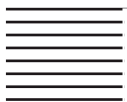
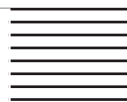




**22ND**  
**ANNUAL REPORT**  
**2015-2016**



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



## **BOARD OF DIRECTORS**

- 1.MRS. RUCHI JAIN
- 2.MR. SANJAY JAIN
- 3.MRS. PREETI SRIVASTAV
- 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, Fax 011-41450122,  
Email ID – moongipas@gmail.com  
Website: www.moongipa.net  
CIN : L74899DL1994PLC057941

## **COMPANY SECRETARY & COMPLAINE 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.

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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 22nd Annual General Meeting of the members of MOONGIPA SECURITIES LIMITED will be held on Thursday, the 22<sup>nd</sup> September, 2016 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 year ended 31<sup>st</sup> March, 2016 including the Audited Balance Sheet as at 31<sup>st</sup> March 2016 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 director in place of Mr Sanjay Jain (DIN: 00096938) who retires by rotation being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s Saxena & Saxena, Chartered Accountant (FRN : 006103N ) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting (AGM) till the conclusion of 23rd Annual General Meeting (AGM) of the company to be held in the year 2017 and to authorize the board to fix their remuneration.

### **SPECIAL BUSINESS**

#### **4 APPOINTMENT OF MS. RUCHI JAIN ( DIN: 07291623) AS AN WHOLE TIME DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant the provisions of Section 152, 161, 178 of the Companies Act, 2013 read with the Companies (Appointment and qualification of directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification or re enactment thereto from time to time, and the Article of Association of the Company Mrs. Ruchi Jain ( DIN: 07291623), who was appointed as an Additional Director and whole-Time Director of the Company by the Board of Director "the Board" at its meeting held on 14th October, 2015 and who holds office until the date of next Annual General Meeting in terms of Section 161 of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose her as a whole time candidate for the office of a director of the Company, be and is hereby appointed as a whole time director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 196 and 203 of the Companies Act, 2013 read with the Companies (Appointment and qualification of directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification or re enactment thereto from time to time and subject to the approval of the shareholders in the General meeting, the consent of members of the Company be and is hereby accorded to the appointment of Ms. Ruchi Jain( DIN: 07291623) as Whole time director of the Company w.e.f 14th October, 2015 till 13th October, 2020 (both days inclusive) on the terms and conditions as specified in the Explanatory Statement pursuant to the section 102(1) of Companies Act, 2013 annexed to this Notice and on the remuneration which is as follows:

- a. Base Pay: Annual base salary of Rs. 30,000 per month & one month bonus to be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings.
- b. Employee benefits: During the term of office, Ms. Ruchi Jain( DIN: 07291623) will be entitled to participate in the employee benefit plans currently and thereafter maintained by the Company of general applicability to other Whole Time Directors of the Company.

c. Vacation : Ms. Ruchi Jain( DIN: 07291623) will be entitled to paid vacation in accordance with the Company's vacation policy as applicable to its Whole Time Directors.

d. Expenses : The Company will reimburse Ms. Ruchi Jain( DIN: 07291623) for reasonable travel, entertainment or other expenses incurred by her in furtherance of or in connection with the performance of duties hereunder, in accordance with the Company's expense reimbursement policy for Whole Time Directors as in effect from time to time.

"Resolved further that the Board be and is hereby authorize to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limit specified under section 197 read with schedule V of Companies Act, 2013 (including any statutory modifications of re-enactment(s) thereof for the time being enforce."

By order of the Board

(Sanjeev Jain)

Company Secretary & Compliance Officer

Registered Office  
18/14, W.E.A. Pusa Lane,  
Karol Bagh, New Delhi -110005.  
Tel No. 011-41450121, Fax 011-41450122  
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 Special Business at Item No. 4 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 PROXY 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. 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.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. 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.



5. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
6. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send Annual Report 2015-16 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.
7. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
8. The Register of Members shall remain closed from 15th September, 2016 to 22nd September, 2016. (Both days inclusive)
9. 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.
10. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
11. 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
12. The route map showing direction to reach the venue of the twenty-second AGM annexed.
13. 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.
14. Details of Directors seeking re-appointment/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.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by 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 Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through remote e-voting services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL) the company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 22nd Annual General Meeting of the company dated 30th May 2016 (the AGM Notice). The company has appointed M/s. P.K. Mishra & Associates, Practicing Company Secretaries (CPNo. 16222) 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. Remote E-voting is optional. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 16th September, 2016. 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 19th day of September, 2016 (9:00 A.M) and ends on Wednesday 21st day of September, 2016 (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 16th day of September, 2016, 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 16th September, 2016, 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 Wednesday the 21st September, 2016 (5:00 P.M.).  
  
(ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)  
  
(iii) Click on "Shareholders" tab.  
  
(iv) Now Enter your User ID  
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.  
(v) Next enter the Image Verification as displayed and Click on Login.  
  
(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.  
  
(vii) If you are a first time user follow the steps given below:

Name of the Director	Ms. Ruchi Jain	Mr. Sanjay Jain
Date of Birth	28.03.1975	02.12.1966
Qualification	B.Com, M.B.A(Finance)	B.Com,L.LB,M.B.A
Profile/Expertise in Specific functional Areas	She has got a wide experience in the Stock Market.	He has got a wide experience in the field of Finance and Capital Markets.
List of other Companies in which Directorship held as on 31.03.2016.	Nil	Moongipa Capital Finance Ltd.
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2016.	Nil	In Moongipa Capital Finance Ltd member in Audit Committee, Nomination & Remuneration Committee and Stake Holder Committee Share
share holding as on 31-03-2016.	3.18	4.97
Relationship with other Directors and Key Managerial Personnel	Mrs. Ruchi is sister of Mr. Sanjay Jain	Mr. Sanjay Jain is spouse of Mrs. Pooja Jain
No. of Board Meetings attended during the financial year 2015-16	3 As appointed on 14/10/2015	11
Terms & conditions of appointment	Whole Time Director liable to retire by rotation.	As Director liable to retire by rotation



	<b>For Members holding shares in Demat Form and Physical Form</b>
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.
*	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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Moongipa Securities Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.

(xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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. P.K. Mishra & Associates** Practicing Company Secretary 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.

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

#### ITEM 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mrs. Ruchi Jain (DIN: 07291623) as an Additional Director and Whole-Time Director with effect from 14th October, 2015.



The Company has received notice in writing under the provisions of Section 160 of Companies Act, 2013, from a member proposing the candidature of Ms. Ruchi Jain (DIN: 07291623) for the office of director.

The Company has received from Ms. Ruchi Jain (DIN: 07291623) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of Companies Act, 2013.

The terms and conditions of her appointment are as follows:

1. Remuneration: As provided in the resolution
2. Period of appointment: Five years beginning on October 14, 2015 and ending on October 13, 2020.
3. Mrs. Ruchi Jain (DIN: 07291623) performs such duties as shall from time to time be entrusted to her by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of the members of in terms of sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force ) for the appointment of Mrs. Ruchi Jain (DIN: 07291623) as the Whole Time Director.

Brief profile of Mrs. Ruchi Jain (DIN: 07291623) and the disclosure required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 are given as a additional information about the directors which form part of the notice.

No director, except Mr. Sanjay Jain (DIN: 00096938), being brother of her, key managerial personnel or their relatives, except Mrs. Ruchi Jain (DIN: 07291623) to whom the resolution relates, is interested or concerned in the resolution.

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

By order of the Board of Directors

(Sanjeev Jain)

Company Secretary & Compliance Officer

Registered Office  
18/14, W.E.A. Pusa Lane,  
Karol Bagh, New Delhi - 110005.  
Tel No. 011-41450121, Fax 011-41450122  
Email ID – moongipas@gmail.com  
Website: www.moongipa.net  
Corporate Identity No.(CIN) L74899DL1994PLC057941

Place : New Delhi

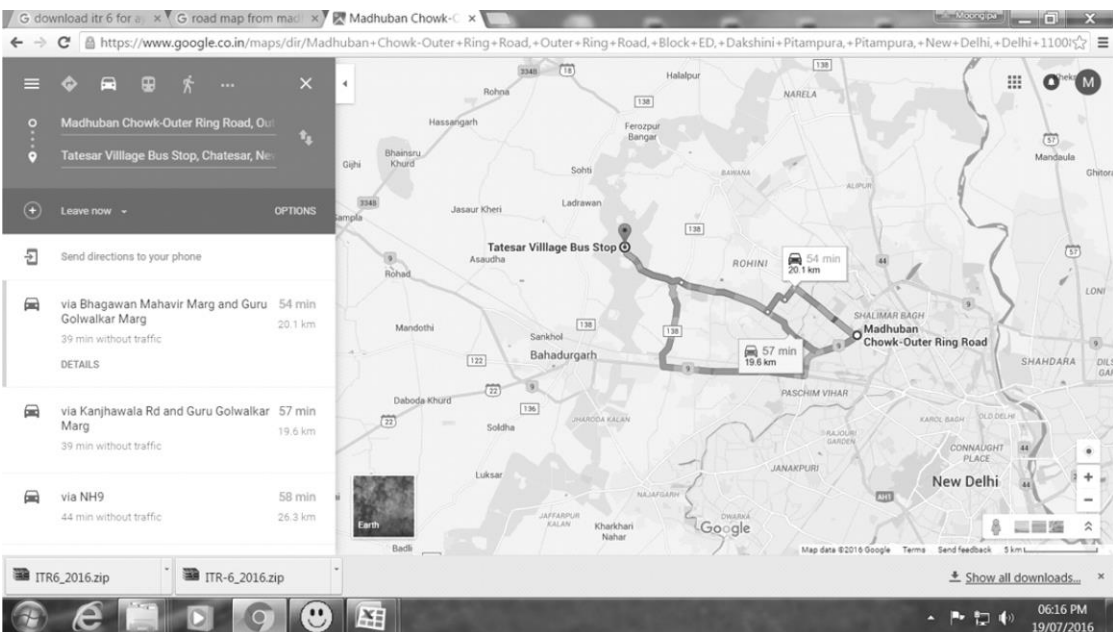
Date : 30th May, 2016

## **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 22nd Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2016.

**FINANCIAL HIGHLIGHTS**

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

	(` in Lacs) Year Ended 31.03.2016	(` in Lacs) Year Ended 31.03.2015
Profit before Depreciation	14.28	35.74
Less: Depreciation	0.83	1.67
Profit before Tax	13.45	34.07
Provision for Taxation	4.50	10.89
Deferred Tax	(0.28)	(0.45)
Profit after Tax	9.23	23.62

**DIVIDEND**

Yours Directors have decided not to recommend any dividend for the financial year under review due to continuous losses and to conserve resources.

**OPERATIONS REVIEW**

During the year under review, revenue account shows a Profit of ` 9.23 Lakhs as against the Profit of ` 23.62 Lakhs in the last financial year. However the directors are confident and hopeful to improve the position in the current financial year.

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

There is no change in the nature of the business during the year

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The report on Management Discussion and Analysis as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed to this report. Certain statements in that section 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. Report is annexed herewith as Annexure-A

**PUBLIC DEPOSITS**

Your company has not invited or accepted any deposits either from the public or from the shareholders of the Company, during the period under review and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

**TRANSFER OF RESERVES**

Your Company does not propose to transfer any amount.

**SHARE CAPITAL**

There is no change in the Authorized, Issued, Subscribed and paid up share capital of the Company during the period under review.

**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 WHO WHERE APPOINTED/RESIGNED DURING THE YEAR.****COMPOSITION OF THE BOARD**

The Board of Directors comprises 4(Four) directors out of which 2 Executive and 2 Non Executive.

Mr. Sanjay Jain (DIN: 00096938), Director of your company, retires by rotation and being eligible offers himself for reappointment.

Mrs. Ruchi Jain (DIN: 07291623) was appointed as an additional director and whole time director of the company by the board with effect from 14th October, 2015. Mrs. Ruchi Jain (DIN: 07291623) shall hold office upto the date of ensuing Annual General Meeting. The company has received a notice in writing along with requisite deposit pursuant to Section 160 of Companies Act, 2013, proposing appointment of Mrs Ruchi Jain (DIN: 07291623) as director of the Company. Your Board has recommended appointment of Mrs. Ruchi Jain (DIN: 07291623) as whole time director of the company for a period of 5(five) consecutive years with effect from the conclusion of 22nd Annual General Meeting.

Mrs. Pooja Jain (DIN: 00097037) due to pre-occupation and other commitments, Mrs. Pooja Jain (DIN: 00097037) as an Director(Non Executive) stepped down from Directorship with effect from 14th October, 2015 from the Board of Directors. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by her during her tenure as director of the Company.

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

- Mr. Sanjay 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, Mrs. Preeti Srivastava(DIN: 07035595) and Mr. Ajay Prakash Narain (DIN: 02655527) 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.

**MEETINGS**

A Calendar of Meetings is prepared and circulated in advance to the Directors. During the year total 11 Board meeting and 5 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**DETAILS OF POLICIES****I. Nomination and Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website [www.moongipa.net](http://www.moongipa.net) and the same is attached herewith as Annexure-B.

**II. Risk Management Policy**

Business Risk evaluation and Management is an ongoing process within the Organization. The Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objective. 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

Your Company has formulated a Vigil Mechanism Policy with a view to provide a mechanism for employees and directors of the Company to approach the Chairman of the Audit Committee to ensure adequate safeguards against victimization. This policy would help to create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The detail of establishment of the Vigil Mechanism Policy is available on the Company's website [www.moongipa.net](http://www.moongipa.net) and the same is attached herewith as Annexure-C.

### V. CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) of the SEBI Regulation 2015 the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance with conditions of Corporate Governance are made a part of this Annual Report. The certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to the Report on Corporate Governance.

Your Company's Philosophy on Corporate Governance envisages the highest level of transparency, accountability and equity in all facets of its operations as well as in all interactions with its stakeholders including Shareholders, Lenders and Regulatory Authorities.

### V. AUDITORS

#### a) Statutory Auditors:

The members of the company at the 20th Annual General Meeting held on 4th September, 2014 had approved the appointment of M/s Saxena & Saxena, Chartered Accountant (Firm Regn No.: 006103N) for a term of 3 years i.e., from the conclusion of 20th Annual General Meeting upto the conclusion of 22nd Annual General Meeting of the company. Pursuant Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 the aforesaid appointment needs to be ratified by the member at the ensuing Annual General Meeting. Accordingly the appointment of M/s Saxena & Saxena, Chartered Accountant (Firm Regn. No.: 006103N) as the Statutory Auditors of the company placed from ratification by the shareholders. In this regard, the company has received a certificate from the Auditors to the effect that if they reappointed, their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013.

#### 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.

#### c) Secretarial Auditors & Secretarial Audit Report:

The Board has appointed M/s Anjali Yadav & Associates, Company Secretaries (Membership No.: 6628 and C.P.No.: 7257) to carry out Secretarial Audit under the provision of Section 204 of the Companies Act, 2013 for the financial year ended on 31st March, 2016. The Report of Secretarial Auditor is annexed to this as Annexure-D.

### AUDITORS REPORT

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

#### a. Conservation of Energy

Your Company is not a power intensive unit. However proper

measures have been taken by the board to conserve energy through administrative system and procedures. Improvement in methods and techniques of energy conservation and optimal utilization of energy in all operations has continual to be a focus area.

#### b. Power & Fuel Consumption

The operations of Company are not power intensive. Therefore, no comments require.

#### c. Technology Absorption

The provision of Clause B of Rules of Company (Accounts) Rules, 2014 are not applicable as the Company has not imported any technology during the year under review.

#### d. Foreign Exchange

There are no foreign exchange transaction entered into by the company for the year under review.

### PARTICULARS OF CONTACTS 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 shareholder. 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. There are no employees, who is paid remuneration excess of limits specified under Rules of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

There is no pecuniary relationships or transactions of the non executive independent director vis-à-vis the company for the period ending 31.03.2016.

### BOARD'S EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

While independent directors in their separate meeting have carried out to assess the performance of Chairman and other Directors of the Board more particularly about their business acumen and contribution to the Company, the performance evaluation of the Independent Directors was carried out by the entire Board.

The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board of Directors and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

### ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has a proper and adequate internal control system 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.

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

No orders were passed by the Regulator or Court or Tribunal during the year impacting on the going concern status and the Company's operations in future.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure - F

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, prohibition & Redressal) Act, 2013. 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 has not received any complaint on sexual harassment during the financial period ended 31.03.2016

#### **GENERAL DISCLOSURES**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013 the Directors hereby confirm:

- i) That in preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That they have selecting such accounting policies which 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) That they have 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) They have prepared the annual accounts on a going concern basis.
- v) They have laid down internal financial controls the company that are adequate and were operating effectively.
- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **TRANSFER OF AMOUNTS TO INVESTOR EDUCATIONAL AND PROTECTION FUND.**

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 2016-17 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 formulate policy on Corporate Social Responsibility.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

To familiarize the Independent Directors with the strategy operations and functions of our Company, the executive directors, Senior Managerial Employees intimate to the Independent Directors the Company's Strategy, operations, market, finance, quality etc. Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment, entering his /her role, functions, duties and responsibilities as a director

#### **CASH FLOW STATEMENT**

The cash flow Statement for year ended 31st March, 2016 in conformity in it's the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges in India, is annexed herewith.

#### **DETAILS OF FRAUD, IF ANY REPORTED BY AUDITORS (OTHER THAN REPORTABLE TO CENTRAL GOVERNMENT)**

No fraud / misconduct was detected at the time Statutory Audit by Auditors of the Company for the financial year ended on 31st March, 2016.

#### **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.

#### **WTD & CFO CERTIFICATION**

Certificate from Mrs. Ruchi Jain (DIN: 07291623), Whole Time Director & Mr. 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 2015-16 was placed before the Board of Directors of the Company at its meeting held on May 30, 2016 and also forms part of Report on Corporate Governance.

#### **ACKNOWLEDGEMENT**

Your directors would like to express their appreciation and gratitude to the company's Business Associates, Bankers, valued clients, Association of Leasing & Finance companies, Government agencies as well as shareholders.

Your directors also take the opportunity to place on record, their deep sense of appreciation of the devoted and dedicated services provided by the employees at all levels, and also their contribution towards company's continuing success.

For & On behalf of the Board

Sanjay Jain  
Chairman