

36TH

Annual Report *2022-23*

Corporate Identity Number (CIN)

L65993DL1987PLC028669



**MOONGIPA
CAPITAL FINANCE LTD.**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Pooja Jain	Whole Time Director
Mr. Sanjay Jain	Non-Executive Director
Ms. Preeti Srivastava	Independent Director
Mr. Ajay Prakash Narain	Independent Director

KEY MANAGERIAL PERSONNEL ("KMP")

Dr. Pooja Jain	Whole Time Director
Mr. Gulshan Ahuja	Company Secretary and Compliance Officer (Upto 31/03/2023)
Mr. Sandeep Singh	Company Secretary and Compliance Officer (From 08/04/2023)
Mr. Bharat Kumar	Chief Finance Officer (Upto 02/09/2022)
Mrs. Jyoti Mehta	Chief Finance Officer (Upto 17/05/2023)
Mr. Mohd. Javed Qureshi	Chief Finance Officer (From 26/05/2023)

STATUTORY AUDITORS

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

INTERNAL AUDITORS

M/s. R. Mahajan & Associates
Chartered Accountants
402, Jain Building, 18/12, W.E.A. Karol Bagh,
New Delhi- 110005

BANKERS

YES BANK
ICICI BANK
J&K BANK

REGISTRAR AND SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153-A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020

REGISTERED OFFICE & CONTACT DETAILS

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

Email Id: moonipac@gmail.com

Website: www.mongipa.com

Contact No. 011-41450121



MOONGIPA CAPITAL FINANCE LTD.

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Moongipa Capital Finance Limited (“the Company”) will be held on **Thursday, September 28, 2023 at 01:00 P.M (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following businesses:

ORDINARY BUSINESS

1. **ADOPTION OF FINANCIAL STATEMENTS ALONG WITH BOARD AND AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH, 2023**

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **APPOINTMENT OF A DIRECTOR IN PLACE OF DR. POOJA JAIN (DIN 00097037), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT**

To appoint Dr. Pooja Jain, who retires by rotation as a Director ,being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Pooja Jain (DIN 00097037), who retires by rotation at this meeting, and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company whose office shall be liable to retire by rotation.”

(CIN: L65993DL1987PLC028669)

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

3. **APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY FOR THE TERM OF FIVE YEARS**

To appoint M/s. Saxena & Saxena, (Firm Regn. No. 06103N) Chartered Accountants, New Delhi as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 36th Annual General Meeting of the Company until the conclusion of the 41st Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration and, in this regard, 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Saxena & Saxena, Chartered Accountants, New Delhi (Firm Regn. No. 06103N), be and is hereby appointed as the Statutory Auditor of the Company to hold the office from the conclusion of the 36th Annual General Meeting of the Company until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2028 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“RESOLVED FURTHER pursuant to the provisions of section 13, read with Section 61 & 64, other applicable provisions, if any, of the Companies Act, 2013 (Act) and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of any statutory or other authority, if any necessary, consent of members be and is hereby accorded for the increase and alteration in the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakh Only) divided into 1,55,00,000 (One Crore Fifty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered, and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

“V. The Authorized Share Capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakh Only) divided into 1,55,00,000 (One Crore Fifty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each”

RESOLVED FURTHER THAT the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

Sd/-
(Sandeep Singh)
Company secretary

Place: New Delhi

Date : 01.09.2023

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 31st December 2020, 13th January 2021 and 28th December, 2022 (collectively referred to as “**MCA Circulars**”) and SEBI Circular dated 12th May 2020, 15th January 2021 and 5th January, 2023 ('SEBI Circulars'), permitted the holding of the Annual General Meeting (“**AGM**” / “**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without physical presence of the members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('**the Act**') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), the 36th AGM of the Company is being held through VC / OAVM only on **Thursday, September 28th, 2023 at 01:00 P.M (IST)**.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars dated December 28, 2022, April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT**

BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. In terms of the provisions of Section 112 and Section 113 of the Act, read with the said aforesaid MCA Circulars, Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to dchawla.cs@gmail.com with a copy marked to evoting@nsdl.co.in and moongipac@gmail.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter", etc. displayed under "e-Voting" tab in their login.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. shall attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the Notice calling the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.mongipa.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL, agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evoting.nsdl.com. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited ("RTA/Skyline") at compliance@skylinerta.com and to company at moongipac@gmail.com.
8. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in relation to the businesses under Item No. 3 and 4 of the Notice, is annexed hereto and pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

Secretarial Standard-2 on General Meetings, the appointment/re-appointment of Auditors shall include the following disclosures as a part of the explanatory statement to the notice:

- (a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;
 - (b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.
9. As per Regulation 36 (3) of Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, relevant details of the directors seeking appointment/re-appointment at the ensuing Annual General Meeting are provided in the **Annexure** to this Notice.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
11. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the Listing Regulations that the Register of Members and the Share Transfer Book of the Company will remain closed from **Monday, September 25, 2023 to Thursday, September 28, 2023** (both days inclusive).
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice shall be available for inspection in electronic mode. Members can inspect the same by sending an email to moongipac@gmail.com.
13. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at M/s Sky Line Financial Services Pvt. Ltd. D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020. or at their designated email id i.e. compliance@skylinerta.com.
14. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at compliance@skylinerta.com and moongipac@gmail.com.
15. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
16. Pursuant to amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their

holdings at the earliest as it will not be possible to transfer shares held in physical mode as per the said regulation of SEBI.

17. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Skyline Financial Services Private limited. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
20. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
21. The Company has an e-mail ID moongipac@gmail.com to redress shareholders' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at moongipac@gmail.com.
22. Members desirous of asking any questions at the Annual General Meeting are requested to deliver their questions to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied. Members can raise questions during the meeting or in advance at moongipac@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. Members can raise questions during the meeting or in advance at moongipac@gmail.com.

However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

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

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE EVOTING

I. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility. The instructions of shareholders for remote e-voting are as under:

The remote e-voting period begins on **Monday, September 25, 2023 at 09.00 A.M. and ends on Wednesday, September 27, 2023 at 5.00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 22, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

II. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., **Friday September 22, 2023**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

IV. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date may obtain the User ID and password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 18-00-222-990. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday September 22, 2023 only shall be entitled to avail the facility of e-voting/ Poll on Demand.

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

VII. The Scrutinizer, after scrutinizing the votes will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company www.mongipa.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.

VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Thursday, September 28, 2023.

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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on Monday, September 25, 2023 at 09.00 A.M. and ends on Wednesday, September 27, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday September 22, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &