Accountants
Firm Reg. No. - 006103N**

**D.K. Saxena
Partner
M. No.:- 082118**

Date:- 30.05.2016
Place:- New Delhi



BALANCE SHEET AS AT 31ST MARCH, 2016

Amount in (₹)

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	30,548,000	30,548,000
(b) Reserves and Surplus	2	3,510,410	5,118,524
		34,058,410	35,666,524
Non-Current Liabilities			
(a) Long-term Provisions	3	55,000	50,000
		55,000	50,000
Current Liabilities			
(a) Short-term Borrowings	4	3,998,982	522,752
(b) Other Current Liabilities	5	93,075	131,326
(c) Short-term Provisions	6	11,510	101,509
		4,103,567	755,587
		38,216,977	36,472,111
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	665,060	379,023
(b) Non-current Investments	8	13,307,137	9,324,282
(c) Deferred Tax Assets (Net)	9	50,281	23,866
(d) Long-term Loans and	10	1,862,293	1,803,625
(e) Other Current Assets	11	16,455,000	1,850,000
TOTAL		32,339,772	13,380,796
Current Assets			
(a) Trade Receivables	12	3,836,737	22,610,902
(b) Cash and Cash Equivalents	13	1,001,376	97,719
(c) Other Current Assets	14	1,039,093	382,694
		5,877,205	23,091,314
TOTAL		38,216,977	36,472,111
Significant Accounting Policies & Notes to Accounts	20		

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
(DIN : 00096938)

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Place: New Delhi
Date: 30-05-2016

Rakesh Kumar Jain
(Company Secretary)
(M.No. : F7386)

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2016

Amount in (₹)

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
Revenue from Operations	15	4,858,400	5,819,654
Other Income	16	1,559,276	757,923
Total revenue (1+2)		6,417,676	6,577,577
Expenses			
(a) Employee Benefits Expense	17	3,857,202	3,808,444
(b) Finance Cost	18	3,763	213,660
(c) Depreciation and Amortisation Expense	7	185,500	230,052
(d) Other Expenses	19	3,980,152	1,819,182
Total Expenses		8,026,617	6,071,338
Profit/(Loss) before exceptional and extraordinary items & Tax Less Tax Expense:		(1,608,942)	506,239
(a) Current Tax Expense		47,042	257,203
(b) MAT credit (Less)		(21,864)	
(c) Deferred Tax		(26,415)	7,984
(d) Tax Paid		410	
Profit/(Loss) for the year		(827)	265,187
Earnings per share (of ₹ 10/- each):		(1,608,114)	241,051
(a) Basic & Diluted		(0.53)	0.08
Significant Accounting Policies & Notes to Accounts	20		

For Saxena & Saxena For and on behalf of the Board of Directors
Chartered Accountants
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CA. D.K. Saxena
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Sanjay Jain
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Whole-Time Director
(DIN : 00097037)

Place: New Delhi
Date: 30-05-2016

Rakesh Kumar Jain
(Company Secretary)
(M.No. : F7386)



NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST-MARCH, 2016

NOTE 1: SHARE CAPITAL

Amount in (₹)

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	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, 2016		As at 31 March, 2015	
	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, 2016		As at 31 March, 2015	
	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, 2016	As at 31 March, 2015
	₹	₹
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	5,118,524	4,952,762
Add: Profit / (Loss) for the year	(1,608,114)	241,051
Less: Transitional Depreciation	-	75,290
Closing balance	3,510,410	5,118,524
TOTAL	3,510,410	5,118,524

NOTE 3: LONG TERM PROVISIONS

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Provision for Gratuity	55,000	50,000
TOTAL	55,000	50,000

NOTE 4: SHORT-TERM BORROWINGS

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured (Over Draft Account)	3,998,982	522,752
(100% secured on fixed deposit margin)		
TOTAL	3,998,982	522,752

NOTE 5: OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Expenses Payable	93,075	131,326
TOTAL	93,075	131,326

NOTE 6: SHORT-TERM PROVISIONS

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Provision of Income Tax	-	44,390
Provision for Standard Assets	11,510	57,119
TOTAL	11,510	101,509

NOTE 7 FIXED ASSETS

A. Tangible assets	Gross block			Accumulated Depreciation					Net block		
	Balance as at 1 April, 2015	Additions	Disposals	Balance as at 31 March, 2016	As at 1 April, 2015	For the Year	On disposal	Transitional Depreciation	As at 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
(a) Furniture and Fixtures	168,463	33,750	-	202,213	161,299	5,665	-	-	166,964	35,249	7,164
(b) Vehicles	1,490,660	406,090	-	1,896,750	1,247,470	122,858	-	-	1,370,328	526,422	243,190
(c) Office equipment	581,185	31,697	-	612,882	464,231	56,976	-	-	521,207	91,675	116,954
(d) Computer	417,716	-	-	417,716	406,001	-	-	-	406,001	11,715	11,715
Total	2,658,024	471,537	-	3,129,561	2,279,001	185,500	-	-	2,464,501	665,060	379,023
Previous year	2,631,224	26,800	-	2,658,024	1,973,659	230,052	-	75,290	2,279,001	379,023	657,565

NOTE 8: NON-CURRENT INVESTMENTS

Particulars	As at 31 March, 2016	As at 31 March, 2015
Investment in Equity Instruments	-	-
Un-Quoted Investments		
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		
Moongipa Securities Limited 8,10,725 Equity Shares (P.Y. 8,10,725 Equity Shares) of Rs. 10/- Each	8,173,472	8,173,472
Gtn Industries Ltd. 10,009 Equity Shares (P.Y. 10,009 Equity Shares) of Rs. 10/- Each	168,010	168,010
Ang Industries 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. 5,000 Equity Shares (P.Y. 5,000 Equity Shares) of Rs. 10/- Each	108,946	108,946
Hindustan Unilever Ltd. (P.Y. 500 Equity Shares) of Rs. 1/- Each	-	316,727
Zee Entertainment 109 Equity Shares (P.Y. 9 Equity Shares) of Rs. 1/- Each	59,105	2,629
The Tata Power Co. Ltd. 1000 Equity Shares (P.Y. 1000 Equity Shares) of Rs. 1/- Each	86,673	86,673
Sanjivini Paran 10000 Equity Shares (P.Y. 10000 Equity Shares) of Rs. 10/- Each	-	203,961
Jindal Stainless Steel 500 Equity Shares (P.Y. 2000 Equity Shares) of Rs. 10/- Each	8,017	64,095
Jindal Stainless Steel Hissar 2000 Equity Shares	32,048	-
The Tin Plate Company of India Ltd. 1000 Equity Shares of Rs. 10/- Each	58,082	-
The Shipping Corporation of India Ltd. 1000 Equity Shares of Rs. 10/- Each	159,922	-



Goldstone Infratech Limited 101 Equity Shares of Rs. 10/- Each	1,858	-
Coal India Ltd. 300 Equity Shares of Rs. 10/- Each	154,624	-
Bharat Electronics Ltd. 250 Equity Shares of Rs. 10/- Each	232,157	-
Hindalco Industries Limited 309 Equity Shares of Rs. 10/- Each	20,115	-
JM Financial Ltd. 2000 Equity Shares of Rs. 1/- Each	94,214	-
The Hi-Tech Gears Limited 500 Equity Shares of Rs. 10/- Each	125,164	-
Nagarjuna Refinery Oil Limited 10009 Equity Shares of Rs. 10/- Each	42,163	-
Zee Media Corporation 5000 Equity Shares of Rs. 10/- Each	119,472	-
Zuari Agro Chemicals Ltd. 1000 Equity Shares of Rs. 10/- Each	160,098	-
Rattan India Power Limited 15000 Equity Shares of Rs. 10/- Each	122,059	-
Rattan India Infrastructure Limited 50000 Equity Shares of Rs. 10/- Each	159,102	-
Shree Renuka Sugars Ltd. 5000 Equity Shares of Rs. 1/- Each	55,855	-
GMR Infrastructure Ltd. 14000 Equity Shares of Rs. 10/- Each	191,443	-
Gujrat Alkalies & Chemicals Ltd. 500 Equity Shares of Rs. 10/- Each	81,465	-
HBL Power System Limited 1000 Equity Shares of Rs. 1/- Each	50,393	-
NMDC 809 Equity Shares of Rs. 10/- Each	72,762	-
IIFL Holdings Limited 1309 Equity Shares of Rs. 2/- Each	308,400	-
Diamond Power Infrastructure Ltd. 6009 Equity Shares of Rs. 10/- Each	340,742	-
Berger Paints (India) Ltd 200 Equity Shares of Rs. 1/- Each	44,299	-
DCM Ltd. 2009 Equity Shares of Rs. 10/- Each	175,072	-
Larsen & Toubro Ltd. 100 Equity Shares of Rs. 2/- Each	138,711	-
International Paper Limited 1500 Equity Shares of Rs. 10/- Each	203,770	-
Oriental Bank of Commerce 350 Equity Shares of Rs. 10/- Each	31,985	-
Aditya Birla Nuvo Limited 849 Equity Shares of Rs. 10/- Each	670,766	-



Karur Vysya Bank Limited 209 Equity Shares of Rs. 10/- Each	86,437	-
Atlas Cycles Haryana Limited 367 Equity Shares of Rs. 10/- Each	61,035	-
Bank of India 200 Equity Shares of Rs. 10/- Each	17,781	-
Dhampur Sugar Mills Limited 2209 Equity Shares of Rs. 10/- Each	174,280	-
First Source Solutions Limited 1000 Equity Shares of Rs. 10/- Each	43,074	-
Escorts Limited 600 Equity Shares of Rs. 10/- Each	99,062	-
Vedanta Limited 509 Equity Shares of Rs. 10/- Each	37,274	-
Pipavav Defence & Offshore Co. Ltd. 400 Equity Shares of Rs. 10/- Each	23,533	-
Punjab National Bank 909 Equity Shares of Rs. 10/- Each	72,986	-
Rana Sugars Limited 8000 Equity Shares of Rs. 10/- Each	40,938	-
Total	13,307,137	9,324,282
Less: Provision for diminution in value of investments (Refer Note No. 32)	-	-
Total	13,307,137	9,324,282
Aggregate Cost of Un-Quoted Shares	39,000	8,212,472
Aggregate Cost of Quoted Shares	10,571,631	1,111,810
Aggregate market value of Quoted Investments	11,856,291	1,121,079

NOTE 9: DEFERRED TAX ASSETS

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Opening Balance	23,866	31,850
Add : Created During the Year	26,415	7,984
Less: Reversal During the Year	-	23,866
Closing Balance	50,281	
TOTAL	50,281	23,866

NOTE 10: LONG-TERM LOANS AND ADVANCES

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(i) Loans and Advances recoverable in Cash or kind Unsecured, considered good	1,803,625	1,803,625
(ii) MAT Credit Recievable	21,864	-
(iii) TDS Recievable 2015-16	36,905	-
Total	1,862,293	1,803,625

Note 11 Other Non Current Assets

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(i) In deposit accounts with maturity of more than 12 Months	16,455,000	1,850,000
Total	16,455,000	1,850,000

Note 12 Trade Receivables

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured, considered good	3,836,737	22,610,902
Doubtful	3,615,192	1,702,500
	7,451,929	24,313,402
Less: Provision for doubtful trade receivables	3,615,192	1,702,500
	3,836,737	22,610,902
Total	3,836,737	22,610,902



Note 13 Cash and Cash Equivalents

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Cash in hand	36,562	47,255
(b) Balances with banks		
(i) In current accounts	614,814	50,464
(ii) In deposit accounts with maturity of less than 12 Months	350,000	-
Total	1,001,376	97,719

Note 14 Other Current Assets

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(i) Interest accrued on deposits	1,039,093	382,694
Total	1,039,093	382,694

Note 15 Revenue from Operations

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Other Operating Income		
(a) Interest Income	4,858,400	5,819,654
Total	4,858,400	5,819,654

Note 16 Other Income

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Profit on Sale of Short Term Shares	162,965	30,539
(b) Profit on Sale of Long Term Shares	531,328	77,414
(c) Interest on F.D.R	730,572	611,674
(d) Dividend Income	72,847	33,920
(e) Profit on Sale of Mutual Funds	15,955	-
(f) Interest on Income Tax Refund	-	4,376
(g) Excess provision for Standard Asset Reversed	45,609	-
Total	1,559,276	757,923

Note 17 Employee Benefits Expense

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Salaries and wages	3,692,089	3,493,328
(b) Provision for Gratuity	5,000	5,000
(c) Staff welfare expenses	160,113	310,116
Total	3,857,202	3,808,444

Note 18 Finance Cost

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
(a) Interest expense on:		
(i) Over Draft Facility	3,763	213,660
Total	3,763	213,660

Note 19 Other Expenses

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Rates and taxes	44,554	44,554
Communication	18,520	28,869
Travelling and conveyance	303,337	228,732
Insurance - vehicle	31,788	12,920
Printing and stationery	157,496	164,367
Business promotion	70,067	112,729
Legal and professional	95,354	108,068
Listing Fees	238,337	131,595
Payments to auditors	40,075	28,090
Vehicle running and maintenance	177,343	212,432
Provision for doubtful trade and other receivables	1,912,692	256,273
Sundry repairs and maintenance	411,435	207,059
Miscellaneous expenses	479,154	283,494
Total	3,980,152	1,819,182

**SIGNIFICANT ACCOUNTING POLICIES & NOTES
TO ACCOUNTS FOR THE YEAR 2015-2016**

Corporate information

The company is carrying on the business of financing activity. 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, 2014 issued by the Central Government and the relevant provisions of the Companies Act, 2013. 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 recognized in the periods in which the results are known / materialize.

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 in 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 amortization

Depreciation has been provided on the Written Down Value method as per the rates prescribed in Schedule II to the Companies Act, 2013 and is 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 Share Broking 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 recognized 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
16. Contingent Liabilities

- A) As on 31st march 2016, contingent liabilities not provided for in the books of accounts is Rs. NIL (Previous Rs. NIL)

17 Claims against the Company not acknowledged as Debts – Rs. Nil (Previous Year Rs. Nil).

18 Pending Capital Commitments remaining to be executed – Rs. Nil (Previous Year Rs. Nil).

19 Company has filed suits for recovery of Rs.36,15,192 from various trade debtor in district of Delhi which are pending for Disposal as on 31st March 2016. 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.



20 Auditor's Remuneration

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
1 Audit Fees	35000	35,000
Service Tax	5075	4,326
Total	40075	39,326

21 Managerial Remuneration. Rs.2,86,000
(Previous Year Rs. 2,65,000)

22 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.

23 Foreign Exchange Transaction

	Amount (₹)	
	2015-16	2014-15
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

24 The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2015 to 31st March, 2016. (Previous year Rs. Nil).

25 Value of Imports Calculated on CIF Basis Rs. Nil (Previous Year Rs. Nil)

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

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

For and on behalf of the Board of Directors

Sanjay Jain
Director
(DIN : 00096938)

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Rakesh Kumar Jain
(Company Secretary)
(M.No. : F7386)

26 Earnings Per Share

Particulars		As at 31 March, 2016	As at 31 March, 2015
		₹	₹
Net Profit After Tax Profit for the Year	Rs.	(16,08,942)	2,96,462
Profit/(Loss) Attributable to Equity Shareholders	Rs.	(16,08,942)	2,96,462
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.	(0.53)	0.08

27 Related Party Transactions

1. Following are the related parties
 - a. Key Management Personnel (KMP)
 - Mr. Rakesh Kumar Jain (Company Secretary & Compliance Officer)
 - Mrs. Pooja Jain (Whole Time Director)
 - b. Enterprises Significantly Influenced by KMP & their Relatives
 - Moongipa Securities Limited

Transactions	KMP	Relatives of KMP	Enterprises Significantly Influenced	Amount in ₹
				Total
Managerial Remuneration	2,86,000.00	-	-	2,86,000.00

28 Notes no. 1 to 27 form an integral part of the Financial Statements for the year ended on 31st March, 2016



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	39.99	-
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)	74.52
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	132.68	158.99
(ii) Debentures and Bonds	-	-
(iii) Government Securities	-	-
2. Unquoted:		
(i) Equity Shares	0.39	0.39
(ii) Government Securities	-	-
(iii) Units of mutual funds	-	-
TOTAL	133.07	159.38

* 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	-	74.52	74.52
TOTAL	-	74.52	74.52

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	110.26	81.73
(c) Other related parties	-	-
2. Other than related parties	49.12	51.34
TOTAL	159.38	133.07

** As per Accounting Standard

8. Other Information

(₹ in Lakhs)

Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	-	36.15
(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, 2016

Amount in (₹)

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
A. Cash flow from operating activities				
Net Profit/(Loss) before extraordinary items and tax		(1,608,942)		506,239
Adjustments for:				
Depreciation written off during the year	185,500		230,052	
Finance costs	3,763		213,660	
Interest income	(730,572)		(611,674)	
Dividend Income	(72,847)		(33,920)	
Provision for Gratuity	5,000		5,000	
Excess provision for Standard Asset Reversed	(45,609)			
Loss/(Profit) on sale of shares	(710,248)		(107,953)	
		(1,365,013)		(304,835)
Operating profit / (loss) before working capital changes		(2,973,955)		201,404
Changes in working capital:				
Adjustments for increase/(decrease) in operating assets:				
Other Current Assets	18,774,165		(7,592,110)	
Trade Receivables				
Adjustments for increase/(decrease) in operating liabilities:				
Other current liabilities	3,483,588		(2,130,249)	
		22,257,753		(9,722,359)
Cash generated from operations		19,283,799		(9,520,955)
Net income tax (paid)/refunds		(83,847)		(212,813)
Net cash flow from/(used in) operating activities (A)		19,199,952		(9,733,768)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(471,537)		(26,800)	
Purchase of Investments/FDR	(4,567,637)		(674,084)	
Sale of FDR	(14,605,000)		-	
Proceeds from sale of long-term investments	(350,000)		8,615,000	
Proceeds from sale of short-term investments	1,041,657		195,931	
Dividend Received	162,965		30,539	
Interest received	72,847		33,920	
	74,173		1,659,593	
		(18,642,532)		9,834,098
Net cash flow from/(used in) investing activities (B)		(18,642,532)		9,834,098
C. Cash flow from financing activities				
Interest on short term borrowings				
Increase/(Decrease) in bank borrowings	(3,763)		(213,660)	
		(3,763)		(213,660)
Net cash flow from/(used in) financing activities (C)		(3,763)		(213,660)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)		553,657		(113,330)
Cash and cash equivalents at the beginning of the year		97,719		211,049
Cash and cash equivalents at the end of the year		651,376		97,719
Net (Outflow)/Inflow of Cash		553,657		(113,330)

As per our report of even date attached

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

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

Place New Delhi
Date 30-05-2016

For and on behalf of the Board of Directors

Sanjay Jain
Director
(DIN : 00096938)

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Rakesh Kumar Jain
(Company Secretary)
(M.No. : F7386)

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

ATTENDANCE SLIP
29th Annual General Meeting

Regd. Folio/DP & Client ID No:.....No. of Shares Held:.....

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 29th Annual General Meeting of the Company to be held on Thursday, 22nd September, 2016 at 10:00 A.M. at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110 081 and at any adjournment thereof.

Member's Name:.....

Proxy's Name:..... Member's/Proxy's Signature

Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.

2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.

3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

Form No. MGT-11

MOONGIPA CAPITAL FINANCE LIMITED

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PROXY FORM

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

Name of the Member(s):

Registered Address:

E-Mail Id: Folio No./Client Id:..... DP ID:.....

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

1. Name Address:.....
..... E-mail ID:..... Signature:..... or failing him

2. Name Address:.....
..... E-mail ID:..... Signature:..... or failing him

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 29th Annual General Meeting of the Company to be held on Thursday, 22nd September, 2016 at 10:00 A.M. at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110 081 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sl.No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1.	To adopt the Audited Financial Statements for the year ended 31st March, 2016		
2.	To appoint a Director in place of Sh. Sanjay Jain(00096938)who retires by rotation and being eligible offers himself for reappointment		
3.	Ratification of Appointment of Statutory auditors.		
Special Business			
4.	Appointment of Mrs Pooja Jain(00097037) as an Additional Director and Whole Time Director.		
5.	Appointment of Mrs Jyoti Mehta(06859880)as Independent Director		

Signed thisday of2016

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Signature of the Shareholder

- Note: 1. This form of proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. For the resolutions, explanatory statements and notes, please refer Notice of the 29th Annual General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If You leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission

MOONGIPA CAPITAL FINANCE LIMITED
Regd. Office : 18/14, W.E.A, Pusa Lane, Karol Bagh
New Delhi - 110 005