



MOONGIPA CAPITAL FINANCE LTD.

September 05, 2022

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

Scrip Code: 530167

Sub: Book Closure and Notice of 35th Annual General Meeting along with Annual Report for FY 2021-22

Dear Sir/Madam,

This is to inform that the 35th Annual General Meeting (AGM) of **Moongipa Capital Finance Limited** is scheduled to be held on Thursday, September 29, 2022 at 01.00 p.m. through Video conferencing/ other audio visual means without the physical presence of the Members at the meeting, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. In this regard, we wish to inform the following:

1. Pursuant to the said Circulars, AGM notice and Annual Report for the financial year 2021-22 are being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/Depository Participant(s). These documents are also available on the Company's website at www.mongipa.com.
2. The Company has provided the facility to vote by electronic means (remote evoting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice to the members, who are holding shares on the Cut-off date i.e. Friday, September 23, 2022. The remote e-voting will commence at 9:00 a.m. (IST) on Monday, September 26, 2022 and end at 5:00 p.m. (IST) on Wednesday, September 28, 2022. Detailed instructions for registering email address(s) and e-voting/ attendance at the AGM are given in the AGM notice.
3. The AGM notice and Annual Report for the financial year 2021-22 are enclosed herewith.
4. Pursuant to Regulation 30 & 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a copy of notice of AGM including e-voting instructions along with Annual Report sent to shareholders of the Company through electronic mode to all the members of the Company whose email addresses are registered with the Company/Depository Participant(s).



(CIN : L65993DL1987PLC028669)

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

E-mail : moongipac@gmail.com, Website : www.mongipa.com



MOONGIPA CAPITAL FINANCE LTD.

5. Further, pursuant to Section 91 of the companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from on Monday, September 26, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of AGM.

This is for your information and records.

Thanking you,

For **Moongipa Capital Finance Limited**

(Gulshan Ahuja)

Company Secretary and Compliance Officer

MOONGIPA CAPITAL FINANCE LIMITED

CIN: L65993DL1987PLC028669

**Regd. Office: 18/14, W.E.A, PUSA LANE, KAROL BAGH, NEW
DELHI- 110005.**

Tel.: 011-41450121, E-mail:moongipac@gmail.com

Website: www.Mongipa.com

N O T I C E of 35th Annual General Meeting

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of Moongipa Capital Finance Limited will be held on **Thursday, September 29, 2022 at 01:00 P.M (IST)** through Video Conferencing / Other Audio Visual Means (VC/OAVM), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Auditors' and the Board of Directors 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.

“RESOLVED THAT Mr. Sanjay Jain (DIN: 00096938), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and Article of association of the company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation.”

3. TO RE-APPOINT STATUTORY AUDITORS FOR THE SECOND TERM OF FIVE YEARS AND IN THIS REGARD PASS THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTIONS:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, M/s Rajesh K. Sachdeva & Associates (Regn. No. 019200N) having offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five years to hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company.”

“FURTHER RESOLVED THAT approval be and is hereby accorded for payment of audit fee of INR 41,300 all inclusive Every year for the financial years starting from 2022-23 to 2026-27 and the Board of Directors be and is hereby authorized to revise, fix and pay the statutory fee, in case board decide unanimously and other charges as may be deemed fit for the remaining tenure.”

SPECIAL BUSINESS:

4. ALTERNATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, consent of the members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

“Clause 6” has been substituted with a new Amended Clause 6, There is an addition of the word **Trading** after portfolio investments and **all other Financial Instruments** after Post Office saving schemes, Units. in the in new Amended Clause 6.

“Clause 6 Amended”:

To carry on and undertake the Business of Portfolio investment **and trading** in equity shares, preference shares, stocks, debentures (convertible and non-convertible), Company deposits and to deal in Government Securities, including Government Bonds, Loans, National Saving Certificates, Post Office saving Schemes, units **and all other Financial instruments**.

For **Moongipa Capital Finance Limited**

Date: 02/09/2022
Place: New Delhi

Sd/-
(Gulshan Ahuja)
(Company secretary)

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May, 2022, respectively, (“MCA Circulars”) allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 31st December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 35th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. For further details, please read the note number 30.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. shall attend the AGM without restriction on account of first come first served basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Pursuant to section 105 of Companies Act, 2013, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/ OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and therefore Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.mongipa.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited (“RTA/ Skyline”) at compliance@skylinerta.com and to company at moongipac@gmail.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars.
9. An explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 30.
11. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI etc) intending to attend the meetings through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through e-voting, pursuant to Section 113 of the Act.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Sanjay Jain (DIN: 00096938), is liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. Mr. Sanjay Jain (DIN: 00096938), is related to Mrs. Pooja Jain, Whole time Director of the Company being her spouse. Brief resume and nature of his expertise in specific functional areas are provided under the heading 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. Names of companies in which he holds directorships and memberships/ chairmanships of Board Committees and shareholding is provided under the explanatory statement.
13. Pursuant to Regulation 36 (3) of Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, in respect of the appointment/re-appointment of Auditors and Directors seeking appointment/ re-appointment forms an integral part of the Notice. Requisite declarations have been received from Auditors and Directors seeking appointment/ re-appointment.
14. At the Thirtieth (30th) AGM held on September 07, 2017, the members approved the appointment of M/s. Rajesh K. Sachdeva & Associates, Chartered Accountants (Firm Registration No. 019200N), as Statutory Auditors of the Company a remuneration

mutually agreed upon by the Board of Directors and the Statutory Auditors for a period of five consecutive years from the conclusion of that AGM till the conclusion to Thirty fifth (35th) AGM.

15. In view of the above, the Company in its 35th AGM is proposing re-appointment of the Statutory Auditors, M/s. Rajesh K. Sachdeva & Associates, Chartered Accountants (Firm Registration No. 019200N) for a second consecutive term of five years from conclusion of 35th AGM till conclusion of 40th AGM, subject to the approval of members at the ensuing AGM.
16. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the Listing Regulations that the Register of Members and the Share Transfer Book of the Company will remain closed from Monday, September 26, 2022 to Thursday, September 29, 2022 (both days inclusive). Share transfer documents and all correspondence relating thereto, should be addressed to RTA at D-153A, 1st Floor, Okhla industrial Area, Phase-1, New Delhi-110020 or at their designated email id i.e. compliances@skylinerta.com.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice shall be available for inspection in electronic mode. Members can inspect the same by sending an email to moongipac@gmail.com.
18. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at M/s Sky Line Financial Services Pvt. Ltd. D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020. or at their designated email id i.e. compliance@skylinerta.com.
19. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at compliance@skylinerta.com. and moongipac@gmail.com.
20. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
21. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.

- 22.** The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc
- 23.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 24.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their 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/Skyline Financial Services Private limited As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
- 25.** Additional information of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting, as required under regulation 26(4) and 36(3) of SEBI Listing Regulation and 1.2.5 of SS-2, is annexed to the notice under the heading Details of Directors seeking appointment/re-appointment at the AGM of the company pursuant to Reg. 36 of the Listing Regulation and Secretarial Standard – 2 on General Meeting issues by the Institute of Company secretaries of India.
- 26.** Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
- 27.** The Company has an e-mail ID moongipac@gmail.com to redress shareholders' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at moongipac@gmail.com.

28. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied. Members can raise questions during the meeting or in advance at moongipac@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. Members can raise questions during the meeting or in advance at moongipac@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

29. The information and instructions for shareholders for remote e-voting are as under:

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting).

The e-voting facility is provided by Central Depository Services Limited (CDSL). The instructions of shareholders for remote e-voting are as under:

30. The voting period begins on Monday, September 26, 2022 at 09.00 a.m. and ends on Thursday, September 28, 2022 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

I. In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting).

II. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.

III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday September 23, 2022. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday September 23, 2022 only shall be entitled to avail the facility of e-voting/ Poll on Demand.

V. The Board of Directors has appointed M/s Deepti Chawla & Associates Practicing Company secretary (C.P. No. 8759) as the Scrutinizers, for conducting the e-voting and remote e-voting process in a fair and transparent manner.

VI. The Scrutinizer, after scrutinizing the votes will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the

website of the Company www.mongipa.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

VII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Thursday, September 29, 2022.

VIII. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

IX. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING AND FOR JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. Remote E-voting through Electronic means (EVSN 220902121)
- ii. The voting period begins on 26 September, 2022 at 9:00 A.M. and ends on 28 September, 2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday September 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for individual shareholders holding Equity shares of the Company in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following</p>

	URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: THE INSTRUCTIONS FOR LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS AND PHYSICAL SHAREHOLDER.

- i) The voting period begins on 26 September, 2022 at 9:00 A.M. and ends on 28 September, 2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday September 23, 2022, may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on “Shareholders / Members” module.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in Bank dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the Electronic Voting sequence Number (EVSN 220902121) for the 'Moongipa Capital Finance Limited' on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx) Note for Non – Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory

who are authorized to vote, to the Scrutinizer and to the Company at the email address viz moongipac@gmail.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- xxi) M/s Deepti Chawla & Associates, Practicing Company Secretaries (C.P. No. 8759) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxii) The Scrutinizer shall after the conclusion of e-Voting at the 35th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 35th AGM, who shall then countersign and declare the result of the voting forthwith.
- xxiii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL at immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- A. **For Physical shareholders**-Send a request to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company, at compliances@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN card for registering their email address.
- B. **For Demat shareholders** –Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Skyline Financial Services Private Limited (RTA) email id i.e. compliances@skylinerta.com** or Please Contact your Depository Participant (DP) and register your email address as per the process advised by your DP.

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 35th AGM THROUGH VC/OAVM ARE AS UNDER:

- A. Shareholder will be provided with a facility to attend the 35th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. The Company has engaged its RTA – Skyline Financial Services Private Limited for making necessary arrangements and conducting the AGM through VC/OAVM using their platform.
- B. Shareholders are encouraged to join the 35th AGM through Laptops / IPads for better experience.
- C. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- D. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- E. Shareholders who would like to express their views/ask questions during the 35th meeting may register themselves as a speaker by sending their request in advance **atleast 7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. moongipac@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at. compliances@skylinerta.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. moongipac@gmail.com the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com. These queries will be replied to by the company suitably by email.
- F. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 35th AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 35th AGM ARE AS UNDER:-

- A. The procedure for e-Voting on the 35th AGM is same as the instructions mentioned above for Remote e-voting.
- B. Only those shareholders, who are present in the 35th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during 35th AGM.
- C. Shareholders who have voted through Remote e-Voting will be eligible to attend the 35th AGM. However, they will not be eligible to vote at the 35th AGM.

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 56 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 Legal & administration sectors. He has a rich experience of over more than 30 years in the Non-Banking Financial Company and Capital markets. He is on the Board of the Company since July 16, 1989 and hold 257,450 equity share of the Company as on March 31, 2022. His re-appointment shall be as per Company's Appointment and Remuneration Policy. During the Financial Year ended March 31, 2022, Mr. Sanjay Jain attended Six meetings of Board of Directors of the Company.

He did not receive any remuneration during FY 2021-22. Mr. Sanjay Jain is related to Ms. Pooja Jain, Chairperson and Wholetime Director of the Company, being his Wife. Except above, he is not related with any other Director or Key Managerial Personnel of the Company. Directorship as on March 31, 2022:- Moongipa Securities Limited, Moongipa Capital Finance Limited Membership of Committees of Companies as on March 31, 2022

S.NO.	NAME OF THE COMPANY	NAME OF THE COMMITTEE
1.	Moongipa Capital Finance Limited	Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee

Directorship as on March 31, 2022:- Moongipa Capital Finance Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013. DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE AGM

Item No. 4: ALTERNATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company is intending to expand the business of portfolio investments and trading in the securities of all kind, more precisely as set out in the resolution under Item No.4 of the notice.

In terms of Sections 13 of the Companies Act, 2013 read with the Company (Incorporation) Rules, 2014, an alteration in the Objects clause of a company's memorandum of association, requires the prior approval of the members by way of a special resolution.

Accordingly therefore, your directors recommend the resolution set out at Item No. 4 of the notice, for the approval of the shareholders by way of special resolution.

None of the directors or key managerial personnel of the Company or their relatives, are or may in any way be deemed to be concerned or interested financially or otherwise, in the resolution.

For Moongipa Capital Finance Limited

Date: 02/09/2022
Place: New Delhi

Sd/-
(Gulshan Ahuja)
(Company secretary)

BOARD REPORT

Dear Members,

Your Company's Board of Directors ("Board") are pleased to present the THIRTY FIFTH (35th) Annual Report of Moongipa Capital Finance Limited ("your Company") along with the Audited Financial Statements for the Financial Year ended March 31, 2022 ("year under review" or "year" or "FY 2021-22").

In compliance with the applicable provisions of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), this report covers the Financial Results and other developments in respect of Moongipa Capital Finance Limited during the financial year ended March 31, 2022.

FINANCIAL PERFORMANCE

A Summary of the Company's Financial Performance for the FY 2022 is as follows.

(Amount in Rs.)

Particulars	March 31, 2022	March 31, 2021
Revenue from operation	31,921,028	9,842,684
Other Income	5,087,055	2,833,941
Total Revenue	37,008,083	12,676,625
Profit before Finance cost, Depreciation and Tax	308,86,665	8,489,490
Finance cost	18,449	101,150
Depreciation	685,527	205,899
Profit before tax	30,182,689	8,182,441
Less: Tax	(5,727,371)	(4,019,299)
Profit for the year	24,455,318	4,163,142

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, your Company achieved total revenue and Net profit of Rs. 37,008,083 and Rs. 24,455,318 respectively as against total revenue and Net profit of Rs. 12,676,625 and Rs. 4,163,142 respectively during the previous financial year ended March 31, 2021.

a) Change in the Nature of Business, if any

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

b) 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 2021-2022 and till the date of the report.

RBI REGULATIONS

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

DIVIDEND

Keeping in view long term interest of the company. Your Directors do not recommend the payment of dividend for the FY 2022.

LISTING OF SECURITIES

The Equity shares of the Company are presently listed on BSE Limited. The Annual listing fees for the year 2022-23 have been paid to the BSE Limited (Stock Exchange).

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return in Form MGT-7 as required under the Act is available on the website of the company, the link for the same is <http://mongipa.com/research.php?tid=32> And Form MGT - 9 is annexed herewith as **Annexure “A”** forming integral part of this Report for detailed information for the members.

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.

INDUSTRY OVERVIEW

The Indian financial services industry is vast and diverse consisting of banks, NBFCs, capital markets, insurance sector and the new payment banks with increasing finance penetration. The opportunity in India is very high especially in the rural areas for moving from physical savings to financial savings. With increasing internet penetration and financial literacy, the future growth prospects of financial service industry in India is very bright.

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, the Company had transferred 4,891,064 in FY 2022 as per Section 45-IC of the RBI Act, 1934 to Statutory Reserve.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2022 was Rs. 3,05,48,000. There was no public issue, rights issue, bonus issue or preferential issue during the year. The company has not issued shares with differential voting rights, sweat equity shares not it has granted any stock options.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not provided any loan, guarantees, Investment or securities in violation of 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 Wholetime Director and other a Non- Executive Director.

Mrs. Pooja Jain, Wholetime Director is a Key Managerial Personnel (“KMP”) within the meaning of Section 203(1) of the ACT. Mr. Gulshan Ahuja and Mr. Bharat Kumar are the other KMPs, being the Company Secretary and the Chief Financial officer respectively.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder and pursuant to Articles of Association of the Company, 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 recommends her re-appointment for the consideration of the members of the Company at the ensuing AGM.

TRANSFERRED SHARES HELD IN MOONGIPA SECURITIES LIMITED

The Board in their meeting held on August 20, 2021 be and is hereby informed that the Company, being a member of Promoter and Promoter group of Moongipa Securities Limited (hereinafter referred to as the ‘Target Company’) intends to sell its entire shareholding of 8,10,725 (Eight Lacs Ten Thousand Seven Hundred and Twenty Five Only) Equity Shares constituting 16.18% of the paid-up equity share capital of Moongipa Securities Limited. And after discussion the Board be and hereby approved the sale of aforesaid shares and transfer of control held in Moongipa Securities Limited along with other members of Promoter and Promoter group of Moongipa Securities Limited to Mr. Rahul Gupta and Mr. Rohan Gupta (‘Acquirers’). Mrs. Pooja Jain, Wholetime Director and Mr. Sanjay Jain, Non Executive Director are hereby jointly and severally authorized by the Board, to sign, execute and enter into the Share Purchase Agreement for selling the aforesaid shares and to do all such acts, deeds, that may be required to be performed by the Company for giving effect to the transfer of aforesaid shares which was subject to the approval of RBI, and the approval of RBI has been received on June 20, 2022 and accordingly the shares have been transferred and intimation regarding the same have been given to BSE and to the target Company within stipulated time as given in SAST (Regulations), 2011.

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 are 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 Chairperson 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 Chairperson of the Board and the Chairperson of the Nomination and Remuneration Committee. The Directors have expressed their satisfaction with the evaluation process.

FAMILIARIZATION 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 familiarization programs for Independent Directors have been disclosed on the website of the Company, the web link for which is

<http://mongipa.com/research.php?tid=35>

Corporate Governance

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

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 http://mongipa.com/files/a431c48805_Nomination%20&%20Remuneration%20Policy%20MCF L.pdf 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.

2.1. 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.mongipa.com. and the same is attached herewith as **Annexure “F”**

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

STATUTORY AUDITORS AND AUDITORS' REPORT

M/s Rajesh K Sachdeva & Associates, Chartered Accountants, have been appointed as Auditors of the Company to hold the office from the conclusion of the 30th Annual General Meeting held on September 07, 2017 until the conclusion of the 35th Annual General Meeting to be held in year 2022.

Further, it is informed that by 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.

Further the Board of Directors have decided to re-appoint M/s Rajesh K Sachdeva & Associates, Chartered Accountants for second term of Five years from the conclusion of 35th Annual General meeting to be held on September 29, 2022 until the conclusion of the 40th Annual General meeting to be held in the year 2027. Which is subject to the approval of Shareholders of the company in the 35th Annual General Meeting.

Also, 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, 2023 and accordingly they will continue to be the Statutory Auditors of the Company for Financial Year ending March 31, 2023.

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 for Financial Year ending March 31, 2023.

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 2021-22 is appended to this report as **Annexure “G”**

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

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board and its Committees which have mandatory application. There are no qualifications, reservations or adverse remarks in the Secretarial Audit Report for the Financial Year 2021-22. The Secretarial Auditor's report is appended as “Annexure – III” and forms part of this Report.

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 conversation 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 were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 there are no materially significant related party transactions made by the company with Promoters, Director or Key Managerial Personnel etc. which may have potential conflict with the interests of the company at large or which required 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.mongipa.com.

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

There are no pecuniary relationships or transactions of the non executive independent director vis-à-vis the company for the period ending March 31, 2022.

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 employee is disadvantaged by way of gender discrimination.

The Company has not received any complaint on sexual harassment during the financial period ended March 31, 2022.

- a. No. of Complaints files during the financial year: Nil
- b. No. of Complaints disposed off during the financial year: Nil
- c. No. of Complaints Pending at the end of the financial year: Nil

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, 2022, 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 for 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, 2022 is in conformity with 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 were detected at the time Statutory Audit by Auditors of the Company for the financial year ended on March 31, 2022.

CEO & CFO CERTIFICATION

Certificate from Ms. Pooja Jain (DIN: 00097037), Whole Time Director & Mr. Bharat Kumar, Chief Financial Officer, pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year 2021-22 was placed before the Board of Directors of the Company at its meeting held on September 02, 2022 and also forms part of Report on Corporate Governance.

GREEN INITIATIVE

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

ACKNOWLEDGEMENT

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

**For & On behalf of the Board
Moongipa Capital finance Limited**

Sanjay Jain
Director
DIN No. 00096938

Pooja Jain
Whole Time Director
DIN No. 00097037

Place: New Delhi

Date: September 02, 2022

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2022
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993DL1987PLC028669
2.	Registration Date	July 20, 1987
3.	Name of the Company	Moongipa Capital Finance Limited
4.	Category/Sub-category of the Company	Company Limited by shares /Non Government Company
5.	Address of the Registered office & contact details	18/14 W.E.A Pusa Lane, Karol Bagh, New Delhi-110005. Telephone: 011-41450121 Email id : moongipac@gmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, D-153A, 1 st Floor , Okhla Industrial Area Phase -1, New Delhi -110020 Ph. No.- 011-64732681; 011-26812682 E-mail ID: admin@skylinerta.com

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Service activities	Section K Division 64 Group 649	100%

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

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2021]				No. of Shares held at the end of the year [As on March 31, 2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1141935	-	1141935	37.38	1141935	-	1141935	37.38	NIL
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	1141935		1141935	37.38	1141935		1141935	37.38	NIL
B. Public Shareholding									
1. Institutions									
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)									
Sub-total (B)(1):-		-							
2.Non-Institutions									
a) Bodies Corp.	3300	85650	88950	2.91	27355	85650	113005	3.70	0.79
i) Indian									

ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	273141	898700	1171841	38.36	461610	880100	1341710	43.92	5.56
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	504173	146400	650573	21.30	359259	65200	424459	13.89	-7.41
c) Others (specify)									
Non Resident Indians	200	-	200	0.01	2977	-	2977	00	0.09
HUF	1301	-	1301	0.04	21228	-	21228	09	0.65
Foreign Nationals									
Clearing Members Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	782115	1130750	1912865	62.62	881915	1030950	1912865	62.62	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	782115	1130750	1912865	62.62	881915	1030950	1912865	62.62	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1924050	1130750	3054800	100	2023850	1030950	3054800	100	0.00

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year(As on 1st April 2021)			Shareholding at the end of the year (As on 31st March 2022)			% 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	148800	4.87	NIL	148800	4.87	NIL	NIL
2	Suresh Chander Jain & Sons	147475	4.83	NIL	147475	4.83	NIL	NIL
3	Sanjay Jain	257450	8.43	NIL	257450	8.43	NIL	NIL

4	Nirmal Jain	143600	4.70	NIL	143600	4.70	NIL	NIL
5	Ruchi Jain	148505	4.86	NIL	148505	4.86	NIL	NIL
6	Pooja Jain	147800	4.84	NIL	147800	4.84	NIL	NIL
7	Sanjay Jain & Sons HUF	148305	4.85	NIL	148305	4.85	NIL	NIL

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

S. No.	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.	There is no change in the promoter shareholding during the Financial Year 2021-22.					

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 1st April 2021		Date-wise Increase/ Decrease in Shareholding of top 10 shareholders during the year		Shareholding at the end of year 31st March, 2022	
		No. of shares	% of total shares of the company	Date	Purchase (+)/ Sale (-) during the year	No. of shares	% of total shares of the company
1.	MAHENDRA GIRDHARILAL	0	0				
				29-Oct-2021	34573		
				12-Nov-2021	3530		
				19-Nov-2021	18542		
				26-Nov-2021	1010		
						57655	1.89
2.	BHOPENDRA KUMAR	0	0				
				19-Nov-2021	14551		
				26-Nov-2021	19963		
				03-Dec-2021	718		
						35232	1.15
3.	Rajendra Nath Mishra	29700	0.97	-	-	29700	0.97

4.	Raj Kumar Modi	29600	0.97	-	-	29600	0.97
5.	Shabista Parveen	26300	0.86	-	-	26300	0.86
6.	Bharat Mehta	25352	0.83	-	-	25352	0.83
7.	Sandeep Sachdeva	25100	0.82	-	-	25100	0.82
8.	R.S SHARES AND SECURITIES LIMITED	25050	0.82	-	-	25050	0.82
9.	REKHA MODI	25000	0.82	-	-	25000	0.82
10.	SATISH KUMAR DAHIYA	25000	0.82	-	-	25000	0.82

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sanjay Jain	257450	8.43	257450	8.43
2.	Pooja Jain	147800	4.84	147800	4.84
3.	Preeti Srivastava	NIL	NIL	NIL	NIL
4.	Ajay Prakash Narain	NIL	NIL	NIL	NIL
5.	Bharat Kumar	25352	0.83	25352	0.83
6.	Gulshan Ahuja	NIL	NIL	NIL	NIL

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

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

ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Wholetime Director (Pooja Jain)
1	Gross salary	522,167
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
2	Stock Option	
3	Sweat Equity	
4	Commission - as % of profit - others, specify...	
5	Others, please specify	
	Total (A)	522,167

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Sanjay Jain	Preeti Srivastava	Ajay Prakash Narain	
1	Independent Directors	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total (1)	N.A.	N.A.	N.A.	N.A.
2	Other Non-Executive Directors	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total (2)	N.A.	N.A.	N.A.	N.A.
	Total (B)=(1+2)	N.A.	N.A.	N.A.	N.A.
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS (Mr. Gulshan Ahuja)*	CFO (Mr. Bharat Kumar)	Total
1	Gross salary	N.A.			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		494,500	240,000	734,500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		N.A.	N.A.	N.A.
2	Stock Option		N.A.	N.A.	N.A.
3	Sweat Equity		N.A.	N.A.	N.A.
4	Commission		N.A.	N.A.	N.A.
	- as % of profit		N.A.	N.A.	N.A.
	Others specify...		N.A.	N.A.	N.A.
5	Others, please specify		N.A.	N.A.	N.A.
	Total		494,500	240,000	734,500

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)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.

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 others unnecessarily.

2. Opportunities, Threats & Outlook

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

3. Risk and Concerns

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

4. Internal control system and their adequacy

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

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

5. Human Resources

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

6. Share Capital

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

7. Cautionary statement

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

ANNEXURE C

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

1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	In the FY 2021-22, 1.55:1 is the ratio of the remuneration of each Director to the median remuneration of the employees of the Company
2.	The percentage increase in the median remuneration of employees in the financial year;	72.61%
3.	The number of permanent employees on the rolls of Company;	07 Employees as on March 31, 2022
4.	Average percentile increases 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;	Avg. increase in fixed salaries of employees and managerial personnel in the Financial Year was based on the result & individual employee’s performance
5.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2022 is as per the Remuneration Policy of the Company.

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.

As on March 31, 2022, the total Board strength of the Company is of Four (4) of which one (1) is Executive and three (3) are Non Executive Directors out of which two (2) are Independent 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, 2022 ("FY 2022"), Six Board Meeting were held i.e. on May 31, 2021, June 24, 2021, August 05, 2021, August 20, 2021, November 08, 2021, February 10, 2022.

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 and agenda papers 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 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 operating controls compliance with applicable laws.

Board Composition and categories of Directors, their number of Directorships, Memberships/ Chairmanship of the Committees as on March 31, 2022, attendance of each Director at the Board Meetings of the Company held during FY 2022 and at the last Annual General Meeting (“AGM”) of the Company along with Equity Share holding of each Director as at March 31, 2022 is given below:

Director	Category / Date of Appointment	No. of Board Meetings FY 2021-22		Attendance At the AGM Held on September 30, 2021
		Held	Attended	
Mr. Sanjay Jain (DIN No. 00096938)	Promoter/ Non- Executive Director 16/07/1989	6	6	Yes
Ms. Pooja Jain (DIN No. 00097037)	Promoter/ Executive Director 14/10/2015	6	6	Yes
Ms. Preeti Srivastava (DIN No. 07035595)	Non-Executive Independent Director 08/12/2014	6	6	Yes
Mr. Ajay Prakash Narain (DIN No. 02655527)	Non-Executive Independent Director 19/11/2019	6	6	Yes

Name & Category of the Director	No. of outside Directors hips as at March 31, 2022*	Details of Directorships of other Listed Entities and Category of Directorship		No of outside committee positions held^		No. of shares and convertible instruments Held in Company(“MCFL”)
				As Member	As Chairpers on	
Mr. Sanjay Jain Non-Executive Director	1	Moongipa Securities Limited	Non-Executive Director	2	0	257450
Ms. Pooja Jain Wholetime Director	0	-	-	-	-	147800
Ms. Preeti Srivastava Independent Non-Executive Director	1	Moongipa Securities Limited	Independent Non-Executive Director	2		0
Mr. Ajay Prakash Narain Independent Non-Executive Director	1	Moongipa Securities Limited	Independent Non-Executive Director	-	2	0

* Exclude directorship in Private Companies, section 8 Companies & alternate directorships and also MCFL

^Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited companies other than MCFL. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.

- 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. Pooja Jain, who is Spouse 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 **February 15, 2022** to review the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the company management and the Board. The Company has Familiarization Program for Independent Directors to familiarize them with regard to their roles, rights, responsibilities in the Company, nature of industry, business operations, business model, code of conduct and policies of the Company etc. 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://mongipa.com/files/bae87dd2e7_MCFL%20Familiarisation%20Program%20of%20ID%202021-220001_edited.pdf

3. CODE OF CONDUCT

Company's board has laid down a Code of Conduct for all Directors and Senior Management Personnel ("Code") of the Company. 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 2021-22.

The Code of Conduct is available on the Company's website http://mongipa.com/files/f587065139_MCFL-Code-of-Conduct-on-Trading-by-Designated-Persons%20F.pdf

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 & Disclosure 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. The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Understanding of Industry and operations	Experience and knowledge of the functioning, operations, growth drivers, business environment and changing trends in the NBFC Sector.
Knowledge of Governance and Law	Understanding of the legal ecosystem within which the Company operates and possess knowledge on matters of regulatory compliance, governance, internal controls.
Understanding of finance and related aspects	Experience in financial management and its related aspects of NBFC Sector.

7. 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 of the Audit Committee

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 2021-22 4 (four) meetings of Audit Committee were held on June 24, 2021, August 05, 2021, November 08, 2021 and February 10, 2022.

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

Members	Designation of the Member	Meetings	
		Held	Attended
Ajay Prakash Narain	Chairman –Independent Director	4	4
Sanjay Jain	Member – Non-Executive Director	4	4
Preeti Srivastava	Member - Independent Director	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.

(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 2022

(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 2022 one meeting of Stakeholder Relationship Committee held on February 15, 2022 which was duly attended by all the Committee members.

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

Members	Designation of the Member	Meetings	
		Held	Attended
Preeti Srivastava	Chairperson –Independent Director	1	1
Sanjay Jain	Member – Non-Executive Director	1	1
Ajay Prakash Narain	Member - Independent Director	1	1

(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 2022, Three meetings of Nomination and Remuneration Committee were held on May 31, 2021, June 24, 2021, November 08, 2021 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
Preeti Srivastava	Chairperson –Independent Director	3	3
Sanjay Jain	Member – Independent Director	3	3
Ajay Prakash Narain	Member - Non-Executive Director	3	3

8. 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.

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.

9. MEANS OF COMMUNICATION

- I. Quarterly, half yearly, Nine months ended and Year ended Financial results are published in the “Financial Express” in English “ Jansatta” in Hindi newspapers and these result are also displayed on the Company’s website www.mongipa.com
- II. BSE online portal: The Company promptly submits all disclosures and communications to BSE on their online portal – BSE Corporate Compliance & Listing Centre.

- III. SEBI Complaints Redress System (SCORES): a certified web-based complaints redressal system which serves as a centralized database of all companies enables uploading of Action Taken Reports (ATRs) by the concerned companies and display the status of the action taken by the companies on the complaint of investors.
- IV. Website: Comprehensive information about the Company, its business and operations and investor related information can be viewed at the Company's website. The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern etc.

10. CONSOLIDATED FEES PAID TO STATUTORY AUDITORS

During the Financial Year 2021-22, the total fees of Rs. 41,300 is paid by the Company, on a consolidated basis for all services, to Rajesh K. Sachdeva & Associates, Statutory Auditors of the Company.

11. DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The disclosure regarding the complaints of sexual harassment are given in the Board's Report.

12. GENERAL SHAREHOLDER'S INFORMATION

Annual General Meeting

The Date, Time and Venue of 35th Annual General Meeting of the Company have been set out in the Notice convening the Annual General Meeting.

Financial Year

The Company follows April 01 to March 31 as its Financial Year.

Financial Calendar for FY 2023 (Tentative)

First Quarter Results	On or before August 14, 2022
Second Quarter/ Half Yearly results	On or before November 14, 2022
Third Quarter Results	On or before February 14, 2023
Fourth Quarter /Audited Annual Results	On or before May 30, 2023

Book Closure date: Monday, September 26, 2022 to Thursday, September 29, 2022 (both days inclusive).

13. GENERAL BODY MEETINGS

Details of AGMs held during last three (3) years is mentioned below:

Financial year ended	Date & Time	Items approved by Special Resolution or Special Business Items
34th AGM held through Video conferences therefore Deemed Venue: Registered office of the Company at 01:30 P.M.		
March 31, 2021	September 30, 2021	1) TO APPROVE THE RE-APPOINTMENT OF MRS. POOJA JAIN (DIN: 00097037) AS A WHOLE TIME DIRECTOR OF THE COMPANY.
33rd AGM held through Video conference therefore deemed Venue: registered office of the company at 11:30 A.M.		
March 31, 2020	November 05, 2020	1) Appointment of Mr. Ajay Prakash Narain (DIN 02655527) as an Independent Director of the company.
32nd AGM held at Venue: Bhan Farms, Qutub Garh Road, Tatesar Village, Delhi- 110081		
March 31, 2019	August 22, 2019	1) Re-appointment of Ms. Preeti Srivastava (DIN 07035595) as an Independent Director.

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 2022-23 to the above said stock exchange.

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

Market Price Date: The High and Low Prices of the shares of the company at BSE Ltd, for the year ended March 31, 2022 are given below:

Month	High (Rs.)	Low (Rs.)
April, 2021	3.30	3.30
May, 2021	5.01	3.14
June, 2021	9.13	5.02
July, 2021	17.79	9.31
August, 2021	14.70	11
September, 2021	13.65	9.46

October, 2021	12.40	10.18
November, 2021	14.65	10.50
December, 2021	18.76	11.88
January, 2022	32.35	17.95
February, 2022	27.60	17.10
March, 2022	26.70	18.50

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: During the Financial Year 2021-22 Company/RTA had not received any request from shareholders relating to physical transfer of Securities.

Registrar and Transfer Agents

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

Skyline Financial Services Private Limited,

D-153A, 1st Floor , Okhla Industrial Area

Phase -1, New Delhi -110020

Ph. No.- 011-64732681; 011-26812682

E-mail ID: admin@skylinerta.com

Distribution of the shareholding as on March 31, 2022

Range	No. of Share Holders	% of Share Holders	No. of Shares	% of Share Holding
1-500	3648	87.50	574333	18.80
501-1000	240	5.76	204225	6.69
1001-2000	124	2.97	190784	6.25
2001-3000	74	1.78	183612	6.01
3001-4000	17	0.41	60482	1.98
4001-5000	16	0.38	73358	2.40
5001-10000	23	0.55	178205	5.83
10001 & above	27	0.65	1589801	52.04
Total	3275	100	3054800	100

Categories of Shareholders as on March 31, 2022

Category	No. of Shares Held	% of Shareholding
Promoters & Directors	1141935	37.38
Others (Individuals/ Corporate Bodies)	1912865	62.62

Dematerialization of shareholding and liquidity:

As on March 31, 2022, all equity shares of the Company were held in dematerialized form except 33.74% equity shares which were in physical form.

Designated exclusive e-mail id:

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

Address for Correspondence:

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

The Company Secretary & Compliance Officer

Moongipa Capital Finance Limited

Investors Services

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

Tel No. – 011-41450121

E-mail – moongipac@gmail.com.

14. REMUNERATION OF DIRECTORS

The Company has in place the policy relating to the remuneration of the Directors, KMP and other employees of the Company.

- **Executive Director**

The remuneration of the Executive Directors was recommended by the Nomination and Remuneration Committee and approved by the Board and members, as required. Remuneration to the Executive Directors was paid by way of salary & other benefits.

During the year FY 2022 Ms. Pooja Jain, Wholetime Director received remuneration of Rs. 522,167/- from the Company.

- **Non-Executive Director**

Non-Executive Director has not received any salary, benefits, sitting fees & commission etc. from the Company.

CEO & CFO CERTIFICATION

In compliance with Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Ms. Pooja Jain, Whole Time Director and Mr. Bharat Kumar, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board for the year ended March 31, 2022.

CORPORATE GOVERNANCE CERTIFICATE

Certificate from the Auditors M/s Rajesh K. Sachdeva & Associates Chartered Accountant (FRN:019200N) confirming compliance with the conditions of Corporate Governance as required under Regulation 34 Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached as Annexure I forming integral part of this Report.

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

A certificate from M/S. Anjali Yadav & Associates, Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2022 as envisaged in Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For Moongipa Capital Finance Limited

Place : New Delhi
Date : 02.09.2022

Pooja Jain
Wholetime Director
DIN: 00097037

CERTIFICATION BY DIRECTOR AND CHIEF FINANCE OFFICER

**To,
The Members of
Moongipa Capital Finance Limited**

We certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of Moongipa Capital Finance Limited for the year ended on 31st March, 2022 and that to the best of our knowledge and belief:
 - (a) these statement do not contain any materially untrue statement or omit any Material fact or contain statements that might be misleading.
 - (b) these statement together present a true and faire view of the Company's affairs and are in compliance with existing accounting standards applicable laws & regulations.
2. There are to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintain internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and we have not come across any deficiency in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
 - (a) Significant changes in the internal control during the year.
 - (b) Significant changes in accounting policies during the year.
 - (c) That there are no instances of significant fraud of which we have become aware.

Place : New Delhi
Date : 02.09.2022

Pooja Jain
Wholetime Director
DIN: 00097037

Bharat Kumar
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Moongipa Capital Finance Limited** having **CIN: L65993DL1987PLC028669** and having registered office at **18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	Name of Directors	DIN (Director Identification Number)	Date of appointment in company
1.	Mr. Sanjay Jain	00096938	16/07/1989
2.	Mrs. Pooja Jain	00097037	14/10/2015
3.	Mr. Ajay Prakash Narain	02655527	19/11/2019
4.	Ms. Preeti Srivastava	07035595	08/12/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Anjali Yadav & Associates
Company Secretaries

Place: New Delhi
Date: 13.05.2022
UDIN:F006628D000316135

Anjali Yadav
Proprietor
FCS No.: 6628
C P No.: 7257
P/R. No. 629/2019

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Member

Moongipa Capital Finance Limited

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

We have examined the Compliance of conditions of Corporate Governance by Moongipa Capital Finance Limited (“the Company”), for the year ended March 31, 2022, 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, 2021 to March 31, 2022.

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/-
Akshay Sachdeva
(Partner)
M. No. 525576

Date: September 02, 2022
Place: New Delhi
UDIN: 22525576AQVLMN5261

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 Capital finance 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:

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

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

3.2.1. Appointment criteria and qualifications

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

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

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

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

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

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

3.2.3. Evaluation

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

3.2.4. Removal

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

3.2.5. Retirement

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

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

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

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

3.3.2. Remuneration to Non- Executive / Independent Director:

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

4. **MEMBERSHIP**

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

5. **CHAIRMAN**

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

6. **FREQUENCY OF MEETINGS**

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

7. **COMMITTEE MEMBERS' INTERESTS**

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

8. SECRETARY

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

9. VOTING

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

10. NOMINATION DUTIES

- a) The duties of the Committee in relation to nomination matters include
- b) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- c) 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;
- d) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- e) Determining the appropriate size, diversity and composition of the Board;
- f) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- g) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- h) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- i) 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.
- j) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- k) Recommend any necessary changes to the Board.
- l) 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:

- a) 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.
- b) 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.
- c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) To consider any other matters as may be requested by the Board;
- e) Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded in the minute book 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.

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

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

I, Kuldeep Dahiya, Proprietor of Kuldeep Dahiya & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the **Moongipa Capital Finance Limited (CIN: L65993DL1987PLC028669)** (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 our 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 March 31, 2022 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 March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under (as amended from time to time)
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under (as amended from time to time)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (as amended from time to time)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (as amended from time to time) - **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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) - ***Not applicable to the Company during audit period***
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and ¹Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended from time to time) - ***Not applicable to the Company during audit period***
- (f) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time) - ***Not applicable to the Company during audit period***
- (g) ²The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time) - ***Not applicable to the Company during audit period***
- (h) ³The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (as amended from time to time) - ***Not applicable to the Company during audit period***
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(as amended from time to time) - ***Not applicable to the Company during audit period***
- (j) 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 (as amended from time to time)

Footnotes:

1. ¹***The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Issue of Sweat Equity) Regulations, 2002 (as amended from time to time) have been merged into The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time).***
2. ^{2&3}***The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (as amended from time to time) have been merged into Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time) provided at point (i) to the report.***

However, SEBI regulations provided in footnotes are not applicable to the company during the year under review.

- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(as amended from time to time) - ***Not applicable to the Company during audit period***
- (l) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(as amended from time to time) - ***Not applicable to the Company during audit period***
- (m) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018(as amended from time to time)
- (vi) 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.

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

- (i) Secretarial Standard- 1 (Meetings of Board of Directors) issued by The Institute of Company Secretaries of India.
- (ii) Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.

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

I further report that:

The Board of Directors of the Company is duly constituted. Adequate notices were given to Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance to Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

I further report that:

- (i) Ms. Pooja Jain (DIN:00097037) was re-appointed as a Whole time Director of the company in the Board meeting held on May 31, 2021 on retrospective basis effective from October 14, 2020 to October 13, 2025 and her appointment as Whole-time Director has also been approved by the shareholders on September 30, 2021.
- (ii) The company being a member of Promoter and Promoter group of Moongipa Securities Limited (hereinafter referred to as “MSL”) holding 810725 (Eight Lakh Two Thousand Seven Hundred and Twenty-Five) equity shares, constituting of 16.18% of the paid-up equity capital of MSL had entered into an agreement to sell its entire shareholding to Mr. Rahul Gupta and Mr. Rohan Gupta “Acquirers” which was subject to the approval from Reserve Bank of India. Subsequently approval from Reserve Bank of India has been received by MSL vide letter dated June 20, 2022 and thereafter the company has transferred its entire shareholding.

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

**For Kuldeep Dahiya & Associates
Company Secretaries**

**Place: Sonapat
Date: 31st August, 2022**

**Kuldeep Dahiya
Proprietor
ACS No.: 34404
C P No.:18930
PR: 2581/2022
UDIN:A034404D000880986**

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

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis of our opinion.
3. I have not verified the correctness and appropriateness of financial records, cost records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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 efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kuldeep Dahiya & Associates
Company Secretaries**

**Place: Sonapat
Date: 31st August, 2022**

**Kuldeep Dahiya
Proprietor
ACS No.: 34404
C P No.:18930
PR: 2581/2022
UDIN:A034404D000880986**

INDEPENDENT AUDITOR'S REPORT

To the Members of Moongipa Capital Finance Limited. Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Moongipa Capital Finance Limited, which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss account (including Other Comprehensive Income), the statement of Changes in Equity and Cash Flow statement for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 March 31, 2022, and its profit including Comprehensive Income, Changes in Equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and

Shareholder's Information, but does not include the financial statements and our auditor's report thereon

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. Also refer to "Annexure A" to this audit report.

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 Companies Act, 2013, we give in the "Annexure B", a statement on 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, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C "
 - (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 does not have any pending litigations which would impact its financial position.
 - 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 amounts 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

Akshay Sachdeva

Partner

M.No- 525576

Date : 26.05.2022

Place : New Delhi

UDIN: 225276AJQAQC2147

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT OF MOONGIPA CAPITAL FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022.

Report on the Auditor’s responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For Rajesh K. Sachdeva & Associates

Chartered Accountants

FRN -019200N

Akshay Sachdeva

Partner

M.No- 525576

Date : 26.05.2022

Place : New Delhi

UDIN: 225276AJQAQC2147

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MOONGIPA CAPITAL FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022, WE REPORT THAT:

(i) (a)(A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any intangible assets.

(b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property. Hence reporting under clause 3(i)(c) of the Order is not applicable.

(d) The Company has not revalued its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.

(ii)(a) The company is a Non-Banking Finance Company accordingly it does not have any physical inventory. However it has verified all the shares lying in demat account and there is no difference.

(b) The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) The company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties. Hence reporting under clause 3(iii) of the Order is not applicable.

(iv) The company has not granted loans or made investments, guarantees, and security where provisions of section 185 and 186 of the Companies Act, 2013 need to be complied with.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits from public. Hence reporting under clause 3(v) of the Order is not applicable.

(vi) The company is not required to maintain cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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 as applicable.

There are no undisputed amount payable in respect of Goods and Services Tax, 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 outstanding as on March 31, 2022 for the period of more than six months from the date they became payable.

(b) There are no statutory dues referred to in sub clause (a) above which have not been deposited on account of any dispute.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix)(a) The company has not defaulted in repayment of loans or borrowing or in the payments of interest on thereon to any lenders.

(b) The company has not been declared wilful defaulter by any bank or financial institutions or Government or any Government Authorities.

(c) the company has not taken any term loan during the year and there no outstanding term loan at the beginning of the year. Hence reporting under clause 3(ix)(c) of the Order is not applicable.

(d) The company has not used funds raised on short term basis for any long term purpose.

(e) The company does not have any subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(e) of the Order is not applicable.

(f) The company does not have any subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(f) of the Order is not applicable.

(x)(a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally). Hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi)(a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the companies Act has been filed in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) There are no whistle blower complaint received by the company during the year.

(xii) The company is not a Nidhi Company. Hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details of related party transactions have been disclosed in the standalone financial statement as required by applicable accounting standards.

(xiv)(a)The company has an adequate internal audit systems commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with him, provisions of section 192 of Companies Act, 2013 are not applicable to the company.

(xvi)(a) The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) The group does not have any Core Investment Company (CIC).

(xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The company is not covered under section 135 of the Companies Act, 2013. Hence reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

For **Rajesh K. Sachdeva & Associates**
Chartered Accountants
Firm Reg. No.- 019200N

Akshay Sachdeva
Partner
M. No.:- 525576

Date:- 26.05.2022
Place:- New Delhi
UDIN: 225276AJQAQC2147

ANNEXURE- C TO THE INDEPENDENT AUDITOR'S REPORT OF MOONGIPA CAPITAL FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022,

The Annexure referred to in our report to the members of Moongipa Capital Finance Limited ('the Company') for the year ended March 31, 2022.

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

We have audited the internal financial controls over financial reporting of Moongipa Capital Finance Limited ("the Company") as of 31 March 2022 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajesh K. Sachdeva & Associates

Chartered Accountants
Firm Reg. No.- 019200N

Akshay Sachdeva

Partner
M. No.:- 525576

Date:- 26.05.2022
Place:- New Delhi
UDIN: 225276AJQAQC2147

MOONGIPA CAPITAL FINANCE LTD
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PLC028669)
Balance Sheet as at March 31, 2022

Amount in Rs

Particulars	Note	Balance as at March 31, 2022	Balance as at March 31, 2021
ASSETS			
Financial Assets			
(a) Cash and Cash Equivalents	4	1,161,706	1,402,430
(b) Bank Balance Other than (a) above		-	-
(c) Receivables			
(i) Trade Receivables		-	-
(ii) Other Receivables	5	-	30,235
(d) Loans	6	6,104,667	5,890,284
(e) Investments	7	53,395,867	25,849,949
(f) Other Financial Assets	8	5,669,116	5,655,294
Non - Financial Assets			
(b) Current Tax Assets(Net)	9	187,974	83,165
(c) Deferred Tax Assets(Net)		-	-
(d) Investment Property		-	-
(e) Property, Plant & Equipments	10	3,098,628	494,209
Total Assets		69,617,958	39,405,566
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Payables			
(I) Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(II) Other Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	11	-	-
(b) Borrowings (Other than Debt Securities)	12	-	-
(c) Deposits		-	-
(d) Subordinated Liabilities		-	-
(e) Other Financial Liabilities	13	351,630	326,926
Non - Financial Liabilities			
(a) Current Tax Liabilities(Net)	14	-	-
(b) Provisions	15	85,000	80,000
(c) Deferred Tax Liabilities(Net)	16	7,367,475	1,640,104
EQUITY			
(a) Equity Share Capital	17	30,548,000	30,548,000
(b) Other Equity	18	31,265,852	6,810,535
Total Equity and Liabilities		69,617,958	39,405,566
Significant Accounting Policies Note- 3			
Other Additional Information Note- 25			
For Rajesh K. Sachdeva & Associates		For and on behalf of the Board of Directors	
Chartered Accountants		MOONGIPA CAPITAL FINANCE LTD	
(Firm Regn No- 019200N)			
Akshay Sachdeva	Bharat Kumar	Pooja Jain	Sanjay Jain
Partner	Chief Financial Officer	Whole-Time Director	Director
(Mem No. 525576)		(DIN : 00097037)	(DIN : 00096938)
		Gulshan Ahuja	
		Company Secretary	
		Mem No. A58924	
Place : New Delhi			
Date : 26.05.2022			

MOONGIPA CAPITAL FINANCE LTD.

18/14, W.E.A. PUSA LANE,

KAROL BAGH, NEW DELHI-110005

(CIN : L65993DL1987PCL028669)

Statement of Profit & Loss, for the year ended March 31, 2022

Amount in Rs

Particulars	Note	Balance as at March 31, 2022	Balance as at March 31, 2021
Revenue from Operations			
(i) Interest Income	19	1,899,572	2,673,652
(ii) Dividend Income		183,135	131,342
(iii) Profit on Investment		-	-
(iv) Net Gain on fair value changes		29,838,321	7,037,690
Total Revenue from operations			
Other income (to be specified)	20	5,087,055	2,833,941
Total Income		37,008,083	12,676,625
EXPENSES			
(i) Financial Costs	21	18,449	101,150
(ii) Fee & Commission expense		-	-
(iii) Net Loss on Fair Value Changes		-	-
(iv) Net Loss on Derecognition of Financial Instruments under Ammortised Cost Category		-	-
(v) Impairment on financial Instruments		23,821	-
(vi) Employee Benefit Expenses	22	3,145,708	2,244,166
(vii) Depreciation, ammortisation and Impairment	23	685,527	205,899
(viii) Other Expenses(to be specified)	24	2,951,890	1,942,970
Total Expenses		6,825,394	4,494,184
Profit before exceptional items and tax		30,182,689	8,182,441
Exceptional items			
Profit before tax		30,182,689	8,182,441
Tax expense			
(i) Current tax		-	-
(ii) Prior Period Tax		-	11,518
(iii) Deferred tax		5,727,371	4,007,781
Total Tax Expense		5,727,371	4,019,299
Profit/(loss) for the year from Continuing Operations		24,455,318	4,163,142
Profit/(Loss) for the Period		24,455,318	4,163,142
Other comprehensive income			
(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		-	-
Other Comprehensive Income, Net of tax			
Total Comprehensive Income for the year		24,455,318	4,163,142
Earnings per equity share (for continuing operations)			
Basic (Rs.)		8.01	1.36
Diluted (Rs.)		8.01	1.36
Basic and diluted earning (Rs.) per equity share of Rs. 10 Each			

Significant Accounting Policies Note- 3

Other Additional Information Note- 25

For Rajesh K. Sachdeva & Associates

Chartered Accountants

(Firm Regn No- 019200N)

For and on behalf of the Board of Directors**MOONGIPA CAPITAL FINANCE LTD****Akshay Sachdeva**

Partner

(Mem No. 525576)

Bharat Kumar

Chief Financial Officer

Pooja Jain

Whole-Time Director

(DIN : 00097037)

Sanjay Jain

Director

(DIN : 00096938)

Gulshan Ahuja

Company Secretary

Mem No. A58924

Place : New Delhi

Date : 26.05.2022

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
Statement of changes in Equity for the year ended March 31, 2022

Amount in Rs

A: Equity share capital

(I) Current Reporting Period

Balance as at the Beginning of the Current Reporting Period.	Changes in Equity Share Capital due to prior Period errors	Restated Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year.	Balance as at the End of the current Reporting Period.
30,548,000	-	-	-	30,548,000

(II) Previous Reporting Period

Balance as at the Beginning of the Previous Reporting Period.	Changes in Equity Share Capital due to prior Period errors	Restated Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year.	Balance as at the End of the previous Reporting Period.
30,548,000	-	-	-	30,458,000

B: Other equity

(I) Current Reporting Period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Money received against share warrants	Total
			As per Section 45-IC of the RBI Act, 1934	Capital Reserve	Other Reserves (specify nature)	Retained Earnings		
Balance as at the beginning of the current reporting period	-	-	832,628	-	-	5,977,907	-	6,810,535
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	24,455,318	-	24,455,318
Dividends	-	-	-	-	-		-	-
Transfer to retained earnings	-	-	-	-	-		-	-
Transfer to Statutory reserves	-	-	4,891,064	-	-	(4,891,064)	-	-
Any other change (to be specified)	-	-	-	-	-		-	-
Balance at the end of the current reporting period	-	-	5,723,692	-	-	25,542,161	-	31,265,852

B: Other equity	
(II) Previous Reporting Period	

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Money received against share warrants	Total
			As per Section 45-IC of the RBI Act, 1934	Capital Reserve	Other Reserves (specify nature)	Retained Earnings		
Balance as at the beginning of the previous reporting period	-	-	-	-	-	2,647,393	-	2,647,393
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	4,163,142	-	4,163,142
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Transfer to Statutory reserves	-	-	832,628	-	-	(832,628)	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	832,628	-	-	5,977,907	-	6,810,535

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

For and on behalf of the Board of Directors
Moongipa Capital Finance Ltd

Akshay Sachdeva
Partner
(Mem No. 525576)

Bharat Kumar
Chief Financial Officer

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Sanjay Jain
Director
(DIN : 00096938)

Place : New Delhi
Date : 26.05.2022

Gulshan Ahuja
Company Secretary
Mem No. A58924

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
Statement of Cash Flows for the year ended March 31, 2022

Amount in Rs

Particulars	Note	Balance as at March 31, 2022	Balance as at March 31, 2021
A: CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		30,182,689	8,182,441
Adjustments for:			
Add:			
Depreciation & Ammortisation Expenses		685,527	205,898
Finance Costs		18,449	101,150
Impairment on Financial Instrument		23,821	-
Net Loss on Fair Value Changes		-	-
Loss on Sale of Shares		-	-
Provision for Gratuity		5,000	5,000
		30,915,485	8,494,489
Less:			
Dividend received		183,135	131,342
Interest income from FDR		370,077	482,041
Impairment on Financial Instrument		-	261,240
Profit on Sale of Mutual Fund		581,648	40,331
Fair Value Changes in Mutual Fund		29,838,321	7,037,690
Gain on disposal of equity instruments measured at cost		4,083,793	2,031,446
Gain on disposal of property, plant & equipment		20,465	-
Operating profit before change in operating assets & liabilities		(4,161,954)	(1,489,601)
Adjustments for:			
(Increase)/decrease in loans		(238,204)	2,612,403
(Increase)/decrease in trade receivables		-	-
(Increase)/decrease in other financial assets		(13,822)	3,219,132
(Increase)/decrease in Other Receivables		30,235	12,389
(Increase)/decrease in current tax assets		(104,809)	-
Increase/(decrease) in other financial liabilities		24,704	10,356
		(4,463,850)	4,364,679
Cash generated from operations			
Less:			
Income tax paid(net of refund)		-	-
Net cash flow from operating activities	A	(4,463,850)	4,364,679
B: CASH FLOW FROM INVESTING ACTIVITIES			
Payment to acquire property,plant & equipments		(3,349,500)	-
Proceeds from Sale of equity shares		75,861,522	26,572,838
Purchase of Mutual Funds		-	(3,850,000)
Sale of Mutual Fund		5,500,000	900,000
Purchase of Equity Shares		(74,403,678)	(24,365,686)
Proceeds from disposal of property,plant & equipments		80,019	2,245
Interest received on Fixed Deposits		370,077	482,041
Dividend received		183,135	131,342
CASH FLOW FROM INVESTING ACTIVITIES	B	4,241,575	(127,220)
C: CASH FLOW FROM FINANCING ACTIVITIES			
Repayments of term loans/non-current borrowings		-	(3,109,503)
Interest paid		(18,449)	(101,150)
CASH FLOW FROM FINANCING ACTIVITIES	C	(18,449)	(3,210,653)
Net increase/(decrease) in cash & cash equivalents	A+B+C	(240,724)	1,026,806
Cash & cash equivalents at the beginning of the financial year		1,402,430	375,624
Cash & cash equivalents at the end of the financial year		1,161,706	1,402,430
Net Increase\Decrease		(240,724)	1,026,806

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

For and on behalf of the Board of Directors
MOONGIPA CAPITAL FINANCE LTD

Akshay Sachdeva
Partner
(Mem No. 525576)

Bharat Kumar
Chief Financial Officer

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Sanjay Jain
Director
(DIN : 00096938)

Place : New Delhi
Date : 26.05.2022

Gulshan Ahuja
Company Secretary
Mem No. A58924

MOONGIPA CAPITAL FINANCE LTD
18/14 W.E.A. PUSA LANE
KAROL BAGH, NEW DELHI – 110005
(CIN: L65993DL1987PLC028669)

Following notes to accounts form an integral part of Financial Statements as at March 31st, 2022.

Note No. 1

1. Corporate Information:

Moongipa Capital Finance Ltd (MCFL) was established in 1987. The Shares of the company are listed on Bombay Stock Exchange Limited. MCF L is registered with Reserve Bank of India as Non-Banking Finance Company vide certificate number 14.01051 dated 10/08/1998. Moongipa Capital Finance Ltd is engaged in financial activities provides consumer loans & micro-finance to its client. Our aim is to provide quality and efficient professional services to all clients irrespective of location and size of the clients.

2. Basis of preparation:

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

Historical cost convention:

The Financial Statements have been prepared on a historical cost basis, except as stated otherwise.

3. 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.

Presentation of Financial Statements:-

Indian Accounting Standard 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.

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.

Statement of Cash Flows:

Statement of cash flow has been prepared in accordance with requirements of Indian Accounting standards framework & 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.

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.

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 substantially 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.

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.

MOONGIPA CAPITAL FINANCE LTD
18/14 W.E.A. PUSA LANE
KAROL BAGH, NEW DELHI – 110005
(CIN: L65993DL1987PLC028669)

Assets	Useful Life (Years)
Computers	3
Furniture & Fixtures	10
Motor Vehicles	8
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.

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.

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.

Provision, Contingent Liabilities and Contingent Assets:

A Provision shall be recognized only when:

- a) An entity has a present obligation due to past events
- b) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and
- c) 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.

Impairment of assets

As per the guidelines of relevant Ind AS, 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.

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 Amortized Cost

The classification depend 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. Investment in mutual funds and changes in its fair value are accounted for using the Fair Value through Profit & Loss method.

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.

MOONGIPA CAPITAL FINANCE LTD
18/14 W.E.A. PUSA LANE
KAROL BAGH, NEW DELHI – 110005
(CIN: L65993DL1987PLC028669)

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.

The relevant Indian Accounting Standard 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 Rajesh K. Sachdeva & Associates

Chartered Accountants

(Firm Regn No 019200N)

For and on behalf of the Board of Directors

Moongipa Capital Finance Ltd

Akshay Sachdeva

Partner

(Mem No. 525576)

Pooja Jain

Whole-Time Director

DIN : 00097037

Sanjay Jain

Director

DIN : 00096938

Bharat Kumar

Chief Financial Officer

Gulshan Ahuja

Company Secretary

Mem No. : A58924

Place : New Delhi

Date : 26.05.2022

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended March 31, 2022

Amount in Rs

Note No. 4 Cash & Cash Equivalents

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Cash in Hand	9,598	6,915
Balances with Banks in Current A/c	1,152,108	1,395,515
	1,161,706	1,402,430

Note No. 5 Receivables

A Trade Receivables

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Receivables considered good- Secured	-	-
Receivables considered good- Unsecured	-	-
Receivables which have significant Increase in Credit Risk	-	-
Receivables- Credit Impaired	-	-
	-	-

B Other Receivables

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Other Receivables	-	30,235
	-	30,235

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended March 31, 2022

Amount in Rs

Note No. 6 Loans

Particulars	31.03.2022		31.03.2021	
	Ammortised cost	Total	Ammortised cost	Total
Loans				
(A)				
(i) Loans Repayable on Demand	2,007,475	2,007,475	2,007,475	2,007,475
(ii) Term Loans	5,920,133	5,920,133	5,681,929	5,681,929
Total (A) Gross	7,927,608	7,927,608	7,689,404	7,689,404
Less: Impairment Loss Allowance	792,761	792,761	768,940	768,940
Less: Covid-19 Provision (10%)	1,030,181	1,030,181	1,030,181	1,030,181
Total (A) Net	6,104,667	6,104,667	5,890,284	5,890,284
(B)				
(i) Secured by Tangible Assets	-	-	-	-
(ii) Secured by Intangible Assets	-	-	-	-
(iii) Covered by Bank/Government Gurantees	-	-	-	-
(iv) Unsecured	7,927,608	7,927,608	7,689,404	7,689,404
Total (B) Gross	7,927,608	7,927,608	7,689,404	7,689,404
Less: Impairment Loss Allowance	1,822,941	1,822,941	1,799,121	1,799,121
Total (B) Net	6,104,667	6,104,667	5,890,284	5,890,284
(C)				
(I) Loans in India				
(i) Public Sector	-	-	-	-
(ii) Others	7,927,608	7,927,608	7,689,404	7,689,404
Total (C) (I) Gross	7,927,608	7,927,608	7,689,404	7,689,404
Less: Impairment Loss Allowance	1,822,941	1,822,941	1,799,121	1,799,121
Total (C) (I) Net	6,104,667	6,104,667	5,890,284	5,890,284
(II) Loans outside India				
(i) Public Sector	-	-	-	-
(ii) Others (to be specified)	-	-	-	-
Total (C) (II) Gross				
Less: Impairment Loss Allowance	-	-	-	-
Total (C) (II) Net	-	-	-	-
Total (C) (I) & (C) (II)	6,104,667	6,104,667	5,890,284	5,890,284

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended March 31, 2022

Amount in Rs

Note No. 7 Investment

Particulars	Balance as at March 31, 2022		Balance as at March 31, 2021	
	At Fair Value through P&L	Total	At Fair Value through P&L	Total
Mutual Funds	7,084,271	7,084,271	12,196,543	12,196,543
Government Securities	-	-	-	-
Other Approved Securities	-	-	-	-
Debt Securities	-	-	-	-
Equity Instruments	46,311,596	46,311,596	13,653,406	13,653,406
Subsidiaries	-	-	-	-
Associates	-	-	-	-
Joint Ventures	-	-	-	-
Others(to be specified)	-	-	-	-
Total- Gross (A)	53,395,867	53,395,867	25,849,949	25,849,949
(i) Investments outside India	-	-	-	-
(ii) Investments in India	53,395,867	53,395,867	25,849,949	25,849,949
Total- Gross (B)				
Less: Allowance for Impairment (C)	-	-	-	-
Total - Net D = (A) - (C)	53,395,867	53,395,867	25,849,949	25,849,949

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Note No. 8 Other Financial Assets

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Fixed Deposits	5,265,985	4,992,724
Interest Accured (FDR)	403,131	662,569
	5,669,116	5,655,294

Note No. 9 Current Tax Assets (Net)

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Income Tax Refund	83,165	83,165
Income Tax Refund for A.Y. 2022-23	104,809	-
	187,974	83,165

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Note No. 10 PROPERTY, PLANT & EQUIPMENTS

Particulars	Furniture & Fixtures		Office Equipment		Computers		Vechicle		Total	
	Under Lease	Others	Under Lease	Others	Under Lease	Others	Under Lease	Others	Under Lease	Others
Gross carrying value										
Balance as at March 31, 2021		213,121		403,703		447,869		1,588,250		2,652,943
Additions		-		49,500		-		3,300,000		3,349,500
Disposals		162,463		171,904		422,169		692,160		1,448,696
Balance as at March 31, 2022		50,658		281,299		25,700		4,196,090		4,553,747
Depreciation/Ammortisation										
Balance as at March 31, 2021		198,548		329,316		430,715		1,200,156		2,158,734
Charge		2,631		38,346		3,294		641,255		685,527
Disposals/Adjustments		158,053		163,307		410,231		657,551		1,389,142
Balance as at March 31, 2022		43,125		204,356		23,778		1,183,860		1,455,119
Net carrying value as at March 31, 2021		14,573		74,387		17,154		388,094		494,209
Net carrying value as at March 31, 2022		7,533		76,943		1,922		3,012,230		3,098,628

Note:

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.

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Amount in Rs

Note No. 11 Payables

A- Trade Payables

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

B- Other Payables

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

Note No. 12 Borrowings (other than Debt Securities)

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Outstanding Balances in SOD A/c (Against Pledge of Fixed Deposit)	-	-
	-	-

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Amount in Rs

Note No. 13 Other Financial Liabilities

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
TDS Payable	-	6,245
Expenses Payable	351,630	320,681
	351,630	326,926

Note No. 14 Current Tax Liabilities (Net)

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Provision for Income Tax	-	-
	-	-

Note No. 15 Provisions

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Provision for Gratuity	85,000	80,000
	85,000	80,000

Note No. 16 DEFERRED TAX LIABILITIES (Net)

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Deferred Tax Liabilities	7,367,475	1,640,104
	7,367,475	1,640,104

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Note No. 17 Equity Share Capital

Particulars	As at March 31, 2022				As at March 31, 2021	
	Number of Shares	Amount (Rs.)			Number of Shares	Amount (Rs.)
Authorised Share Capital						
Equity Shares of Rs.10/- each*	4,000,000	40,000,000			4,000,000	40,000,000
		40,000,000				40,000,000
Issued, Subscribed and Paid up shares						
Equity Shares of Rs.10/- each fully paid up	3,054,800	30,548,000			3,054,800	30,548,000
Total		30,548,000				30,548,000

a. Reconciliation of the number of Shares and amount outstanding at the beginning and at the end of the year

Equity shares

Particulars	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
At the beginning of the year	3,054,800	30,548,000	3,054,800	30,548,000
Add:- Issued during the year	-	-		-
Balance at the end of the year	3,054,800	30,548,000	3,054,800	30,548,000

b. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays the dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts, if any. The distribution will be in proportion to number of equity shares held by the shareholders.

c. Details of shareholder holding more than 5% share capital in the Holding Company

Name of the Shareholders	As at March 31, 2022		As at March 31, 2021	
	No. of Shares held	% Shareholding	No. of Shares held	% Shareholding
Sanjay Jain	257,450	8.43%	257,450	8.43%

Shares Held by Promoters at the end of the year			31.03.2022		%Change during
S. No.	Promoter Name		No. of Shares	% of Total Shares	
1	SANJAY JAIN		257450	8.43	NO CHANGE
2	POOJA JAIN		147800	4.84	NO CHANGE
3	NIRMAL JAIN		143600	4.7	NO CHANGE
4	SANJAY JAIN AND SONS HUF .		148305	4.85	NO CHANGE
5	SURESH CHANDER JAIN AND SONS HUF		147475	4.83	NO CHANGE
6	RUCHI JAIN		148505	4.86	NO CHANGE
7	SURESH CHANDER JAIN		148800	4.87	NO CHANGE
TOTAL			1141935	37.38	

Note No. 18 Other equity								
Particulars	Statutory Reserve	Reserves & Surplus 31.03.2022			Statutory Reserve	Reserves & Surplus 31.03.2021		
	As per Section 45-IC of the RBI Act, 1934	Retained Earnings	Other Reserves (specify nature)	Total	As per Section 45-IC of the RBI Act, 1934	Retained Earnings	Other Reserves (specify nature)	Total
Balance as at the beginning of the reporting period	832,628	5,977,907	-	6,810,535	-	2,647,393	-	2,647,393
Total Comprehensive Income for the year	-	24,455,318	-	24,455,318	-	4,163,142	-	4,163,142
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Transfer to Statutory reserves	4,891,064	(4,891,064)	-	-	832,628	(832,628)	-	-
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	5,723,692	25,542,161	-	31,265,852	832,628	5,977,907	-	6,810,535

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Note No. 19 Revenue from Operations

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Interest Income	1,899,572	2,673,652
	1,899,572	2,673,652

Note No. 20 Other Income

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Interest on FDR	370,077	482,041
Jobbing/Trading Profit	31,072	-
Profit on Sale of Mutual Fund	581,648	40,331
Profit on Sale of Shares (Long Term)	744,745	471,487
Profit on Sale of Shares (Short Term)	3,339,048	1,559,959
Profit on Sale of Fixed Asstes	20,465	-
Interest on Refund	-	4,157
Misc Income	-	14,726
Impairment on Financial Instrument	-	261,240
	5,087,055	2,833,941

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Note No. 21 Finance Cost

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Bank Interest	18,449	101,150
	18,449	101,150

Note No. 22 Employee Benefit Expenses

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Salaries and Wages	2,344,404	1,357,933
Director Remuneration	522,167	440,000
Provision for Gratuity	5,000	5,000
Staff Welfare	274,137	441,233
	3,145,708	2,244,166

Note No. 23 Depreciation, Ammortisation and Impairment

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Depreciation(PPE)	685,527	205,899
	685,527	205,899

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Note No. 24 Other Expenses

Particulars	Balance as at March 31, 2022	Balance as at March 31, 2021
Audit Fees	41,300	41,300
Bank Charges	4,237	7,364
Business Promotion	343,677	8,476
Car Running & Maintainance	271,849	143,237
Computer Repair & Maintainance	11,000	23,714
Conveyance Charges	122,535	125,411
Demat Charges	4,019	2,558
Donation	22,000	1,000
Electricity Expenses	152,150	192,900
Fees & Subscription	110,694	85,193
Insurance - Vehicle	18,090	19,261
Jobbing/Trading Loss	-	14,779
Insurance	200,000	200,000
Legal & Professional Charges	167,355	155,104
Listing Fees	354,000	354,000
Miscellaneous Expenses	28,150	27,100
Office Maintainance	445,932	348,658
Postage & Courier Charges	61,349	890
Priniting & Stationery	25,739	21,373
Publicity Expenses	34,360	37,928
Rates & Taxes	45,445	44,554
Short & Excess	150,000	-
Security Transaction Tax	184,298	47,102
Telephone & Internet Expenses	24,438	41,067
Travelling Expenses	129,273	-
Total	2,951,890	1,942,970

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Note .25 : Other Additional Information As on 31st March, 2022.

1. Contingent Liabilities :-
 - (i) Claims against the company not acknowledged as debts Nil. Previous year Nil
 - (ii) Guarantees to Banks and Financial institutions against credit facilities extended to third parties Nil. Previous year Nil.
 - (iii) Other money for which the company is contingently liable Nil. Previous Nil
2. Commitments On Capital Accounts:-
 - (i) Unclaimed liability on partly paid shares Nil. Previous year Rs. Nil
 - (ii) Estimated amount of contracts remaining to be executed on capital accounts Nil. Previous year Nil.
 - (iii) Other Commitments Nil. Previous year Nil.
3. In the opinion of Board of Directors & best of their knowledge & belief the provisions of all known liabilities are adequate.
4. Auditor's Remuneration

S. No.	Particulars	For the Year 2021-22	For the Year 2020-21
1	Audit Fees	35,000	35,000
	Goods & Services Tax	6,300	6,300
	Total	41,300	41,300

5. Managerial Remuneration 5,22,167/- (Previous year Rs. 4,40,000).
6. Based on the Information received from all the vendor regarding their statues under Micro, Small & Medium Enterprises Developments Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid / payable under this Act on the basis of the information available with the company is Rs. Nil.
7. Foreign Exchange Transaction

Particulars	2021-22	2020-21
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

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8. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2021 to 31st March, 2022. (Previous year Rs. Nil).

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

10. Earnings Per Share

Particulars		2021-22	2020-21
Net Profit After Tax for the Year	Rs.	24,455,318	4,163,142
Profit/(Loss) Attributable to Equity Shareholders	Rs.	24,455,318	4,163,142
Weighted Average Number of Equity Shares	No.	3,054,800	3,054,800
Nominal Value Per Share	Rs.	10	10
Basic / Diluted Earnings Per Share	Rs.	8.01	1.36

11. Others

Other than in the normal and ordinary course of business there are no funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

There have been no funds that have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

12. Related Party Transactions

1. Following are the related parties

- a. Key Management Personnel (KMP)
 - Mrs. Pooja Jain (Whole Time Director)
 - Mr. Sanjay Jain (Director)
 - Mr. Gulshan Ahuja (Company Secretary & Compliance Officer)
 - Mr. Bharat Kumar (Chief Financial Officer)
- b. Enterprises Significantly Influenced by KMP & their Relatives
 - Moongipa Securities Limited

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Nature to Transactions	Amount	Balance as on 31.03.2022
Managerial Remuneration (Pooja Jain)	5,22,167	48,000
Previous Year	4,40,000	42,000
(Gulshan Ahuja)	4,94,500	50,000
Previous year	3,06,000	32,000
Bharat Kumar	2,40,000	22,000
Previous year	1,43,000	21,000

13. Public Deposits

The company has not accepted any deposits from public during the year ended on March 31, 2022 & previous year ended on March 31, 2021.

14. Analytical Ratios

Particulars	31.03.2022	31.03.2021
Capital to Risk Weighted Assets Ratios (CRAR)	88.32%	103.04%
Tier I CRAR	83.91%	98.31%
Tier II CRAR	4.42%	4.73%
Liquidity Coverage Ratio	3.30	4.29

15. Relationship with Struck off Companies

Name of struck off Company	Nature of Transactions with struck off Company	Balance outstanding	Relations with the Struck off Company, if any, to be disclosed
Status Chit and Properties Ltd	3300 Shares held by stuck off Company	Nil	No Relation
Intec Securities Ltd	2900 Shares held by stuck off Company	Nil	No Relation
P P Chit Fund P Ltd	2800 Shares held by stuck off Company	Nil	No Relation
Dhan Financial Investment Pvt. Ltd.	1400 Shares held by stuck off Company	Nil	No Relation

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DB Merchant Banking Services Ltd	1000 Shares held by stuck off Company	Nil	No Relation
Celby Finance Private Limited	1000 Shares held by stuck off Company	Nil	No Relation
Simmi Investments (P) Ltd	1000 Shares held by stuck off Company	Nil	No Relation
Anant Financial Services P Ltd	1000 Shares held by stuck off Company	Nil	No Relation
Onward Securities Private Limited	900 Shares held by stuck off Company	Nil	No Relation
AMS Agencies P Ltd	600 Shares held by stuck off Company	Nil	No Relation
Dr M Global Finance Ltd	500 Shares held by stuck off Company	Nil	No Relation
H R Capital Services Ltd	500 Shares held by stuck off Company	Nil	No Relation
Karam Shakti Investment (P) Ltd	400 Shares held by stuck off Company	Nil	No Relation
Uptrend Capital Services Ltd	300 Shares held by stuck off Company	Nil	No Relation
RVS Securities Pvt Ltd	300 Shares held by stuck off Company	Nil	No Relation
H Lon Finlease Ltd	100 Shares held by stuck off Company	Nil	No Relation
Natraj Capital & Credit P Ltd	100 Shares held by stuck off Company	Nil	No Relation
Map Developers & Finance Pvt Limited	100 Shares held by stuck off Company	Nil	No Relation

16. Maturity profile of Financial Liabilities

The disclosure is based upon the earliest date on which the company can be required to pay. The table includes both interest and principal cash flows. The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31 March 2022.

	With in 12 Months	1-3 Years	3-5 Years	5 Years and Above
As at 31 March 2022				
Borrowings	-	-	-	-
- Principal	-	-	-	-
Other Financial Liabilities	351,630	-	-	-
Total	351,630	-	-	-
As at 31 March 2021				
Borrowings	-	-	-	-
- Principal	-	-	-	-
Other Financial Liabilities	326,926	-	-	-
Total	326,926	-	-	-

17. Maturity profile of Assets and Liabilities

	31 March 2022			31 March 2021		
	With in 12 Months	After 12 Months	Total	With in 12 Months	After 12 Months	Total
Assets						
Financial Assets						
Cash and cash equivalents	1,161,706	-	1,161,706	1,402,430	-	1,402,430
Receivables						
(I) Trade Receivables	-	-	-	-	-	-
(II) Other Receivables	-	-	-	30,235	-	30,235
Loans	1,149,091	4,955,576	6,104,667	2,782,799	3,107,485	5,890,284
Investments	-	53,395,867	53,395,867	-	25,849,949	25,849,949
Other Financial assets	5,669,116	-	5,669,116	5,655,294	-	5,655,294
Non-financial Assets						
Current Tax Assets (Net)	187,974	-	187,974	83,165	-	83,165
Deferred tax Assets (Net)	-	-	-	-	-	-
Property, Plant and Equipment	-	3,098,628	3,098,628	-	494,209	494,209
Total Assets			69,617,958			39,405,566
Financial Liabilities						
Payables						
(I) Trade Payables	-	-	-	-	-	-
(II) Other Payables	-	-	-	-	-	-
Borrowings (Other than Debt Securities)	-	-	-	-	-	-
Other financial liabilities	351,630	-	351,630	326,926	-	326,926
Non-Financial Liabilities						
Deferred tax liabilities (Net)	7,367,475	-	7,367,475	1,640,104	-	1,640,104
Provisions	-	85,000	85,000	-	80,000	80,000
Equity						
Equity Share Capital	-	30,548,000	30,548,000	-	30,548,000	30,548,000
Other Equity	-	31,265,852	31,265,852	-	6,810,535	6,810,535
Total Equity and Liabilities			69,617,958			39,405,566

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18. 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.
19. Notes No. 1 to 25 form an integral part of the Financial Statements for the year ended on 31st March, 2022

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

For & on Behalf of Board of Directors
Moongipa Capital Finance Ltd

Akshay Sachdeva
Partner
M. No. 525576

Sanjay Jain
Director
DIN : 00096938

Pooja Jain
Whole Time Director
DIN : 00097037

Bharat Kumar
Chief Financial Officer

Gulshan Ahuja
Company Secretary
M. No. : A58924

Place: New Delhi
Date: 26-05-2022