



20TH ANNUAL REPORT

2013-2014



MOONGIPA SECURITIES LIMITED
ENDURING VALUES NEW AGE THINKING



BOARD OF DIRECTORS

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

COMPANY SECRETARY

SH. SANJEEV JAIN

AUDITORS

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

REGISTERED OFFICE

18/14, W.E.A. Pusa Lane,
Karol Bagh
New Delhi-110 005
Tel No. 011-41450121, Fax: 011-41450122
E-mail ID-moongipas@gmail.com
Website: www.moongipa.net
CIN: L74899DL1994PLC057941

COMPLIANCE OFFICER

SH. SANJAY JAIN

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NOTICE

Notice is hereby given that the 20th Annual General Meeting of the members of **MOONGIPA SECURITIES LIMITED** will be held on Thursday, the 4th September, 2014 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 Audited Balance Sheet of the company as at 31st March 2014 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. Sanjay Jain (DIN: 00096938) who retires by rotation at this AGM and being eligible offers himself for re-appointment.
3. To appoint M/s Saxena & Saxena, Chartered Accountants, (Firm Registration Number-006103N), as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of fourth AGM, with this AGM being counted as the first AGM to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Payment of Remuneration to Sh. Sanjay Jain Whole-Time Director of the Company for Financial Year 2014-15.

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198, Schedule V and other applicable provisions, if any of the Companies Act, 2013, (corresponding to erstwhile Sections 198, 269,309,310, Schedule XIII and other applicable provisions if any, of the Companies Act,1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, Mr. Sanjay Jain (DIN: 00096938), Whole-Time Director of the Company, for the financial year 2014-15 in absence of adequate profits.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. Re-appointment of Sh. Sanjay Jain Whole-Time Director 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 pursuant to the provisions of Sections 196,197,198, Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sanjay Jain (DIN: 00096938), as Whole-Time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. 01-04-2014 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approval(s), as may be necessary, the Company is authorized to pay minimum remuneration Mr. Sanjay Jain (DIN: 00096938), Whole-Time Director of the Company, for the financial year in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

7. Appointment of Mr. Ajay Prakash Narain as an Independent 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 to Section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Ajay Prakash Narain (DIN: 02655527), whose period of office is liable to determination by retirement of directors by rotation 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 his intention to propose Mr. Ajay Prakash Narain as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019 not liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

Resolved that subject to the provisions of the companies Act, 2013, Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, listing agreement, SEBI (Delisting of Securities) Guidelines, 2003, and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permission and sanctions, as may be necessary, the Board of directors of the company be and is hereby authorised to seek voluntarily delisting of its securities from The Delhi Stock Exchange Association Ltd, Jaipur Stock Exchange Ltd. & Ahmedabad Stock Exchange Ltd stock exchanges.

Resolved Further that the securities of the company is proposed to be listed on the stock exchange having nation wide trading terminals viz The Bombay Stock Exchange Ltd. and therefore as per the said guidelines issued by the Securities and Exchange Board of India, (SEBI) no exit opportunity need to be given to the shareholders of the company.

Resolved further that the Board of directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or



desirable and to execute all such deeds and documents as may be considered necessary and expedient to give effect to the above said resolution.

9. Increase in Limit of Investment:

To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:-

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Board of Directors of the Company be and are hereby severally authorized to make investments of such amount(s) by way of subscription, purchase or otherwise the securities of any other body corporate from time to time, on such terms and conditions as the Board may deem fit notwithstanding, that the investments made may exceed the limits prescribed under the said section."

"RESOLVED FURTHER THAT the aggregate of such investments made shall not exceed the amount of Rs. 100,000,000/- [Rupees Ten Crores Only] over and above the limit prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By order of the Board

Place: New Delhi
Date: 29th May, 2014

Sanjay Jain
Whole-Time Director

NOTES:

- 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 to 9 and of the notice set out above are annexed hereto and forms part of this Notice.
- A 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 A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE 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.
- 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.
- 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

- The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
- Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, director's report, auditor's report, audited financial statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, 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.
- Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
- The Register of Members shall remain closed from 28th August, 2014 to 4th September, 2014. (Both days inclusive)
- 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.
- Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
- 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.
- 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. Sanjay Jain
Age	48 Years
Qualification	B.Com., L.L.B. M.B.A
Profile/Expertise in Specific functional Areas	He has got a wide experience in the field of finance and Capital Markets.
List of other Public Limited Company in which the Director Holds Directorship as on 31-03-2014.	Moongipa Capital Finance Ltd.
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2014.	Member Share Transfer and investors grievance committee, Member Remuneration and Compensation committee Moongipa Securities Ltd.
Share holding as on 31-03-2014.	4.97%

- In compliance with provisions of section 108 of the Companies Act, 2013 and Rules of the Companies (Management & Administration) Rules, 2014. 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 20th Annual General Meeting of the company dated 29th May 2014 (the AGM Notice). The company has appointed Mr. Amit Agrawal, Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners



shall be reckoned on the equity shares held by them as on August 1, 2014. The instructions for E-voting are as under:

Instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "MOONGIPA SECURITIES LIMITED" from the drop down menu and click on "SUBMIT"
- (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 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:

	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"> • 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. • 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.
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"> • 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 relevant 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on August 28th 2014 at 9.00 A.M. and ends on August 29, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013.

ITEM 4

The Articles of Association ("AoA") of the Company as presently in force were replaced in January 1984 from what they were when the Company was incorporated in 1973. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956



and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the ministry of corporate affairs ("MCA") had notified 98 Section for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal") such as variation of Rights of Holders of different classes of Shares (Section 48), reduction of Share Capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick Companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to investor Education And Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive Section of the Act which deal with the general working of Companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alternation or deletion in several Articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Share holder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exist;
- (b) The nominee(s) of deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) New provisions regarding application of funds from reverse accounts when amounts in reverse accounts are to be capitalized;
- (d) New provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to manager and Company Secretary;
- (e) Existing Articles have been streamlined and aligned with the Act;
- (f) The Statutory provisions of the Act which permit a Company to do some Acts "if so authorised by its Articles" or provisions which require a company to do Acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included; and
- (g) Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication-their non-inclusion make the new AoA crisp, concise and clear and aids easy of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned over interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board commands the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

ITEM 5

The Members of the Company at the Annual General Meeting held on July 14, 2011 had approved the remuneration payable to the Executive Director of the Company and the Board of Directors was authorized to revise the same within the overall limits prescribed in this regard.

Mr. Sanjay Jain is associated with the Company since inception and has contributed towards the growth of Company.

The Compensation/Remuneration Committee appreciated the contributions made by Mr. Sanjay Jain towards the growth and recognition of the Company and considering the same, approved the payment of the entire remuneration, as approved by the Compensation/ Remuneration Committee in its meeting held on May 29, 2013, the following remuneration as minimum remuneration to Mr. Sanjay Jain for the financial year 2014-15.

SALARY

Rupees 45,000/- per month and there will be increase of Rs. 5000/- per year

PERQUISITES

Perquisites shall be allowed in addition to salary. These are classified into three categories 'A' 'B' 'C' as given

CATEGORIES A

1. Medical Reimbursement: - Expenses incurred for self and the family subject to ceiling of one month's salary in a year.
2. Leave Travel Concession: - For self and these family ones in a year incurred in accordance with rules Specified by the company.
3. Club Fees: - Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

CATEGORIES B

1. Encashment of leave as per the Company's policies.

CATEGORIES C

1. Car: Use of Company's car with driver.
2. Telephone: Free Telephone facility at Residence.

Personal long distance calls on Telephone for private purposes shall be billed by the company.

The information as required under Section II of part II of Schedule V of the Companies Act, 2013: Refer the statement in item No. 5

The payment of remuneration to Mr. Sanjay Jain as stated above is subject to the approval of the Members and Central Government and the same shall be paid after making the adjustment of remuneration already paid to him.

Except Mr Sanjay Jain and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at the no. 5.

The Board recommends the resolution for your approval.

ITEM 6

The members of the Company had appointed Mr Sanjay Jain as Whole-time Director of the Company w.e.f. March 18, 1994. As the Companies Act, 1956 does not mandate any limitation on the term of Whole-Time Director, thus, there was no limit assigned to the term of Mr. Sanjay Jain Whole-Time Director of the Company.

The Ministry of Corporate Affairs, Government of India had notified the new Companies Act, 2013 ("The Act") on August 29, 2013 and notified many of its provisions w.e.f April 1, 2014, thereby replacing the corresponding provisions of the Companies Act, 1956.

In terms of Section 196(2) of the Act, the term of the Managing Director, Whole-Time Director or Manager shall not exceed 5 years at a time



and accordingly, the Company was required to reappoint Mr. Sanjay Jain as Whole-Time Director of the Company for a period of 5 years i.e. April 1, 2014.

ITEM 7

Mr. Ajay Prakash Narain was appointed as a Director of the Company i.e. July 22, 2010.

The Board consider that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr. Ajay Prakash Narain, accordingly, the Board recommends his appointment as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019 not being liable to retire by rotation.

Except Mr. Ajay Prakash Narain, None of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution set out of Item No. 7. The Board recommends the Resolution for your approval.

ITEM 8

The Securities & Exchange Board of India (SEBI) notified guidelines for voluntary delisting of securities from the stock exchange. As per clause 5.2 of SEBI (Delisting of Securities) Guidelines, 2003. An exit opportunity to the shareholders need not be given where securities of the company remain listed on the stock exchange having nation wide trading terminal, i.e., The Bombay Stock Exchange Ltd. and any other stock exchange that may be specified by SEBI in this regard.

The Company is making proposal to get listed equity shares of the company at Bombay Stock Exchange Ltd., Considering the negligible volume of trading and as a part of its cost reduction measure, the consent of members is sought for getting its securities delisted from The Delhi Stock Exchange Association Ltd., Jaipur Stock Exchange Ltd. and Ahmedabad Stock Exchange Ltd. as proposed in the special resolution. The securities of the company is proposed to be listed on The Bombay Stock Exchange Ltd.

The Board recommends the resolution for approval of members.

None of the directors is, in way, concerned or interested in the said resolution.

ITEM 9

In terms of the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty percent of its paid-up share capital and free reserves or one hundred percent of its free reserves, whichever is higher.

Considering the future outlook of the Company, the Board of Directors of the Company has decided to seek approval of the members to acquire by way of purchase or otherwise, securities of any other body corporate upto the maximum amount of Rs. 100,000,000/- (Rupees Ten Crores Only).

Since the limits prescribed under Section 186 of the Companies Act, 2013 is likely to be exceeded as a result of the proposed investment, this Special Resolution is recommended for member's approval.

The Board accordingly recommends to pass the Special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

By order of the Board

Place: New Delhi
Date: 29th May, 2014

Sanjay Jain
Whole-Time Director

DIRECTORS' REPORT

To the Members,

Your directors take pleasure in presenting the 20th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS

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

	(₹ in Lacs) Year Ended 31.03.2014	(₹ in Lacs) Year Ended 31.03.2013
Profit before Depreciation	28.08	1.72
Less: Depreciation	0.41	0.18
Profit before Tax	27.67	1.54
Provision for Taxation	2.77	0.85
Deferred Tax	(0.23)	0.27
Profit after Tax	25.13	0.42

DIVIDEND

To conserve the resources the Directors have not recommended any dividend for the year ended 31.03.2014.

OPERATIONS & FUTURE PROSPECTS

The performance of your company for the year under review is satisfactory seeing the current market conditions. During the year 2013-14 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.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis as required under the Listing Agreement 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.

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.

LISTING OF SHARES

The equity shares of the Company are listed on Delhi Stock Exchange (DSE), Jaipur Stock Exchange Ltd.(JSE) and Ahmedabad Stock Exchange Ltd (ASE), to enhance liquidity, the Company is making application to list on the Bombay Stock Exchange Ltd(BSE).

TRANSFER OF RESERVES

Your Company has not transferred any sum to the General reserves.

DIRECTOR

Mr. Sanjay Jain (DIN: 00096938), 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) That in preparation of annual accounts for the financial year, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That they have selected such accounting policies described in the notes to accounts which have been applied them consistently and made judgments 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 2013-2014 and of the Profit & Loss of the company for the period under report.
- (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, 1956 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

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. Your Company has also implemented several best corporate governance, code of conduct and ethics. 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.

AUDITORS

(a) Statutory Auditors:

In compliance with the Companies (Audit & Auditors) Rules, 2014, M/s Saxena & Saxena, Chartered Accountants (Firm Registration Number-006103N), 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 till the conclusion of fourth Annual General Meeting, with this AGM being counted as the first AGM to authorize the Board of Directors to fix their remuneration.

(b) Internal Auditors:

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

(c) Secretarial Auditors:

As per provisions of section 204 of the Companies Act, 2013 and rules made thereunder, the Company is required to appoint Secretarial Auditor to carry out secretarial audit of the Company. The Company has appointed M/s S. Aggarwal & Associates, Practicing Company Secretaries (Membership Number-FCS6158 & C.P. No.-8989) as Secretarial Auditors of the Company for the Financial Year 2014-15.

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

Sanjay Jain
Chairman

Place: New Delhi
Date: 29th May 2014

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, Pooja Jain and Sanjay 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, 2014 and to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2014 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: Pooja Jain Sanjay Jain
29-05-2014 Director Whole-Time Director

CORPORATE GOVERNANCE REPORT – 2013-14**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.

2. BOARD OF DIRECTORS**Composition of the Board**

The Board of Directors of the Company consists of three Members. During the year under review, Seven Board Meetings were held on:-

30th May 2013, 31st July 2013, 17th August 2013, 6th September 2013, 31st October 2013, 17th December 2013, 30th January 2014.

Constitution of Board of Directors as on 31st March 2014 and related information's:

Director	Category / Date of Appointment	No. of Board Meetings F. Year 2013-14		Attendance At the AGM Held on 25/07/2013	No. of Outside Directorship(*)	No. of Outside Committee(s) On which Member Chairman
		Held	At-tend-ed			
Sanjay Jain (00096938)	Executive / 18/03/1994	7	7	Yes	1	1
Pooja Jain (00097037)	Non-Executive Independent / 31/10/2005	7	7	Yes	Nil	Nil
Ajay Prakash Narain (02655527)	Non-Executive Independent / 22/07/2010	7	6	Yes	Nil	Nil

Excluding Directorship in Private, Foreign Companies, and Companies, which are, granted license under section 25 of the Companies Act 1956.

3. POSTAL BALLOT

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

4. CODE OF CONDUCT

Company's board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct is available on the Company's website www.moongipa.net. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2013-14. A declaration signed by the Chief Executive Officer (CEO) to this effect is annexed to this report.

5. COMMITTEE OF THE BOARD

- Audit Committee
- Stake Holders Relationship Committee
- Remuneration & Compensation Committee

(a) AUDIT COMMITTEE

The role and the functions of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges and as per Companies Act 1956. The Committee acts as a link between the statutory auditors and the Board of Directors.

The responsibility of the Audit Committee include the overseeing of the financial reporting process to ensure fairness, adequate disclosures and credibility of financial statements, recommendation of appointment and removal of statutory auditors, review of the adequacy of internal control systems.

Functions & Terms of Reference

The term of reference of Audit Committee are as per Listing Agreement with the Stock Exchanges and includes such other functions as may be assigned to it by the Board from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.



- Review and monitor the auditor's independence and performance, and effectiveness of audit purpose.
- Examination of the financial statement and the auditor's report thereon.

Composition

The Audit Committee comprised three directors. There were 4 meetings of the Committee during the year.

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

Date of meeting(s):

30th May 2013, 31st July 2013, 31st October 2013 and 30th January 2014.

The attendance during the current year is as under:

Members	Categories of Directorship	Meetings	
		Held	Attended
Ajay Prakash Narain	Member	4	4
Pooja Jain	Chairman	4	4
Sanjay Jain	Member	4	4

Internal Controls

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

(b) STAKE HOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement. The terms of reference of Shareholder's/Investor's Grievance (SIG) Committee was conferred on the Stakeholders Relationship Committee and consequently, the SIG Committee was dissolved.

Committee meets twice in the year.

Name and designation of Compliance Officer:

Mr. Sanjay Jain, Director is the Compliance officer of the Company.

Investor's service:

No. of Complaints/Correspondence received during the year ended March 31, 2014	:	NIL
No. of Complaints resolved to the Satisfaction of shareholders during the year.	:	NIL
No. of pending Share transfers as on 31 st March 2014	:	NIL

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

Date of meeting:

8th July 2013, and 26th November 2013.

The attendance during the current year is as under:

Members	Categories of Directorship	Meetings	
		Held	Attended
Pooja Jain	Member	2	2
Ajay Prakash Narain	Chairman	2	2
Sanjay Jain	Member	2	2

(C) REMUNERATION AND COMPENSATION COMMITTEE

Remuneration Committee consists of two directors – Mr. Sanjay Jain and Mr. Ajay Prakash Narain and is chaired by Mr. Ajay Prakash Narain.

The functions of the Remuneration Committee include recommendation of appointments to the Board, evaluation of the performance of the staff and also remuneration to the staff.

Committee met twice in the year.

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

Date of meeting:

29th May 2013, and 24th March 2014.

The attendance during the current year is as under:

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

6. AFFIRMATION AND DISCLOSURES:**a. Compliance with Governance frame work**

The Company is in Compliance with all mandatory requirements of clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of the remuneration and nomination committee and tenure of office of Independent Directors.

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

There are no materially significant related party transactions made by the Company with its Promoters, their subsidiaries, Directors, Senior Management, or relatives etc., which may have potential conflict with the interests of the Company at large.

Transaction with related parties as per requirements of accounting standard (AS) 18 'Related Party Disclosures' are disclosed in the financial statements in the Annual Report.

c. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 211(3) (c) of the Companies Act, 1956. The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.

d. Risk Management

Business risk evaluation and management is an ongoing process with the Company. The assessment is periodically examined by the Board.

e. SEBI/Stock Exchange Compliance

The Company has applied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

f. Non-mandatory requirements

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

7. MEANS OF COMMUNICATION

The Board of Directors of the Company approved and has taken on record the unaudited financial results within one month of close of quarter / half year and has communicated these and annual results to all the Stock Exchanges where the shares of the Company are listed and also published the same in the Dainik Mahalaxmi Bhagyodaya.

8. SHAREHOLDER'S INFORMATION

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

20th Annual General Meeting

Date 4th September 2014

Time 11.00 A.M.

Venue Rajhans Banquet Hall, Qutab Road, Delhi-110039.

FINANCIAL CALANDER: APRIL 2014 TO MARCH 2015

First Quarter results	Last week of July 2014
Half Yearly Results	Last week of October 2014
Third Quarter results	Last week of January 2015
Results for the year Ending March 2015	Last week of May 2015
Dates of Book Closure	28 th August 2014 to 4 th September, 2014. (Both days inclusive)

9. SHARE DETAILS

Listed at : The Delhi Stock Exchange Association Ltd.
Jaipur Stock Exchange Ltd.
Ahemdabad Stock Exchange Ltd.

Stock Code:

Stock Exchange	Stock Code
DSE	13316
JSE	407
ASE	37878

10. Market Price Data: During April 2013 to March 2014 the data were not available as there were no trading of shares in the Delhi Stock Exchange. The last traded price was Rs. 23.90.

11. Nomination Facility: The Companies (Amendment) Act, 1999, has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to Stakeholders and Shareholders may avail this facility by sending the duly completed Form 2B to the registered office of the Company/Registrar and Transfer Agent of the Company in case the shareholding is in physical form.

12. Share Transfer System: Stake Holders Relationship Committee meets and approves share transfers. Share transfers are processed in house. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respect.

13. Distribution of the shareholding as on 31st March 2014

Range	No. of Share Holders	% of Share Holders	No. of Shares	% of Share Holding
1-500	1044	64.64	519400	10.37
501-1000	485	30.03	467400	9.33
1001-2000	5	0.31	8200	0.16
2001-3000	28	1.73	70250	1.40
3001-4000	4	0.25	13450	0.27
4001-5000	0	0	0	0
5001-10000	4	0.25	26850	0.54
10001 & above	45	2.79	3904650	77.93
Total	1615	100	5010200	100

14. Categories of Shareholders as on 31st March 2014.

Category	No. of Shares Held	% of Shareholding
Promoters & Directors	2378975	47.48
Others (Individuals/ Corporate Bodies)	2631225	52.52

15. Location and time of General Meetings held in last three years.

Year	AGM/EGM	Location	Date	Time
2012-13	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	25/07/2013	11.00 A.M.
2011-12	AGM	C-81, Sector-1, Bawana, Delhi.	19/07/2012	10.30 A.M.
2010-11	AGM	Gupta Farms Village Hollambi, Delhi	14/07/2011	10.30 A.M.

16. Designated exclusive e-mail id:

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

17. ADDRESS FOR CORRESPONDENCE

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

The Compliance Officer
Moongipa Securities Limited
Investors Services

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

Tel No. – 011-41450121 Fax – 011-41450122

E-mail – moongipas@gmail.com.

For & On behalf of the Board

Chairman

Place: New Delhi
Date: 29th May 2014



AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

We have examined the compliance of conditions of Corporate Governance by **Moongipa Securities Limited** for the year ended on 31st March 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

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

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

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

Place: New Delhi
Date: 29-05-2014

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF MOONGIPA SECURITIES LIMITED

Report on the financial statements

We have audited the accompanying financial Statements of **MOONGIPA SECURITIES LIMITED** which comprise Balance Sheet as at 31st March 2014 and Statement of Profit & Loss & Cash Flow Statement for the year ended and a summary of Significant Accounting Policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The

procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements gives the information required by the Companies Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In case of the Balance Sheet of the state of affairs of the company as at 31st March 2014,
- (b) In case of the Statement of Profit & loss Account of the Profit of the Company for the year ended as on that date and
- (c) In case of Cash Flow Statement of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section(4A) of section 227 of the Act, We give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - (i) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
 - (iii) The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of Companies Act 1956 *except AS-15 on Employee Benefits as the company has provided the liability of gratuity on estimated basis in place of actuarial valuation.*
 - (v) On the basis of written representations received from the directors, as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2014 from being appointed as a Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

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

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

Place: New Delhi
Date: 29-05-2014



Annexure to the Auditor's report of even date to the members of Moongipa Securities Limited on the financial statements for the year ended on 31st March, 2014.

Based on the audit procedures performed for the purpose of reporting a true & fair view on the financial statements of the company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) As informed to us company has not disposed off any substantial fixed assets during the year. Therefore, provisions of clause 4 (i) (c) are not applicable
- ii. (a) The inventory has been physically verified by the management during the year.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of company and nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of Inventory. No discrepancies were noticed on physical verification as compared to book records.
- iii. (a) In our opinion and according to the information and explanations given to us, the company has neither granted nor taken any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. So, provisions of clauses 4(iii) (a), (b), (c), (d), (e), (f), (g) are not applicable
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- v. (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Act have been so entered.
- (b) In our opinion, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits from the public. Accordingly, sub clause(c) of clause VI is not applicable.
- vii. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- viii. As informed to us, the maintenance of cost records has not been prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956, in respect of the activities carried on by the Company.
- ix. (a) According to records of the Company examined by us and the information and explanations given to us, no undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, excise duty, cess and other material statutory dues applicable to it were outstanding, as at 31st March 2014 for a period of six months from the date they became payable
- (b) According to the information & explanation given to us, there are no sales tax, Income tax, Custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- x. The Company does not have accumulated losses at the end of the financial year and has incurred no cash losses in the financial year and the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayments of dues to any financial institution or Bank or debenture holders. So this Clause is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a Nidhi Mutual benefit fund/ society. Therefore the provision of clause 4(iii) of the companies (Auditors Report) Order, 2003 are not applicable to the Company.
- xiv. On the basis of our examination of the companies records we are of the opinion that the company is maintaining adequate records regarding transactions and contracts regarding its trading activities in shares securities, debentures and other investment and timely entries have been made in these records.
- xv. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xvi. According to the information & explanation given to us company has not raised any term loan during the year so this clause is not applicable to the company.
- xvii. According to the Information & Explanations given to us Provisions of Clause 4 (xvii), (xviii), (xix) are not applicable to the Company.
- xx. During the year concerned by our audit report, the Company has not raised any money by way of public issue.
- xxi. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Place: New Delhi
Dated: 29/05/2014

**DK Saxena
Partner
M. No. 082118**



BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	Amount in ₹	
		As at 31st March 2014	As at 31st March 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1	50,102,000	50,102,000
(b) Reserves and surplus	2	16,987,526	14,474,676
		67,089,526	64,576,676
Non-current liabilities			
(a) Long term Provisions	3	45,000	40,000
(b) Deferred tax liabilities (Net)	4	32,465	55,751
		77,465	95,751
Current liabilities			
(a) Other current liabilities	5	255,055	28,090
(b) Short Term Provisions	6	67,631	-
		322,686	28,090
		67,489,678	64,700,517
ASSETS			
Non-current assets			
(a) Fixed assets			
<i>(Tangible assets)</i>			
(a) Fixed assets	7	274,338	290,136
(b) Investments	8	17,034,921	17,354,579
(c) Long-term loans and advances	9	1,438,951	1,226,069
		18,748,209	18,870,784
Current assets			
(a) Inventories	10	12,105,250	10,259,913
(b) Trade receivables	11	725,590	725,612
(c) Cash and cash equivalents	12	31,595,466	29,649,610
(e) Other current assets	13	4,315,163	5,194,598
		48,741,469	45,829,733
TOTAL		67,489,678	64,700,517
Significant Accounting Policies & Notes to Accounts	21		

For Saxena & Saxena Chartered Accountants (Firm Regn No. 006103N) For and on behalf of the Board of Directors

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

(Sanjay Jain) Whole-Time Director

(Pooja Jain) Director

Place: New Delhi Date: 29-05-2014

(Sanjeev Jain) Company Secretary

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2014

Particulars	Note No.	Amount in ₹	
		As at 31st March 2014	As at 31st March 2013
Revenue from operations	14	7,571,800	8,590,514
Other income	15	5,926,565	3,689,863
Total revenue (1+2)		13,498,365	12,280,397
Expenses			
(a) Purchases of stock-in-trade	16	8,914,801	4,557,046
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	17	(1,845,337)	4,473,061
(c) Employee benefits expense	18	2,710,210	2,107,849
(d) Finance costs	19	143,063	158,963
(e) Depreciation and amortisation expense	7	41,448	17,834
(f) Other expenses	20	767,023	811,657
Total expenses		10,731,209	12,126,410
Profit/(Loss) before exceptional and extraordinary items and tax		2,767,157	153,987
Less: Tax Expense			
(a) Current tax expense for current year		490,474	85,380
(b) (Less) MAT Credit (Where applicable)		(212,882)	-
(c) Deferred tax		(23,286)	27,124
Profit After Tax Transferred to Reserve & Surplus		2,512,851	41,483
Earnings per share			
(a) Basic & Diluted		0.50	0.01
Significant Accounting Policies & Notes to Accounts	21		

For Saxena & Saxena Chartered Accountants (Firm Regn No. 006103N) For and on behalf of the Board of Directors

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

(Sanjay Jain) Whole-Time Director

(Pooja Jain) Director

Place: New Delhi Date: 29-05-2014

(Sanjeev Jain) Company Secretary

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
NOTE 1: SHARE CAPITAL

Amount in ₹

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Share Capital				
Equity shares of Rs.10 each	6,000,000	60,000,000	6,000,000	60,000,000
(b) Issued Subscribed & Paid Up Share Capital				
Equity shares of Rs.10 each	5,010,200	50,102,000	5,010,200	50,102,000
Total	5,010,200	50,102,000	5,010,200	50,102,000
Refer Notes (i) to (ii) below				
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period				
Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amount	Number of shares	Amount
Opening Balance	5,010,200	50,102,000	5,010,200	50,102,000
Add: Fresh Issue of Shares	-	-	-	-
Less: Buy Back of Shares	-	-	-	-
Closing Balance of Shares	5,010,200	50,102,000	5,010,200	50,102,000
Total	5,010,200	50,102,000	5,010,200	50,102,000
Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held	% Holding	Number of shares	% Holding
Equity shares with voting rights				
Moongipa Capital Finance Ltd.	810,725	16.18%	810,725	16.18%
Total	810,725	16.18%	810,725	16.18%

NOTE 2: RESERVES AND SURPLUS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	14,474,676	14,433,193
Add: Profit/(Loss) for the year	2,512,851	41,483
Closing balance	16,987,526	14,474,676
Total	16,987,526	14,474,676

NOTE 3: LONG TERM PROVISIONS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Provision for Gratuity	45,000	40,000
Total	45,000	40,000

NOTE 4: DEFERRED TAX LIABILITIES

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Opening Balance	55,751	28,627
Add: Created During the Year	-	27,124
Less: Reversal During the Year	23,286	-
	32,465	55,751
Total	32,465	55,751

NOTE 5: OTHER CURRENT LIABILITIES

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Statutory liabilities	1,000	-
(b) Expenses Payable	210,055	28,090
(c) Director Remuneration Payable	44,000	-
Total	255,055	28,090

NOTE 6: SHORT TERM PROVISIONS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Provision for Income tax	67,631	-
Total	67,631	-

NOTE 7: FIXED ASSETS

Amount in ₹

A. Tangible assets	Gross block			Depreciation			Net Block		
	As at 01.04.2013	Additions	Disposal	As at 31.03.2014	As at 01.04.2013	For-The Year	As At 31.03.2014	As At 31.03.2014	As At 31.03.2013
(a) Computers	104,040	22,000	–	126,040	84,142	19,835	103,977	22,063	19,898
(b) Furniture and Fixtures	100,909	–	–	100,909	63,582	6,388	69,970	30,939	37,327
(c) Office equipment	319,784	3,649	–	323,433	86,872	15,225	102,097	221,336	232,912
Total	524,733	25,649	–	550,382	234,596	41,448	276,044	274,338	290,137
Previous year	509,833	14,900		524,733	216,763	17,834	234,597	290,136	293,070

NOTE 8: NON-CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
A. Other investments		
Quoted Investments		
(a) Investment in mutual funds	–	7,300,000
Unquoted Investments		
(a) Investment property	13,517,792	6,537,450
(b) Investment in equity instruments		
Membership of Delhi Stock Exchange	3,517,129	3,517,129
Total – Other investments	17,034,921	17,354,579
Less: Provision for diminution in value of investments	–	–
	17,034,921	17,354,579
Total	17,034,921	17,354,579
Aggregate amount of quoted investments	–	7,300,000
Aggregate market value of listed and quoted investments		
Aggregate amount of unquoted investments	17,034,921	10,054,579

NOTE 9: LONG-TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Security deposits - Unsecured, considered good	50,400	50,400
(b) MAT credit entitlement - Unsecured, considered good	599,950	387,068
(c) Balances with government authorities		
Income Tax Refunds Receivable - Unsecured, considered good	788,601	788,601
Total	1,438,951	1,226,069

NOTE 10: INVENTORIES

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Stock-in-trade (Shares)	12,105,250	10,259,913
Total	12,105,250	10,259,913

NOTE 11: TRADE RECEIVABLES

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	806,214	806,236
Less: Provision for doubtful trade receivables	80,624	80,624
	725,590	725,612
Total	725,590	725,612

NOTE 12: CASH AND CASH EQUIVALENTS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Cash in hand	5,272	248,719
(b) Balances with banks		
(i) In current accounts	1,003,012	41,990
(ii) In deposit accounts with Maturity more than 12 Months	30,587,182	29,358,901
Total	31,595,466	29,649,610

NOTE 13: OTHER CURRENT ASSETS

Amount in ₹

Particulars	As at 31 March, 2014	As at 31 March, 2013
Interest accrued on deposits	4,315,163	5,194,598
Total	4,315,163	5,194,598

NOTE 14: REVENUE FROM OPERATIONS

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
(a) Sale of shares	7,337,797	6,840,795
(b) Sale of Mutual Funds	–	1,509,719
(c) Dividend Income	234,003	240,000
Total	7,571,800	8,590,514

NOTE 15: OTHER INCOME

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
(a) Interest Income	4,228,612	3,495,583
(b) Profit on sale of long-term investments	1,697,953	194,300
Total	5,926,565	3,689,883

NOTE 16: PURCHASE OF TRADED STOCK

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
Shares	8,914,801	4,257,046
Mutual Funds	–	300,000
Total	8,914,801	4,557,046

NOTE 17: CHANGES IN INVENTORIES OF STOCK IN TRADE

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
Inventories at the beginning of the year:		
Stock-in-trade (Shares)	10,259,913	13,532,974
Stock-in-trade (Mutual Funds)	–	1,200,000
	10,259,913	14,732,974
Inventories at the end of the year:		
Stock-in-trade (Shares)	12,105,250	10,259,913
Stock-in-trade (Mutual Funds)	–	–
	12,105,250	10,259,913
Net increase / (decrease)	(1,845,337)	4,473,061

NOTE 18: EMPLOYEE BENEFITS EXPENSE

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
Salaries and wages	2,658,632	2,055,881
Provision for gratuity	5,000	5,000
Staff welfare expenses	46,578	46,968
Total	2,710,210	2,107,849

NOTE 19: FINANCE COSTS

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
Interest on Bank Over Draft	143,063	158,963
Total	143,063	158,963

NOTE 20: OTHER EXPENSES

Amount in ₹

Particulars	For the period ended 31 March, 2014	For the year ended 31 March, 2013
Rates and taxes	24,391	11,654
Communication	102,781	94,873
Travelling and conveyance	164,307	103,514
Printing and stationery	102,383	90,340
Business promotion	28,000	6,156
Legal and professional	34,101	44,377
Payments to auditors	28,090	28,090
Bad trade and other receivables, loans and advances written off	–	250,870
Misc. exp.	282,989	181,783
Total	767,023	811,657

**SIGNIFICANT ACCOUNTING POLICIES & NOTES
TO ACCOUNTS FOR THE YEAR 2013–2014**
Corporate information

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

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

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost



convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2. Use of estimates

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

3. Cash and cash equivalents

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

4. Cash flow statement

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

5. Depreciation and amortisation

Depreciation has been provided on the Straight Line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956 and are on pro-rata basis with respect to the date of addition/installation/its put to use

6. Revenue recognition

Income is accounted on accrual basis except for dividend income which is accounted on receipt basis.

7. Tangible fixed assets

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

8. Investments

Long-term investments are carried individually at cost. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties. Any permanent diminution in the value is recognized in accounts.

9. Employee benefits

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

10. Segment reporting

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

11. Taxes on income

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

12. Deferred Tax

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

13. Impairment of assets

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

14. Provisions and contingencies

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

B. Notes to Accounts

1. Contingent Liabilities

(a) As per the management of the Company there are no contingent liabilities in the name of Company as at 31st March, 2014 which are pending and not provided for in the books of accounts.



2. Claims against the Company not acknowledged as Debts – Rs. Nil (Previous Year Rs. Nil).
3. Pending Capital Commitments remaining to be executed – Rs. Nil (Previous Year Rs. Nil).
4. Auditor's Remuneration

S. No.	Particulars	For the Year 2013-2014	For the Year 2012-2013
1	Audit Fees	25,000.00	25,000.00
	Service Tax	3,090.00	3,090.00
	Total	28,090.00	28,090.00

5. Managerial Remuneration Rs.5,20,000 (Previous Year Rs. 4,45,000)
6. Based on the Information received from all the vendor regarding their statues under Micro, Small & Medium Enterprises Developments Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid / payable under this Act on the basis of the information available with the company is Rs. Nil.

7. Foreign Exchange Transaction

Amount (₹)

	2014	2013
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

8. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2013 to 31st March, 2014. (Previous year Rs. Nil).
9. Value of Imports Calculated on CIF Basis Rs. Nil (Previous Year Rs. Nil)
10. Earnings Per Share

Amount in (₹)

Particulars		2014	2013
Net Profit After Tax Profit for the Year	Rs.	25,12,851	41,483
Profit/(Loss) Attributable to Equity Shareholders	Rs.	25,12,851	41,483
Weighted Average Number of Equity Shares	No.	50,10,200	50,10,200
Nominal Value Per Share	Rs.	10	10
Basic / Diluted Earnings Per Share	Rs.	0.50	0.01

11. Related Party Transactions

1. Following are the related parties
- Key Management Personnel (KMP)
 - Mr. Sanjay Jain (Whole Time Director)
 - Enterprises Significantly Influenced by KMP & their Relatives
 - Moongipa Capital Finance Limited
2. Following are the Related Party Transactions

Amount in (₹)

Transactions	KMP	Relatives of KMP	Enterprises Significantly Influenced	Total
Managerial Remuneration	5,20,000.00	-	-	5,20,000.00

12. PUBLIC DEPOSITS

As informed to us company has not accepted any deposits from public during the year ended on 31st March, 2014 & previous year ended on 31st March, 2013.

13. EXCEPTIONAL ITEMS

As informed to us there are no such exceptional items for the year ended on 31st March, 2014 & previous year ended on 31st March, 2013.

14. As per the Notification No. S.O. 447 (E) dated 28.02.2011 read with amendment Notification S.O.653 (E) dated 30.03.2011 issued by ministry of corporate affairs, financial Statements of the company for the financial year ended on 31st March, 2014 & Previous year ended on 31st March, 2013 have been prepared/ redrafted according to provisions set out in the Revised Schedule VI of Companies Act, 1956.

15. Notes no. 1 to 15 form an integral part of the Financial Statements for the year ended on 31st March, 2014.

For Saxena & Saxena For and on behalf of the Board of Directors
Chartered Accountants
(Firm Regn No. 006103N)

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

(Sanjay Jain)
Whole-Time Director

(Pooja Jain)
Director

Place: New Delhi
Date: 29-05-2014

(Sanjeev Jain)
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

Amount in (₹)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
Net Profit/(Loss) before extraordinary items and tax		-2,767,157		153,987
Adjustments for:				
Depreciation written off during the year	41,448		17,834	
Provision for Gratuity	5,000		5,000	
Finance costs	143,063		158,963	
Interest income	(4,228,612)		(3,495,583)	
Profit/(Loss) on sale of investments	(1,697,953)	(5,737,054)	(194,300)	(3,508,086)
Operating profit/(loss) before working capital changes		(2,969,897)		(3,354,099)
Changes in working capital:				
Adjustments for increase/(decrease) in operating assets:				
Inventories	(1,845,337)		4,473,061	
Trade Receivables	22		250,872	
Adjustments for increase/(decrease) in operating liabilities:				
Other current liabilities	226,965		(198,856)	
Cash generated from operations		(1,618,350)		4,525,077
Net income tax (paid) / refunds		(4,588,248)		1,170,978
Net cash flow from/(used in) operating activities (A)		(422,842)	(349,521)	(349,521)
B. Cash flow from investing activities		(5,011,090)		821,457
Capital expenditure on fixed assets, including capital advances	(25,649)		(14,900)	
Purchase of Investments	(6,980,342)		(6,537,450)	
Proceeds from sale of long-term investments	7,300,000		2,194,301	
Interest received	5,108,049		595,619	(3,762,431)
Profit on sale of investments	1,697,953	7,100,011		
Net cash flow from/(used in) investing activities (B)		7,100,011		(3,762,431)
C. Cash flow from financing activities		7,100,011		(3,762,431)
Interest on short term borrowings	(143,063)		(158,963)	
Cash flow from extraordinary items				(158,963)
Net cash flow from / (used in) financing activities (C)		(143,063)		(158,963)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)		1,945,857		(3,099,937)
Cash and cash equivalents at the beginning of the year		29,649,610		32,749,548
Cash and cash equivalents at the end of the year		31,595,466		29,649,611
Net Inflow/(Outflow) of Cash		1,945,857		(3,099,937)

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

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

(Sanjay Jain)
Whole-Time Director

(Pooja Jain)
Director

Place : New Delhi
Date : 29-05-2014

(Sanjeev Jain)
Company Secretary

MOONGIPA SECURITIES LIMITED

(CIN:L74899DL1994PLC057941)

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005.

Tel.: 011-41450121 Fax: 011-41450122 www.moongipa.net E-mail: moongipas@gmail.com

PROXY FORM

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

20th Annual General Meeting – 4th September 2014

Name of Member(s):

Registered Address:

Email:

DP ID:

Folio No./ Client ID No.:

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

1) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

or falling him/her

2) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

or falling him/her

3) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **20th Annual General Meeting** of the company to be held on Thursday, 4th September, 2014 at 11.00 A.M. at Rajhans Banquet Hall, Qutab Garh, Delhi-110039 and at any adjournment thereof in respect of such resolutions as are indicated below:

MOONGIPA SECURITIES LIMITED

(CIN:L74899DL1994PLC057941)

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005

Resolution No.	Resolution	Vote (Optional see Note 3) (Please mention number of shares)		
		For	Against	Abstain

Ordinary Business

1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014			
2	To appoint a Director in place of Sh. Sanjay Jain DIN: 00096938, who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint M/s Saxena & Saxena, Chartered Accountants (Firm Registration Number FRN006103N), as Statutory Auditors of the Company.			

Special Business

4	To adopt new Articles of Association of the Company.			
5	Payment of Remuneration to Mr. Sanjay Jain Whole-Time Director for financial Year 2014-15.			
6	Re-appointment of Mr. Sanjay Jain Whole Time Director of the Company.			
7	Appointment of Mr. Ajay Prakash Narain as an Independent Director of the Company.			
8	Voluntary delisting of its Securities from Stock Exchange(s).			
9.	Increase in Limit of Investment.			

Signed this.....day of.....2014.

Signature of Member

Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the 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 proxy and such person shall not act as a proxy for any other person or share holder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes, please refer Notice of the 20th Annual General Meeting.

