



**MOONGIPA  
SECURITIES LTD.**

Script Code: 539199

Date: 08<sup>th</sup> September, 2017

To,  
Listing Department,  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai-400001.

Subject: Submission of Annual Report 2016-17 under Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 we send herewith the Annual Report of the Company for the Financial Year 2016-17 approved and adopted by the members as per the provisions of the Companies Act, 2013 at the 23<sup>rd</sup> Annual General Meeting held on Thursday 7<sup>th</sup> September 2017, venue at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110081.

The same is also uploaded on the Company's website .

Thanking you

Your Faithfully  
For Moongipa Securities Limited

  
Sanjeev Jain



Company Secretary & Compliance Officer

Encl: as above

(CIN : L74899DL1994PLC057941)

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



**23RD  
ANNUAL REPORT  
2016-2017**

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



**BOARD OF DIRECTORS**

1. MRS. RUCHI JAIN
2. MR. SANJAY JAIN
3. MRS. PREETI SRIVASTAVA
4. MR. AJAY PRAKASH NARAIN

**STATUTORY AUDITORS**

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

**CHIEF FINANCIAL OFFICER**

Mr. Mohd. Javed Qureshi

**REGISTERED OFFICE**

18/14, W.E.A. Pusa Lane,  
Karol Bagh, New Delhi-110005.  
Tel No. 011-41450121  
Email ID - moongipas@gmail.com,  
Website: www.moongipa.net  
CIN : L74899DL1994PLC057941

**Company Secretary &  
Compliance Officer**

Mr. Sanjeev Jain

**SHARE TRANSFER AGENT**

M/s Sky Line Financial Services Pvt. Ltd.  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi-110020.  
Tel: No. 011-64732681-88  
Email: - girjesh@skylinerta.com  
web: - www.skylinerta.com

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 23rd Annual General Meeting of the members of MOONGIPA SECURITIES LIMITED will be held on Thursday, the 7th September, 2017 at 11.00 A.M. at Bhan Farm, Qutab Garh Road, Delhi-110081 to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider, and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Ruchi Jain (DIN: 07291623) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the companies Act, 2013, read with the companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and of the Board of Directors, M/s Rajesh K. Sachdeva & Associates, Chartered Accountants, New Delhi (FRN: 019200N) be and are hereby appointed as the Statutory Auditors of the company in place of M/s Saxena & Saxena, Chartered Accountants, New Delhi (FRN: 006103N) whose term expires at the ensuing Annual General Meeting of the company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors, in addition to the reimbursement of applicable taxes and actual out-of-pocket expenses incurred in connection with the audit of accounts of the company.

**RESOLVED FURTHER THAT** M/s Rajesh K. Sachdeva & Associates, Chartered Accountants, New Delhi (FRN: 019200N) if appointed as the Statutory Auditors of the company, shall hold the office for a period of five years, from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the company (subject to ratification of the appointment by members at every Annual General Meeting).

**RESOLVED FURTHER THAT** the Board of Directors of the company (including its committee thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.

**SPECIAL BUSINESS**

4. **Revision in the Remuneration & other Benefits of Mrs. Ruchi Jain (DIN: 07291623), Whole Time Director of the Company.**

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

**"RESOLVED THAT** on recommendation of the Nomination and Remuneration Committee and Audit Committee, pursuant to the provision of sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies act 2013 (hereinafter called "the act"), including any statutory modification (s) or re-enactment thereof for the time being in force and subject to the approval of the Central Government, if required and to

the extent required, applicable clauses of the Articles of Association of the Company approval of the Company be and is hereby accorded for revision in the remuneration the consent of the Members be and is hereby accorded to Mrs. Ruchi Jain (DIN: 07291623) as executive Director of the company to alter enhance, Increase the remuneration from Rs. 30,000 (thirty thousand) per month to Rs. 40,000 (forty thousand) per month and vary the terms and conditions of the said appointment provided W.E.F. 1st October 2017. however that the total remuneration by way of salary, allowances perquisites and performance linked discretionary bonus shall not exceed the applicable ceiling prescribed under the act and schedule V thereto, as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being.

**Perquisites and Allowances per annum:****i) Perquisites**

Perquisites as per details given below:

- a. Contribution to Provident Fund as per the Company's rules and applicable provisions of the relevant statutes;
- b. Encashment of leave as per Company rules.
- c. Reimbursement of all medical expenses for self and family, Including premium for medical insurance;
- d. Leave Travel Concession: First Class Air Fare or First Class Air Conditioned Railway Fare for self and family to and from any destination in India and abroad plus all other travel related expenses;
- e. Reimbursement of club fees including Membership fees, entrance fees, personal Accident Insurance, Car with chauffeur, Telephone, facsimile, internet connection, security etc;
- f. Entitlement of one month's leave with the above benefits as per Rules of the Company for every eleven months of his service.
- g. Company owned/leased accommodation or reasonable house rent for comparable accommodation and reimbursement of actual house maintenance expenses along with other expense on gas, electricity, water, furnishings for the accommodation, including maintenance and repairing thereof, whether residing in own accommodation or company owned accommodation.

**"RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to do all such acts, deeds, matters and thing as it may consider necessary, expedient, usual or proper to give full effect to the above resolution."

**5. Commission to Non-Executive Directors of the Company**

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

**"RESOLVED THAT** on and recommendation of the Nomination and Remuneration Committee and Audit Committee, pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules made there under, as amended from time to time, sum not excess of 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act. Non-Executive Director to be paid and distributed amongst the Directors of the Company or some or any of them





(other than the Managing Director/Whole-time Directors & Independent Director) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1 April, 2017."

By order of the Board of Directors

Place: New Delhi  
Date: 29th May, 2017

(Sanjeev Jain)  
Company Secretary & Compliance Officer

Registered Office  
18/14, W.E.A. Pusa Lane,  
Karol Bagh, New Delhi -110005.  
Tel No. 011-41450121,  
Email ID - moongipas@gmail.com,  
Website: www.moongipa.net  
Corporate Identity No. (CIN) L74899DL1994PLC057941

**NOTES:**

1. The relevant statement to be annexed to the notice pursuant to Section 102(1) of the Companies Act, 2013, which set out details relating to ordinary business at Item No. 3 and for special business at item No. 4 & 5 of the notice set out above are annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE ON A POLL INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED IN ALL RESPECTS DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 18/14, W.E.A PUSA LANE, KAROL BAGH, NEW DELHI -110005, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANOTHER PERSON OR SHAREHOLDER.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the companies Act, 2013 are requested to send to the company, a certified true copy of the Board Resolution together with their respective specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered office of the company during the office hours on all working days between 11:00 A.M. to 1:00 P.M. before the date of Annual General Meeting
6. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).

7. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the Company may send Annual Report 2016-17 through electronic mode, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company/Share Transfer agent Skyline Financial Services Pvt Ltd.
8. The Annual Report 2016-17 along with the Notice is being sent by electronic mode to those members whose email addresses are registered with the depository participants/ company's registrar and Share Transfer Agent unless any member has specifically requested for a physical copies are been sent in the permitted mode. Further even after registering for e-communication, members are entitled to receive such communication in physical form upon making request for the same by post free of cost.
9. The Annual Report 2016-17 and notice of the 23rd Annual General Meeting of the company circulated to the members of the company, will be made available on the company's website [www.moongipa.net](http://www.moongipa.net) and also on the website of the respective Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The physical copies of the aforesaid documents will also be available at the company's Registered Office for inspection during normal business hours on any working days upto the date of AGM.
10. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
11. The Register of Members shall remain closed from Monday 04th September, 2017 to Thursday 7th September, 2017. (Both days inclusive)
12. Any Member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
13. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
14. In case of joint holders attend the meeting only such joint holder who is higher in the order of names will be entitled to vote.
15. The route map showing direction to reach the venue of the twenty-third AGM annexed.
16. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP. ID. Nos. for easy identification of attendance at the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their permanent Account Number (PAN) detail with Depository Participants(s). Members holding shares in physical form shall submit their PAN details to the Registrar & Transfer agent.
18. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.



19. Details of Directors seeking re-appointment in the ensuing Annual General Meeting pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and clause 1.2.5 of Secretarial Standards on General Meetings.

Name of the Director	Mrs. Ruchi Jain
Date of Birth	28.03.1975
Date of Appointment	14.10.2015
Qualification	B.Com, M.B.A(Finance)
Profile/Expertise in Specific functional Areas	She has got a wide experience in the Stock Market.
List of other Companies in which Directorship held as on 31.03.2017.	Nil
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2017.	Nil
Share holding as on 31-03-2017.	3.18%
Relationship with other Directors and Key Managerial Personnel	Mrs. Ruchi Jain is sister of Mr. Sanjay Jain
No. of Board Meetings attended during the financial year 2016-17	6
Terms & conditions of appointment	Whole Time Director liable to retire by rotation

20. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the Annual General Meeting through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this notice

The company has appointed **M/s. S. Aggarwal & Associates, Practicing Company Secretaries (CPNo. 8989)** and failing him **M/s Anjali Yadav & Associates, Practicing Company Secretaries (C.P.No. 7257)** as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 01st September, 2017. I.e. the date prior to the commencement of book closure, being the cut of date and are entitled to vote on the resolution set for in this notice. In addition the facility for voting through electronic voting system shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The instructions for remote E-voting are as under:

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

- (i) The remote e-voting period begins on Monday 04th day of September, 2017 (9:00 A.M) and ends on Wednesday 06

day of September, 2017 (5:00 P.M.) During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date i.e., Friday 01st day of September, 2017, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cutoff date, may obtain the login ID and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on Wednesday the 06th day of September, 2017.

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders" tab.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and has logged on to [www.evotingindia.com](http://www.evotingindia.com) and vote on an earlier voting of any company then your existing password is to be used.
- 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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Moongipa Securities Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and 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.
- (xviii) Any share holder voted through both the means i.e. remote e-voting and through ballot paper at Annual General Meeting then his vote casted through Ballot Paper will be considered invalid.
- (xix) Note for Non-Individual Shareholder and Custodians
  - Non - Individual holders (i.e. other than individuals. HUF, NRI, etc) and Custodian are required to log on [www.evotindia.com](http://www.evotindia.com) and register themselves as corporate.
  - A scanned copy of the registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 scrutiniser to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQS") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 14 The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
15. A copy of this Notice is being placed on the website of the Company and on the website of CDSL.
16. **M/s. S. Aggarwal & Associates Practicing Company Secretary (C.P. No. 8989)** and failing him M/s Anjali Yadav & Associates, Practicing Company Secretaries (C.P. No. 7257) have been appointed as the Scrutinizers for conducting the remote e-voting, Ballot form and the voting process through polling paper at the AGM in a fair and transparent manner.
17. The results declared along with the Scrutiniser's Report shall be placed on the Company's website ([www.moongipa.net](http://www.moongipa.net)) and on the website of CDSL and shall also be communicated to the BSE Limited.

#### REQUEST TO THE MEMBERS

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

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

#### ANNEXURE FORMING PART OF THE NOTICE

Explanatory Statement pursuant to section 102 of the companies Act 2013 and required as per provision of clause 1.2.5 of secretarial standards on General Meetings.

#### ITEM NO.3:

This Explanatory statement is provided though strictly not required as per the provision of section 102(1) of the Companies Act, 2013.

M/s Saxena & Saxena, Chartered Accountants, New Delhi (FRN: 006103N) were appointed as the Statutory Auditors of the Company by the Members at their Annual General Meeting held in the year 1996 and thereafter each year till the year 2017. The present Auditors were last re-appointed at 22nd Annual General Meeting held on Thursday, the 22nd September, 2016 to hold the office from the conclusion of 22nd Annual General Meeting till conclusion of 23rd Annual General Meeting of the company.

As per the provisions of the companies Act, 2013 ("the Act"), no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e 1st April, 2014. M/s Saxena & Saxena, Chartered Accountants, New Delhi (FRN: 006103N) have completed the period of ten years in the erstwhile companies act, 1956 and will also be completing the additional transition period of three years under the companies act, 2013 at the conclusion of the forthcoming Annual General Meeting.

Accordingly the term of present auditors M/s Saxena & Saxena, Chartered Accountants, New Delhi (FRN: 006103N) expires at the conclusion of the ensuing Annual General Meeting. The Audit Committee and the Board have placed on record their appreciation for the professional services rendered by them and their long association with the company as its auditors.

For the purpose of appointment of new auditors, the Audit Committee along with the Management invited proposals from

the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, technical assessment of the audit skills and the audit fees. Based on detailed analysis and on recommendation of the Audit Committee the Board of Directors approved appointment of M/s Rajesh K. Sachdeva & Associates, Chartered Accountants, New Delhi (FRN: 019200N) as statutory auditors of the company and recommend to the Members for their approval.

If approved by the Members, the appointment of M/s Rajesh K. Sachdeva & Associates, Chartered Accountants, New Delhi (FRN: 019200N) as a Statutory Auditor will be for a period of five Years commencing from the conclusion of 23rd Annual General Meeting till the Conclusion of 28th Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting.

M/s Rajesh K. Sachdeva & Associates, Chartered Accountants, New Delhi (FRN: 019200N) have confirmed that their appointment, if made would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditor in term of the provisions of section 139(1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel (KMPs) and their relatives are concerned or interested in the resolution.

The Directors recommend the Ordinary resolution for your approval.

ITEM: 4

**The Board of Directors, on the Recommendation of the Nomination Remuneration Committee, Mrs. Ruchi Jain (DIN: 07291623) as Whole Time Director of the company, as now seeks revision of her salary & perks as follow:**

The Board of Directors (hereinafter referred to as "The Board" which term shall include any committee thereof) to alter enhance, Increase the Remuneration from Rs. 30,000 (Rs.Thirty Thousand) To Rs.40,000 (Rs. Forty Thousand) and vary the terms and conditions of the said appointment provided W.E.F. 1st October 2017, however that the total remuneration by way of salary, allowances perquisites and performance linked discretionary bonus shall not exceed the applicable ceiling prescribed under the act and schedule V thereto, as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force or such other higher amount of remuneration as may be.

**Perquisites and Allowances per annum:**

**ii) Perquisites**

Perquisites as per details given below:

- Contribution to Provident Fund as per the Company's rules and applicable provisions of the relevant statutes;
- Encashment of leave as per Company rules.
- Reimbursement of all medical expenses for self and family, including premium for medical insurance;
- Leave Travel Concession: First Class Air Fare or First Class Air Conditioned Railway Fare for self and family to and from any destination in India and abroad plus all other travel related expenses;

- Reimbursement of club fess including Membership fees, entrance fees, personal Accident Insurance, Car with chauffeur, Telephone, facsimile, internet connection, security etc;
- Entitlement of one month's leave with the above benefits as per Rules of the Company for every eleven months of his service.
- Company owned/leased accommodation or reasonable house rent for comparable accommodation and reimbursement of actual house maintenance expenses along with other expense on gas, electricity, water, furnishings for the accommodation, including maintenance and repairing thereof, whether residing in own accommodation or company owned accommodation.

No Director, Except Mr. Sanjay Jain (DIN: 00096938) being brother of Mrs. Ruchi Jain (DIN: 07291623) of, key managerial person or their relatives except Mrs. Ruchi Jain (DIN: 07291623) to whom the resolution relates, are interested for concerned in the resolution.

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

ITEM: 5

**The Board of Directors, on the Recommendation of the Nomination Remuneration Committee, seeks payment of remuneration by way of profit linked commission to the Non-Executive Director, other than Whole Time Director & Independent Director**

pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules made there under, as amended from time to time, sum not excess of 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act. Non-Executive Director to be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director/Whole-time Directors & Independent Director) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1 April, 2017."

Since in present only Mr. Sanjay Jain is Non-Executive Director of the company & entitled to have aforesaid commission.

No Director, Except Mrs. Ruchi Jain (DIN: 07291623) being Sister of Mr. Sanjay Jain (DIN: 00096938), key managerial person or their relatives except Mr. Sanjay Jain (DIN: 00096938) to whom the resolution relates, are interested for concerned in the resolution.

The Board recommends the special resolution set forth in the item no.5 for the approval of members.

By order of the Board of Directors

(Sanjeev Jain)  
Company Secretary & Compliance Officer

Registered Office:  
Moongipa Securities Limited  
18/14, W.E.A. Pusa Lane,  
Karol Bagh, New Delhi -110005.  
Tel No. 011-41450121,  
Email ID - moongipas@gmail.com ,  
Website: www.moongipa.net  
Corporate Identity No. (CIN) L74899DL1994PLC057941

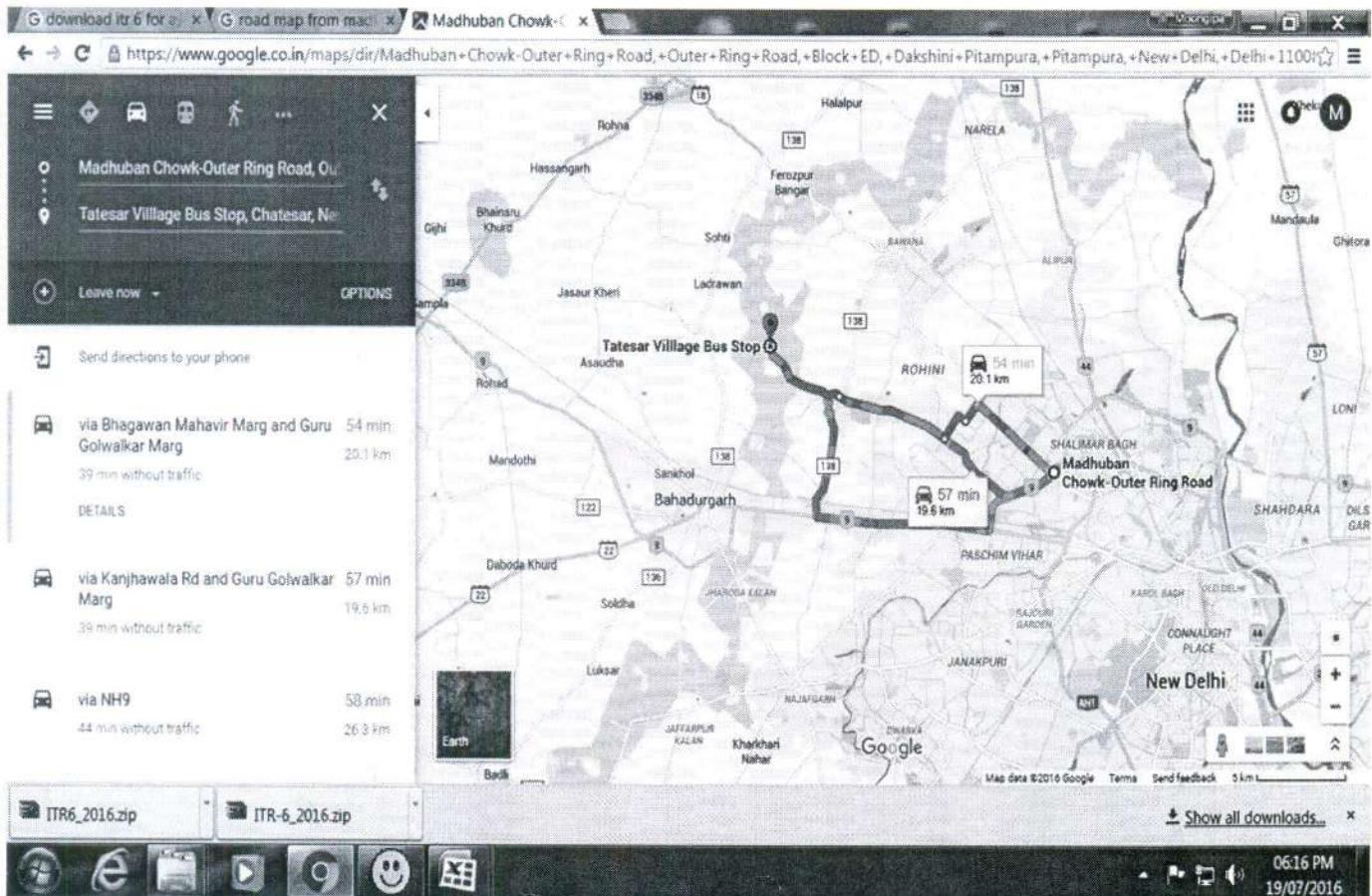
Place : New Delhi  
Date : 29th May, 2017



## Rout Map to Venue of Annual General Meeting

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

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



## BOARD'S REPORT

To the members,

Your directors take pleasure in presenting the 23rd Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2017.

### FINANCIAL HIGHLIGHTS

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

	(Rs. in Lakh) Year Ended 31.03.2017	(Rs. in Lakh) Year Ended 31.03.2016
Profit before Depreciation	31.59	14.28
Less: Depreciation	1.35	0.83
Profit before Tax	30.24	13.45
Provision for Taxation	7.15	4.50
Deferred Tax	0.05	(0.28)
Profit after Tax	23.04	9.23

### DIVIDEND

Keeping in view long term interest of the company. Your Directors do not recommend the payment of dividend for the financial year 2016-2017.

### REVIEW OF BUSINESS OPERATIONS

During the year under review, account shows a Profit before depreciation of 'Rs. 31.59 Lakhs as against the Profit of 'Rs.14.28 Lakhs in the last financial year. The company made a net profit of Rs. 23.04 Lakhs for the year ended 31st March, 2017 as compared to the net profit of Rs. 9.23 Lakhs in the previous year.

### CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

### 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 is annexed to this report as annexure A. Certain statements in the report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

### PUBLIC DEPOSITS

The company has not invited or accepted any public deposits during the year under review.

### TRANSFER OF RESERVES

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

### SHARE CAPITAL

The paid up equity share capital as on 31st March, 2017 was Rs. 50,10,2000. There was no public issue, rights issue, bonus issue or preferential issue during the year. The company has not issued shares with differential voting rights, sweat equity shares nor it has granted any stock options.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186.

Your company has not provided any loan, guarantees, investments or securities under section 186 of the Companies Act, 2013.

### DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONS APPOINTED/ RESIGNED DURING THE YEAR.

#### COMPOSITION OF THE BOARD

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

According to the companies act 2013, Mrs. Ruchi Jain (DIN: 07291623), Whole Time Director of your company, retires from the Board/ by rotation this year and being eligible has offered her candidature for reappointment.

Brief details of Mrs. Ruchi Jain (DIN: 07291623) is given in the notice of Annual General Meeting.

#### Key Managerial Personnel

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

- Mrs. Ruchi Jain, Whole Time Director
- Mr. Sanjeev Jain, Company Secretary & Compliance Officer
- Mohd. Javed Qureshi, Chief Financial Officer

### DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors namely, Mr. Ajay Prakash Narain (DIN: 02655527) & Mrs. Preeti Srivastava (DIN: 07035595) have given their declarations that they meet the criteria requirements under Section 149(6) of the Companies Act, 2013 and that they qualify to be an Independent Directors pursuant to Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Independent Directors have also confirmed that they meet the requirements of Independent Directors as outlined under Regulation 16(1) (b) of the Listing Regulations.

### BOARD MEETINGS AND ANNUAL GENERAL MEETINGS

The Calendar of Meetings is prepared and circulated to the Directors in advance to enable them to plan their schedule for effective preparation at the respective meetings. Additional Board Meetings, if any are convened by giving appropriate notice to address business exigencies.

The Board of Director met 6 (Six Times) during the year under review on the requisite quorum was present for all the meeting, the maximum gap between any two meetings was not more than one hundred twenty days. The 22nd Annual General Meeting (AGM) of the company was held on 22nd Sept. 2016. Details information on the meetings of the Board. Its committees and the AGM is included in the Report on Corporate Governance, which forms part of the Annual Report.

### MEETINGS OF THE INDEPENDENT DIRECTORES

The Independent Directors met once during the year under review on 23rd March, 2017. The meetings was conducted by only Independent Directors.

### DETAILS OF POLICIES

#### Nomination and Remuneration Policy

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

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

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

## II. Risk Management Policy

Your company has a comprehensive Risk Management Policy in place and laid down a well defined risk management framework to identify, assess and monitor risks and strengthen controls to mitigate risks. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

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

## III. Whistle Blower Policy - Vigil Mechanism

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

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

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

No personnel have been denied access to the Audit Committee.

## IV. CORPORATE GOVERNANCE

Your company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A Report on Corporate Governance along with a certificate from the Statutory auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, clause (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this report.

## V. AUDITORS

### a) Statutory Auditors:

Messrs. Saxena & Saxena, Chartered Accountants (ICAI Firm Registration No. 006103N), the retiring Auditors of the company complete their term as Statutory Auditors as provided under the Companies Act, 2013 and relevant Rules there under at the conclusion of the ensuing Annual General Meeting ("AGM") of the company.

The Board has placed on record its sincere appreciation for the services rendered by Messrs, saxena & Saxena as Statutory Auditors of the Company.

The Board of Directors on the recommendation of the Audit Committee has approved and recommended to the members, the appointment of Messers. Rajesh K. Sachdeva & Associates, Chartered Accountants, (ICAI Firm Registration No. 019200N) as Statutory Auditors for a period of 5 years, commencing from the conclusion of the 23rd AGM till the Conclusion of the 28th AGM, subject to ratification of their appointment by the members at every AGM, as may be applicable, Messers, Rajesh K. Sachdeva & Associates, Chartered Accountants, have given a written consent to act as Statutory Auditors of your company and have also confirmed that the said appointment would be in conformity with the provisions of section 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The Members are requested to appoint Messers. Rajesh K. Sachdeva & Associates, Chartered Accountants, as Statutory Auditors of the Company in place of the retiring Auditors, Messers. Saxena & Saxena, Chartered Accountants at the ensuing AGM for a term of 5 years from the conclusion of the ensuing AGM till the conclusion of the 28th AGM and fix their remuneration.

The Auditors Report is unmodified and does not contain any qualification, reservation, adverse remark or disclaimer.

### b) Internal Auditors:

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

### Secretarial Auditors & Secretarial Audit Report:

The Board of the Directors of the company had appointed Ms Sangeeta Harpalani, Company Secretaries (Membership No.: 6094 and C.P.No.:8123) to 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 2016-17 is appended to this report as **Annexure-D**.

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

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

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

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

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

### MANAGERIAL REMUNERATION

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

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

There are no pecuniary relationships or transactions of the non executive independent director vis-à-vis the company for the period ending 31.03.2017.

**PERFORMANCE EVALUATION OF THE BOARD**

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") stipulated 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 Director, the Board, its Committee and other individual Directors which includes criteria for performance evaluation of the non Executive Director and Executive Director the evaluation framework for assessing the performance of Director comprises of various key areas such as attendance at Board and Committee Meeting, 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 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 whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Directors and Non-Executive Directors.

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

**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.

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

There are no significant and material orders were passed by the Regulator or Court or Tribunal during the year that would impact on the going concern status of the Company and future operation.

**EXTRACT OF ANNUAL RETURN**

Pursuant to sub-section 3(a) of section 134 and subsection (3) of section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as at 31st March, 2017 forms part of this Report and is appended. Annexure - F

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

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

The Company has in place appropriate Policy in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, prohibition & Redressal) Act, 2013, to prevent sexual harassment of its employees. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company ensures that no employees is disadvantaged by way of gender discrimination.

The Company has not received any complaint on sexual harassment during the financial period ended 31.03.2017.

**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 2016-17 and till the date of the report.

**SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES**

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

**DIRECTOR'S RESPONSIBILITY STATEMENT**

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

- i) In preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true & fair view of the state of affairs of the company at the end of financial year and of the profit & loss of the company for that period.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) Directors had prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls the company that are adequate and were operating effectively.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**INVESTOR EDUCATION AND PROTECTION FUND (IEPF).**

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

**LISTING WITH STOCK EXCHANGES**

The Company confirms that it has paid Annual Listing Fees for the year 2017-18 to BSE Limited where the Company's Shares are listed

**CORPORATE SOCIAL RESPONSIBILITY**

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

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of programmes for familiarization of Independent Directors with the Company, 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 programmes for Independent Directors have been disclosed on the website of the Company.

**CASH FLOW STATEMENT**

The cash flow Statement for year ended 31st March, 2017 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 was detected at the time Statutory Audit by Auditors of the Company for the financial year ended on 31st March, 2017.

**GREEN INITIATIVE:**

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

**CEO & CFO CERTIFICATION**

Certificate from Mrs. Ruchi Jain (DIN: 07291623), Whole Time Director & Mohd. Javed Qureshi, Chief Financial Officer, pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year 2016-17 was placed before the Board of Directors of the Company at its meeting held on May 29, 2017 and also forms part of Report on Corporate Governance.

**ACKNOWLEDGEMENT**

The Board expresses its deepest appreciation and gratitude for the guidance and cooperation extended to the Company by RBI, statutory authorities and regulators. The Board also thanks the banks and financial institutions for their timely financial assistance 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

Ruchi Jain  
Whole Time Director

Place: New Delhi  
Date: 29.05.2017

**ANNEXURE- A****MANAGEMENT DISCUSSION AND ANALYSIS****1. Industry Trends and Business Analysis**

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

**2. Opportunities, Threats & Outlook**

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

**3. Risk and Concerns**

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

**4. Internal control system and their adequacy**

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

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

**5. Human Resources**

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

**6. Share Capital**

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

**7. Cautionary statement**

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



## ANNEXURE B

### Nomination & Remuneration Policy

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

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

#### 1. OBJECTIVE

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

The Key Objectives of the Committee would be:

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

#### 2. DEFINITION

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

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

#### 3. ROLE OF COMMITTEE

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

The Committee shall:

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

- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

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

###### 3.2.1 Appointment criteria and qualifications

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

###### 3.2.2. Term / Tenure

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

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

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

###### b) Independent Director:

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

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

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

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

### 3.2.3. Evaluation

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

### 3.2.4. Removal

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

### 3.2.5. Retirement

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

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

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

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

#### 3.3.2. Remuneration to Non- Executive / Independent Director:

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

## **4. MEMBERSHIP**

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

## **5. CHAIRMAN**

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

## **6. FREQUENCY OF MEETINGS**

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

## **7. COMMITTEE MEMBERS' INTERESTS**

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

## **8. SECRETARY**

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

## **9. VOTING**

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

## **10. NOMINATION DUTIES**

1. The duties of the Committee in relation to nomination matters include:
2. Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
3. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
4. Identifying and recommending Directors who are to be put forward for retirement by rotation.



5. Determining the appropriate size, diversity and composition of the Board;
6. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
7. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
8. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
9. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
10. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
11. Recommend any necessary changes to the Board.
12. Considering any other matters as may be requested by the Board; and

#### 11. REMUNERATION DUTIES

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

1. To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
2. To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
3. To delegate any of its powers to one or more of its members or the Secretary of the Committee.
4. To consider any other matters as may be requested by the Board;
5. Professional indemnity and liability insurance for Directors and senior management.

#### 12. MINUTES OF COMMITTEE MEETING

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

#### 13. REVIEW AND AMENDMENT

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

#### ANNEXURE C

##### Whistle Blower Policy (Vigil Mechanism)

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

#### ANNEXURE-D

##### FORM NO. MR-3

##### SECRETARIAL AUDIT REPORT

##### FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

CS Sangeeta Harpalani  
B.Sc., FCS, ACMA, LL.B., MBA  
(Fin.), M.Com  
Company Secretary

B-248, Phase-I, Ashok Vihar  
Delhi-110 052  
Tel: # +91-11-2745 6201  
Mobile # +91-98117 15697  
Email: sangacs@yahoo.co.in

##### Form No. MR-3

##### SECRETARIAL AUDIT REPORT

##### FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017 [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 Securities Limited  
18/14, W.E.A. Pusa Lane,  
Karol Bagh,  
New Delhi -110005

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MOONGIPA SECURITIES LIMITED (CIN: L74899DL1994PLC057941) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (as amended) ('the Act') and the Rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956(as amended) and the Rules made there under



- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **(Not applicable to the Company during the Audit Period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(as amended) - **Not applicable to the Company during the Audit Period;**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable to the Company during the Audit Period;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the Audit Period;**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(as amended) - **Not applicable to the Company during the Audit Period;**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the Audit Period;**
- I have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by the Council of The Institute of Company Secretaries of India
  - (ii) The New Listing Agreements entered into by the Company with **BSE LIMITED** read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

**I further report that:**

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

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

I further report that:

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

The Company in its Annual General Meeting held on September 22, 2016 appointed Ms. Ruchi Jain (DIN: 07291623) as Whole Time Director of the Company.

The Company in its Board Meeting held on April 25, 2016 changed designation of Mr. Sanjay Jain (DIN: 00096938) from Whole Time Director to Non Executive Director.

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

**For CS SANGEETA HARPALANI**  
Company Secretary

**Place: Delhi**  
**Date: 29-05-2017**

**Sangeeta Harpalani**  
**FCS 6094; C.P. No. 8123**

**CS Sangeeta Harpalani**  
B.Sc., FCS, ACMA, LL.B., MBA  
(Fin.), M.Com  
Company Secretary

B-248, Phase-I, Ashok Vihar  
Delhi-110 052  
Tel: # +91-11-2745 6201  
Mobile # +91-98117 15697  
Email: sangacs@yahoo.co.in

**Annexure A**

To,  
The Members,  
Moongipa Securities 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 my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For CS SANGEETA HARPALANI**  
Company Secretary

**Place: Delhi**  
**Date: 29-05-2017**

**Sangeeta Harpalani**  
**FCS 6094; C.P. No. 8123**



## ANNEXURE-E

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

1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	Mrs. Ruchi Jain (Whole Time Director) N.A									
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mrs. Ruchi Jain (Whole Time Director) - N.A Mr. Sanjeev Jain (Company Secretary) - No Change Mohd. Javed Qureshi (CFO) - 13.85%									
3.	The percentage decrease in the median remuneration of employees in the financial year;	19.45% decrease due to lesser no. of employees									
4.	The number of permanent employees on the rolls of Company;	11 Employees as on March 31, 2017									
5.	The explanation on the relationship between average increase in remuneration and Company performance;	N.A									
6.	Comparison of the remuneration of Key Managerial Personnel against the performance of the Company;	Average increase in remuneration of Key managerial Personnel was based partly on the results of the Company for the year ended March 31, 2017 and partly on the individual employee's performance.									
7.	Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies;	<p>Valuations in Market Capitalization and PE Ratio is as below:</p> <table border="1"> <thead> <tr> <th>Particulars</th><th>31.03.2017</th><th>31.03.2016</th></tr> </thead> <tbody> <tr> <td>Market Capitalisation (Rs. in Lakhs)</td><td>701.43</td><td>681.38</td></tr> <tr> <td>PE Ratio</td><td>30.43</td><td>75.56</td></tr> </tbody> </table> <p>The Company was listed and has not come out with an IPO. Hence the details of the same are not applicable.</p>	Particulars	31.03.2017	31.03.2016	Market Capitalisation (Rs. in Lakhs)	701.43	681.38	PE Ratio	30.43	75.56
Particulars	31.03.2017	31.03.2016									
Market Capitalisation (Rs. in Lakhs)	701.43	681.38									
PE Ratio	30.43	75.56									
8.	Average percentile decrease already made in the salaries of employees other than the managerial personnel in the last in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<ul style="list-style-type: none"> <li>• Average Salary decrease of non-managerial employees was around 19.45%</li> <li>• Average Salary increase of managerial employees was marginal increase.</li> <li>• There are no exceptional circumstances for increase in managerial remuneration.</li> </ul>									
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Average increase in remuneration of Key Managerial Personnel was based partly on the results of the Company for the year ended March 31, 2017 and partly on the individual employee's performance.									
10.	The key parameter for any variable component of remuneration availed by the Director;	Other components of remuneration are not variable during a particular year.									
11.	The ration of the remuneration of the highest paid Director to that of the employees who are not Director during the year ;and	N.A									
12.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2017 is as per the Remuneration Policy of the Company.									





## Annexure F

FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

## I. REGISTRATION &amp; OTHER DETAILS:

1. CIN	L74899DL1994PLC057941
2. Registration Date	18.03.1994
3. Name of the Company	MOONGIPA SECURITIES LTD.
4. Category/Sub-category of the Company	Company Limited by shares /Non Government Company
5. Address of the Registered office & Contact Details	18/14 W.E.A Pusa Lane, Karol Bagh, New Delhi-110 005. Telephone: 011-41450121 Email id : <a href="mailto:moongipas@gmail.com">moongipas@gmail.com</a>
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153 /A, 1st Floor, Okhla Industrial Area, Phase 1, New Delhi-110020. Telephone: 011-26812687

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	Services	Section K Division 66 Group 661	100%

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





III. VI. 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 1-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian									
a) Individual/ HUF	1568240		1568240	31.30		1568240	1568240	31.30	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	810725		810725	16.18		810725	810725	16.18	0
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>	2378965		2378965	47.48		2378965	2378965	47.48	0
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FI									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>		-							
<b>2. Non-Institutions</b>									
a) Bodies Corp.	90		90		100		100		
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2420	1100350	1102770	22.01	2410	1100350	1102760	22.01	0



Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	1528375	1528375	30.51	0	1528375	1528375	30.51	0
<b>c) Others (specify)</b>									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	2510	2628725	2631225	52.52	2510	2628725	2631225	52.52	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2510	2628725	2631225	52.52	2510	2628725	2631225	52.52	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	2381475	2628725	5010200	100	2381475	2628725	5010200	100	0

#### B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April 2016)			Shareholding at the end of the year (As on 31st March 2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Suresh Chander Jain	247200	4.93	N.A.	247200	4.93	N.A.	NIL
2	Suresh Chander Jain & Sons	144300	2.88	N.A.	144300	2.88	N.A.	NIL
3	Sanjay Jain	249000	4.97	N.A.	249000	4.97	N.A.	NIL
4	Nirmal Jain	185400	3.70	N.A.	185400	3.70	N.A.	NIL
5	Ruchi Jain	159200	3.18	N.A.	159200	3.18	N.A.	NIL
6	Pooja Jain	248250	4.95	N.A.	248250	4.95	N.A.	NIL
7	Rosy Gupta	232400	4.64	N.A.	232400	4.64	N.A.	NIL
8.	Vimal Mehta	102490	2.05	N.A.	102490	2.05	N.A.	NIL
9.	Moongipa Capital Finance Ltd.	810725	16.18	N.A.	810725	16.18	N.A.	NIL



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

SN	Shareholder;s Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% change in shareholding during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
	No Change	No Change	No Change	No Change	No Change	No Change

**D) Shareholding Pattern of top ten Shareholders:**

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year - 1st April 2016		Date-wise Increase/ Decrease in Shareholding of top 10 shareholders during the year		Reason	Shareholding at the end of year 31st March, 2017
		No. of shares	% of total shares of the company	Date	Increase/ Decrease		
1.	Sandeep Sachdeva	98500	1.97			98500	1.97
2.	Rajiv Kumar Aggarwal	97800	1.95			97800	1.95
3.	D.C.Mehta	96900	1.93			96900	1.93
4.	Suraj Mehta	95000	1.90			95000	1.90
5.	Basant Lal Mehta	90000	1.80			90000	1.80
6.	Jyoti Mehta	89000	1.78			89000	1.78
7.	Rajendra Mehta	83700	1.67			83700	1.67
8.	Laxmi Jain	78500	1.57			78500	1.57
9.	R.N.Aggarwal	75200	1.45			72700	1.45
10.	Mohd Javed Qureshi	48600	.97			48600	0.97

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Ruchi Jain (Whole Time Director)	159200	3.18	159200	3.18
2.	Sanjay Jain (Director)	249000	4.97	249000	4.97
3.	Sanjeev Jain (Company Secretary)	Nil	Nil	Nil	Nil
4.	Mohd Javed Qureshi (CFO)	48600	0.97	48600	0.97

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

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

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

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

**B. Remuneration to other directors**

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

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS (Sanjeev Jain)	CEO (Mr. Zaved Qureshi)	Total
1	Gross salary	N.A.	21,000	226000	247000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	others, specify...	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	21,000	226000	247000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

**WHOLE TIME DIRECTOR AND CFO CERTIFICATION**

The Board of Directors,  
Moongipa Securities Limited  
18/14 W.E.A.  
Pusa Lane, Karol Bagh  
New Delhi-110005

We, Mrs. Ruchi Jain (DIN: 07291623), Whole Time Director (WTD) and Mohd. Javed Qureshi, Chief Financial Officer (CFO) of Moongipa Securities Limited to the best of our knowledge and belief, certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2017 to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the company during the year ended 31st March, 2017 that are fraudulent, illegal or violative of the company's code of conduct and Ethics:-
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - There has not been any significant change in internal control over financial reporting during the year covered by this report.
  - There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - There are no instances of significant fraud with the involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi, Mohd. Javed Qureshi Mrs. Ruchi Jain  
Date: 29.05.2017 CFO Whole-Time Director  
DIN: 07291623

**CORPORATE GOVERNANCE REPORT 2016-17****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Moongipa Securities Ltd's Corporate Governance philosophy encompasses not only ensuring compliance with regulatory and legal requirements, such as in the terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 but also being responsive to our stakeholders needs. Focus of the company has always been on several voluntary practices aiming at a superior level of business ethics, effective supervision and enhancement of shareholder's value.

Your Company's philosophy on Corporate Governance 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 of the company comprises of eminent persons having versatile experience in diversified field including Finance, Management etc.

**Composition of Board**

The Board of Directors of the company comprises consists of 4 directors of which 1 Executive and 3 Non Executive Directors. The Chairman is a non executive Director.

Composition of the board is given here under:

The composition of Board of Directors during the year 2016-17 and related information's:

Director	Category/ Date of Appointment	No. of Board Meetings		Attendance At the AGM Held on 22/09/2016	No. of Outside Director ship(*)	o. of Outside Committee(s) On which Member/ Chairman
		F. Year 2016-17 Held	Attended			
Sanjay Jain (00096938)	Promoter / Director / 18/03/1994	6	6	Yes	1	3
Ruchi Jain (07291623)	Promoter/ Executive 14/10/2015	6	6	Yes	Nil	Nil
Preeti Srivastava (07035595)	Non- Executive/ Independent 28/03/2015	6	5	No	1	1
Ajay Prakash Narayan (0265527)	Non- Executive/ Independent 22/07/2010	6	3	Yes	Nil	3

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

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

**Date and number of Board Meeting held**

Six Board Meeting were held during the year 2016-17 i.e., on 25th April, 2016, 30th May 2016, 11th August 2016, 10th November 2016, 9th February 2017, and 30th March 2017. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

**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 23rd March 2017 to review the performance of Non-Independent Directors, Board as a whole, the Chairman of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the company management and the Board.

**Familiarisation Programme for Independent Director**

In accordance with the provisions of Regulation 25(7) of the Listing Regulations, the Company has been conducting various familiarization programmes for Independent Directors. The details of such familiarization programmes for Independent Director have been disclosed on the website of the Company, the web link for which is;

**3. CODE OF CONDUCT**

Company's board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the



Company. The Code of Conduct is available on the Company's website [www.moongipa.net](http://www.moongipa.net). All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board Members and Senior Management during the financial year 2016-17. A declaration signed by the Whole - Time Director to this effect is annexed to this report.

#### 4. PREVENTION OF INSIDER TRADING

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

This code is applicable to all directors/officers/designated employees. The code ensures the prevention of dealing in company's shares by persons having access to unpublished price sensitive information in relation to company and during the period when the Trading Window is closed.

#### 5. DISCLOSURES

- I. There were no materially significant related party transactions that may have potential conflict with the interests of company at large.
- II. There are no non-compliances by the Company on any matter related to capital markets, during the last three years. There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- III. The Company has a Whistle Blower policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- IV. The Company has complied with all the mandatory requirements of this SEBI (Listing Obligations & Requirements Regulations), 2015. With regard to adoption of non mandatory requirements, a remuneration committee has been formed to determine the remuneration of executive Directors.
- V. Investor complaints of non-receipt of dividends, non receipt of annual report etc., forwarded by SEBI are periodically resolved and updated into SCORES (SEBI Complaints Redress System) website and no complaints is pending during the year under review.
- VI. Performance Evaluation of Directors, Board and Committees form part of the Directors report.

#### POSTAL BALLOT

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

#### 6. COMMITTEE OF THE BOARD

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

##### (a) AUDIT COMMITTEE

The role and the functions of the Audit Committee are as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 177 of the Companies Act 2013. The Committee acts as a link between the statutory auditors, internal auditors, and the Board of Directors.

#### Terms of Reference & Functions

The term of reference of Audit Committee are as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 includes such other functions as may be assigned to it by the Board from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit purpose.
- Examination of the financial statement and the auditor's report thereon before submission the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
  - b) Changes, if any in accounting policies and practices and reason for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statement.
  - f) Disclosure of any related party transaction.
  - g) Qualifications in the draft audit report.
- Review and monitor the auditor's independence and performance and effectiveness of audit process
- Approval on any subsequent modifications of transactions of the company with related parties.
- Evaluation of internal financial controls and risk management system.
- To review the functioning of the Whistle Blower mechanism.

#### Composition

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

During the year 5(five) meetings of Audit Committee were held: - on

30th May 2016, 11th August 2016, 9th November 2016, 8th February 2017, 29th March, 2017.

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

Name of Members	Categories of Directorship	Meetings	
		Held	Attended
Ajay Prakash Narain	Chairman	5	5
Sanjay Jain	Member	5	5
Preeti Srivastva	Member	5	5

### Internal Controls

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

### (b) STAKE HOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the provisions of the Sec 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Investor's service:

No. of Complaints / Correspondence received during the year ended March 31, 2017	Nil
No. of Complaints resolved to the Satisfaction of shareholders during the year	Nil
No. of pending Share transfers as on 31st March 2017	Nil

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

During the year one meeting of Stakeholder Relationship Committee held on 12th December, 2016 which was duly attended by all the Committee members.

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

Name of Members	Categories of Directorship	Meetings	
		Held	Attended
Ajay Prakash Narain	Chairman	1	1
Sanjay Jain	Member	1	1
Preeti Srivastva	Member	1	1

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

### (C) NOMINATION AND REMUNERATION COMMITTEE

Remuneration Committee consists of three directors - Mrs. Sanjay Jain, Mrs. Preeti Srivastava and Mr. Ajay Prakash Narain and is chaired by Mr. Ajay Prakash Narain.

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

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:

Name of Members	Categories of Directorship	Meetings Attended
Ajay Prakash Narain	Chairman	2
Sanjay Jain	Member	2
Preeti Srivastva	Member	2

During the year two meeting of Nomination and Remuneration Committee was held on 25th April 2016, & 15th March 2017 which was duly attended by all the Committee members.

### Remuneration to the Directors

During the year ended 31st March, 2017

### 7. Affirmation and Disclosures:

#### a. Compliance with Governance frame work

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

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

All the transactions entered into with the Related Parties as defined under the Companies Act 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Were in the Ordinary course of business and on arm length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in Note No. 23 to the financial statements.

#### c. Disclosure of Accounting Treatment

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

#### d. Risk Management

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

#### e. SEBI/Stock Exchange Compliance

The Company has complied with all the requirements SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. with the Stock Exchanges as well as regulation and guideline issued by SEBI. No penalties or Strictures were imposed by the SEBI, Stock Exchange or any other statutory authority on matters relating to capital market during the last three years.

**f. Non-mandatory requirements**

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

**g. Management Discussion And Analysis Report**

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

**h. Reconciliation of Share Capital Report**

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

**8. MEANS OF COMMUNICATION**

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

**9. SHAREHOLDER'S INFORMATION**

The Company is registered in the National Capital Territory of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the MCA is **L74899DL1994PLC057941**.

i.	AGM Date, time and venue	7th September, 2017, 11.00 A.M. Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi 110081.
ii.	Financial Calendar for the Year	2017-18
	First Quarter results	Before 14th August 2017
	Half Yearly Results	Before 14th November 2017
	Third Quarter results	Before 14th February 2018
	Results for the year Ending March 2017	Before 30th May 2018
iv.	Dates of Book Closure	4th September, 2017 Monday to 7th September, 2017. Thursday. (Both days inclusive)
v.	Listing on Stock Exchange	BSE Limited
vi.	Stock Code BSE Limited.	539199

**Listing on Stock Exchange and Stick Code:**

The Equity Shares of your Company are listed on BSE Limited. The company has paid the listing fees for the financial years 2016-17 & 2017-18 to the above said stock exchange.

Stock Exchange Name & Address	Stock Code ISIN	No. of Equity Shares
BSE LTD.	539199	INE618R01015

**Market Price Date :** The High and Low Prices of the shares of the company at BSE Ltd, for the year ended March 31, 2017 are given below:

Month	High (Rs.)	Low (Rs.)
April, 2016	13	13
May, 2016	13	13
June, 2016	13	13
July, 2016	13.10	13.10
August, 2016	13.10	13.10
September, 2016	13.10	13.10
October, 2016	13.10	13.10
November, 2016	13.10	13.10
December, 2016	13.25	13.25
January, 2017	13.55	13.55
February, 2017	14	14
March, 2017	14	14

**Nomination Facility:**

Shareholders holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the company may submit Form No. SH-13 (in duplicate) as per the provisions of the Companies Act, 2013 to the Company's Registrar and Transfer Agent.

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

**Registrar and Transfer Agents:**

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

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

**Distribution of the shareholding as on 31st March 2017**

Range	No. of Shares Holders	% of Shares Holders	No. of Shares	% of Shares Holders
1-500	1049	64.87	519910	10.38
501-1000	485	29.99	467400	9.33
1001-2000	6	0.37	10000	0.20
2001-3000	26	1.61	65250	1.30
3001-4000	4	0.25	13450	0.27
4001-5000	0	0	0	0
5001-10000	4	0.25	26850	0.54
10001 & above	43	2.66	3907340	77.99
<b>Total</b>	<b>1617</b>	<b>100</b>	<b>5010200</b>	<b>100</b>



**Categories of Shareholders as on 31st March 2017.**

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

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

Year	AGM/EGM	Location	Date	Time
2015-16	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	22/09/2015	11.00 A.M.
2014-15	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	24/09/2015	11.00 A.M.
2013-14	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	04/09/2014	11.00 A.M.

**Dematerialization of shareholding and liquidity**

As on 31st March, 2017, 47.53% of the total paid-up equity capital representing 2381475

Shares was held in dematerialized form and 52.47% of paid up equity share capital representing 2628725 were held in physical form. The Company has entered into agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer shareholders the option to dematerialize their shares with these depositories. The ISIN number of the Company's shares in demat form is INE618R01015.

**Designated exclusive e-mail id:**

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

**ADDRESS FOR CORRESPONDENCE**

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

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

**CEO & CFO Certification:**

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

**Compliance Certificate from the Auditor**

Certificate from the Auditors M/s Sexena and Sexena, Chartered Accountant (FRN:006103N) confirming compliance with the conditions of Corporate Governance as required under Regulation 34(3) Schedule V (E) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of the Annual Report.

**Declaration:**

It is hereby declared that all the members of the Board and Senior Management personal have affirmed compliance with the "Code of Conduct for Members of the Board and Management of Moongipa Securities limited" during the Financial Year ended 31st March 2017.

For & On behalf of the Board

Chairman

Place: New Delhi  
Date: 29.05.2017





**Auditor's Certificates**

On Corporate Governance

**TO THE MEMBERS OF MOONGIPA SECURITIES LIMITED**

We have examined the Compliance of conditions of Corporate Governance by Moongipa Securities Limited (the Company), for the year ended March 31, 2017, as stipulated in Corporate Governance provisions as contained in Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 ('Listing Regulations') for the period April 1, 2016 to March 31, 2017.

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

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

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

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

Place New Delhi  
Date: 29-05-2017

**CAD.K. Saxena**  
**Partner**  
**M. No. 082118**



**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF MOONGIPA SECURITIES LIMITED  
Report on the Financial Statements**

We have audited the accompanying financial statements of **MOONGIPA SECURITIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

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

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

**Auditor's Responsibility**

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

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d) In our opinion, the aforesaid financial statements comply with Accounting Standards prescribed under section 133 of the Act, as applicable.
  - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealing in specified bank notes during the period from 8th Nov, 2016 to 30th Dec, 2016, and these are in accordance with books of accounts maintain by the company as referred in note 20(B)(10) of note to accounts of the financial statements.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

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

**Date:- 29.05.2017  
Place:- New Delhi**



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

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

We have audited the internal financial controls over financial reporting of MOONGIPA SECURITIES LIMITED ("the Company") as on March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

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

**Date:- 29.05.2017**  
**Place:- New Delhi**

**Annexure B to the Independent Auditors' Report to the members of MOONGIPA SECURITIES LIMITED on the financial statements for the year ended 31st March 2017, we report that:**

- |  |  |
|--|--|
| <p>(i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.</p> <p>(i) (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.</p> <p>(i) (c) The title deeds of immovable properties are held in the name of the company.</p> <p>(ii) Since the company is trading in securities, no physical inventory is kept by the company.</p> <p>(iii) The company has not granted any Loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.</p> <p>(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.</p> <p>(v) The company has not accepted any deposits. Therefore compliance of Section 73 to 76 of Companies Act 2013 is not required.</p> <p>(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.</p> <p>(vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.</p> <p>(vii) (b) There are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute.</p> <p>(viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.</p> <p>(ix) During the year company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans; hence clause (ix) of paragraph 3 of the order regarding default is not applicable to the company.</p> <p>(x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.</p> | <p>(xi) The company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of Companies Act 2013.</p> <p>(xii) The company is not a Nidhi Company, therefore compliance of Nidhi Rules, 2014 is not applicable.</p> <p>(xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013.</p> <p>(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.</p> <p>(xv) The company has not entered into any non-cash transactions with directors or persons connected with him and has complied with the provisions of section 192 of Companies Act, 2013.</p> <p>(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.</p> |
|--|--|

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

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

**Date:- 29.05.2017**  
**Place:- New Delhi**



**Balance Sheet as at 31st March, 2017**

Amount Rs.

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
<b>EQUITY AND LIABILITIES</b>			
Shareholders' funds			
(a) Share capital	1	50,102,000	50,102,000
(b) Reserves and surplus	2	22,551,318	20,247,194
		72,653,318	70,349,194
<b>Non-current liabilities</b>			
(a) Long term Provisions	3	60,000	55,000
(b) Deferred tax liabilities (Net)	4	-	-
		60,000	55,000
<b>Current liabilities</b>			
(a) Short Term Borrowing	5	1,752,450	227,094
(b) Other current liabilities	6	435,422	458,075
		2,187,872	685,169
		74,901,190	71,089,363
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(Tangible assets)	7	257,528	357,702
(b) Deferred Tax assets (Net)	8	35,750	40,935
(c) Investments	9	27,889,433	19,978,980
(d) Long-term loans and advances	10	1,063,221	5,483,960
(e) Other Non Current Assets	11	18,957,624	23,857,624
		48,203,556	49,719,201
<b>Current assets</b>			
(a) Inventories	12	15,756,146	13,385,119
(b) Trade receivables	13	2,851	325,135
(c) Cash and cash equivalents	14	7,620,255	6,087,430
(d) Other current assets	15	3,318,383	1,572,478
		26,697,634	21,370,162
<b>TOTAL</b>		74,901,190	71,089,363
<b>Significant Accounting Policies &amp; Notes to Accounts</b>	23		

**Profit & Loss Statement for the Period Ended on 31st March, 2017**

Amount Rs.

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
Revenue from operations	16	37,343,927	35,617,633
Other income	17	3,499,448	3,769,388
<b>Total revenue (1+2)</b>		<b>40,843,375</b>	<b>39,387,021</b>
<b>Expenses</b>			
(a) Purchases of stock-in-trade	18	35,193,249	30,451,762
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	(2,371,027)	1,205,858
(c) Employee benefits expense	20	2,878,877	3,760,267
(d) Finance costs	21	32,548	255,617
(e) Depreciation and amortisation expense	7	134,923	82,963
(f) Other expenses	22	1,950,958	2,285,240
<b>Total Expenses</b>		<b>37,819,528</b>	<b>38,041,707</b>
Profit / (Loss) before exceptional and extraordinary items and tax		3,023,847	1,345,315
<b>Less: Tax Expense</b>			
(a) Current tax expense for current year		838,280	322,284
(b) Previous Years Tax		(120,247)	8,000
(c) MAT Credit (Where applicable)		(3,495)	120,002
(d) Deferred tax		5185	(28,269)
<b>Profit After Tax Transferred to Reserve &amp; Surplus</b>		<b>2,304,124</b>	<b>923,297</b>
<b>Earnings per share</b>			
(a) Basic & Diluted		0.46	0.18
<b>Significant Accounting Policies &amp; Notes to Accounts</b>	23		

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

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

For and on behalf of the Board of Directors

CA. D.K. Saxena (Ruchi Jain) (Sanjay Jain)  
Partner Whole-Time Director Director  
(Mem No. 082118) DIN : 07291623 DIN : 00096938

For and on behalf of the Board of Directors

CA. D.K. Saxena (Ruchi Jain) (Sanjay Jain)  
Partner Whole-Time Director Director  
(Mem No. 082118) DIN : 07291623 DIN : 00096938

Place: New Delhi  
Date : 29-05-2017

(Sanjeev Jain)  
Company Secretary  
Mem No. : A13440

Place: New Delhi  
Date : 29-05-2017

(Sanjeev Jain)  
Company Secretary  
Mem No. : A13440



**Notes to Accounts Forming Part of Financial Statements as at 31st March, 2017**
**Note 1 Share Capital**

Amount Rs.

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Share Capital Equity shares of Rs.10 each	6,000,000	60,000,000	6,000,000	60,000,000
(b) Issued Subscribed & Paid Up Share Capital Equity shares of Rs.10 each	5,010,200	50,102,000	5,010,200	50,102,000
<b>Total</b>	<b>5,010,200</b>	<b>50,102,000</b>	<b>5,010,200</b>	<b>50,102,000</b>

Refer Notes (i) to (ii) below

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

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

**Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	% of Holding	Number of shares	% of Holding
Equity shares with voting rights Moongipa Capital Finance Ltd.	810.725	16.18%	810.725	16.18%
	<b>810.725</b>	<b>16.18%</b>	<b>810.725</b>	<b>16.18%</b>

**Note 2: Reserves and Surplus**

Amount Rs.

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	20,247,194	19,323,897
Add: Profit / (Loss) for the year	2,304,124	923,297
Less: Transitional Depreciation	-	-
Closing balance	<b>22,551,318</b>	<b>20,247,194</b>
<b>Total</b>	<b>22,551,318</b>	<b>20,247,194</b>

**Note 3: Long Term Provisions**

Amount Rs.

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
Provision for Gratuity	60,000	55,000
<b>Total</b>	<b>60,000</b>	<b>55,000</b>

**Note 4: Deferred Tax Liabilities**

Amount Rs.

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
Opening Balance	-	-
Add: Created During the Year	-	-
Less: Reversal During the Year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 5: Short-term-Borrowings**

Amount Rs.

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
(a) Loans repayable on demand From banks Secured (Over Draft Account) (Against pledge of fixed deposits)	1,752,450	227,094
<b>Total</b>	<b>1,752,450</b>	<b>227,094</b>



## Note 6: Other Current Liabilities

Amount Rs.

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
(a) Statutory liabilities	7,000	6,000
(b) Expenses Payable	308,422	332,075
(c) Security Deposit	120,000	120,000
<b>Total</b>	<b>435,422</b>	<b>458,075</b>

## Note 7: Fixed Assets

Amount Rs.

A. Tangible assets	Gross Block				Depreciation			Net Block	
	As at 01.04.2016	Additions	Disposals	As at 31.03.2017	As at 01.04.2016	For the Year	As At 31.03.2017	As At 31.03.2017	As At 31.03.2016
(a) Computers	249,690	18,000	-	267,690	153,170	49,724	202,894	64,796	96,520
(b) Furniture and Fixtures	100,909	-	-	100,909	95,866	-	95,866	5,043	5,043
(c) Office equipment	559,270	16,749	-	576,019	303,131	85,199	388,330	187,689	256,139
<b>Total</b>	<b>909,869</b>	<b>34,749</b>	<b>-</b>	<b>944,618</b>	<b>552,167</b>	<b>134,923</b>	<b>687,090</b>	<b>257,528</b>	<b>357,702</b>
<b>Previous year</b>	<b>621,782</b>	<b>288,087</b>	<b>-</b>	<b>909,869</b>	<b>469,204</b>	<b>82,963</b>	<b>552,167</b>	<b>357,702</b>	<b>152,578</b>

## Note 8: Deferred Tax Assets

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
Opening Balance	40,935	12,666
Add : Created During the Year	-	28,269
Less: Reversal During the Year	5,185	-
Closing Balance	35,750	40,935
<b>Total</b>	<b>35,750</b>	<b>40,935</b>

## Note 9: Non-current investments

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
A. Other investments		
<b>Unquoted Investments</b>		
(a) Investment property	19,165,493	13,862,013
(b) Investment in PMS	5,206,811	2,599,838
(c) Investment in equity instruments Membership of Delhi Stock Exchange	3,517,129	3,517,129
<b>Total</b>	<b>27,889,433</b>	<b>19,978,980</b>
Aggregate amount of unquoted investments	27,889,433	19,978,980

## Note 10: Long-term Loans and Advances

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
(a) Security deposits - Unsecured, considered good	50,400	50,400
(b) MAT credit entitlement - Unsecured, considered good	-	67,678
(c) Balances with government authorities		
Income Tax Refunds Receivable - Unsecured, considered good	986,129	865,882
TDS receivable for F.Y 16-17	26,6923	-
(d) Advance against property	-	4,500,000
<b>Total</b>	<b>1,063,221</b>	<b>5,483,960</b>

## Note 11: Other Non Current Assets

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
(i) In deposit accounts with Maturity of more than 12 Months	18,957,624	23,857,624
<b>Total</b>	<b>18,957,624</b>	<b>23,857,624</b>



## Note 12: Inventories

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
(i) Stock-in-trade (Shares)	15,756,146	13,385,119
<b>Total</b>	<b>15,756,146</b>	<b>13,385,119</b>

## Note 13: Trade Receivables

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
Trade receivables outstanding for a period exceeding six months from the date they were due for paymentd		
Unsecured, considered good	2,851	360,981
Unsecured, doubtful debts		
Less: Provision for doubtful trade receivables	-	35,846
	2,851	325,135
<b>Total</b>	<b>2,851</b>	<b>325,135</b>

## Note 14: Cash and Cash Equivalents

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
(a) Cash in hand	35,964	22,036
(b) Balances with banks		
(i) In current accounts	184,291	165,394
(ii) In deposit accounts with Maturity of less than 12 Months	7,400,000	5,900,000
<b>Total</b>	<b>7,620,255</b>	<b>6,087,430</b>

## Note 15: Other current assets

Particulars	As at 31st March 2017	As at 31st March 2016
	Rs.	Rs.
Interest accrued on deposits	3,318,383	1,572,478
<b>Total</b>	<b>3,318,383</b>	<b>1,572,478</b>

## Note 16: Revenue from Operations

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
(a) Sale of shares	37,009,264	35,273,380
(b) Dividend Income	227,689	306,332
(c) Profit on PMS	106,973	37,920
<b>Total</b>	<b>37,343,927</b>	<b>35,617,633</b>

## Note 17: Other Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
(a) Interest Income	2,968,513	3,702,630
(b) Interest on Refund	-	26,758
(c) Misc. Income	-	40,000
(d) Rent Received	480,000	-
(e) Provision Written back	35,846	-
(f) Jobbing Profit and Loss	15,089	-
<b>Total</b>	<b>3,499,448</b>	<b>3,769,388</b>

## Note 18: Purchase of traded stock

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Shares	35,193,249	30,451,762
<b>Total</b>	<b>35,193,249</b>	<b>30,451,762</b>

## Note 19: Changes in inventories of stock in trade

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade (Shares)	13,385,119	14,590,977
	<b>13,385,119</b>	<b>14,590,977</b>
<u>Inventories at the end of the year:</u>		
Stock-in-trade (Shares)	15,756,146	13,385,119
	<b>15,756,146</b>	<b>13,385,119</b>
<b>Net increase / decrease</b>	<b>(2,371,027)</b>	<b>1,205,858</b>

**Note 20: Employee Benefits Expenses**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Salaries and wages	2,698,146	3,697,151
Provision for gratuity	5,000	5,000
Staff welfare expenses	175,731	58,116
<b>Total</b>	<b>2,878,877</b>	<b>3,760,267</b>

**Note 21: Finance costs**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Interest on Bank Over Draft	32,548	255,617
<b>Total</b>	<b>32,548</b>	<b>255,617</b>

**Note 22: Other Expenses**

Amount in Rs.

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Communication	104,765	103,427
Travelling and conveyance	201,713	239,971
Printing and stationery	102,473	151,011
Legal and professional	122,033	421,908
Insurance	525,000	525,000
Listing Fees	229,000	250,800
Payments to auditors	40,250	40,075
Security Transaction Tax	80,184	-
Property Tax	39,363	-
Misc. exp.	506,177	553,048
<b>Total</b>	<b>1,950,958</b>	<b>2,285,240</b>

**Note :23**
**Significant Accounting Policies & Notes to Accounts for the Year 2016-17**
**Corporate information**

The company is carrying on the business of trading in equity shares and mutual funds. The principal place of business of the company is the same as registered office of the company.

**A. Significant Accounting Policies**
**1. Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 issued by the Central Government and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**2. Use of estimates**

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

**3. Cash and cash equivalents**

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

**4. Cash flow statement**

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

**5. Depreciation and amortization**

Depreciation has been provided on the Straight Line method as per the rates prescribed in Schedule II to the Companies Act, 2013 and are on pro-rata basis with respect to the date of addition/ installation/it's put to use.

**6. Revenue recognition**

Income is accounted on accrual basis except for dividend income which is recognized when right to receive the same is established.

**7. Tangible fixed assets**

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

**8. Investments**

Long-term investments are carried individually at cost. Current investments are carried individually, at the lower of cost and fair

value. Cost of investments includes acquisition charges such as brokerage, fees and duties. Any permanent diminution in the value is recognized in accounts.

#### 9. Employee benefits

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

#### 10. Segment reporting

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

#### 11. Taxes on income

Current tax is determined with respect to the income calculated in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

#### 12. Deferred Tax

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

#### 13. Impairment of assets

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

#### 14. Provisions and contingencies

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

#### B. Notes to Accounts

1. Claims against the Company not acknowledged as Debts - Rs. Nil (Previous Year Rs. Nil).
2. Pending Capital Commitments remaining to be executed - Rs. Nil (Previous Year Rs. Nil).

#### 3. Auditor's Remuneration

S.No.	Particulars	For the Year 2016-2017	For the Year 2015-2016
		RS.	Rs.
1	Audit Fees	35000.00	35000.00
	Service Tax	5250.00	5075.00
	<b>Total</b>	<b>40250.00</b>	<b>40075.00</b>

4. Managerial Remuneration Rs 45,830 (Previous Year Rs. 6,35,000)

5. 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.

#### 6. Foreign Exchange Transaction

Amount (Rs.)

	2016-17	2015-16
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

7. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2016 to 31st March, 2017. (Previous year Rs. Nil).

#### 8. Demonetization

Amount (Rs.)

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8.11.2016	7,20,000	11,151	7,31,151
(+) Permitted receipts	-	3,42,000	3,42,000
(-) Permitted payments	-	3,38,281	3,38,281
(-) Amount deposited in banks	7,20,000	-	7,20,000
Closing cash in hand as on 30.12.2016	-	14870	14870



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

15. Notes no. 1 to 23 form an integral part of the Financial Statements for the year ended on 31st March, 2017.

10. **Earnings Per Share** Amount (Rs.)

Particulars		2017	2016
Net Profit After Tax Profit for the Year	Rs.	23,04,124	9,23,257
Profit/(Loss) Attributable to Equity Shareholders	Rs.	23,04,124	9,23,257
Weighted Average Number of Equity Shares	No.	50,10,200	50,10,200
Nominal Value Per Share	Rs.	10	10
Basic / Diluted Earnings Per Share	Rs.	0.46	0.18

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

for & on Behalf of Board of Directors

D.K.Saxena  
Partner  
M. No. 082118

Ruchi Jain  
Whole Time Director  
DIN : 07291623

Sanjay Jain  
Director  
DIN : 00096938

Sanjeev Jain  
Company Secretary  
Mem No. : A13440

Place: New Delhi  
Date: 29-05-2017

11. **Related Party Transactions**

1. Following are the related parties

a. Key Management Personnel (KMP)

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

b. Enterprises Significantly Influenced by KMP & their Relatives

" Moongipa Capital Finance Limited

2. Following are the Related Party Transactions

Amount in Rs.

Transactions	KMP	Relatives of KMP	Enterprises Significantly Influenced	Total
Managerial Remuneration	45,830.00	-	-	45,830.00

12. **PUBLIC DEPOSITS**

As informed to us company has not accepted any deposits from public during the year ended on 31st March, 2017 & previous year ended on 31st March, 2016.

13. **EXCEPTIONAL ITEMS**

As informed to us there are no such exceptional items for the year ended on 31st March, 2017 & previous year ended on 31st March, 2016.

14. 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.



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

Amount in (Rs.)

Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
Net Profit / (Loss) before extraordinary items and tax		3,023,847		1,345,315
<b>Adjustments for:</b>				
Depreciation written off during the year	134,923		82,963	
Provision for Gratuity	5,000		5,000	
Finance costs	32,548		255,617	
Rent Received	(480,000)		-	
Provision for doubtful debts written back	(35,846)		-	
Bad debts written off	0.00		-	
Interest income	(2,968,513)		(3,702,630.00)	
(Profit)/Loss on sale of investments	-	(3,311,888)	-	(3,359,050)
Operating profit / (loss) before working capital changes		(288,041)		(2,013,736)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(2,371,027)		1,205,858	
Trade Receivables	358,131		(2,516)	
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	1,502,702.54		(6,566,409)	
		(510,194)		(5,363,067)
<b>Cash generated from operations</b>		(798,235)		(7,376,803)
Net income tax (paid) / refunds		(793,799)		(382,237)
<b>Net cash flow from / (used in) operating activities (A)</b>		(1,592,034)		(7,759,040)
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(34,749)		(288,087)	
Purchase of Investments / FDR	(3,010,452)		(19,963,894)	
Rent Received	480,000		-	
Proceeds from sale of long-term investments	-		-	
Interest received	1,222,608		9,671,721	
Profit on sale of investments	-		-	
Long term loans & advances	4,500,000	3,157,407	(4,330,392)	(14,910,652)
		3,157,407		(14,910,652)
<b>Net cash flow from / (used in) investing activities (B)</b>				
<b>C. Cash flow from financing activities</b>				
Interest on short term borrowings	(32,548)		(255,617)	
Cash flow from extraordinary items				
<b>Net cash flow from / (used in) financing activities (C)</b>		(32,548)		(255,617)
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		1,532,825		(22,925,309)
Cash and cash equivalents at the beginning of the year		6,087,430		29,012,739
Cash and cash equivalents at the end of the year		7,620,255		6,087,430

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

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

Place : New Delhi  
Date : 29-05-2017

For and on behalf of the Board of Directors

(Ruchi Jain)  
Whole-Time Director  
DIN : 07291623

(Sanjay Jain)  
Director  
DIN : 00096938

(Sanjeev Jain)  
Company Secretary  
Mem No. : A13440



**MOONGIPA SECURITIES LIMITED**  
(CIN: L74899DL1994PLC057941)

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi - 110005  
Tel.: 011-41450121, www.moongipa.net E-mail: moongipas@gmail.com

**ATTENDANCE SLIP**  
23rd Annual General Meeting

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

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company to be held on Thursday, 07th September, 2017 at 11:00 A.M. at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110 081 and at any adjournment thereof.

Member's Name: .....

Proxy's Name: .....

Member's/Proxy's Signature

- Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.  
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.  
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

**Form No. MGT-11**  
**MOONGIPA SECURITIES LIMITED**  
(CIN: L74899DL1994PLC057941)

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi - 110005  
Tel.: 011-41450121, www.moongipa.net E-mail: moongipas@gmail.com

**PROXY FORM**

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

Name of the Member(s): .....

Registered Address: .....

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

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

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

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

3. Name : ..... Address: .....  
..... E-mail ID : ..... Signature: ..... as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Thursday, 07th September, 2017 at 11:00 A.M. at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi-110 081 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sl.No.	Resolutions	Optional	
		For	Against
1.	To adopt the Audited Financial Statements for the year ended 31st March, 2017		
2.	To appoint a Director in place of Mrs. Ruchi Jain (DIN: 07291623) who retires by rotation and being eligible offers herself for reappointment		
3.	Appointment of Statutory auditors.		
	<b>Special Business</b>		
4.	Revision in the Remuneration & other Benefits of Mrs. Ruchi Jain (DIN: 07291623) Whole Time Director of the Company.		
5.	Commission to Non-Executive Director of the Company		

Signed this ..... day of ..... 2017

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

Signature of the Shareholder

- Note: 1. This form of proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.  
2. For the resolutions, explanatory statements and notes, please refer Notice of the 23rd Annual General Meeting.  
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If You leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.  
4. Please complete all details including details of Member(s) in above box before submission.



## **MOONGIPA SECURITIES LIMITED**

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

