



**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 off 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.evotingindia.com](http://www.evotingindia.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

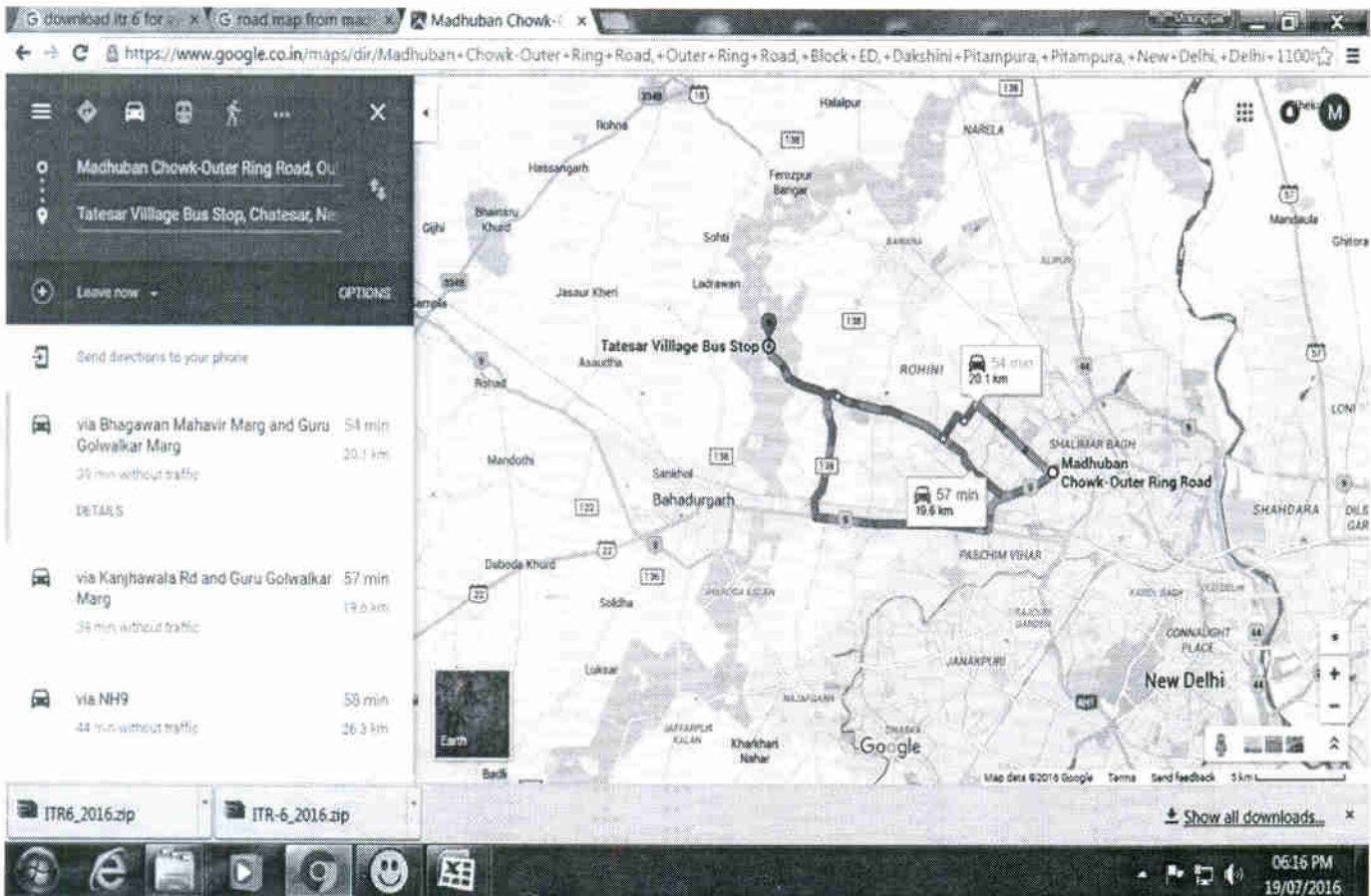


## Rout Map to Venue of Annual General Meeting

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.