



**MOONGIPA
CAPITAL FINANCE LTD.**

September 29, 2018

The General Manager
Department of Corporate Services
BSE Limited
25th Floor, P.J Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 530167

Sub: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached a copy of notice of AGM along with Annual Report of the Company for financial year 2017-18 as approved and adopted by the shareholders of the Company in their 31st Annual General Meeting held on September 27, 2018.

This is for your information and records.

Thanking you,

For Moongipa Capital Finance Limited


(Lakshay Dudeja)
Company Secretary and Compliance Officer



(CIN : L65993DL1987PLC028669)

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



31ST
ANNUAL REPORT
2017-2018



MOONGIPA CAPITAL FINANCE LIMITED

ENDURING VALUES NEW AGE THINKING

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanjay Jain
Non-Executive Director

Ms. Pooja Jain
Wholetime Director

Ms. Preeti Srivastava
Independent Director

Mr. Saurabh Arora
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Bharat Kumar

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Kailash

REGISTERED OFFICE

18/14, W.E.A. Pusa Lane,
Karol Bagh, New Delhi - 110005.

Tel No. 011-41450121

Email ID - moongipac@gmail.com

Website - www.moongipa.com

CIN - L74899DL1994PLC057941

SHARE TRANSFER AGENT

Skyline Financial Services Pvt.Ltd.
D-153A, 1st Floor, Okhla Industrial
Area, Phase - I, New Delhi - 110020
Tel No. - 011-64732681-88

Email - girjesh@skylinerta.com

Web - www.skylinerta.com

STATUTORY AUDITORS

Rajesh K Sachdeva & Associates
Chartered Accountants

1013&919, Naurang House, 21,
K.G. Marg, New Delhi - 110001

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-first (31st) Annual General Meeting ("Meeting") of the member(s) of **MOONGIPA CAPITAL FINANCE LIMITED ("Company")** will be held on Thursday, September 27, 2018 at 10.00 a.m. at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110081 to transact the following business:-

Ordinary Business

1. To receive, consider, and adopt Audited Financial Statements of the company for the Financial Year ended March 31, 2018 and the Report of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Sanjay Jain (DIN 00096938), who retires by rotation and, being eligible, offers himself for re-appointment.
3. **Modification to the resolution related to appointment of Statutory Auditors**

To consider and if thought fit, to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, effective from May 07, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s Rajesh K Sachdeva & Associates) at every Annual General Meeting, from the resolution passed at the shareholders meeting held on September 07, 2017.

Special Business

4. 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 Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirement(s) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Mr. Saurabh Arora (DIN No. 08040166)**, who was appointed as an Additional Director (Independent) of the Company with effect from May 28, 2018 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto May 27, 2023, not liable to retire by rotation."

For Moongipa Capital Finance Limited

Date: May 28, 2018
Place: New Delhi

Sd/-
Kailash
Company Secretary
Mem .No. : A51199

NOTES :

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item no. 3 & 4 to be transacted at the 31st AGM is annexed hereto.
2. Brief profile of Mr. Saurabh Arora is annexed herewith form part of the statement setting out material facts pursuant to Reg. 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.
3. **A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE ON 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.**
4. **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 CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANOTHER PERSON OR SHAREHOLDER.**
5. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
6. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. And Form SH-14 for cancellation/variation as the case may be to the RTA. The said Forms can also be downloaded from the Company's Website www. Moongipac.com
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. The route map showing directions to reach the venue of the meeting is enclosed.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the meeting.





11. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 24, 2018 to Thursday, September 27, 2018 (both days inclusive).
12. Any Member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
13. Notice of the Meeting and the Annual Report for FY 2017-18 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2017-18 are being sent in the permitted mode.
14. **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**
15. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website www.mongipa.com for their download also on the website of the respective Stock Exchange at www.bseindia.com.
16. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. **SEBI, vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, read with Circular No.EBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 inter-alia, mandated RTAs to send a letter under Registered / Speed post seeking PAN and bank details of Shareholders. Therefore, in compliance with the same circular Company is sending letter for seeking PAN and bank details along with notice of AGM.**
19. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
20. **The Company Whole-Heartedly Welcomes Members/ Proxies at the Meeting of the Company. The Members/ Proxies may please note that No Gifts/Gift Coupons will be distributed at the Meeting.**
21. **Owing to security concerns, at AGM venue it is not allowed to carry insider briefcase, bags, eatables and the like. Members are attending the AGM are requested to make their own arrangements for the safe keeping of their own belongings.**
22. **Voting through electronic means**
 - a. In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - b. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
 - c. Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.
 - d. The remote e-voting period commences on Monday, the September 24, 2018 (9:00 A.M.) and ends on Wednesday, September 26, 2018 (5:00 P.M.) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.





e. The process and manner for remote e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members
- (iii) 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: Enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on "Login"
 - e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any Company/ entity, then your existing password is to be used. If you are a first time user follow the steps given below.

(iv) Fill up following details in the appropriate boxes:

| | |
|--|---|
| 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 sequence number sent separately to you in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, member(s) 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 also to be used by the

- (vii) For Member(s) holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the relevant EVSN of Moongipa Capital Finance Limited on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same 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.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
- (xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- (xv) 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. Apple and Window phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile phone.
- (xvi) (A) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- (B) They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- (C) After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- (D) 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.
- (E) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.





- (xvii) In case you have any queries or issues regarding remote e-voting, you may refer Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 18002005533.
- (xviii) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Friday, September 21, 2018, may follow the same procedure as mentioned above for remote e-voting.
- (xix) The Company has appointed M/s. S. Aggarwal & Associates Practicing Company Secretary (C.P. No. 8989) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xx) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- (xxi) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Act read with the relevant rules made thereunder. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
- (xxii) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or any other director of the Company authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.mongipa.com and on the website of CDSL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges.
- (xxiii) The results shall also be displayed at the Registered Office and Corporate Office of the Company.
- (xxiv) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 31st Meeting of the Company scheduled to be held on Thursday, September 27, 2018.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Pursuant to amendment of section 139 of the Companies Act, 2013 effective from May 07, 2018, the requirement related to ratification of appointment of statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above, it is proposed to delete the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders meeting held September 27, 2018.

The Board recommends the resolution at Item No. 3 of the Notice, for deleting the requirement of seeking ratification of appointment of Statutory Auditors at every AGM for your approval, as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 3.

Item No. 4

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors had appointed Mr. Saurabh Arora as an who was appointed as an Additional Director (Independent) of the Company with effect from May 28, 2018 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto May 27, 2023, not liable to retire by rotation.

The Company has received from Saurabh Arora (i) consent to act as Director, (ii) declaration that he is not disqualified from being appointed as a Director of the Company, and (iii) declaration of independence.

In the opinion of the Board, Mr. Saurabh Arora possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is independent of the management.

The Board of Directors, considering the experience & expertise of Mr. Saurabh Arora, recommend the resolution at item no. 4 of the Notice for approval of the members.





The Company has also received notice in writing, from member under section 160 of the Act, proposing his candidature for appointment as Director of the Company.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Saurabh Arora, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 4. The Board recommends the passing of the resolution as set out at item no. 4 as an Ordinary Resolution.

Annexure A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Reg. 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

1. Mr. Sanjay Jain, Non-Executive Director

Mr. Sanjay Jain, aged 50 years, is the Non-Executive Director of the Company. Mr. Jain is a MBA Finance and Law Graduate. He is having vast experience in the financial, capital market, legal & administration sectors.

He has a rich experience of over 30 years in the Non-Banking Financial Company He has also been on the Board of Moongipa Securities.

He is on the Board of the Company since July 16, 1989 and hold 257450 equity share of the Company as on March 31, 2018. His re-appointment shall be as per Company's Appointment and Remuneration Policy. During the Financial Year ended March 31, 2018, Mr. Sanjay Jain attended Four meetings of Board of Directors of the Company.

He did not receive any remuneration during FY 2017-18 as he has opted out from receiving sitting fee and commission.

Mr. Sanjay Jain is related to Ms. Pooja Jain, Chairperson and Wholtime Director of the Company, being his Spouse. Except above, he is not related with any other Director or Key Managerial Personnel of the Company.

Directorship as on March 31, 2018:- Moongipa Capital Finance Limited, Moongipa Securities Limited

Membership of Committees of Companies as on March 31, 2018:

| S. No. | Name of the Company | Name of the Committee |
|--------|----------------------------------|--|
| 1. | Moongipa Capital Finance Limited | Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee |
| 2. | Moongipa Securities Limited | Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee |

2. Mr. Saurabh Arora, Independent Director

Mr. Saurabh Arora, aged 29 years, is the Non-Executive Director of the Company. Mr. Saurabh Arora is a Graduate. He is having vast experience in the financial, capital market, legal & administration sectors.

He has extensive experience and specializes in Non- Banking Financial Sector

He has been appointed on the Board of the Company since May 28, 2018 and does not hold any equity share of the Company. His appointment shall be as per Company's Appointment and Remuneration Policy.

Details related to Board meeting attended and remuneration last drawn are not applicable.

Mr. Arora is not related to any Director or Key Managerial Personnel of the Company.

Directorship as on May 28, 2018:-

1. Moongipa Capital Finance Limited
2. IARR Associates Private Limited

For Moongipa Capital Finance Limited

Date: May 28, 2018
Place: New Delhi

Sd/-
Kailash
Company Secretary
Mem .No. : A51199



**BOARD'S REPORT****Dear Members,**

Your directors have pleasure in presenting the Thirty First (31st) Annual Report, together with the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018 ("FY 2018").

FINANCIAL HIGHLIGHTS

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

(Amount in Rs.)

| Particulars | March 31, 2018 | March 31, 2017 |
|---|-------------------|-------------------|
| Revenue from operation | 6,726,644 | 7,243,061 |
| Other Income | 3,847,756 | 7,516,680 |
| Total Revenue | 10,574,400 | 14,759,740 |
| Profit before Finance cost, Depreciation and Tax | 4,035,348 | 7,369,788 |
| Finance cost | 303,583 | 12,898 |
| Depreciation | 167,510 | 235,472 |
| Profit before tax | 4,510,002 | 7,925,349 |
| Less: Tax | 945,747 | 803,931 |
| Profit for the year | 3,564,255 | 7,121,418 |

REVIEW OF BUSINESS OPERATIONS

During the year under review, your Company achieved total revenue and Net profit of Rs. 6,726,644 and Rs. 3,564,255 respectively as against total revenue and Net profit of Rs. 7,243,061 and Rs. 7,121,418 respectively during the previous financial year ended March 31, 2017.

DIVIDEND

Keeping in view long term interest of the company. Your Directors do not recommend the payment of dividend for the FY 2018.

LISTING OF SECURITIES

The Equity shares of the Company are presently listed on BSE Limited. The Annual listing fees for the year 2018-19 have been paid to the BSE Limited (Stock Exchange).

CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return as required under the Act in Form MGT - 9 is annexed herewith as Annexure "A" forming integral part of this Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis as required under Regulation 34 and schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is annexed to this report as Annexure "B". Certain statements in the report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

PUBLIC DEPOSITS

The Company has not invited or accepted any public deposit during the year under review.

TRANSFER OF RESERVES

As per Section 45 (IC) of Reserve Bank of India Act, 1934, Company is transfer Rs. 28,39,217 amount in Reserve.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2018 was Rs. 30,548,000. There was no public issue, rights issue, bonus issue or preferential issue during the year. The company has not issued shares with differential voting rights, sweat equity shares not it has granted any stock options.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not provided any loan, guarantees, Investment or securities under Section 186 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES, DIRECTORS & KEY MANAGERIAL PERSONNEL

The details of Employees, Directors and Key Managerial Personnel as required under Section 197 of the Act read with Companies (Appointment and Remuneration) Rules, 2014 is annexed herewith as Annexure "C" forming integral part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONS

The Company has Four Directors on its Board comprising two Independent Directors and two Non- Independent Directors, one of whom is the Wholtime Director and other a Non- Executive Director.

Ms. Pooja Jain, Wholtime Director is a Key Managerial Personnel ("KMP") with in the meaning of Section 203(1) of the ACT. Mr. Kailash and Mr. Bharat Kumar are the other KMPs, being the Company Secretary and the Chief Financial officer respectively.

In terms of Articles of Association of the Company and provisions of the Act, Mr. Sanjay Jain, Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment. The Board of Directors recommend his re-appointment for the consideration of the members of the Company at the ensuing AGM.

Ms. Jyoti Mehta (DIN:06859880) Independent Director of the Company resigned from the services of the Company with effect from May 28, 2018. The Board placed on record their deep sense of appreciation for the significant contribution made by him during his tenure towards the stupendous growth of the Company.

Based on the recommendations of the Nomination, Remuneration and Compensation Committee ("NRC"), Board's approval and subject to members approval in ensuing AGM, Mr. Saurabh Arora was appointed as an Additional Director (Independent) of the Company with effect from May 28, 2018. The Company has received notices under Section 160 of the Act together with requisite deposit from members proposing appointment of above mentioned Directors of the Company.

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Act that he meets the criteria of independence laid down in the Act and SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015 ("Listing Regulations").

A brief profile and other details as required under the Act, Secretarial Standard-2 and Listing Regulations, of Directors proposed to be appointed/re-appointed are annexed to the notice convening AGM.





BOARD AND COMMITTEES MEETINGS

The Board meets at regular intervals to, inter-alia, discuss about the Company's Policies and strategy apart from other Board matters. The Tentative annual Calendar of the Board and Committee Meetings is circulated to enable the Directors to plan their schedule and to ensure participation in the meetings. The notice for the Board/Committees Meetings is also given in advance to all the Directors.

The details about the Board/Committee meetings is given at length in Report on Corporate Governance forming part of this Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Director have confirmed to the Board that they meet the criteria of Independence as specified under Section 149(6) of the Act and that they qualify to be an Independent Directors pursuant to the 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 Director' as mentioned under Regulation 16(1) (b) of the Listing Regulations.

PERFORMANCE EVALUATION

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") stipulate the evaluation of the performance of the Board, its Committees, Individual Directors and the Chairperson. The Company has formulated a Policy for performance evaluation of the Independent Directors, the Board, its Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation framework for assessing the performance of Directors comprises of various key areas such as attendance at Board and Committee Meetings, quality of contribution to Board discussions and decisions, strategic insights or inputs regarding future growth of the Company and its performance, ability to challenge views in a constructive manner, knowledge acquired with regard to the Company's business/activities, understanding of industry and global trends, etc.

The evaluation involves self-evaluation by the Board Member and subsequent assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance and the Directors individually (including Independent Directors) as well as the evaluation of the working of its Committees. Feedback was sought by well-defined and structured questionnaires covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, oversight of Company's subsidiaries, etc.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors who were evaluated on several parameters such as level of engagement and

contribution, independence of judgment safeguarding the interest of the Company and its minority shareholders and knowledge acquired with regard to the Company's business/activities.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Directors and Non- Executive Directors.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. Qualitative comments and suggestions of Directors were taken into consideration by the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee. The Directors have expressed their satisfaction with the evaluation process.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarizes the Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company. The details of such familiarisation programs for Independent Directors have been disclosed on the website of the Company, the web link for which is http://www.moongipa.com/files/4e0d0046c_Familiarization%20program%20for%20Ind.%20Dir.%20MCFI0001.pdf

Corporate Governance

The Corporate Governance philosophy of the Company is driven by the interest of stakeholders and business needs of the organization. The Company continues to be compliant with the requirements of Corporate Governance as enshrined in Listing Regulations. In terms of Regulation 27 of Listing Regulations, the Corporate Governance Report along with certificate received from Statutory Auditors of the Company certifying compliance with the conditions of Corporate Governance is annexed as Annexure "D" forming integral part of this Report.

The Corporate Governance Report, inter-alia, contains the following disclosures:

- a) Details of Board & Committee Meetings
- b) Composition of Sustainability and Corporate Social Responsibility Committee
- c) Whistle Blower Policy (Vigil Mechanism)
- d) Appointment & Remuneration Policy
- e) Performance Evaluation criteria of the Board, its Committees & individual Directors

CORPORATE POLICY

We seek to promote and follow the highest level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company.

The Policies are reviewed periodically by the Board and updated on the basis of need and new Compliance.

The Key Policies are as follows:

I. Nomination and Remuneration Policy

In accordance with the provisions of section 134 (3) (e) of the Companies Act, 2013 read with Section 178 (4) and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your company has adopted the policy on





appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management, which inter - alia includes the criteria for determining qualifications, positive attributes and independence of directors.

Your company has also adopted policy on remuneration of Directors, Key Managerial Personnel and Employees of the company in accordance with the provisions of sub section (4) of section 178. The Policy is available on the Company's website www.moongipa.com and the same is as appended as - Annexure "E" and forms part of this report.

II. Risk Management Policy

Your company has a comprehensive Risk Management Policy in place and laid down a well defined risk management framework to identify, assess and monitor risks and strengthen controls to mitigate risks. 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

The company promotes ethical behavior in all its business activities and has established a vigil mechanism for its directors, employees and stakeholders associated with the company to report their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed there under and the Listing Regulation is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

As per the Whistle Blower Policy implemented by the Company, the Employees, Directors, or any Stakeholders associated with the Company are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Company.

The Whistle Blower Policy provides for protected disclosure and protection to the Whistle Blower. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. The Whistle Blower Policy has been appropriately communicated within the Company and is available on the Company's website www.moongipa.com and the same is attached herewith as Annexure "F"

No personnel have been denied access to the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as the Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

STATUTORY AUDITORS AND AUDITORS' REPORT

M/s Rajesh K Sachdeva & Associates, Chartered Accountants, have been appointed as Auditors of the Company to hold the office from the conclusion of the 30th Annual General Meeting held on September 07, 2017 until the conclusion of the 35th Annual General Meeting to be held in year 2023.

Further, it is informed that the Ministry of Corporate Affairs vide notification No. S.O. 1833 (E) dated 7th May, 2018 has omitted the provision related to ratification of the auditor by the members of the company at the subsequent annual general meetings.

In view of the above, it is proposed to delete the requirement of seeking rectification of appointment of statutory Auditors at every AGM from resolution passed at the shareholders meeting held on September 07, 2017.

However, M/s Rajesh K Sachdeva & Associates, Chartered Accountants had confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending March 31, 2019 and accordingly they will continue to be the Statutory Auditors of the Company for Financial Year ending March 31, 2019.

The Notes of Accounts referred to in the Auditors' Report are self- explanatory and do not call for any further comments.

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.

SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT

The Board of the Directors of the company had appointed M/s Kuldeep Dahiya & Associates, Company Secretaries (Membership No.: 34404 and C.P.No.:18930) conduct the Secretarial Audit of the company pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In accordance with the provisions of sub - section (1) of Section 204, the Secretarial Audit Report for the financial year 2017-18 is appended to this report as Annexure "G"

The same does not contain any qualification, reservation or adverse remark or disclaimer.

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

As the company is not engaged in the manufacturing activity, the prescribed information regarding compliance of rules relating to the conservation of Energy and Technology absorption pursuant to section 134 (3) (m) of the Companies Act, 2013, read with Rule - 8 (3) of the Companies (Accounts) Rules, 2014 is not provided. The Company does not have any Foreign Exchange Earnings and outgo in the year under review.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered at arm's length basic in the ordinary course of business as in compliance with the applicable provisions of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 there are no materially significant related party transactions made by the company with Promoters, Director or Key Managerial Personnel etc. which may have potential conflict with the interests of the company at large or which warrant 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 detail of the transactions with the 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.moongipa.com.

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 period ending March 31, 2018.



**ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company has in place adequate internal financials control with reference to financial statements, commensurate with the size, scale, and complexity of its operation 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.

Reasonable Financial Controls are operative for all the business activities of the company and no material weakness in the design or operation of any control was observed.

ORDERS PASSED BY THE REGULATORS OR COURTS, IF ANY

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's Operation in future.

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

Your Company is an equal opportunity employer and is committed to ensuring that the work environment at all its locations is conducive to fair, safe and harmonious relations between employees. It strongly believes in upholding the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type are strictly prohibited.

The Company has in place appropriate Policy in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, prohibition & Redressal) Act, 2013, to prevent sexual harassment of its employees. 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 ensures that no employees is disadvantaged by way of gender discrimination.

The Company has not received any complaint on sexual harassment during the financial period ended March 31, 2018.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of your Company have occurred after the closure of the Financial Year 2017-18 and till the date of the report.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES

The company does have any subsidiary, joint venture or associate company.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013 with respect to Directors responsibility statement, the Directors of the company hereby confirm that:

- i) In preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true & fair view of the state of affairs of the company at the end of financial year and of the profit & loss of the company for that period.

- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) Directors had prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls the company that are adequate and were operating effectively.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF).

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

CASH FLOW STATEMENT

The cash flow Statement for year ended March 31, 2018 in conformity in it's the 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 March 31, 2018.

CEO & CFO CERTIFICATION

Certificate from Ms. Pooja Jain (DIN: 00097037), Whole Time Director & Mr. Bharat Kumar, Chief Financial Officer, pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year 2017-18 was placed before the Board of Directors of the Company at its meeting held on May 28, 2018 and also forms part of Report on Corporate Governance.

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.

ACKNOWLEDGEMENT

The Board expresses its deepest appreciation and gratitude for the guidance and cooperation extended to the Company by RBI, statutory authorities and regulators. The Board also thanks the banks and financial institutions for their timely financial assistants to the company and helping the company to reach out to customers across the country. The Board thanks the auditors to the company for their guidance. Special thanks are due to the employees of the company who contributed their skills, enthusiasm, commitment and dedication which have over the years helped the company to earn prominence. The Board is grateful to the shareholders, depositors of the company for their patronage.

For Moongipa Capital Finance Limited

Date: May 28, 2018
Place: New Delhi

Sd/-
(Pooja Jain)
Whole Time Director



FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2018

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 | July 20, 1987 |
| 3. Name of the Company | Moongipa Capital Finance Limited |
| 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-110 005. 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 Private Limited D-153 /A, 1st Floor, Okhla Industrial Area, Phase 1, New Delhi-110020. Ph. No.- 011-64732681; 011-26812682 E-mail ID: admin@skylinerta.com |

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 K Division 64 Group 649 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

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 April 1, 2017] | | | | No. of Shares held at the beginning of the year [As on March 31, 2018] | | | | % Change during the year |
|---|---|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 1039250 | | 1039250 | 34.02 | 1039250 | | 1039250 | 34.02 | 0 |
| 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 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |





| Category of Shareholders | No. of Shares held at the beginning of the year[As on 01-April-2017] | | | | No. of Shares held at the beginning of the year[As on 31-March-2018] | | | | % Change during the year |
|--|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| 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. | 3300 | 85650 | 88950 | 2.91 | 15119 | 85650 | 100769 | 3.30 | (0.39) |
| i) Indian | | | | | | | | | |
| ii) Overseas | | | | | | | | | |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 134467 | 1426700 | 1561167 | 51.11 | 156199 | 1400200 | 1556399 | 50.95 | 0.16 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 79932 | 282900 | 362832 | 11.87 | 74181 | 282900 | 357081 | 11.69 | 0.18 |
| c) Others (specify) (HUF) | 2601 | - | 2601 | 0.09 | 1301 | - | 1301 | 0.04 | 0.05 |
| Non Resident Indians | | | | | | | | | |
| Overseas Corporate Bodies | | | | | | | | | |
| Foreign Nationals | | | | | | | | | |
| Clearing Members | | | | | | | | | |
| Trusts | | | | | | | | | |
| Foreign Bodies - D R | | | | | | | | | |
| Sub-total (B)(2):- | 220300 | 1795250 | 2015550 | 65.98 | 246800 | 1768750 | 2015550 | 65.98 | |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 220300 | 1795250 | 2015550 | 65.98 | 246800 | 1768750 | 2015550 | 65.98 | |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 1259550 | 1795250 | 3054800 | 100 | 1286050 | 1768750 | 3054800 | 100 | |





B) Shareholding of Promoter-

| SN | Shareholder;s Name | Shareholding at the beginning of the year (As on 1 st April 2017) | | | Shareholding at the end of the year (As on 31 st March 2018) | | | % 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 | Sanjay Jain & Sons HUF | 86750 | 2.84 | NIL | 86750 | 2.84 | NIL | NIL |

C) Change in Promoters' Shareholding (please specify, if there is no change)

| SN | Shareholder;s Name | 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. | No Change | No Change | No Change | No Change | No Change | No Change |

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| S N | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year 1 st April 2017. | | Date-wise Increase Decrease in Shareholding of top 10 shareholders during the year | | Shareholding at the end of year 31 st March, 2018 | |
|-----|-------------------------------------|---|----------------------------------|--|--|--|----------------------------------|
| | | No. of shares | % of total shares of the company | Date | Purchase (+)/ Sale (-) during the year | No. of shares | % of total shares of the company |
| 1. | Vikas Sharma | 29700 | 0.97 | | | 29700 | 0.97 |
| 2. | Deepti Gupta | 29657 | 0.97 | 28/04/2017 | 1700 | 29657 | 0.97 |
| | | | | 05/05/2017 | 100 | 31357 | 1.03 |
| | | | | 28/07/2017 | 400 | 31457 | 1.03 |
| | | | | 18/08/2017 | 850 | 31857 | 1.04 |
| | | | | 01/09/2017 | 499 | 32707 | 1.07 |
| | | | | 02/09/2017 | 500 | 33206 | 1.09 |
| | | | | 22/09/2017 | -2706 | 33706 | 1.10 |
| | | | | 20/10/2017 | 3106 | 31000 | 1.01 |
| | | | | 27/10/2017 | 900 | 34106 | 1.12 |
| | | | | 29/12/2017 | -5000 | 35006 | 1.15 |
| 3. | Pradeep Vats | 29600 | 0.97 | | | 29600 | 0.97 |
| 4. | Anil | 25100 | 0.82 | | | 25100 | 0.82 |
| 5. | R.S.Shares and Securities Limited | 25050 | 0.82 | | | 25050 | 0.82 |
| 6. | Naraini Devi | 25000 | 0.82 | | | 25000 | 0.82 |
| 7. | Geeta Devi | 25000 | 0.82 | | | 25000 | 0.82 |
| 8. | Satish Kumar Dahiya | 25000 | 0.82 | | | 25000 | 0.82 |
| 9. | Sandeep Kumar | 25000 | 0.82 | | | 25000 | 0.82 |
| 10 | Vinay Kumar Gupta | 22125 | 0.72 | 20/10/2017 | -1100 | 21025 | 0.69 |
| | | | | 29/12/2017 | -5000 | | 0.52 |



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. | Pooja Jain | 145500 | 4.76 | 145500 | 4.76 |
| 3. | Bharat Kumar | NIL | NIL | NIL | NIL |
| 4. | Kumkum Gupta (Resigned w.e.f. Aug 14, 2017) | Nil | Nil | NIL | NIL |
| 5. | Kailash (Appointed w.e.f. from Aug 14, 2017) | Nil | Nil | NIL | NIL |

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 | | N.A. | N.A. | |
| i) Principal Amount | 25.42 | N.A. | N.A. | 25.42 |
| ii) Interest due but not paid | N.A. | N.A. | N.A. | N.A. |
| iii) Interest accrued but not due | .12 | N.A. | N.A. | .04 |
| Total (i+ii+iii) | 25.54 | N.A. | N.A. | 25.54 |
| Change in Indebtedness during the financial year | | | | |
| * 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 | | | | |
| i) Principal Amount | 60.88 | N.A. | N.A. | 60.88 |
| ii) Interest due but not paid | N.A. | N.A. | N.A. | N.A. |
| iii) Interest accrued but not due | 3.03 | N.A. | N.A. | .12 |
| Total (i+ii+iii) | 63.91 | N.A. | N.A. | 63.91 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S.No | Particulars of Remuneration | Wholetime Director (Pooja Jain) |
|------|---|---------------------------------|
| 1 | Gross salary | 4,50,000 |
| | (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) | 4,50,000 |
| | 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. Kailash) | CS (Ms. Kumkum) | CFO (Mr. Bharat Kumar) | Total |
| 1 | Gross salary | N.A. | N.A. | | N.A. | N.A. |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | 1,95,132 | 51,000 | 242,000 | 4,88,132 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | N.A. | | N.A. | N.A. |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | N.A. | | N.A. | N.A. |
| | Stock Option | | N.A. | | N.A. | N.A. |
| 2 | Stock Option | | | | | |
| 3 | Sweat Equity | | | | | |
| 4 | Commission | | | | | |
| | - as % of profit | | | | | |
| | Others, specify... | | | | | |
| 5 | Others, please specify | | | | | |
| | Total | | 1,95,132 | 51,000 | 242,000 | 4,88,132 |

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. |



ANNEXURE B

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 C****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; | Mrs. Pooja Jain (Whole Time Director) N.A | | | | | | | | | |
|---|--|-------------|------------|------------|--------------------------------------|--------|--------|----------|------|------|
| 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) Received the Remuneration from 17-18 Mr. Kailash (Company Secretary) - Recived the Remuneration from 17-18 Bahrat Kumar (CFO) - Recived the Remuneration from 17-18 | | | | | | | | | |
| 3. The percentage increase in the median remuneration of employees in the financial year; | 1.3% | | | | | | | | | |
| 4. The number of permanent employees on the rolls of Company; | 12 Employees as on March 31, 2018 | | | | | | | | | |
| 5. The explanation on the relationship between average increase in remuneration and Company performance; | N.A | | | | | | | | | |
| 6. Comparison of the remuneration of Key Managerial Personnel against the performance of the Company; | No Change | | | | | | | | | |
| 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 Capitalization and PE Ratio is as below: <table border="1"><thead><tr><th>Particulars</th><th>31.03.2018</th><th>31.03.2017</th></tr></thead><tbody><tr><td>Market Capitalisation (Rs. in Lakhs)</td><td>282.57</td><td>221.47</td></tr><tr><td>PE Ratio</td><td>7.90</td><td>3.11</td></tr></tbody></table> The Company was listed and has not come out with an IPO. Hence the details of the same are not applicable. | Particulars | 31.03.2018 | 31.03.2017 | Market Capitalisation (Rs. in Lakhs) | 282.57 | 221.47 | PE Ratio | 7.90 | 3.11 |
| Particulars | 31.03.2018 | 31.03.2017 | | | | | | | | |
| Market Capitalisation (Rs. in Lakhs) | 282.57 | 221.47 | | | | | | | | |
| PE Ratio | 7.90 | 3.11 | | | | | | | | |
| 8. Average percentile decrease 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; | There are no exceptional circumstances because there is no change in managerial remuneration. | | | | | | | | | |
| 9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company. | No Change | | | | | | | | | |
| 10. The key parameter for any variable component of remuneration availed by the Director; | 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 Wholetime director | | | | | | | | | |
| 12. Affirmation that the remuneration is as per the remuneration policy of the Company. | Remuneration paid during the year ended March 31, 2018 is as per the Remuneration Policy of the Company. policy of the Company. | | | | | | | | | |



Annexure D
CORPORATE GOVERNANCE REPORT
1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance philosophy of the Company is driven by the interest of stakeholders and business needs of the organization. Corporate governance is essential for the growth, profitability and stability of any business. Aligning itself to this philosophy, the Company has placed Corporate Governance on a high priority.

Your Company's philosophy on Corporate Governance is to achieve the highest levels 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, along with the Committees, provides leadership and guidance to the Company's Management while discharging its fiduciary responsibilities, directs as well as reviews business objectives, management strategic plans and monitors the performance of the Company.

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of Executive, Non-Executive and Independent Directors Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors are committed to the Company and devote adequate time for the meetings, preparation and attendance.

The total Board strength of the Company is of four (4), of which one (1) are Executive and 3 Non Executive Directors.

Meetings of the Board are generally held at the Registered Office of the Company. The Company held one (1) Board meeting in each quarter and maximum gap between two (2) consecutive meetings did not exceed one twenty (120) days. During the Financial year ended March 31, 2018 ("FY 2018"), Four Board Meeting were held i.e. on May 29, 2017, August 14, 2017, November 14, 2017, February 12, 2018.

Information provided to the Board

The Directors of the Company are provided with relevant information required for taking informed decisions at the Board/ Committee meetings. The Board members are provided with well-structured agenda papers and presentations in advance of the meetings. In case where it is not practicable to forward the document(s) with the agenda papers, the same are circulated before the meeting/placed at the meeting. With a view to leverage technology and with the perspective of environmental preservation, agenda papers/presentations are circulated in electronic form.

Key Functions of the Board

The Board performs various statutory and other functions in connection with managing the affairs of the Company. The key functions include reviewing and guiding corporate strategy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance and overseeing major capital expenditures, ensuring integrity of the Company's accounting and financial reporting system, financial and operating controls compliance with applicable laws.

The Composition of Board of Directors during the year 2017-18 and related information's:

| Director | Category/ Date of Appointment | No. of Board Meetings FY 2017-18 | | Attendance At the AGM Held on September 07, 2017 | No. of Outside Director ship(*) | o. of Outside Committee(s) On which Member/ Chairman |
|------------------------------------|---|--|----------|--|--|---|
| | | Held | Attended | | | |
| Sanjay Jain (00096938) | Promoter / Director / 16/07/1989 | 4 | 4 | Yes | 1 | 4 |
| Pooja Jain (00097037) | Promoter/ executive / 14/10/2015 | 4 | 4 | Yes | Nil | Nil |
| Preeti Srivastava (07035595) | Non- Executive/ Independent 08/12/2014 | 4 | 3 | No | 1 | 4 |
| Jyoti Mehta (06859880) | Non- Executive/ Independent 26/11/2015 | 4 | 4 | Yes | Nil | Nil |

● Excluding Directorship in Private, Foreign Companies and Companies which are governed under Section 8 of the Companies Act, 2013.

● No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 except Ms Ruchi Jain, who is sister of Mr. Sanjay Jain.

Separate Meeting of Independent Directors

In compliance with Section 149(8) of Companies Act, 2013 and Regulations 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on January 04, 2018 to review the performance of Non-Independent Directors, Board as a whole, the Chairman of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the company management and the Board.

Familiarisation Programme for Independent Director

In accordance with the provisions of Regulation 25(7) of the Listing Regulations, the Company has been conducting various familiarization programmes for Independent Directors. The details of such familiarization programmes for Independent Director have been disclosed on the website of the Company, the web link for which is: http://www.moongipa.com/files/4e0503049b_Familiarization%20Program%20for%20Ind.%20Dir.%20MCF0001.pdf

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 http://www.moongipa.com/files/017f318fbf_Code%20of%20Conduct0001.pdf](http://www.moongipa.com/files/017f318fbf_Code%20of%20Conduct0001.pdf) All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board Members and Senior Management during the financial year 2017-18. A declaration signed by the Whole - Time Director to this effect is annexed to this report.



4. PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the board of directors has adopted the code of practices and procedure for fair disclosure of unpublished price sensitive information and the conduct to regulate, monitor and report trading by insiders in terms of the said regulations.

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 SEBI (Listing Obligations & Requirements Regulations), 2015. 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 form part of the Directors report.

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.

6. COMMITTEE OF THE BOARD

The Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has its own Terms of Reference setting forth the purpose, goals and responsibilities of the Committee. The Committees of the Board are:

- Audit Committee
- Stakeholders 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 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 177 of the Companies Act 2013. The Committee acts as a link between the statutory auditors, internal auditors, and the Board of Directors.

Terms of Reference & Functions

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.

- 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 3 of 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 modifications of transactions of the company with related parties.
- Evaluation of internal financial controls and risk management system.
- To review the functioning of the Whistle Blower mechanism.

Composition

The Audit Committee comprised one non executive & two non executive independent directors.

During the FY 2018 4 (four) meetings of Audit Committee were held on May 26, 2017, August 12, 2017, November 11, 2017 and February 10, 2018.

The details of meetings held during the year and attendance therein is as under:

| Members | Categories of Directorship | Meetings | |
|------------------|----------------------------|----------|----------|
| | | Held | Attended |
| Jyoti Mehta | Chairman | 4 | 4 |
| Sanjay Jain | Member | 4 | 4 |
| Preeti Srivastva | Member | 4 | 4 |



**Internal Controls**

The Company has appointed a Firm of Chartered Accountants as Internal Auditors to review and report on the Internal Control Systems of the Company. The report of the Internal Auditors is reviewed by the Audit Committee. The Audit Committee has formulated a detailed plan for 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 status of Shareholders' complaints during FY 2018, (In Nos.)

| | |
|--|-----|
| No. of Complaints / Correspondence received | Nil |
| No. of Complaints resolved to the Satisfaction of shareholders | Nil |
| No. of pending at the end | Nil |

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

During the FY 2018 one meeting of Stakeholder Relationship Committee held on December 11, 2017 which was duly attended by all the Committee members.

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

| Members | Categories of Directorship | Meetings | |
|------------------|----------------------------|----------|----------|
| | | Held | Attended |
| Preeti Srivastva | Chairman | 1 | 1 |
| Sanjay Jain | Member | 1 | 1 |
| Jyoti Mehta | Member | 1 | 1 |

In terms of Regulation 6 of Listing Regulations, Mr. Kailash, Company Secretary is '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

The Terms of reference of Nomination and Remuneration Committee("NRC Committee") inter alia, setting criteria for appointment of Directors/Senior Management including Key Managerial Personnel and employees of the Company, recommending Appointment & Remuneration Policy to the Board, performance evaluation of Directors and the Board, Board Diversity etc.

During the FY 2018 two meeting of Nomination and Remuneration Committee was held on May 25, 2017, August 10, 2017 which was duly attended by all the Committee members.

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

The attendance during the current year is as under:

| Members | Categories of Directorship | Meetings | |
|------------------|----------------------------|----------|----------|
| | | Held | Attended |
| Jyoti Mehta | Chairman | 2 | 2 |
| Sanjay Jain | Member | 2 | 2 |
| Preeti Srivastva | Member | 2 | 2 |

7. 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 the transactions entered into with the Related Parties as defined under the Companies Act 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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. 23 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 from work.

e. SEBI/Stock Exchange Compliance

The Company has complied with all the requirements SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.



**g. Management Discussion And Analysis Report**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

h. Reconciliation of Share Capital Report

The Securities and Exchange Board of India has directed that all the issuer shall submit a report reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid up capital. The said certificate duly certified by a Company Secretary in practice is submitted to the NSE and BSE Ltd. within 30 days from end of each quarter and the certificate is placed before the Board of Director of the Company.

8. MEANS OF COMMUNICATION

- I. Quarterly and half yearly Financial results are published in the "Money Maker" in English "Dainik Mahalaxmi Bhagyodaya" in Hindi newspapers and these result are also displayed on the Company's website www.moongipa.com
- II. BSE online portal: The Company promptly 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 companies on the complaint 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.

9. 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 | September 27, 2018, 10.00 A.M. Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110081. |
| ii. | Financial Calendar Year | 2018-19 |
| | First Quarter results | On or Before 14 th August 2017 |
| | Half Yearly Results | On or Before 14 th November 2017 |
| | Third Quarter Results | On or Before 14 th February 2018 |
| | Year ending Results | On or Before 30 th May 2018 |
| iv. | Dates of Book Closure | September 24, 2018 Monday to September 27, 2018 Thursday. (Both days inclusive) |
| v. | Listing on Stock Exchange | BSE Limited |
| vi. | 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 2018-19 to the above said stock exchange.

Listing on Stock Exchanges:

| Name and address of Stock Exchange | Stock Code | ISIN No. of Equity Shares |
|--|------------|---------------------------|
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 | 530167 | INE153K01018 |

Market Price Date: The High and Low Prices of the shares of the company at BSE Ltd, for the year ended March 31, 2018 are given below:

| Month | High (Rs.) | Low (Rs.) |
|-----------------|------------|-----------|
| April, 2017 | 7.66 | 7.30 |
| May, 2017 | 7.80 | 7.66 |
| June, 2017 | 8.00 | 8.00 |
| July, 2017 | 8.00 | 8.00 |
| August, 2017 | 8.40 | 8.00 |
| September, 2017 | 8.75 | 8.75 |
| October, 2017 | 10.02 | 9.10 |
| November, 2017 | 9.90 | 9.55 |
| December, 2017 | 11.50 | 10.00 |
| January, 2018 | 12.60 | 9.50 |
| February, 2018 | 9.95 | 9.25 |
| March, 2018 | 9.25 | 9.25 |

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 No. SH-13 (in duplicate) as per the provisions of the Companies Act, 2013 to the Company's 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 dematerialization (Electronic Mode) and physical transfer of shares whose detail is given below:

Skyline Financial Services Private Limited,
D-153A, 1st Floor, Okhla Industrial Area
Phase -1, New Delhi -110020
Ph. No.- 011-64732681; 011-26812682
E-mail ID: admin@skylinerta.com





Distribution of the shareholding as on March 31, 2018

| Range | No. of Shares Holders | % of Shares Holders | No. of Shares | % of Shares Holders |
|----------------|-----------------------|---------------------|-----------------|---------------------|
| 1-500 | 2929 | 83.23 | 5363060 | 17.56 |
| 501-1000 | 266 | 7.56 | 2235190 | 7.32 |
| 1001-2000 | 108 | 3.07 | 1693800 | 5.54 |
| 2001-3000 | 107 | 3.04 | 2642930 | 8.65 |
| 3001-4000 | 13 | 0.37 | 460020 | 1.51 |
| 4001-5000 | 48 | 1.36 | 2250980 | 7.37 |
| 5001-10,000 | 21 | 0.6 | 1563920 | 5.12 |
| 1,0000 & above | 27 | 0.77 | 14338100 | 46.94 |
| Total | 3519 | 100 | 30548000 | 100 |

Categories of Shareholders as on March 31, 2018

| Category | No. of Shares Held | % of Shareholders |
|--|--------------------|-------------------|
| Promoters & Directors | 1039250 | 34.02 |
| Others (Individuals/ Corporate Bodies) | 2015550 | 65.98 |

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

| Financial Year ended | Location | Date | Time |
|----------------------|--|--------------------|------------|
| March 31, 2017 | Rajhans Banquet Hall, Qutab Garh, Delhi. | September 07, 2017 | 10.00 A.M. |
| March 31, 2016 | Rajhans Banquet Hall, Qutab Garh, Delhi. | September 22, 2016 | 10.00 A.M. |
| March 31, 2015 | Rajhans Banquet Hall, Qutab Garh, Delhi. | September 24, 2015 | 10.00 A.M. |

Dematerialization of shareholding and liquidity:

As on March 31, 2018, all equity shares of the Company were held in dematerialized form except 17,68,750 equity shares which were in physical form.

Designated exclusive e-mail id:

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

Address for Correspondence:

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

The Compliance Secretary & 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.

CEO & CFO Certification:

In compliance with Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Ms Pooja Jain; Whole Time Director and Mr. Bharat Kumar, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board for the year ended March 31, 2018.

Corporate Governance Certificate

Certificate from the Auditors M/s Rajesh K. Sachdeva & Associates Chartered Accountant (FRN:006103N) confirming compliance with the conditions of Corporate Governance as required under Regulation 34 Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 has been attached as Annexure I forming integral part of this Report.

Annexure I

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Member

Moongipa Capital Finance Limited

18/14 W.E.A Pusa Lane,

Karol Bagh, New Delhi-110 005

We have examined the Compliance of conditions of Corporate Governance by Moongipa Capital Finance Limited ("the Company"), for the year ended March 31, 2018, as stipulated in Corporate Governance provisions as contained in Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations') for the period April 1, 2017 to March 31, 2018.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 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 Rajesh K Sachdeva & Associates
Chartered Accountants
(Firm Regn. No. : 019200N)

Sd/-

Rajesh K. Sachdeva
(Partner)

M. No. 082118

Date: May 28, 2018
Place: New Delhi



ANNEXURE E

Nomination & Remuneration Policy

The company considers human resources as its invaluable resources. The policy on nomination and remuneration of directors, Key Managerial Personnel (KMPs) and other employees have been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, KMPs and employees of the company and to harmonise the aspirations of human resources consistent with the goals of the company.

The Remuneration Committee of Moongipa Securities Limited ("the Company") consists of Two Independent Directors & one Non Executive Director. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, 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.

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 MEMBERS' 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

1. The duties of the Committee in relation to nomination matters include
2. Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
3. 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;
4. Identifying and recommending Directors who are to be put forward for retirement by rotation.
5. Determining the appropriate size, diversity and composition of the Board;
6. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
7. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
8. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;





9. 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.
10. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
11. Recommend any necessary changes to the Board.
12. 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:
 1. 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.
 2. 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.
 3. To delegate any of its powers to one or more of its members or the Secretary of the Committee.
 4. To consider any other matters as may be requested by the Board;
 5. Professional indemnity and liability insurance for Directors and senior management.
12. **MINUTES OF COMMITTEE MEETING**
Proceedings of all meetings must be minute and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.
13. **REVIEW AND AMENDMENT**
 - i. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
 - ii. The Nomination and Remuneration Committee 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 Nomination and Remuneration Committee 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 F**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 behavior. 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 G**

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018**

[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 -110005

I 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)** ("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 Company's 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, 2018 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, 2018 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made there under
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the Audit Period;**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable to the Company during the Audit Period;**



- iv. 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 Audit Period;**
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the Audit Period;**
 - vi. 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
 - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable to the Company during the Audit Period;**
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the Audit period;**
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
6. I further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:
- (a) Reserve Bank of India Act, 1934 and its circulars, Master Circulars, notification and its Directions as prescribed for NBFC.
 - (b) Non-Banking Financial Companies (Non-Deposit Accepting or Holding) Prudential Norms (Reserve Bank) Directions, 2007.
 - (c) Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

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.

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.

The Company in its Annual General Meeting held on September 07, 2017 revised the remuneration and other benefits of Ms. Pooja Jain (DIN: 00097037), Whole Time Director of the Company.

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

**For Kuldeep Dahiya & Associates
Practising Company Secretaries**

Sd/-
Kuldeep Dahiya
Proprietor
ACS No.: 34404
CP No.: 18930

**Place: New Delhi
Date: May 28, 2018**





Annexure A

To,

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

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

1. Maintenance of Secretarial and other laws records/ compliance is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we 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 Kuldeep Dahiya & Associates
Practising Company Secretaries

Sd/-
Kuldeep Dahiya
Proprietor

ACS No.: 34404
CP No.: 18930

Place: New Delhi
Date: May 28, 2018

INDEPENDENT AUDITOR'S 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 LTD. ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year 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, including Accounting Standard prescribed under section 133 of the Act, read with rule 7 of the Companies (Account) Rules, 2014. 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.

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, but not purpose of expressing an opinion on whether are Company has in place an adequate 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.

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, 2018, 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:
- 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.
 - 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.
 - 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.
 - In our opinion, the aforesaid financial statements comply with Accounting Standards prescribed under section 133 of the Act, as applicable.
 - On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 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.
 - 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:
 - The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - 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;
 - 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 Rajesh K. Sachdeva Associates
Chartered Accountants
Firm Reg. No.- 019200N

Sd/-
Akshay Sachdeva
Partner
M. No.- 525576

Date:- 28.05.2018
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, 2018 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

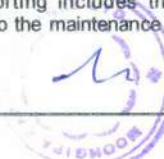
The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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 judgment, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 on March 31, 2018, 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 Rajesh K. Sachdeva & Associates
Chartered Accountants
Firm Reg. No.- 019200N

Sd/-
Akshay Sachdeva
Partner
M. No.:- 525576

Date:- 28.05.2018
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 2018, 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 Rajesh K. Sachdeva
Chartered Accountants
Firm Reg. No.- 019200N

Sd/-
Akshay Sachdeva
Partner
M. No.:- 525576

Date:- 28.05.2018
Place:- New Delhi





Balance Sheet as at 31st March, 2018

Amount Rs.

| Particulars | Note No. | As at 31st March 2018 | As at 31st March 2017 |
|---|----------|-----------------------|-----------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| (a) Share Capital | 1 | 30,548,000 | 30,548,000 |
| (b) Reserves and Surplus | 2 | 14,196,083 | 10,631,828 |
| | | 44,744,083 | 41,179,828 |
| Non-Current Liabilities | | | |
| (a) Long-term Provisions | 3 | 70,019 | 60,000 |
| | | 70,019 | 60,000 |
| Current Liabilities | | | |
| (a) Short-term Borrowings | 4 | 6,088,714 | 2,542,432 |
| (b) Other Current Liabilities | 5 | 86,600 | 619,081 |
| (c) Short-term Provisions | 6 | 116,407 | 7,140 |
| | | 6,291,721 | 3,168,653 |
| TOTAL | | 51,105,823 | 44,408,481 |
| ASSETS | | | |
| Non-Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 7 | 378,738 | 506,449 |
| (b) Non-current Investments | 8 | 16,490,445 | 14,732,054 |
| (c) Deferred Tax Assets (Net) | 9 | 122,862 | 135,684 |
| (d) Long-term Loans and Advances | 10 | 2,088,838 | 1,907,411 |
| (e) Other Non Current Asset | 11 | 15,655,000 | 16,573,019 |
| TOTAL | | 34,735,883 | 33,854,616 |
| Current Assets | | | |
| (a) Trade Receivables | 12 | 10,739,463 | 2,633,139 |
| (b) Cash and Cash Equivalents | 13 | 2,434,542 | 5,544,654 |
| (c) Other Current Assets | 14 | 3,195,934 | 2,376,072 |
| | | 16,369,939 | 10,553,865 |
| TOTAL | | 51,105,823 | 44,408,481 |
| Significant Accounting Policies & Notes to Accounts | 20 | | |

In terms of our report attached.
For Rajesh K. Sachdeva & Associates
Chartered Accountants
Firm Regn No. 019200N

For and on behalf of the Board of Directors

Sd/-
Akshay Sachdeva
Partner
M.No. 082118

Sd/-
Sanjay Jain
Director
DIN : 00096938

Sd/-
Pooja Jain
Whole Time Director
DIN : 00097037

Place : New Delhi
Date : 28-05-2018

Sd/-
Kailash
Company Secretary
M.No. : A51199

Place : New Delhi
Date : 28-05-2018

Statement of Profit and Loss for the period ended 31st March, 2018

Amount Rs.

| Particulars | Note No. | As at 31st March 2018 | As at 31st March 2017 |
|---|----------|-----------------------|-----------------------|
| Revenue from Operations | 15 | 6,726,644 | 7,243,061 |
| Other Income | 16 | 3,847,756 | 7,516,680 |
| Total revenue (1+2) | | 10,574,400 | 14,759,740 |
| Expenses | | | |
| (a) Employee Benefits Expense | 17 | 3,005,200 | 4,068,120 |
| (b) Finance Cost | 18 | 303,583 | 12,898 |
| (c) Depreciation and Amortisation Expense | 7 | 167,510 | 235,472 |
| (d) Other Expenses | 19 | 2,588,105 | 2,517,901 |
| Total Expenses | | 6,064,398 | 6,834,392 |
| Profit / (Loss) before exceptional and extraordinary Items & Tax Less Tax Expense: | | 4,510,002 | 7,925,349 |
| (a) Current Tax Expense | | 932,925 | 913,143 |
| (b) MAT credit | | - | (26,848) |
| (c) Deferred Tax | | 12,822 | (85,403) |
| (d) Tax Paid Earlier Years | | - | 3,040 |
| | | 945,747 | 803,931 |
| Profit / (Loss) for the year | | 3,564,255 | 7,121,418 |
| Earnings per share (of Rs. 10/- each): | | | |
| (a) Basic | | 1.17 | 2.33 |
| (b) Diluted | | 1.17 | 2.33 |
| Significant Accounting Policies & Notes to Accounts | 20 | | |

For Rajesh K. Sachdeva & Associates
Chartered Accountants
Firm Regn No. 019200N

For and on behalf of the Board of Directors

Sd/-
Sanjay Jain
Director
DIN : 00096938

Sd/-
Pooja Jain
Whole Time Director
DIN : 00097037

Sd/-
Kailash
Company Secretary
M.No. : 51199





Notes Forming Part of Financial Statements As at 31st March, 2018

Note 1 Share Capital

| Particulars | As at 31 March, 2018 | | As at 31 March, 2017 | |
|--|----------------------|----------------------|----------------------|----------------------|
| | 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, 2018 | | As at 31 March, 2017 | |
|---------------------------|----------------------|----------------------|----------------------|----------------------|
| | 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, 2018 | | As at 31 March, 2017 | |
|----------------------|----------------------|--------------|----------------------|--------------|
| | 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 31st March 2018 | As at 31st March 2017 |
|--|--------------------------|--------------------------|
| | Rs. | Rs. |
| Statutory Reserve U/S 45 IC of Reserve Bank of India Act,1934 As per last balance sheet | - | - |
| Add : Transferred from Profit & Loss account | 2,839,217 | - |
| | 2,839,217 | - |
| Surplus / (Deficit) in Statement of Profit and Loss | | |
| Opening balance | 10,631,828 | 3,510,410 |
| Add: Profit / (Loss) for the year | 3,564,255 | 7,121,418 |
| Less : Appropriations | | |
| Statutory Reserve U/S 45 IC of Reserve Bank of India Act,1934 | 2,839,217 | |
| | 11,356,866 | 10,631,828 |
| Closing balance | 11,356,866 | 10,631,828 |
| Total | 14,196,083 | 10,631,828 |

Note 3: Long Term Provisions

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|-------------------------------|--------------------------|--------------------------|
| | Rs. | Rs. |
| Provision for Gratuity | 65,000 | 60,000 |
| Provision for Standard Assets | 5,019 | - |
| Total | 70,019 | 60,000 |

Note 4: Short-term Borrowings

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--|--------------------------|--------------------------|
| | Rs. | Rs. |
| (a) Loans repayable on demand From banks | | |
| Secured (Over Draft Account) (Against pledge of fixed deposits) | 6,088,714 | 2,542,432 |
| Total | 6,088,714 | 2,542,432 |





Note 5: Other Current Liabilities

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--------------------|-----------------------|-----------------------|
| | Rs. | Rs. |
| (Expenses Payable) | 86,600 | 619,081 |
| Total | 86,600 | 619,081 |

Note 6: Short-term Provisions

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|-------------------------------|-----------------------|-----------------------|
| | Rs. | Rs. |
| Provision for Income Tax | 88,457 | - |
| Provision for Standard Assets | 27,950 | 7,140 |
| Total | 116,407 | 7,140 |

Note 7: Fixed Assets

Amount Rs.

| A. Tangible assets | Gross Block | | | Accumulated Depreciation | | | | Net Block | | |
|----------------------------|-----------------------------|---------------|-----------|------------------------------|---------------------|----------------|-------------|----------------------|----------------------|----------------------|
| | Balance as at 1 April, 2017 | Additions | Disposals | Balance as at 31 March, 2018 | As at 1 April, 2017 | For the Year | On Disposal | As at 31 March, 2018 | As at 31 March, 2018 | As at 31 March, 2018 |
| (a) Furniture and Fixtures | 213,121 | - | - | 213,121 | 175,021 | 8,720 | - | 183,741 | 29,380 | 38,100 |
| (b) Vehicles | 1,896,750 | - | - | 1,896,750 | 1,538,997 | 112,640 | - | 1,651,637 | 245,113 | 357,753 |
| (c) Office equipment | 674,382 | 39,799 | - | 714,181 | 579,353 | 43,718 | - | 623,071 | 91,110 | 95,029 |
| (d) Computer | 422,169 | - | - | 422,169 | 406,602 | 2,432 | - | 409,034 | 13,135 | 15,567 |
| Total | 3,206,422 | 39,799 | - | 3,246,221 | 2,699,974 | 167,510 | - | 2,867,483 | 378,738 | 506,449 |
| Previous year | 3,129,561 | 76,861 | - | 3,206,422 | 2,464,501 | 235,472 | - | 2,699,974 | 506,449 | 665,060 |

Note 8: Non-Current Investments

| Particulars | As at 31 March, 2018 | As at 31 March, 2017 |
|--|----------------------|----------------------|
| Investment in Equity Instruments | | |
| Un-Quoted Investments | | |
| SMC Global Securities Ltd 39,000 Equity Shares (P.Y. 3,9000 Equity Shares @ Rs. 2/- each) | - | - |
| Quoted Investments | | |
| Moongipa Securities Limited 8,10,725 Equity Shares (P.Y. 8,10,725 Equity Shares) of Rs. 10/- Each | 39,000 | 39,000 |
| GTN Industries Ltd. 10,009 Equity Shares (P.Y. 10,009 Equity Shares) of Rs. 10/- Each | 8,173,472 | 8,173,472 |
| ANG Industries Ltd. 3,009 Equity Shares (P.Y. 3,009 Equity Shares) of Rs. 10/- Each | 168,010 | 168,010 |
| Women Network Ltd. 1,700 Equity Shares (P. Y. 1,700 Equity Shares) of Rs. 10/- Each | 143,770 | 143,770 |
| IFCI Ltd. 5,000 Equity Shares (P.Y. 5,000 Equity Shares) of Rs. 10/- Each | 17,000 | 17,000 |
| The Shipping Corporation of India Ltd. Nil Equity Shares (P.Y. 5,009 Equity Shares) of Rs. 10/- Each | 108,946 | 108,946 |
| The Tata Power Co. Ltd. 2000 Equity Shares (P.Y. 2000 Equity Shares) of Rs. 1/- Each | 0 | 330,036 |
| | 159,717 | 159,717 |





| | | |
|---|---------|---------|
| The Tin Plate Company of India Ltd. Nil Equity Shares (P.Y. 100 Equity Shares) of Rs. 10/- Each | 0 | 5,729 |
| Coal India Ltd. Nil Equity Shares (P.Y. 659 Equity Shares) of Rs. 10/- Each | 0 | 201,593 |
| JM Financial Ltd. 200 Equity Shares (P.Y. 200 Equity Shares) of Rs. 1/- Each | 11,969 | 11,969 |
| The Hi-Tech Gears Limited 400 Equity Shares (P.Y. 500 Equity Shares) of Rs. 10/- Each | 100,154 | 125,164 |
| Nagarjuna Oil Refinery Limited 10000 Equity Shares (P.Y. 10000 Equity Shares) of Rs. 1/- Each | 42,163 | 42,163 |
| Rattan India Power Limited 25000 Equity Shares (P.Y. 15000 Equity Shares) of Rs. 10/- Each | 183,800 | 122,059 |
| Rattan India Infrastructure Limited 3000 Equity Shares (P.Y. 50000 Equity Shares) of Rs. 2/- Each | 9,754 | 159,102 |
| Shree Renuka Sugars Ltd. Nil Equity Shares (P.Y. 3000 Equity Shares) of Rs. 1/- Each | 0 | 33,499 |
| GMR Infrastructure Ltd. 5500 Equity Shares (P.Y. 11000 Equity Shares) of Rs. 1/- Each | 81,317 | 155,647 |
| Gujrat Alkalies & Chemicals Ltd. Nil Equity Shares (P.Y. 150 Equity Shares) of Rs. 10/- Each | 0 | 24,752 |
| HBL Power System Limited Nil Equity Shares (P.Y. 1000 Equity Shares) of Rs. 1/- Each | 0 | 50,393 |
| Diamond Power Infrastructure Ltd. 2018 Equity Shares (P.Y. 2018 Equity Shares) of Rs. 10/- Each | 53,829 | 53,829 |
| Berger Paints (India) Ltd 100 Equity Shares (P.Y. 400 Equity Shares) of Rs. 1/- Each | 22,155 | 83,812 |
| DCMLtd. 2399 Equity Shares (P.Y. 2399 Equity Shares) of Rs. 10/- Each | 206,518 | 206,518 |
| Larsen & Toubro Ltd. 25 Equity Shares (P.Y. 50 Equity Shares) of Rs. 2/- Each | 3 | 69,277 |
| Oriental Bank of Commerce 450 Equity Shares (P.Y. 450 Equity Shares) of Rs. 10/- Each | 53,374 | 53,374 |
| Karur Vysya Bank Limited Nil Equity Shares (P.Y. 545 Equity Shares) of Rs 2/- Each | 0 | 45,028 |
| Bank of India 200 Equity Shares (P.Y. 200 Equity Shares) of Rs. 10/- Each | 17,781 | 17,781 |
| First Source Solutions Limited 1000 Equity Shares (P.Y. 1000 Equity Shares) of Rs. 10/- Each | 43,073 | 43,074 |
| Reliance Defence & Engineering Ltd 2045 Equity Shares (P.Y. 1300 Equity Shares) of Rs. 10/- Each | 126,559 | 81,513 |
| India Tourism Dev Corp. 509 Equity Shares (P.Y. 1009 Equity Shares) of Rs. 10/- Each | 137,748 | 245,806 |
| IDFC Bank Ltd. 2500 Equity Shares (P.Y. 1500 Equity Shares) of Rs. 10/- Each | 139,581 | 84,909 |





| | | |
|---|---------|---------|
| The Karnataka Bank Ltd. Nil Equity Shares (P.Y. 4999 Equity Share) of Rs. 10/- Each | 0 | 686,622 |
| Kajaria Ceramics Ltd. 31 Equity Shares (P.Y. 31 Equity Shares) of Rs. 1/- Each | 17,012 | 17,012 |
| Jenson & Nichoson (India) Ltd. 509 Equity Shares (P.Y. 509 Equity Shares) of Rs. 2/- Each | 6,931 | 6,931 |
| Jaiprakash Associates Ltd. 11509 Equity Shares (P.Y. 10009 Equity Shares) of Rs. 2/- Each | 218,150 | 114,082 |
| L&T Technology Services Ltd. 209 Equity Shares (P.Y. 209 Equity Shares) of Rs. 2/- Each | 180,555 | 180,555 |
| Kotak Mahindra Bank Ltd. 200 Equity Shares (P.Y. 200 Equity Shares) of Rs. 5/- Each | 145,007 | 145,007 |
| Kohinoor Foods Limited 1024 Equity Shares of (P.Y. 1724 Equity Shares) Rs. 10/- Each | 59,094 | 99,708 |
| Lupin Limited 10 Equity Shares of (P.Y. 10 Equity Shares) Rs. 2/- Each | 14,679 | 14,679 |
| HCL Infosystems Ltd. 3236 Equity Shares (P.Y. 3068 Equity Shares) of Rs. 2/- Each | 152,910 | 159,125 |
| Hindustan Copper Ltd. 5208 Equity Shares (P.Y. 999 Equity Shares) of Rs. 5/- Each | 447,416 | 69,393 |
| Gulshan Polyols Ltd. 509 Equity Shares (P.Y. 509 Equity Shares) of Rs. 1/- Each | 37,725 | 37,725 |
| Federal Bank Ltd. 1818 Equity Shares (P.Y. 1609 Equity Shares) of Rs. 2/- Each | 139,179 | 87,709 |
| DCM Shriram Ltd. Nil Equity Shares (P.Y. 600 Equity Shares) of Rs. 2/- Each | 0 | 127,232 |
| 8K Miles Software Services Ltd. Nil Equity Shares of (P.Y. 209 Equity Shares) Rs. 5/- Each | 0 | 134,705 |
| Archies Ltd. Nil Equity Shares (P.Y. 500 Equity Shares) of Rs. 2/- Each | 0 | 11,867 |
| Central Bank of India 509 Equity Shares (P.Y. 509 Equity Shares) of Rs. 10/- Each | 43,193 | 43,193 |
| Cera Sanitarware Ltd. Nil Equity Shares (P.Y. 10 Equity Shares) of Rs. 5/- Each | 0 | 20,380 |
| BEML Ltd. Nil Equity Shares (P.Y. 289 Equity Shares) of Rs. 10/- Each | 0 | 282,096 |
| Atlanta Ltd. Nil Equity Shares (P.Y. 809 Equity Shares) of Rs. 2/- Each | 0 | 47,656 |
| Atul Auto Ltd. 109 Equity Shares (P.Y. 109 Equity Shares) of Rs. 5/- Each | 46,212 | 46,212 |
| Sintex Industries Ltd. 2000 Equity Shares (P.Y. 6800 Equity Shares) of Rs. 1/- Each | 69,976 | 474,790 |
| Shakti Pumps India Ltd. Nil Equity Shares (P.Y. 509 Equity Shares) of Rs. 10/- Each | 0 | 83,616 |





| | | |
|---|---------|---------|
| Shalimar Paints Ltd. 1159 Equity Shares (P.Y. 1509 Equity Shares) of Rs. 2 /- Each | 183,046 | 238,352 |
| Schneider Electric Infrastructure Ltd. 309 Equity Shares (P.Y. 309 Equity Shares) of Rs. 2 /- Each | 43,223 | 43,223 |
| Oil & Natural Gas Corpn Ltd. Nill Equity Shares (P.Y. 150 Equity Shares) of Rs. 5 /- Each | 0 | 22,348 |
| Suprajit Engineering Ltd, (Pre. Name : Phoenix Lamps Ltd.) 160 Equity Shares (P.Y. 200 Equity Shares) of Rs. 1 /- Each | 26,704 | 26,704 |
| Oudh Sugar Mills Ltd. Nill Equity Shares (P.Y. 309 Equity Shares) of Rs. 10 /- Each | 0 | 33,111 |
| PNC Infratech Ltd. 459 Equity Shares (P.Y. 609 Equity Shares) of Rs. 2 /- Each | 52,534 | 69,688 |
| Vakrangee Ltd. Nill Equity Shares (P.Y. 250 Equity Shares) of Rs. 1 /- Each | 0 | 69,046 |
| Southern Petrochemical Industrial Ltd. 3009 Equity Shares (P.Y. 5009 Equity Shares) of Rs. 10 /- Each | 37,881 | 125,656 |
| State Bank of Bikaner & Jaipur Nill Equity Shares (P.Y. 100 Equity Shares) of Rs. 10 /- Each | 0 | 70,250 |
| Tata Global Beverage Ltd. Nill Equity Shares (P.Y. 300 Equity Shares) of Rs. 1 /- Each | 0 | 41,944 |
| Wockhardt Limited 50 Equity Shares (P.Y. 50 Equity Shares) of Rs. 5 /- Each | 44,493 | 44,493 |
| IL&FS Engineering & Construction 1009 Equity Shares of Rs. 10 /- Each | 56,271 | 0 |
| KSB Pumps Ltd. 229 Equity Shares of Rs. 10 /- Each | 159,131 | 0 |
| MMTC Ltd. 309 Equity Shares of Rs. 1 /- Each | 21,503 | 0 |
| Astra Microwave Products Ltd. 309 Equity Shares of Rs. 2 /- Each | 40,206 | 0 |
| Arvind Smartspaces Ltd. 659 Equity Shares of Rs. 10 /- Each | 88,021 | 0 |
| Titagarh Wagons Ltd. 200 Equity Shares of Rs. 2 /- Each | 22,990 | 0 |
| Texmaco Infrass & Holdings Ltd. 1549 Equity Shares of Rs. 1 /- Each | 66,751 | 0 |
| Thomas Cook (India) Ltd. 159 Equity Shares of Rs. 1 /- Each | 37,637 | 0 |
| Reliance Power Ltd. 1009 Equity Shares of Rs. 10 /- Each | 46,676 | 0 |
| Punjab & Sind Bank 59 Equity Shares of Rs. 10 /- Each | 3,364 | 0 |
| Mukta Arts Ltd. 418 Equity Shares of Rs. 5 /- Each | 48,344 | 0 |





| | | |
|--|---------|---|
| National Aluminium Company Ltd. 1009 Equity Shares of Rs. 5 /- Each | 65,063 | 0 |
| State Bank of India 280 Equity Shares of Rs. 1 /- Each | 70,250 | 0 |
| Sintex Plastics Technology Ltd. 5000 Equity Shares of Rs. 1 /- Each | 167,482 | 0 |
| Ashoka Buildcon Ltd. 407 Equity Shares of Rs. 5/- Each | 80,895 | 0 |
| Aditya Birla Capital Ltd. 1518 Equity Shares of Rs. 10/- Each | 243,343 | 0 |
| HT Media Ltd. 909 Equity Shares of Rs. 2 /- Each | 81,621 | 0 |
| Godfrey Phillips India Ltd. 59 Equity Shares of Rs. 2/- Each | 53,183 | 0 |
| Grasim Industries Ltd. 209 Equity Shares of Rs. 2 /- Each | 237,628 | 0 |
| DLF Ltd. 209 Equity Shares of Rs. 2 /- Each | 37,844 | 0 |
| Bajaj Electricals Ltd. 159 Equity Shares of Rs. 2 /- Each | 51,701 | 0 |
| Bajaj Hindustan Sugar Ltd. 9 Equity Shares of Rs. 1 /- Each | 149 | 0 |
| BF Utilities 409 Equity Shares of Rs. 5 /- Each | 167,169 | 0 |
| ITC Ltd. 300 Equity Shares of Rs. 1 /- Each | 80,501 | 0 |
| Leel Electric Ltd. 509 Equity Shares of Rs. 10 /- Each | 105,451 | 0 |
| Reliance Infrastructure Ltd. 109 Equity Shares of Rs. 10 /- Each | 54,504 | 0 |
| Sun Pharmaceuticals Inds. Ltd. 59 Equity Shares of Rs. 1 /- Each | 31,765 | 0 |
| Tata Coffee Ltd. 209 Equity Shares of Rs. 1 /- Each | 30,054 | 0 |
| Tata Motor DVR 509 Equity Shares of Rs. 2 /- Each | 109,001 | 0 |
| Ultratech Cement Ltd. 5 Equity Shares of Rs. 10 /- Each | 19,802 | 0 |
| Indo National Limited 50 Equity Shares of Rs. 10 /- Each | 42,168 | 0 |
| Kirlosker Electric Company Ltd 2509 Equity Shares of Rs. 10 /- Each | 116,116 | 0 |
| Jet Airways Ltd 509 Equity Shares of Rs. 10 /- Each | 342,908 | 0 |





| | | |
|--|-------------------|-------------------|
| Jammu & Kashmir Bank LTd 1009 Equity Shares of Rs. 1 /- Each | 77,196 | 0 |
| Capacit'e Infraprojects Ltd 509 Equity Shares of Rs. 10 /- Each | 177,602 | 0 |
| Ashiana Housing & FinanceIndia Ltd 359 Equity Shares of Rs. 2 /- Each | 59,780 | 0 |
| Asian Hotels North Limited 1043 Equity Shares of Rs. 10 /- Each | 126,383 | 0 |
| Edelweiss Financial Services Ltd 609 Equity Shares of Rs. 1 /- Each | 172,703 | 0 |
| Suven Life Science Ltd 209 Equity Shares of Rs. 1 /- Each | 39,344 | 0 |
| Tata Sponge Ltd 159 Equity Shares of Rs. 10 /- Each | 147,126 | 0 |
| Empee Distilleries Ltd. 200 Equity Shares of Rs. 10 /- Each | 9,225 | 0 |
| JK Tyre & Industries Ltd.. 909 Equity Shares of Rs. 2 /- Each | 153,822 | 0 |
| Idea Cellular Ltd. 1209 Equity Shares of Rs. 10 /- Each | 120,602 | 0 |
| Indian Hotels Company Ltd. 509 Equity Shares of Rs. 1 /- Each | 72,730 | 0 |
| BGR Energy Systems Ltd. 209 Equity Shares of Rs. 10 /- Each | 31,067 | 0 |
| Patel Engineering Ltd. 3009 Equity Shares of Rs. 1 /- Each | 255,165 | 0 |
| Power Finance Corporation Ltd. 509 Equity Shares of Rs. 10 /- Each | 44,189 | 0 |
| Max Financial Services Ltd. 309 Equity Shares of Rs. 2 /- Each | 173,735 | 0 |
| KSK Energy Ventures Ltd. 2509 Equity Shares of Rs. 10 /- Each | 44,668 | 0 |
| Total | 16,490,445 | 14,732,054 |
| Total | 16,490,445 | 14,732,054 |
| Aggregate Cost of Un-Quoted Shares | 39,000 | 39,000 |
| Aggregate Cost of Quoted Shares | 16,451,445 | 14,693,054 |
| Aggregate market value of Quoted Investments | 20,566,769 | 19,071,576 |





Note 9: Deferred Tax Assets Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--------------------------------|-----------------------|-----------------------|
| | Rs. | Rs. |
| Opening Balance | 135,684 | 50,281 |
| Add : Created During the Year | - | 85,403 |
| Less: Reversal During the Year | 12,822 | - |
| Closing Balance | 122,862 | 135,684 |
| Total | 122,862 | 135,684 |

Note 10: Long-term Loans and Advances Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|-----------------------|-----------------------|
| | Rs. | Rs. |
| (i) Loans and Advances recoverable in Cash or kind Unsecured, considered good | 2,007,475 | 1,826,048 |
| (ii) Income Tax Refund Ay 2017-18 | 81,363 | 81,363 |
| Total | 2,088,838 | 1,907,411 |

Note 11: Other Non Current Assets Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--|-----------------------|-----------------------|
| | Rs. | Rs. |
| (i) In deposit accounts with maturity of more than 12 Months | 15,655,000 | 16,573,019 |
| Total | 15,655,000 | 16,573,019 |

Note 12: Trade Receivables Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--|-----------------------|-----------------------|
| | Rs. | Rs. |
| Trade Receivable outstanding for a period exceeding six months from the date they were due for payment | | |
| Unsecured, considered good | 11,179,946 | 2,856,285 |
| Doubtful | - | - |
| | 11,179,946 | 2,856,285 |
| Less: Provision for doubtful Trade receivables | 440,483 | 223,046 |
| | 10,739,463 | 2,633,139 |
| Total | 10,739,463 | 2,633,139 |

Note 13: Cash and Cash Equivalents Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|-----------------------|-----------------------|
| | Rs. | Rs. |
| (a) Cash in hand | 45,857 | 12,175 |
| (b) Balances with banks | | |
| (i) In Current Accounts | 481,213 | 132,479 |
| (ii) In deposit accounts with maturity of less than 12 Months | 1,907,472 | 5,400,000 |
| Total | 243,542 | 5,544,656 |

Note 14: Other Current Assets

Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|----------------------------------|-----------------------|-----------------------|
| | Rs. | Rs. |
| (i) Interest accrued on deposits | 3,195,934 | 2,376,072 |
| Total | 3,195,934 | 2,376,072 |

Note 15: Revenue from Operations

Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|-------------------------------|-----------------------|-----------------------|
| | Rs. | Rs. |
| Other Operating Income | | |
| (a) Interest Income | 6,726,644 | 7,243,061 |
| Total | 6,726,644 | 7,243,061 |

Note 16: Other Income

Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--|-----------------------|-----------------------|
| | Rs. | Rs. |
| (a) Profit on Sale of Short Term Shares | 1,270,769 | 1,687,728 |
| (b) Profit on Sale of Long Term Shares | 598,118 | 273,764 |
| (c) Interest on F.D.R | 1,903,355 | 1,863,209 |
| (d) Dividend Income | 74,540 | 71,312 |
| (e) Interest on Income Tax Refund | - | 1105 |
| (f) Excess provision for Standard Asset Reversed | - | 4370 |
| (g) Provision Written Back | - | 3615192 |
| (h) Jobbing Profit / Loss | 973 | - |
| Total | 3,847,756 | 7,516,680 |





Note 17: Employee Benefits Expense

Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|----------------------------|--------------------------|--------------------------|
| | Rs. | Rs. |
| (a) Salaries and Wages | 2,418,874 | 3,486,745 |
| (b) Bonus & Exgratia | 141,800 | 243,500 |
| (c) Provision for Gratuity | 5,000 | 5,000 |
| (d) Staff Welfare Expenses | 439,526 | 332,875 |
| Total | 3,005,200 | 4,068,120 |

Note 18: Finance Cost

Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|--------------------------|--------------------------|--------------------------|
| | Rs. | Rs. |
| (a) Interest expense on: | | |
| (i) Over Draft Facility | 303,583 | 12,898 |
| Total | 303,583 | 12,898 |

Note 19: Other Expenses

Amount Rs.

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|--------------------------|--------------------------|
| | Rs. | Rs. |
| Rates and Taxes | 44,554 | 44,554 |
| Communication | 26,278 | 10,086 |
| Travelling and Conveyance | 305,934 | 363,871 |
| Insurance - Vehicle | 17,856 | 24,832 |
| Printing and Stationery | 264,807 | 170,349 |
| Business Promotion | 86,003 | 80,561 |
| Legal and Professional | 245,328 | 101,695 |
| Listing Fees | 287,500 | 229,000 |
| Payments to Auditors | 41,300 | 40,250 |
| Vehicle Running and Maintenance | 177,823 | 118,418 |
| Provision for doubtful trade and other receivables | 217,437 | 223,046 |
| Provision for standard assets | 25,828 | - |
| Security Transaction Tax | 18,601 | 32,887 |
| Sundry Repairs and Maintenance | 346,344 | 347,612 |
| Miscellaneous Expenses | 482,512 | 730,740 |
| Total | 2,588,105 | 2,517,901 |

NOTE 20

Significant Accounting Policies & Notes to Accounts for the Year 2017-18**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 on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

5. Cash flow statement

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



**6. Depreciation and 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

- Income is accounted on accrual basis except for dividend income which is recognized when right to receive is established.
- 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 in recognized in accounts.

10. Employee benefits

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

11. Segment reporting

The company is involved in the business of financing activity only. 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 recognized 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 recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be

sufficient future taxable income available to realize such assets. Deferred tax assets are recognized 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 realized. 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 reliability.

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 recognized, 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 recognized 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

- Contingent Liabilities :- As on 31st march 2018, contingent liabilities not provided for in the books of accounts is Rs. NIL (Previous Rs. NIL)
- Claims against the Company not acknowledged as Debts - Rs. Nil (Previous Year Rs. Nil).
- Pending Capital Commitments remaining to be executed - Rs. Nil (Previous Year Rs. Nil).
- Auditor's Remuneration

| S.No. | Particulars | For the Year 2017-2018 | For the Year 2016-2017 |
|-------|--------------------|---------------------------|---------------------------|
| | | RS. | Rs. |
| 1 | Audit Fees | 35000 | 35,000 |
| 2 | Good & Service Tax | 6,300 | 5,250 |
| | Total | 41,300 | 40,250 |

- Managerial Remuneration Rs.4,20,000 (Previous Year Rs. 3,60,000)
- 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.





7. Foreign Exchange Transaction

Amount Rs.

| | 2017-18 | 2016-17 |
|---------------------------------|---------|---------|
| Expenditure in Foreign Currency | NIL | NIL |
| Earning in Foreign Currency | NIL | NIL |

8. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2017 to 31st March, 2018. (Previous year Rs. Nil).

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

10. Earnings Per Share

Amount in Rs.

| Particulars | | 2017-18 | 2016-17 |
|---|-----|-----------|-----------|
| Net Profit After Tax Profit for the Year | Rs. | 35,64,255 | 71,21,418 |
| Profit/(Loss) Attributable to Equity Shareholders | Rs. | 35,64,255 | 71,21,418 |
| 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. | 1.17 | 2.33 |

11. Related Party Transactions

1. Following are the related parties

a. Key Management Personnel (KMP)

- Mrs. Pooja Jain (Whole Time Director)
- Mr. Sanjay Jain (Director)
- Mr. Kailash (Company Secretary & Compliance Officer)

b. Enterprises Significantly Influenced by KMP & their Relatives

- Moongipa Securities Limited

Amount in Rs.

| Nature To Transactions | KMP | Relatives of KMP | Enterprises Significantly Influenced | Balance As on 31.03.2018 |
|--------------------------------------|-------------|------------------|--------------------------------------|--------------------------|
| Managerial Remuneration (Pooja Jain) | 4,20,000.00 | - | - | 3,60,000.00 |

12. The accounts have been prepared on the basis of Schedule III of the Companies Act, 2013. The previous year figures have adjusted/ regroup/ rearrange wherever required, to confirm with the current year figures.

13. Notes No. 1 to 20 form an integral part of the Financial Statements for the year ended on 31st March, 2018

For and on behalf of the Board of Directors

For Rajesh K. Sachdeva & Associates
Chartered Accountants
Firm Regn No. 019200N

Sd/-
Akshay Sachdeva
Partner
M.No. 082118

Sd/- Sanjay Jain Director
Sd/- Pooja Jain Whole Time Director
DIN : 00096938 DIN : 00097037

Place : New Delhi
Date : 28-05-2018

Sd/-
Kailash
Company Secretary
M.No. : A51199





Cash Flow Statement for the year ended 31 March, 2018

Amount in (Rs.)

| Particulars | For the year ended 31 March, 2018 | | For the year ended 31 March, 2017 | |
|---|--------------------------------------|--------------------|--------------------------------------|--------------------|
| A. Cash flow from operating activities | | | | |
| Net Profit / (Loss) before extraordinary items and tax | | | | |
| Adjustments for: | | 4,510,002 | | 7,925,349 |
| Depreciation written off during the year | | | | |
| Finance costs | 167,510 | | 235,472 | |
| Interest income | 303,583 | | 12,898 | |
| Dividend Income | (1,903,355) | | (1,864,314) | |
| Provision for Gratuity | (74,540) | | (71,312) | |
| Provision for doubtful debt written back | 5000 | | 5000 | |
| Provision for doubtful debt | 0 | | (3615192) | |
| Excess provision for Standard Asset Reversed | 217,437 | | 223046 | |
| Loss/(profit) on sale of shares | 25,828 | | (4,370) | |
| | (1,868,887) | | (1,961,492) | |
| | | (3,127,425) | | (7,040,263) |
| Operating profit / (loss) before working capital changes | | | | |
| Changes in working capital: | | 1,382,577 | | 885,085 |
| Adjustments for (increase) / decrease in operating assets: | | | | |
| Other Current Assets | (819,862) | | - | |
| Trade Receivables | (8,323,761) | | 4,595,743 | |
| Loans & Advances | (181,427) | | (22,423) | |
| Adjustments for increase / (decrease) in operating liabilities: | | | | |
| Other current liabilities | (532,481) | | (926,174) | |
| | | (9,857,531) | | 3,647,146 |
| Cash generated from operations | | (8,474,954) | | 4,532,231 |
| Net income tax (paid) / refunds | | (844,468) | | (945,793) |
| Net cash flow from / (used in) operating activities (A) | | (9,319,422) | | 3,586,438 |
| B. Cash flow from investing activities | | | | |
| Capital expenditure on fixed assets, including capital advances | (39,799) | | (76,861) | |
| Purchase of New FDR | (3,489,453) | | (16,547,661) | |
| FDR Matured/Created | 7,900,000 | | (5,168,019) | |
| Proceeds from sale of investments | 110,496 | | 17,113,632 | |
| Dividend Received | 74,540 | | 71,312 | |
| Interest received | 1,903,355 | | 527,335 | |
| | | 6,459,140 | | (4,080,262) |
| Net cash flow from / (used in) investing activities (B) | | 6,459,140 | | (4,080,262) |
| C. Cash flow from financing activities | | | | |
| Interest on short term borrowings | (303,583) | | (12,898) | |
| Short Term Borrowing | 3,546,282 | | | |
| | | 3,242,699 | | 12,898 |
| Net cash flow from / (used in) financing activities (C) | | 3,242,699 | | 12,898 |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | | 382,416 | | (506,722) |
| Cash and cash equivalents at the beginning of the year | | 144,654 | | 651,376 |
| Cash and cash equivalents at the end of the year | | 527,070 | | 144,654 |
| Net (Outflow)/Inflow of Cash | | 382,416 | | (506,722) |

As per our report of even date attached.

For Rajesh K. Sachdeva & Associates
Chartered Accountants
Firm Regn No. 019200N

For and on behalf of the Board of Directors

Sd/-
Akshay Sachdeva
Partner
M.No. 082118

Place : New Delhi
Date : 28-05-2018

Sd/-
Sanjay Jain
Director
DIN : 00096938

Sd/-
Pooja Jain
Whole Time Director
DIN : 00097037

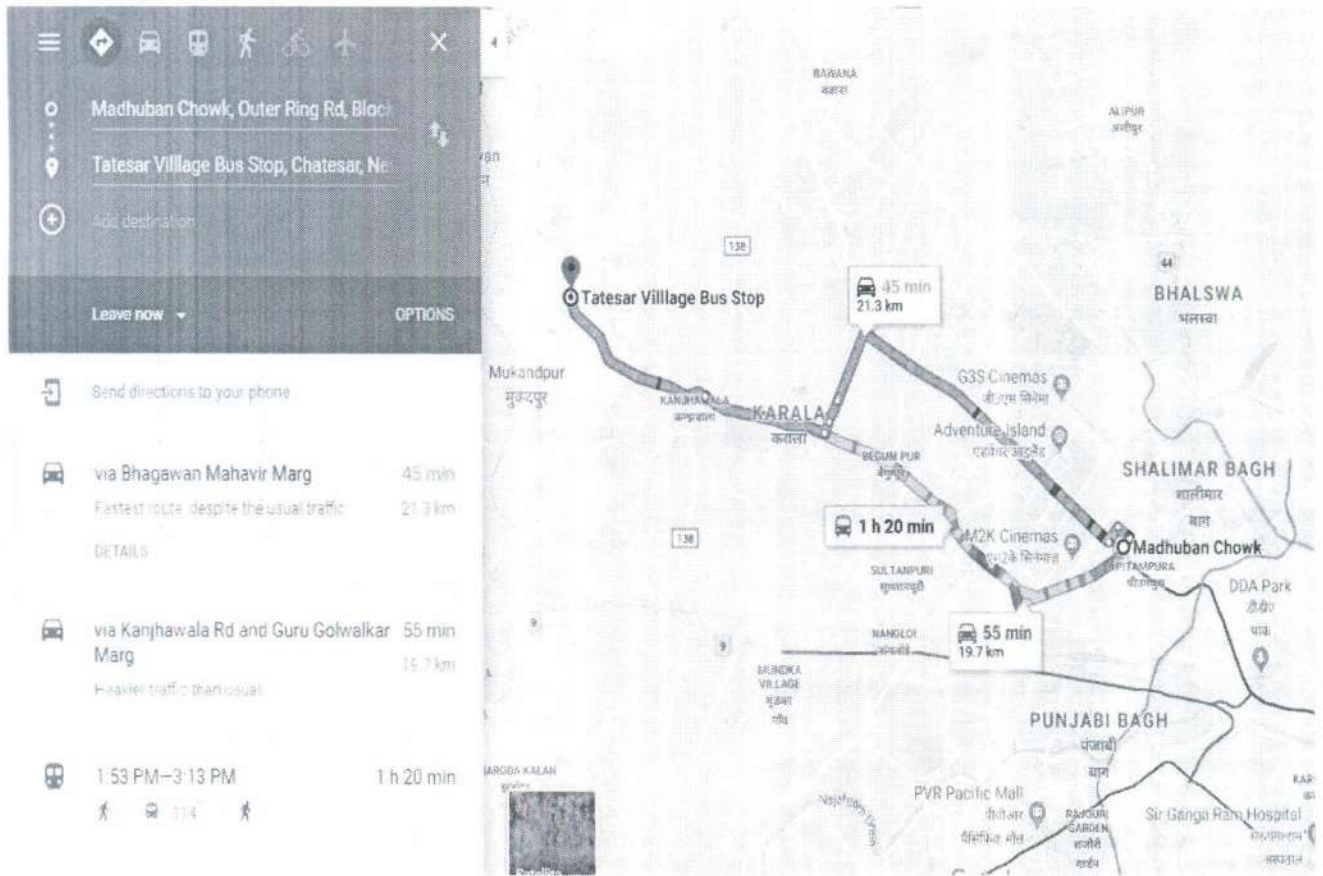
Sd/-
Kailash
Company Secretary
Mem.No. : A51199



Route Map to Venue of Annual General Meeting

Venue: Bhan Farm, Village Tatesar, Qutabghar Road, New Delhi-110081

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



Moongipa Capital Finance Limited
 Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005
 CIN No. : L65993DL1987PLC028669
 Website : www.moongipa.com Email Id: moogipac@gmail.com

ATTENDANCE SLIP

| | |
|-------------------------------------|--|
| Registered Folio/ DP ID & Client ID | |
| Name | |
| Address of Member | |

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 35th Annual General Meeting on Thursday, 27th September, 2018 at 10:00 A.M. at Bhan farm, Qutub Garh Road, Tatesar Village, Delhi-110081 and at any adjournment thereof.

Member's Name :

.....
 Member's/Proxy's Signature

Proxy's Name :

- Note: 1. Please Fill this attendance slip and hand it over at the entrance of the hall.
 2. Members/Proxy Holder/Authorized Representatives are requested to show their photo ID Proof for attending the meeting.
 3. Authorized Representative of Corporate Member(s) shall produce proper authorization issued in their favour.

Moongipa Capital Finance Limited
 Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005
 CIN No. : L65993DL1987PLC028669
 Website : www.moongipa.com Email Id: moogipac@gmail.com

PROXY FORM

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

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| E-mail ID | |
| Folio No. /Client ID | |
| DP ID | |

I/We, being the member(s) of.....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: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st (Thirty First) Annual General Meeting of the Members of Moongipa Capital Finance Limited to be held on Thursday, September 27, 2018, at 10:00 A.M at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

| |
|---|
| Ordinary Business: |
| 1. To receive, consider, and adopt Audited Financial Statements of the company for the Financial Year ended March 31, 2018 and the Report of the Board of Directors and Auditors thereon; |
| 2. To appoint a Director in place of Mr. Sanjay Jain (DIN 00096938), who retires by rotation and, being eligible, offers himself for re-appointment |
| 3. Modification to the resolution related to appointment of Statutory Auditors |
| Special Business: |
| 4. Appointment of Mr. Saurabh Arora (DIN: 08040166) as a Independent Director |

Signed this..... day of..... 2018

Signature of member..... Signature of Proxy holder(s)



Note: 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 Meeting.



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