



19TH

**ANNUAL
REPORT**

2012-13



MOONGIPA SECURITIES LIMITED
ENDURING VALUES NEW AGE THINKING



BOARD OF DIRECTORS

1. SH. SANJAY JAIN
2. SMT. POOJA JAIN
5. SH. AJAY PRAKASH NARAIN

AUDITORS

M/S SAXENA & SAXENA
Chartered Accountants
New Delhi - 110 001

COMPANY SECRETARY

SH. SANJEEV JAIN

REGISTERED OFFICE

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

SHARE TRANSFER AGENT

M/S FINTECH COMPU SYSTEMS LTD.
WZ-1390/4, 3rd Floor, Pankha Road,
Nangal Raya,
New Delhi - 110 046

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MOONGIPA SECURITIES LIMITED

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of MOONGIPA SECURITIES LIMITED will be held on Thursday, the 25th July, 2013 at 11.00 A.M. at Rajhans Banquet Hall, Qutab Garh, Delhi-110039 to transact the following business.

ORDINARY BUSINESS

1. To Receive, Consider, and Adopt Balance Sheet as at 31st March 2013 and Profit & Loss Account for the year ended on that date and alongwith Report of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Ajay Prakash Narain who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the company, and to fix their remuneration.

By order of the Board

Place : New Delhi
Date : 30th May, 2013

Sanjay Jain
Whole-Time Director

NOTES :

1. MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The relevant Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item no 4 the Notice set about above, is annexed hereto.
3. 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
4. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
5. The Register of Members shall remain closed from 18th July to 25th July, 2013. (Both days inclusive)
6. Shareholders seeking any information and having any query with regard to accounts are requested to write the company early so as to enable the Management to keep the information ready.
7. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
8. Details of Directors seeking re-appointment in the ensuing Annual General Meeting pursuant to clause 49 of the listing agreement.

Name of the Director	Mr. Ajay Prakash Narain
Age	54 Years
Qualification	M.Com
Profile/Expertise in Specific functional Areas	He has wide experience in Corporate and Legal Affairs.
List of other Public Limited Company in which the Director Holds Directorship as on 31-03-2013.	NIL
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2013.	NIL
Share holding as on 31-03-2013.	NIL

By order of the Board

Place : New Delhi
Date : 30th May, 2013

Sanjay Jain
Whole-Time Director

DIRECTORS' REPORT

To the Members,

Your directors have the pleasure in presenting the 19th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2013.

FINANCIAL RESULTS

Financial results of the company for the year under review are summarized below:

	(Rs in Lacs) Year Ended 31.03.2013	(Rs. in Lacs) Year Ended 31.03.2012
Profit before Depreciation	1.72	15.23
Less: Depreciation	0.18	0.38
Profit before Tax	1.54	14.85
Provision for Taxation	0.85	1.03
Deferred Tax	0.27	0.28
Profit before Tax	0.42	13.54

DIVIDEND

To conserve the resources the Directors have not recommended any dividend for the year ended 31.03.2013.

OPERATIONS & FUTURE PROSPECTS

The performance of your company for the year under review is satisfactory seeing the current market conditions. During the year 2012-13 the stock market witnessed sharp ups & heavy corrections & despite the instability of the bourses your company has been able to continue its profitability during the year. The changes in the volume of turnover & profitability may be attributable to the changing volumes & movements of indices.

PUBLIC DEPOSITS

In terms of the provisions of Section 58A of the Act read with companies (Acceptance of deposit rules), 1975, your company has not accepted any deposits from public and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

DIRECTOR

Mr. Ajay Prakash Narain, Director of your company, retires by rotation and being eligible offers himself for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

According to the best of their knowledge & belief and of the information and documents collected by them, your Directors report that:

- (i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) We have selected such accounting policies and applied them consistently and made judgements and estimates that are responsible and prudent so as to give a true & fair view of the state of affairs of the company at the end of financial year 2012-2013 and of the Profit & Loss of the company for the period under report.
- (iii) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) We have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

As per clause 49 of the listing agreement with the Stock Exchanges, a separate section of Corporate Governance report together with the certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this report.



MOONGIPA SECURITIES LIMITED

AUDITORS

M/s Saxena & Saxena, Chartered Accountants, the Statutory Auditors of the company will retire at the conclusion of the Annual General Meeting and being eligible for reappointment consented to be reappointed for another term. Necessary certificates pursuant to Section 224(1)(B) of the Companies Act 1956 have been obtained from the Auditors and that they are not disqualified for re-appointment within the meaning of Section 226 of the Act.

AUDITORS REPORT

The company has only few employees and the provision for gratuity has been made on the estimated basis but not on actuarial valuation as required by AS-15 on employee benefits.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory & therefore do not call for any further comments.

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

Additional information on conservation of energy, technology absorption as required under Sec. 217 (1)(e) Of the Companies Act, 1956 is not applicable, as the company is a Non-Manufacturing Company. During the year under review there has been no foreign exchange Income/Out flow.

PARTICULARS OF EMPLOYEES

As required by Section 217(2A) of the Companies Act 1956 read with the companies (Particulars of employees) Rules, 1975. There is no employee in the aforesaid category.

ACKNOWLEDGEMENT

Your directors wish to convey their appreciation to all employees for their individual and collective contribution towards satisfactory performance of the company. Their dedication & contribution has been instrumental in the success of the company in achieving the organizational goals. The Directors would also like to thank the Shareholders, Bankers, Stock Exchanges, Valued Clients, and Government Agencies for their co-operation & confidence reposed in the management.

For & On behalf of the Board of Directors

Chairman

Place : New Delhi

Date : 30th May 2013

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Trends and Business Analysis

The Stock Market has been showing a remarkable upward journey. Others broad-based indices also recorded a similar trend.

Seen under the aforesaid backdrop the Company has been able to state a modest recovery and postpositive results.

2. Opportunities, Threats & Outlook

The economy is expected to record a good growth for the previous fiscal and with the continuity in the growth-oriented policies; the stock market is expected to continue the buoyancy. The activation of the dormant primary market also well for the overall growth and depth of the market. Your Company being Stock-broking Company is exposed to the normal market threats associated with the business and faces competition from the other plays other funds. However, with its positive outlook and aggressive policy, your Company hopes to ward off any threat posed before it.

3. Risk and Concerns

Since the primary and main business of the Company is dealing in Securities the risk factors and the Concerns affecting the business of your Company revolves mainly around the risks associate with the stock market. However, thought careful and prudent investment decision by the management, it is constantly endeavored to minimise these risks.

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.

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.

CEO AND CFO CERTIFICATION

We, Sanjay Jain and Pooja Jain, Directors, responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2013 and to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) 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) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2013 are fraudulent, illegal or violative of the company's code of conduct.
- 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) i) There has not been any significant change in internal control over financial reporting during the year under reference;
- ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

New Delhi
30-05-2013

Sanjay Jain
Whole-Time Director

Pooja Jain
Director

CORPORATE GOVERNANCE REPORT – 2012-13

1. COMPANY'S PHILOSOPHY

Moongipa Securities Ltd's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aims at a superior level of business ethics, effective supervision and enhancement of shareholder's value.