



**MOONGIPA  
SECURITIES LTD.**

September 29, 2018

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

Scrip Code: 539199

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 24th Annual General Meeting held on September 27, 2018.

This is for your information and records.

Thanking you,

For Moongipa Securities Limited

*Sanjeev*

(Sanjeev Jain)

Company Secretary and Compliance Officer



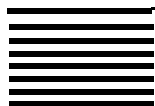
(CIN : L74899DL1994PLC057941)

Regd. Office : 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005. Ph. : 011-41450121

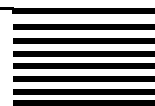
E-mail : moongipas@gmail.com, Website : www.moongipa.net



**24TH**  
**ANNUAL REPORT**  
**2017-2018**



**MOONGIPA SECURITIES LIMITED**  
ENDURING VALUES NEW AGE THINKING



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Sanjay Jain**

Non-Executive Director

**Ms. Ruchi Jain**

Wholetime Director

**Ms. Preeti Srivastava**

Independent Director

**Mr. Ajay Prakash Narain**

Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Mohd. Javed Qureshi

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Sanjeev Jain

### REGISTERED OFFICE

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

Tel No. 011-41450121

Email ID - [moongipas@gmail.com](mailto:moongipas@gmail.com)

Website - [www.moongipa.net](http://www.moongipa.net)

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](mailto:girjesh@skylinerta.com)

Web - [www.skylinerta.com](http://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 Twenty-fourth (24th) Annual General Meeting ("Meeting") of the member(s) of **MOONGIPA SECURITIES LIMITED** ("Company") will be held on Thursday, September 27, 2018 at 11.00 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.

For **Moongipa Securities Limited**

Date : May 28, 2018  
Place : New Delhi

Sd/-  
(Sanjeev Jain)  
Company Secretary

##### NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item no. 3 to be transacted at the 24th AGM is annexed hereto.
2. **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.**
3. **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.**

4. Member(s)/Proxies/Authorized Representatives are re-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.
5. 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.
6. 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.
7. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
8. The route map showing directions to reach the venue of the meeting is enclosed.
9. 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.
10. 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).
11. 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.
12. 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.
13. **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.**
14. 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.moongipa.net](http://www.moongipa.net) for their download also on the website of the respective Stock Exchange at [www.bseindia.com](http://www.bseindia.com).
15. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.



16. 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.
17. **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.
18. 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.
19. **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.**
20. **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.**
21. **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:
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders/Members
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - Members holding shares in Physical Form: Enter Folio Number registered with the Company.
    - Next enter the Image Verification as displayed and Click on "Login"
    - If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://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.
  - Fill up the 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> <p>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.</p>   |
| 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. order to login.</p> <p>● 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).</p> |



- (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 demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 Securities 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write e-mail to [helpdesk.evoting@cdslindia.com](mailto: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.net](http://www.mongipa.net) 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 24th 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 07, 2017.

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.

**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 and Capital markets.

He is on the Board of the Company since March 18, 1994 and hold 249,000 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 Six meetings of Board of Directors of the Company.

He did not receive any remuneration during FY 2017-18.

Mr. Sanjay Jain is related to Ms. Ruchi Jain, Chairperson and Wholtime Director of the Company, being his Sister. 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

For **Moongipa Securities Limited**

Date : May 28, 2018

Place : New Delhi

Sd/-  
(Sanjeev Jain)  
Company Secretary

**BOARD'S REPORT**

**Dear Members,**

Your directors have pleasure in presenting the Twenty Fourth (24th) 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	9555.26	4434.87
Other Income	4631.75	3591.33
<b>Total Revenue</b>	<b>14187.01</b>	<b>8026.20</b>
<b>Profit before Finance cost, Depreciation and Tax</b>	<b>8775.2</b>	<b>5169.82</b>
Finance cost	323.16	32.55
Depreciation	195.01	134.92
<b>Profit before tax</b>	<b>8257.03</b>	<b>3023.85</b>
Less: Tax	2398.40	719.72
<b>Profit for the year</b>	<b>5858.64</b>	<b>2304.12</b>

**REVIEW OF BUSINESS OPERATIONS**

During the year under review, your Company achieved total revenue and Net profit of Rs. 14187.01 and Rs. 5858.64 respectively as against total revenue and Net profit of Rs. 8026.20 and Rs. 2304.12 respectively during the previous financial year ended March 31, 2018.

**DIVIDEND**

Keeping in view long term interest of the company. Your Directors do not recommend the payment of dividend for the FY 2017-18.

**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. However, Company has applied a licensed from Reserve Bank of India for doing a Non-Banking Financial Activity and hopeful to received in the current Financial year.

**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**

During the year under review, your Company does not propose to transfer any amount to reserves.

**SHARE CAPITAL**

The paid up equity share capital as on March 31, 2018 was Rs. 50,10,2000. 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. Ruchi Jain, Wholtime Director is a Key Managerial Personnel ("KMP") within the meaning of Section 203(1) of the ACT. Mr. Sanjeev Jain and Mr. Mohd Javed Qureshi 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.

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://moongipa.net/files/b2c0fe4a88\\_Familiarization%20program%20for%20Ind.%20Dir.%20MSL0001.pdf](http://moongipa.net/files/b2c0fe4a88_Familiarization%20program%20for%20Ind.%20Dir.%20MSL0001.pdf)

#### CORPORATE GOVERNANCE REPORT

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) Whistle Blower Policy (Vigil Mechanism)
- c) Appointment & Remuneration Policy
- d) 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.net](http://www.moongipa.net) 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.net](http://www.moongipa.net) 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 23rd Annual General Meeting held on September 07, 2017 until the conclusion of the 28th Annual General Meeting to be held in year 2022.

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 ratification 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 basis in the ordinary course of business and as in compliance with the applicable provisions of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) 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.net](http://www.moongipa.net).

**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.

#### **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.

#### **CEO & CFO CERTIFICATION**

Certificate from Ms. Ruchi Jain (DIN: 07291623), Whole Time Director & Mohd. Javed Qureshi, 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.

#### **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 & On behalf of the Board**

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

**Sd/-  
Ruchi 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	L74899DL1994PLC057941
2. Registration Date	March 18, 1994
3. Name of the Company	Moongipa Securities 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 : <a href="mailto:moongipas@gmail.com">moongipas@gmail.com</a>
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Skyline Financial Services Private Limited</b> D-153 /A, 1st Floor, Okhla Industrial Area, Phase 1, New Delhi-110020. Ph. No.- 011-64732681; 011-26812682 E-mail ID: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>

**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.	Shares	Section K Division 66 Group 661	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	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	1568240	-	1568240	31.30	1568240		1568240	31.30	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	810725		810725	16.18	810725		810725	16.18	0
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>	2378965		2378965	47.48	2378965		2378965	47.48	0
<b>B. Public Shareholding</b>									
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) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>		-							
<b>2. Non-Institutions</b>									
a) Bodies Corp.	100		100	0	600	0	600	0.01	0.01
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2410	1100350	1102760	22.01	1910	1100350	1102260	22.00	0.1
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	1528375	1528375	30.51	0	1528375	1528375	30.51	0
<b>c) Others (specify)</b>									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	2510	2628725	2631225	52.52	2510	2628725	2631225	52.52	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2510	2628725	2631225	52.52	2510	2628725	2631225	52.52	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	2381475	2628725	5010200	100	2381475	2628725	5010200	100	0


**B) Shareholding of Promoter-**

SN	Shareholder;s Name	Shareholding at the beginning of the year (As on 1 <sup>st</sup> April 2017)			Shareholding at the end of the year (As on 31 <sup>st</sup> 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	247200	4.93	N.A.	247200	4.93	N.A.	NIL
2	Suresh Chander Jain & Sons	144300	2.88	N.A.	144300	2.88	N.A.	NIL
3	Sanjay Jain	249000	4.97	N.A.	249000	4.97	N.A.	NIL
4	Nirmal Jain	185400	3.70	N.A.	185400	3.70	N.A.	NIL
5	Ruchi Jain	159200	3.18	N.A.	159200	3.18	N.A.	NIL
6	Pooja Jain	248250	4.95	N.A.	248250	4.95	N.A.	NIL
7.	Rosy Gupta	232400	4.64	N.A.	232400	4.64	N.A.	NIL
8.	Vimal Mehta	102490	2.05	N.A.	102490	2.05	N.A.	NIL
9	Moogipa Capital Finance Ltd.	810725	16.18	N.A.	810725	16.18	N.A.	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 <sup>st</sup> April 2017.		Date-wise Increase Decrease in Shareholding of top 10 shareholders during the year		Shareholding at the end of year 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares of the company	Date	Increase/ Decrease	No. of shares	% of total shares of the company
1.	Sandeep Sachdeva	98500	1.97		Nil	98500	1.97
2.	Rajiv Kumar Aggarwal	97800	1.95		Nil	97800	1.95
3.	D.C.Mehta	96900	1.93		Nil	96900	1.93
4.	Suraj Mehta	95000	1.90		Nil	95000	1.90
5.	Basant Lal Mehta	90000	1.80		Nil	90000	1.80
6.	Jyoti Mehta	89000	1.78		Nil	89000	1.78
7.	Rajendra Mehta	83700	1.67		Nil	83700	1.67
8.	Laxmi Jain	78500	1.57		Nil	78500	1.57
9.	R.N.Aggarwal	75200	1.45		Nil	72700	1.45
10	Mohd Javed Qureshi	48600	0.97		Nil	48600	0.97

**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.	Ruchi Jain (Whole Time Director)	159200	3.18	159200	3.18
2.	Sanjay Jain (Director)	249000	4.97	249000	4.97
3.	Sanjeev Jain (Company Secretary)	Nil	Nil	Nil	Nil
4.	Mohd Javed Qureshi (CFO)	48600	0.97	48600	0.97

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	N.A.	N.A.	N.A.	N.A.
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
<b>Total (i+ii+iii)</b>	N.A.	N.A.	N.A.	N.A.
<b>Change in Indebtedness during the financial year</b>	N.A.	N.A.	N.A.	N.A.
* Addition	N.A.	N.A.	N.A.	N.A.
* Reduction	N.A.	N.A.	N.A.	N.A.
<b>Net Change</b>	N.A.	N.A.	N.A.	N.A.
<b>Indebtedness at the end of the financial year</b>	N.A.	N.A.	N.A.	N.A.
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
<b>Total (i+ii+iii)</b>	N.A.	N.A.	N.A.	N.A.

**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 (Ruchi Jain)
1	Gross salary	NIL
	(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	
	<b>Total (A)</b>	NIL
	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. Sanjeev Jain	CFO Mr. Mohd. Javed Qureshi	Total
1	Gross salary	N.A.	21,000	2,52,500	2,73,500
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	Others, specify...	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	21,000	2,52,500	2,73,500

## 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)
<b>A. COMPANY</b>					
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>B. DIRECTORS</b>					
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>C. OTHER OFFICERS IN DEFAULT</b>					
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.

**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 each 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 human 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. Ruchi 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. Ruchi Jain (Whole Time Director) - N.A Mr. Sanjeev Jain (Company Secretary) - No Change Mohd. Javed Qureshi (CFO) - 11.72%									
3.	The percentage decrease in the median remuneration of employees in the financial year;	3%									
4.	The number of permanent employees on the rolls of Company;	11 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;	Average increase in remuneration of Key managerial Personnel was based partly on the results of the Company for the year ended March 31, 2018 and partly on the individual employee's performance.									
7.	Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies;	<p>Valuations in Market Capitalization and PE Ratio is as below:</p> <table><tr><th>Particulars</th><th>31.03.2018</th><th>31.03.2017</th></tr><tr><td>Market Capitalisation (Rs. in Lakhs)</td><td>7.66.56</td><td>701.43</td></tr><tr><td>PE Ratio</td><td>13.07</td><td>30.43</td></tr></table> <p>The Company was listed and has not come out with an IPO. Hence the details of the same are not applicable.</p>	Particulars	31.03.2018	31.03.2017	Market Capitalisation (Rs. in Lakhs)	7.66.56	701.43	PE Ratio	13.07	30.43
Particulars	31.03.2018	31.03.2017									
Market Capitalisation (Rs. in Lakhs)	7.66.56	701.43									
PE Ratio	13.07	30.43									
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;	<ul style="list-style-type: none"><li>● Average Salary decrease of non-managerial employees was around 3%</li><li>● Average Salary increase of managerial employees was marginal increase.</li><li>● There are no exceptional circumstances for increase in managerial remuneration.</li></ul>									
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.	Average increase in remuneration of Key Managerial Personnel was based partly on the results of the Company for the year ended March 31, 2018 and partly on the individual employee's performance.									
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	N.A									
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.									

## 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"), Six Board Meeting were held i.e. on May 29, 2017, August 14, 2017, November 14, 2017, December 12, 2017, February 12, 2018, and March 08, 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 F Year 2017-18		Attendance At the AGM Held on September 07, 2017	No. of Outside Director ship(*)	No. of Outside Committee(s) On which Member/ Chairman
		Held	Attended			
Sanjay Jain (00096938)	Promoter / Non-Executive 18/07/1994	6	6	Yes	1	4
Ruchi Jain (07291623)	Promoter/ Executive 14/10/2015	6	6	Yes	Nil	Nil
Preeti Srivastava (07035595)	Non- Executive/ Independent 28/03/2015	6	6	No	1	4
Ajay Prakash Narain (02655527)	Non- Executive/ Independent 22/07/2010	6	6	Yes	Nil	2

" 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://moongipa.net/files/b2c0fe4a88\\_Familiarization%20program%20for%20Ind.%20Dir.%20MSL0001.pdf](http://moongipa.net/files/b2c0fe4a88_Familiarization%20program%20for%20Ind.%20Dir.%20MSL0001.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 [www.moongipa.net](http://www.moongipa.net). 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.

#### 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
Ajay Prakash Narain	Chairman	4	4
Sanjay Jain	Members	4	4
Preeti Srivastava	Members	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
Ajay Prakash Narain	Chairman	1	1
Sanjay Jain	Members	1	1
Preeti Srivastava	Members	1	1

In terms of Regulation 6 of Listing Regulations, Mr. Sanjeev Jain, 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 one meeting of Nomination and Remuneration Committee was held on May 24, 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
Ajay Prakash Narain	Chairman	1	1
Sanjay Jain	Members	1	1
Preeti Srivastava	Members	1	1

### 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 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.net](http://www.moongipa.net)
- 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 **L74899DL1994PLC057941**.

i.	AGM Date, time and venue	September 27, 2018, 11.00 A.M. Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110081.
ii.	Financial Calendar Year	2018-19
	First Quarter results	On or Before 14 <sup>th</sup> August 2017
	Half Yearly Results	On or Before 14 <sup>th</sup> November 2017
	Third Quarter Results	On or Before 14 <sup>th</sup> February 2018
	Year ending Results	On or Before 30 <sup>th</sup> 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.	539199

**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	539199	INE618R01015

**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	14.70	14.70
May, 2017	14.70	14.70
June, 2017	14.70	14.70
July, 2017	15.00	15.00
August, 2017	15.00	15.00
September, 2017	15.00	15.00
October, 2017	15.10	15.10
November, 2017	15.10	15.10
December, 2017	15.10	15.10
January, 2018	15.25	15.25
February, 2018	15.30	15.30
March, 2018	15.30	15.30

**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:

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

**Distribution of the shareholding as on March 31, 2018**

Range	No. of Shares Holders	% of Shares Holders	No. of Shares	% of Shares Holders
1-500	1047	64.79	519410	10.37
501-1000	486	30.07	468000	9.34
1001-2000	6	0.37	9900	0.20
2001-3000	26	1.61	65250	1.30
3001-4000	4	0.25	13450	0.27
4001-5000	0	0	0	0
5001-10,000	4	0.25	26850	0.54
1,0000 & above	43	2.66	3907340	77.99
<b>Total</b>	<b>1616</b>	<b>100</b>	<b>5010200</b>	<b>100</b>

**Categories of Shareholders as on March 31, 2018**

Category	No. of Shares Held	% of Shareholders
Promoters & Directors	2378965	47.48
Others (Individuals/ Corporate Bodies)	2631235	52.52

**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	11.00 A.M.
March 31, 2016	Rajhans Banquet Hall, Qutab Garh, Delhi.	September 22, 2016	11.00 A.M.
March 31, 2015	Rajhans Banquet Hall, Qutab Garh, Delhi.	September 24, 2015	11.00 A.M.

**Dematerialization of shareholding and liquidity:**

As on March 31, 2018, all equity shares of the Company were held in dematerialized form except 2628725 equity shares which were in physical form.

**Designated exclusive e-mail id:**

The Company has designated an e-mail id "[moongipas@gmail.com](mailto:moongipas@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 Securities 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 - [moongipas@gmail.com](mailto:moongipas@gmail.com).

**CEO & CFO Certification:**

Ms Ruchi Jain; Whole Time Director and Mr. Mohd Javed Qureshi, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) read with Schedule II of part B of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**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 Securities 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 Securities 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. 08248**

**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 harmonies 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

- The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

## 5. CHAIRMAN

- Chairman of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- 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 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.
- 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

- 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.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## 10. NOMINATION DUTIES

- The duties of the Committee in relation to nomination matters include
- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;



## 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]

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.

To,

The Members,

**Moongipa Securities 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 SECURITIES LIMITED (CIN: L74899DL1994PLC057941)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us 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:

- (i) The Companies Act, 2013 (as amended) ('the Act') and the Rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956(as amended) and the Rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) 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);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended)

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(as amended) - **Not applicable to the Company during the Audit Period;**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- - **Not applicable to the Company during the Audit Period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- - **Not applicable to the Company during the Audit Period;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(as amended) - - **Not applicable to the Company during the Audit Period;**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (as amended) - **Not applicable to the Company during the Audit Period;**

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

- (a) Secretarial Standard1 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India;
- (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- (c) During the audit period, the Company has complied with the provisions of the Acts, 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. Ruchi Jain (DIN: 07291623), 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 Securities 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, Cost 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 SECURITIES LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **MOONGIPA SECURITIES LTD.** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Statement Cash Flow, the statement of change of equity 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 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 the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes valuating 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 profit and its cash flows, the change in Equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "Annexure-I" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of cash flows, the change in Equity dealt with by this Report are in agreement with the books of accounts;
  - d) In our opinion, the aforesaid financial statements comply with IND AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) 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;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-II"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Rajesh K. Sachdeva & Associates**  
Chartered Accountants  
FRN 019200N

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

**Place:- New Delhi**  
**Date:- 28.05.2018**

### ANNEXURE-I INDEPENDENT AUDITOR'S REPORT OF MOONGIPA SECURITIES LTD.

The Annexure referred to in our report to the members of MOONGIPA SECURITIES LTD. ('the company') for the year ended 31st March, 2018.

### We report that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets are physically verified by the management on annual basis which in our opinion is at reasonable intervals. As per information and explanations given to us, no material discrepancies were noticed on such verification as compared to book records.
- (c) The company does not hold any immovable property in its name hence clause (i) (c) of paragraph 3 of the order is not applicable to the company.
2. (a) As informed to us, the inventory of share has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
3. The company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loan and investment made.
5. The company has not accepted any deposit from the public.
6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the activities of the company.
7. (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) According to the information and explanations given to us, there are no disputed statutory dues payable in respect of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which are outstanding as at 31st March, 2018.
8. According to the information and explanations given to us, company has not taken loan from financial institution, bank, Government or dues to debenture holders during the year; hence clause (viii) of paragraph 3 of the order regarding default is not applicable to the company.



9. The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year; hence clause (ix) of paragraph 3 of the order regarding default is not applicable to the company.
10. Based upon the audit procedure performed and information and explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year under audit.
11. According to the information and explanation given to us and based on examinations of records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company, hence clause (xii) of paragraph 3 of the order is not applicable to the company.
13. According to the information and explanations given to us and based on examinations of the records of the company, transactions with the related parties are in compliance with the provision of sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on examinations of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on examinations of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, provision of clause (xv) of paragraph 3 of the order is not applicable to the company.
16. The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**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-II TO THE INDEPENDENT AUDITOR'S REPORT MOONGIPA SECURITIES LTD.**

The Annexure referred to in our report to the members of **MOONGIPA SECURITIES LTD.** ('the company') for the year ended 31st March, 2018.

### **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 SECURITIES LTD. ("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 ('ICAI'). 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 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**  
**FRN 019200N**

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

**Date:- 28.05.2018**  
**Place:- New Delhi**




**BALANCE SHEET As at March 31, 2018**

Particulars	Note No.	Figures as at March 31, 2018	Figures as at March 31, 2017	Figures as at April 1, 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and equipments	1a	202,061	257,528	357,702
(c) Investment property	2	16,172,340	16,251,180	10,947,700
(h) Financial assets				
(i) Investments	3	9,118,067	8,723,940	6,116,967
(iv) Others	4a	28,997,699	26,357,624	29,757,624
(i) Deferred tax assets(Net)	4	-	35,750	40,935
(j) Other non-current assets(to be specified)	4b	2,914,313	2,914,313	7,414,313
<b>Current assets</b>				
(a) Inventories	5	20,856,510	15,756,146	13,385,119
(b) Financial Assets				
(i) Investments				
(ii) Trade Receivables	6	400,555	2,851	325,135
(iii) Cash and cash equivalents	7	202,133	220,255	187,430
(vi) Others(to be specified)	8	5,629,079	4,381,603	2,556,438
<b>Total Assets</b>		<b>84,492,757</b>	<b>74,901,190</b>	<b>71,089,363</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	9	50,102,000	50,102,000	50,102,000
(b) Other Equity	10	28,409,954	22,551,318	20,247,194
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(b) Provisions	11	65,000	60,000	55,000
(c) Deferred tax liabilities(Net)	4	507,515	-	-
<b>Current liabilities</b>				
(a) Financial liabilities				
(iii) Other financial liabilities(to be specified)	12	4,415,595	1,752,450	227,094
(b) Other current liabilities	13	214,650	435,422	458,075
(c) Provisions	11	778,043	-	-
<b>Total Equity and Liabilities</b>		<b>84,492,757</b>	<b>74,901,190</b>	<b>71,089,363</b>
<p>Significant Accounting Policies Note - 1</p> <p>Other Additional Informations Note - 20</p> <p><b>For Rajesh K. Sachdeva &amp; Associates</b>  <b>Chartered Accountants</b>  <b>(Firm Regn No 019200N)</b>  <b>Sd/-</b>  <b>Akshay Sachdeva</b>  <b>Partne</b>  <b>(Mem No. 525576)</b>  <b>Place : New Delhi</b>  <b>Date : 28.05.2018</b></p> <p><b>For and on behalf of the Board of Directors</b>  <b>Sd/-</b>  <b>(Ruchi Jain)</b>  <b>Whole-Time Director</b>  <b>DIN : 07291623</b></p> <p><b>Sd/-</b>  <b>(Sanjay Jain)</b>  <b>Director</b>  <b>DIN : 00096938</b></p> <p><b>Sd/-</b>  <b>(Sanjeev Jain)</b>  <b>Company Secretary</b>  <b>Mem No. : A13440</b></p>				


**Statement of Profit & Loss, for the year ended March 31, 2018**

Particulars	Note No.	Figures as at the end of March 31, 2018	Figures as at the end of March 31, 2017
<b>INCOME</b>			
Revenue from operations(Refer note below)	14	9,555,256	4,434,870
Other income	15	4,631,754	3,591,332
<b>Total income</b>		<b>14,187,009</b>	<b>8,026,202</b>
<b>EXPENSES</b>			
Employee benefit expenses	16	2,902,142	2,932,487
Finance costs	17	323,164	32,548
Depreciation and amortisation expenses	18	195,011	134,923
Other expenses	19	2,509,661	1,902,397
<b>Total expenses</b>		<b>5,929,978</b>	<b>5,002,355</b>
<b>Profit before exceptional items and tax</b>		<b>8,257,032</b>	<b>3,023,847</b>
Exceptional items			
<b>Profit before tax</b>		<b>8,257,032</b>	<b>3,023,847</b>
Tax expense			
Current tax		1,749,460	838,280
Previous year's tax		105,671	(120,247)
MAT Credit(wherever applicable)		-	(3,495)
Deferred tax		543,265	5,185
<b>Total tax expense</b>		<b>2,398,396</b>	<b>719,723</b>
<b>Profit for the year</b>		<b>5,858,636</b>	<b>2,304,124</b>
<b>Other comprehensive income</b>			
(a) Items that will not be reclassified to profit and loss		-	-
(i) Fair value of equity instruments through Other Comprehensive Income(FVOCI)			
(ii) Remeasurement gain/(loss) on defined benefit plans			
(iii) Income tax related to item no (ii) above			
(b) Items that will be reclassified to profit and loss			
(i) Effective portion of gain/(loss) on cash flow hedges			
(ii) Income tax related to item no(i) above			
<b>Other Comprehensive Income,Net of tax</b>			
<b>Total Comprehensive Income for the year</b>		<b>5,858,636</b>	<b>2,304,124</b>
<b>Number of shares</b>		<b>5,010,200</b>	<b>5,010,200</b>
<b>Earnings per equity share</b>			
Basic earning (Rs.) per equity share of Rs. 10 Each		1.17	0.46
Diluted earning (Rs.) per equity share of Rs. 10 Each		1.17	0.46

**Note:**

Revenue from operations is mainly comprising of income from share trading,which was previously being shown on gross basis. However, from last quarter ,the same has been shown net off cost of shares. Therefore,previous period's figures have been restated accordingly.

Significant Accounting Policies Note - 1  
Other Additional Informations Note - 20

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

**Sd/-**  
**Akshay Sachdeva**  
**Partne**  
**(Mem No. 525576)**

**Place : New Delhi**  
**Date : 28.05.2018**

**For and on behalf of the Board of Directors**

**Sd/-**  
**(Ruchi Jain)**  
**Whole-Time Director**  
**DIN : 07291623**

**Sd/-**  
**(Sanjay Jain)**  
**Director**  
**DIN : 00096938**

**Sd/-**  
**(Sanjeev Jain)**  
**Company Secretary**  
**Mem No. : A13440**



## Statement of changes in equity for the year ended March 31, 2018

A: Equity share capital				
Particulars			Note	Amount
As at April 1, 2016				50,102,000
Changes in Equity share capital during the year				-
As at March 31, 2017				50,102,000
Changes in Equity share capital during the year				-
As at March31, 2018			9	50,102,000
B: Other equity				
Particulars	Reserves & Surplus		Total other equity	
	Profit & loss	Other reserves		
As at April 1, 2016	20,247,194	-	20,247,194	
Profit for the year	2,304,124	-	2,304,124	
Other comprehensive income	-	-	-	
Total comprehensive income for the year	2,304,124	-	2,304,124	
Hedging gain/(loss) reclassified to statement of profit & loss	-	-	-	
Transactions with owners in their capacity as owners				
Dividend paid(including dividend distribution tax)	-	-	-	
As at March 31, 2017	22,551,318	-	22,551,318	
Profit for the year	5,858,636	-	5,858,636	
Other comprehensive income	-	-	-	
Total comprehensive income for the year	5,858,636	-	5,858,636	
Hedging gain/(loss) reclassified to statement of profit & loss	-	-	-	
Transactions with owners in their capacity as owners				
Dividend paid(including dividend distribution tax)	-	-	-	
As at March 31, 2018	28,409,954	-	28,409,954	
Significant Accounting Policies Note - 1				
Other Additional Informations Note - 20				
For Rajesh K. Sachdeva & Associates Chartered Accountants (Firm Regn No 019200N)			For and on behalf of the Board of Directors	
Sd/- Akshay Sachdeva Partne (Mem No. 525576)			Sd/- (Ruchi Jain) Whole-Time Director DIN : 07291623	
			Sd/- (Sanjay Jain) Director DIN : 00096938	
Place : New Delhi Date : 28.05.2018			Sd/- (Sanjeev Jain) Company Secretary Mem No. : A13440	

**Following notes to accounts form an integral part of Financial Statements as at March 31, 2018,**

**Note No. 1**

**Significant Accounting Policies**

This Note provides a list of the significant Accounting Policies adopted by the Company in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**Basis of preparation:**

**(i) Compliance with Ind AS:**

The Financial Statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Financial Statements up to the year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Companies Act, 2013.

These Financial Statements are the first Financial Statements of the Company under Ind AS. Refer Notes for explanations on how the transition from previously applicable Indian GAAP (hereinafter referred to as 'IGAAP') to Ind AS has affected the financial position, financial performance and cash flows of the Company.

**(ii) Historical cost convention:**

The Financial Statements have been prepared on a historical cost basis.

**IND AS 1: Presentation of Financial Statements:-**

IND AS 01 has been applied in preparing and presenting, General purpose financial statement. Appending notes contain information in addition to that, presented in Balance Sheet, Statement of Profit & Loss, and Statement of Change in Equity and statement of cash flows. Notes provide narrative description or disaggregation of items presented in these financial statements and information about the items that do not qualify for recognition in financial statement. Other Comprehensive Income comprises items of income and expenses that are not recognized in profit and loss, as required or permitted by other IND AS. Financial Statements have been prepared on going concern assumption.

**IND AS 2 Inventories**

Inventory is valued at cost or net realisable value whichever is lower. Cost is arrived at, by First in First out method. Cost comprises all costs of purchase and other costs incurred.

**IND AS 07: Statement of Cash Flows:**

Statement of cash flow has been prepared in accordance with requirements of IND 07 & is presented as an integral part of financial statements for each period for which reporting is required. This statement reports cash flows during the period classified by operating, investing & financial activities. Cash flows from operating activities is reported using the indirect method

**IND AS 12: Income taxes**

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based

on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid will be recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

**IND AS 16: Property, Plant and Equipment**

All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Acquisition cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent expenditures are included in the carrying amount of asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of assets are recognised in the Statement of Profit and Loss.

### Depreciation methods, estimated useful lives and residual value:

Depreciation is provided on the straight-line method to allocate the cost of assets, net of their residual values, over their estimated useful lives, as specified in schedule-II of Companies Act, 2013.

Depreciation is calculated on a pro-rata basis, both, from the date of acquisition/installation in the year of acquisition and upto the date the assets are sold or disposed off, in the year of disposal.

Assets	Useful Life (Years)
Computers	3
Furniture & Fixtures	10
Invertors	15
Office equipments	5

Useful life of Assets is taken as per Part c, of schedule II of Companies Act, 2013. There has been no change in the useful lives adopted.

### IND AS 18: Revenue

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity when those inflows result in increases in equity, other than increases relating to contribution from equity participants.

Revenue is recognised only when it is probable the economic benefits associated with the transaction will flow to the entity.

Exclusions from the definition of revenue are:

- Amount collected on behalf of third parties, viz, Goods and Services Tax: These are not economic benefits that will flow to the entity and do not result in equity.
- In agency relationship, amounts collected on behalf of principal.

Entity recognizes revenue on accrual basis, except for dividend which is recognized as and when right to receive payment is established.

### IND AS 33: Earnings per Share:

Basic and diluted earnings per share for profit or loss from continuing operations attributable to the ordinary equity holders of the entity for each class of ordinary shares that has a different right to share in profit, have been disclosed as per the requirements of IND AS 33.

### IND AS 37: Provision, Contingent Liabilities and Contingent Assets

IND AS 37 has been applied in Accounting for provisions, contingent liabilities & contingent assets.

A Provision shall be recognized only when:

- An entity has a present obligation due to past events
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and
- A reliable estimate can be made of the amount of obligation.

If these conditions are not met, no provision shall be recognized.

A contingent liability is disclosed, as required by paragraph 86, unless the possibility of an outflow of resources embounding economic benefit is remote.

### IND AS 40: Investment properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not in use by the Company, is classified as investment property. Land held for a currently undetermined future use is also classified as an investment property. Investment property is measured initially at its acquisition cost, including related transaction costs and where applicable borrowing costs.

### Transition to Ind AS:

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment properties recognised as at April 01, 2015 measured under IGAAP as the deemed cost of investment properties.

### IND AS 36: Impairment of assets

As per IND-AS AS 36, The carrying amount of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal | external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised

### Cash and cash equivalents:

Cash and cash equivalents include cash in hand, demand deposits with bank and other short-term (3 months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an In significant risk of changes in value.

### IND AS 109: Financial Instruments

The company classifies its financial assets in the following measurement categories:



- i. Those to be measured subsequently at fair value (either through other Comprehensive Income, or through profit or loss)
- ii. Those measured at Amortised Cost

The classification depends the business model of the entity for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other Comprehensive income for investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income

**Subsequent measurement:**

After initial recognition, financial assets are measured at:

- i. Fair value (either through other Comprehensive Income (FVOCI) or through profit or loss(FVPL) or,
- II. Amortized cost

The company subsequently measures all investment in equity instruments at fair value. The management of the company has elected to present fair value gains or losses on such equity investment in Profit and loss. Dividends from such investments are recognized, as and when right to receive is established. Impairment losses (and reversal of impairment losses) on equity instruments measured at FVTPL (Fair value through profit and loss) are not reported separately from other changes in fair value.

**IND AS 113: Fair Value Measurement:**

The objective of a fair value measurement is to estimate the price at which an orderly transaction to sell or to transfer the liability would take place between market participants at the measurement date under current market conditions. A fair value measurement requires an entity to determine all the following:

- a) The particular asset or liability that is the subject of the measurement (consistently with its unit of account)
- b) For a non-financial asset, the valuation premise that is appropriate for the measurement (consistently with its highest and best use).
- c) The principal (or most advantageous) market for the asset or liability.
- d) The valuation technique(s) appropriate for the measurement, considering the availability of data with which to develop input that represent the assumptions that market participants would use when pricing the asset or liability and the level of the fair value hierarchy within which the inputs are categorized.

This IND AS defines "fair value" as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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. 525576)

Sd/-  
(Ruchi Jain)  
Whole-Time Director  
DIN: 07291623

Sd/-  
(Sanjay Jain)  
Director  
DIN : 00096938

Sd/-  
(Sanjeev Jain)  
Director  
Mem No. : A13440

Place : New Delhi  
Date : 28-05-2018

Note No. 1a PROPERTY, PLANT & EQUIPMENTS				Amount in Rs.
Particulars	Computers	Furniture & Fixtures	Office Equipments	Total
<b>Gross carrying value</b>				
Balance as at April 1, 2016	249,690	100,909	559,270	909,869
Additions	18,000	-	16,749	34,749
Disposals	-	-	-	-
Balance as at March 31, 2017	267,690	100,909	576,019	944,618
Additions	40,850	-	19,854	60,704
Disposals	-	-	-	-
Balance as at March 31, 2018	308,540	100,909	595,873	1,005,322
<b>Depreciation/Ammortisation</b>				
Balance as at April 1, 2016	153,170	95,866	303,131	552,167
Charge	49,724	-	85,199	134,923
Disposals/Adjustments	-	-	-	-
Balance as at March 31, 2017	202,894	95,866	388,330	687,090
Charge	50,987	-	65,184	116,171
Disposals/Adjustments	-	-	-	-
Balance as at March 31, 2018	253,881	95,866	453,514	803,261
<b>Net carrying value as at April 1, 2016</b>	<b>96,520</b>	<b>5,043</b>	<b>256,139</b>	<b>357,702</b>
<b>Net carrying value as at March 31, 2017</b>	<b>64,796</b>	<b>5,043</b>	<b>187,689</b>	<b>257,528</b>
<b>Net carrying value as at March 31, 2018</b>	<b>54,659</b>	<b>5,043</b>	<b>142,359</b>	<b>202,061</b>
<b>Note:</b> Property, plant & equipments classified & presented above do not carry any kind of contractual obligation. Also, there are no restrictions on the title and none has been pledged.				


**Note No. 2**
**INVESTMENT PROPERTY**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Non-current : Investment property	16,172,340	16,251,180	10,947,700
<b>Total</b>	<b>16,172,340</b>	<b>16,251,180</b>	<b>10,947,700</b>

**Note No. 3**
**INVESTMENTS**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
DSE Membership deposit	12,500	12,500	12,500
IIFL Focussed equity fund	7,500,000	2,500,000	-
DSE Membership		3,504,629	3,504,629
Motilal oswal asset	1,605,567	2,706,811	2,599,838
<b>Total</b>	<b>9,118,067</b>	<b>8,723,940</b>	<b>6,116,967</b>

**Note No. 4**
**INCOME TAX EXPENSE**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
<b>(i) Current tax</b>			
Current tax on profit for the year			
Adjustments for current tax of prior periods			
Total current tax expense			
<b>(ii) Deferred tax</b>			
(Decrease)/Increase in deferred tax liabilities	513,025	-	-
Decrease/(Increase) in deferred tax assets	(5,510)	35,750	40,935
Total deferred tax expense/(benefit)	507,515	35,750	40,935
<b>Income tax expense</b>	<b>507,515</b>	<b>35,750</b>	<b>40,935</b>

**Note No. 4a**
**OTHER FINANCIAL ASSETS (to be specified)**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Fixed Deposits	28,997,699	26,357,624	29,757,624
<b>Total</b>	<b>28,997,699</b>	<b>26,357,624</b>	<b>29,757,624</b>




**Note No. 4b**
**OTHER NON CURRENT ASSETS (to be specified)**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Advance against investment property	2,914,313	2,914,313	7,414,313
<b>Total</b>	<b>2,914,313</b>	<b>2,914,313</b>	<b>7,414,313</b>

**Note No. 5**
**INVENTORIES**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Stock(equity shares)	20,856,510	15,756,146	13,385,119
<b>Total</b>	<b>20,856,510</b>	<b>15,756,146</b>	<b>13,385,119</b>

**Note No. 6**
**TRADE RECEIVABLES**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Unsecured:	400,555	2,851	325,135
<b>Total</b>	<b>400,555</b>	<b>2,851</b>	<b>325,135</b>

**Note No. 7**
**CASH & CASH EQUIVALENTS**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
(a) Balances with banks :			
On current accounts:(unrestricted balance)	185,050	184,291	165,394
Bank deposits with original maturity of three months or less	-	-	-
(b) Cash in hand	17,083	35,964	22,036
<b>Total</b>	<b>202,133</b>	<b>220,255</b>	<b>187,430</b>

**Note No. 8**
**OTHER FINANCIAL ASSETS**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Current:			
(a) Balances with government authorities			
(ii) DSE tgf deposit	-	50,400	50,400
(iii) INCOME TAX Refund	839,762	986,129	813,929
(iv) TDS A.Y. 18-19	-	26,692	51,953
(v) MAT credit entitlement-Unsecured considered good	-	-	67,678
(b) Interest accrued	4,789,317	3,318,382	1,572,478
<b>Total</b>	<b>5,629,079</b>	<b>4,381,603</b>	<b>2,556,438</b>



**Note No. 9**  
**SHARE CAPITAL**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
<b>Authorised shares</b>			
60,00,000 shares of Rs. 10 each	60,000,000	60,000,000	60,000,000
Issued, Subscribed and fully paid up shares	50,102,000	50,102,000	50,102,000
50,10,200 shares of Rs. 10 each	<b>50,102,000</b>	<b>50,102,000</b>	<b>50,102,000</b>
<b>Total</b>			

**a. Terms/rights attached to equity shares :**

"The company has only one class of equity shares having par value of Rs. 10 per share.

"Each holder of equity shares is entitled to cast one vote per share."

**Reconciliation of Share Capital**

Amount in Rs.

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Opening Balance	5,010,200	50,102,000	5,010,200	50,102,000	5,010,200	50,102,000
Add: Fresh Issue of Shares	-	-	-	-	-	-
Less: Buy Back of Shares	-	-	-	-	-	-
Closing Balance of Shares	5,010,200	50,102,000	5,010,200	50,102,000	5,010,200	50,102,000
<b>Total</b>	<b>5,010,200</b>	<b>50,102,000</b>	<b>5,010,200</b>	<b>50,102,000</b>	<b>5,010,200</b>	<b>50,102,000</b>

**b. Details of shareholders ( as per the register of shareholders) holding more than 5% shares in the company**

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
Equity shares of Rs. 10 each fully paid up Mooongipa Capital Finance Ltd.	810,725	16.18%	810,725	16.18%	810,725	16.18%


**Note No. 10  
OTHER EQUITY**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Surplus/deficit in Statement of P & L:			
Opening balance	22,551,318	20,247,194	19,323,897
Add: Profit/loss for the year	5,858,636	2,304,124	923,297
<b>Closing balance</b>	<b>28,409,954</b>	<b>22,551,318</b>	<b>20,247,194</b>

**Note No. 11  
PROVISIONS**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Non-current:			
Provision for gratuity	65,000	60,000	55,000
Current:			
Provision for Income tax	778,043	-	-

**Note No. 12  
FINANCIAL LIABILITIES (OTHERS)**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Current:			
Outstanding balances in SOD accounts	4,415,595	1,752,450	227,094
<b>Total</b>	<b>4,415,595</b>	<b>1,752,450</b>	<b>227,094</b>

**Note No. 13  
OTHER CURRENT LIABILITIES**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at April 1, 2016
Dues payable	74,550	308,422	332,075
Security deposit	129,000	120,000	120,000
TDS payable	11,100	7,000	6,000
<b>Total</b>	<b>214,650</b>	<b>435,422</b>	<b>458,075</b>

**Note No. 14  
REVENUE FROM OPERATIONS**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017
Income from Sale of shares	8,036,719	3,778,326
Dividend Income	163,852	227,689
Jobbing profit/loss	15,087	15,089
Other operating revenue:		
Derrivatives	1,339,598	413,766
<b>Total</b>	<b>9,555,256</b>	<b>4,434,870</b>


**Note No. 15  
OTHER INCOME**

Amount in Rs.

Particulars	Balance as at March 31, 2018	Balance as at March 31, 2017
Interest on FDR	3,072,082	2,968,513
Interest on refund	916	-
Profit on PMS	1,198,756	106,973
Rent received	360,000	480,000
Provision written back	-	35,846
<b>Total</b>	<b>4,631,754</b>	<b>3,591,332</b>

**Note No. 16  
EMPLOYEE BENEFIT EXPENSES**

Amount in Rs.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Salaries and wages	2,393,967	2,540,816
Director's remuneration	-	45,830
Bonus & exgratia	176,923	111,500
Stipend	48,306	53,610
Provision for gratuity	5,000	5,000
Staff welfare expenses	277,946	175,731
<b>Total</b>	<b>2,902,142</b>	<b>2,932,487</b>

**Note No. 17  
FINANCE COSTS**

Amount in Rs.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Bank interest	323,164	32,548
<b>Total</b>	<b>323,164</b>	<b>32,548</b>

**Note No. 18  
DEPRECIATION & AMMORTISATION**

Amount in Rs.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Depreciation(PPE)	116,171	134,923
Depreciation (Investment property)	78,840	-
<b>Total</b>	<b>195,011</b>	<b>134,923</b>



**Note No. 19**  
**OTHER EXPENSES**

**Amount in Rs.**

<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>
Audit fee	41,300	40,250
Brokerage and other charges	118,533	5,051
Security transaction tax	72,585	80,184
Business promotion	74,959	10,000
Car running & maintainance	165,238	89,236
Commission	17,000	-
Computer repair & maintainance	2,190	40,000
Conveyance charges	89,457	39,831
Demat charges	20,035	22,654
Electricity expenses	51,420	40,060
Fees & Subscription	127,694	73,537
Keyman insurance	525,000	525,000
Legal & professional charges	258,753	122,033
Listing fees	287,500	229,000
Meeting expenses	27,500	35,700
Miscellaneous expenses	21,095	72,877
Newspaper & periodicals	5,096	2,882
Office maintainance	270,300	62,056
Postage & courier charges	20,274	12,959
Printing & stationery	104,664	102,473
Publicity expenses	51,011	56,185
Rates & taxes	39,363	39,363
Scooter running & maintainance	5,734	14,235
Telephone & internet expenses	94,368	104,765
Tour & travels	14,711	72,646
Bank charges	3,881	9,420
<b>Total</b>	<b>2,509,661</b>	<b>1,902,397</b>

**Note. 20: Other Additional Information As on 31st March, 2018**

- A. Claims against the Company not acknowledged as Debts - Rs. Nil (Previous Year Rs. Nil).
- B. Pending Capital Commitments remaining to be executed - Rs. Nil (Previous Year Rs. Nil).
- C. Auditor's Remuneration

S.No.	Particulars	For the Year 2017-2018	For the Year 2016-2017
1	Audit Fees	35000.00	35000.00
2	GST/Service Tax	6300.00	5250.00
	<b>Total</b>	<b>41300.00</b>	<b>40250.00</b>

- D. Managerial Remuneration Rs Nil (Previous Year Rs. 45,830)
- E. Based on the Information received from all the vendor regarding their status 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.

**F. Foreign Exchange Transaction**

Amount (Rs.)

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

- G. 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).
- H. Value of Imports Calculated on CIF Basis Rs. Nil (Previous Year Rs. Nil)

**I. Earnings Per Share**

Amount (Rs.)

Particulars		2017-18	2016-17
Net Profit After Tax Profit for the Year	Rs.	58,58,636	23,04,124
Profit/(Loss) Attributable to Equity Shareholders	Rs.	58,58,636	23,04,124
Weighted Average Number of Equity Shares	No.	50,10,200	50,10,200
Nominal Value Per Share	Rs.	10	10
Basic / Diluted Earnings Per Share	Rs.	1.17	0.46

**J. Related Party Transactions**

1. Following are the related parties

a. Key Management Personnel (KMP)

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

- b. Enterprises Significantly Influenced by KMP & their Relatives

● **Moongipa Capital Finance Limited**

2. Transaction With Related Party - Nil

K. **PUBLIC DEPOSITS**

The company has not accepted any deposits from public during the year ended on 31st March, 2018 & previous year ended on 31st March, 2017.

L. **EXCEPTIONAL ITEMS**

There are no exceptional items during the year ended on 31st March, 2018 & previous year ended on 31st March, 2017.

- M. 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.

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

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

**for & on Behalf of Board of Directors**

**Sd/-  
Akshay Sachdeva  
Partner  
Mem. No. 525576**

**Sd/-  
Ruchi Jain  
Whole Time Director  
DIN : 07291623**

**Sd/-  
Sanjay Jain  
Director  
DIN : 00096938**

**Sd/-  
Sanjeev Jain  
Company Secretary  
Mem No. : A13440**

**Place: New Delhi**

**Date: 28-05-2018**


**Cash Flow Statement for the year ended 31 March, 2017**

Amount in (Rs.)

Particulars	Note	2017-18	2016-17
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before tax		8,257,032	3,023,847
Adjustments for:			
Add:			
Depreciation & ammortisation expenses		195,011	134,923
Provision for gratuity		5,000	5,000
Finance costs		323,164	32,548
		<b>8,780,207</b>	<b>3,196,318</b>
Less:			
Provision for doubtful debts written back		-	35,847
Profit on sale of investments		-	-
Rent received		360,000	480,000
Interest income from financial assets measured at ammortised costs		3,072,082	2,968,513
Operating profit before change in operating assets & liabilities		<b>5,348,125</b>	<b>(288,042)</b>
Adjustments for:			
(Increase)/decrease in inventories		(5,100,364)	(2,371,027)
(Increase)/decrease in trade receivables		(397,704)	358,131
(Increase)/decrease in other financial assets			
(Increase)/decrease in other assets			
Increase/(decrease) in non-current loans			
Increase/(decrease) in trade payables			
Increase/(decrease) in other financial liabilities			
Increase/(decrease) in other current liabilities		(220,772)	(22,653)
		(5,718,840)	(2,035,549)
Cash generated from operations		(370,715)	(2,323,591)
Less:			
Income tax paid(net of refund)		(1,077,089)	(793,799)
<b>Net cash flow from operating activities A</b>		<b>(1,447,804)</b>	<b>(3,117,390)</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of investments		(394,127)	(2,606,973)
Purchase of investment property			(5,303,480)
long term loans & advances			4,500,000
Payment to acquire property,plant & equipments		(60,704)	(34,748)
Rent received		360,000	480,000
Proceeds/(Payment) from fixed deposits		(2,640,075)	3,400,000
Interest received on financial assets measured at ammortised cost		1,824,607	1,222,609
<b>CASH FLOW FROM INVESTING ACTIVITIES B</b>		<b>(910,299)</b>	<b>1,657,408</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>			
Interest paid		(323,164)	(32,549)
<b>CASH FLOW FROM FINANCING ACTIVITIES C</b>		<b>(323,164)</b>	<b>(32,549)</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents</b>			
<b>A+B+C</b>			
<b>Cash &amp; cash equivalents at the beginning of the financial year</b>			
<b>Cash &amp; cash equivalents at the end of the financial year</b>		<b>(2,681,267)</b>	<b>(1,492,531)</b>
Significant Accounting Policies Note - 1		<b>(1,532,195)</b>	<b>(39,664)</b>
Other Additional Informations Note - 20		<b>(4,213,462)</b>	<b>(1,532,195)</b>

For and on behalf of the Board of Directors

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

Sd/-  
Akshay Sachdeva  
Partner  
(Mem No. 525576)

Sd/-  
(Ruchi Jain)  
Whole-Time Director  
DIN : 07291623

Sd/-  
(Sanjay Jain)  
Director  
DIN : 00096938

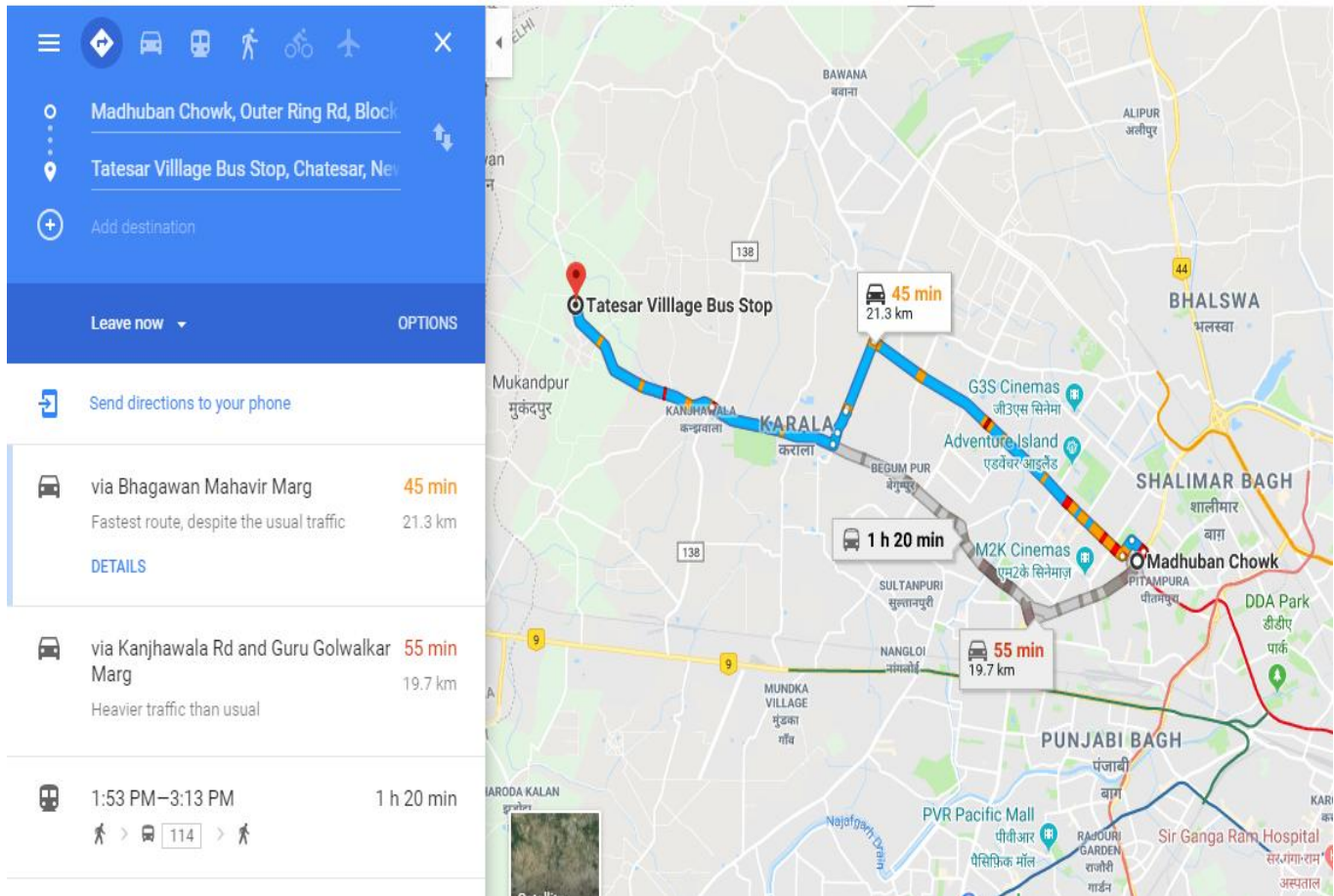
Sd/-  
(Sanjeev Jain)  
Company Secretary  
Mem No. : A13440

Place : New Delhi  
Date : 28.05.2018

## 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 SECURITIES LIMITED**

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005  
**CIN No. : L74899DL1994PLC057941**

**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 24<sup>TH</sup> Annual General Meeting on Thursday, 27th September, 2018 at 11:00 A.M. at Bhan farm, Qutub Garh Road, Tatesar Village, Delhi-110081 and at any adjournment thereof.

Member's Name : .....

Proxy's Name : .....

Member's/Proxy's Signature

- Note: 1. Please Fill this attendance slip and hand it over at the entrance of the hall.  
 2. Members/Proxy 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 SECURITIES LIMITED**

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005  
**CIN No. : L74899DL1994PLC057941**

**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 24<sup>th</sup> (Twenty Fourth) Annual General Meeting of the Members of **Moongipa Securities Limited** to be held on Thursday, September 27, 2018, at 11:00 A.M at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business:</b>
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

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 SECURITIES LIMITED**

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