



MOONGIPA CAPITAL FINANCE LTD.

August 12th, 2024

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 530167

Subject: Notice of 37th Annual General Meeting ("AGM") of the Company

Dear Sir/Madam,

This is to inform you that 37th Annual General Meeting (AGM) of Moongipa Capital Finance Limited ("the Company") is scheduled to be held on Thursday, September 05, 2024 at 01.00 P.M. (IST) through Video conferencing/ other audio visual means without the physical presence of the Members at the meeting, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached notice of convening the AGM.

The Notice of 37th AGM along with the Annual Report of the Company for the Financial Year 2023-24 is sent to all the members whose email IDs were registered with the Company / Depository Participant(s)/ Registrar and Transfer Agents (RTAs).

The said notice is also made available on the website of the Company at www.mongipa.com.

You are requested to kindly take the same on your records.

Thanking you,
For Moongipa Capital Finance Limited



(Sandeep Singh)
Company Secretary and Compliance Officer

(CIN : L65993DL1987PLC028669)

Regd. Office : 18/14, W.E.A., Pusa Lane, Karol Bagh, New Delhi-110005, Ph.: 011-4145-0121

E-mail : moongipac@gmail.com, Website : www.mongipa.com



MOONGIPA CAPITAL FINANCE LTD.

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **Moongipa Capital Finance Limited** (“the Company”) will be held on **Thursday, September 05, 2024 at 01:00 P.M (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following businesses:

ORDINARY BUSINESS

1. **ADOPTION OF FINANCIAL STATEMENTS ALONG WITH BOARD AND AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH, 2024**

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **APPOINTMENT OF A DIRECTOR IN PLACE OF MR. SANJAY JAIN (DIN 00096938), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Jain (DIN 00096938), who retires by rotation at this meeting, and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company whose office shall be liable to retire by rotation.”

(CIN: L65993DL1987PLC028669)

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

SPECIAL BUSINESS

3. **RE-APPOINTMENT OF MR. AJAY PRAKASH NARAIN (DIN: 02655527) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Ajay Prakash Narain (DIN: 02655527), who was appointed as a Non-Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from November 19, 2019 to November 18, 2024 and has submitted a declaration confirming he meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, and is eligible for re-appointment for a second term and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five years, with effect from November 19, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mr. Ajay Prakash Narain (DIN: 02655527), be paid such fees, remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is /are hereby authorised severally and /or jointly to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **APPOINTMENT OF MR. RAJESH KUMAR (DIN: 10729901) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Rajesh Kumar (DIN: 10729901), who was appointed by the Board of Directors, based on the

recommendation of the Nomination and Remuneration Committee as an Additional Non-Executive Director under Section 161(1) of the Act, designated as an Independent Director, who has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from August 09, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mr. Rajesh Kumar (DIN: 10729901), be paid such fees, remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is /are hereby authorised severally and /or jointly to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For & On behalf of the Board
Moongipa Capital finance Limited

Sd/-
Sandeep Singh
Company secretary

Place: New Delhi
Date : 09.08.2024

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, read with other relevant circulars including and General Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”), and SEBI vide its Master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 and other applicable circulars, (“SEBI Circulars”), permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), without the physical presence of the members at a common venue. Accordingly in compliance with the provisions of Section 101 and other applicable provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the Company has issued this notice to convene the 37th AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations (as amended), SEBI Circulars and MCA Circulars, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. In terms of the provisions of Section 112 and Section 113 of the Act, read with the said aforesaid MCA Circulars, Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to dchawla.cs@gmail.com with a copy marked to evoting@nsdl.co.in and moongipac@gmail.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter", etc. displayed under "e-Voting" tab in their login.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. shall attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023, the Notice calling the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.mongipa.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL, agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evoting.nsdl.com. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited (“RTA/Skyline”) at compliance@skylinerta.com and to company at moongipac@gmail.com.
8. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts in relation to the businesses under Item No. 3 and 4 of the Notice, is annexed hereto. As per Regulation 36 (3) of Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, relevant details of the directors seeking appointment/re-appointment at the ensuing Annual General Meeting are provided in the **Annexure** to this Notice.
9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
10. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the Listing Regulations that the Register of Members and the Share Transfer Book of the Company will remain closed from **Monday, September 02, 2024 to Thursday, September 05, 2024** (both days inclusive).
11. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice shall be available for inspection in electronic mode. Members can inspect the same by sending an email to moongipac@gmail.com.

- 12.** Share transfer documents and all correspondence relating thereto, should be addressed to RTA at M/s Sky Line Financial Services Pvt. Ltd. D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020 or at their designated email id i.e. compliance@skylinerta.com.
- 13.** Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at compliance@skylinerta.com and moongipac@gmail.com.
- 14.** The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
- 15.** Pursuant to amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per the said regulation of SEBI.
- 16.** The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
- 17.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 18.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Skyline Financial Services Private limited. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In

exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

19. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
20. The Company has an e-mail ID moongipac@gmail.com to redress shareholders' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at moongipac@gmail.com.
21. Members desirous of asking any questions at the Annual General Meeting are requested to deliver their questions to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied. Members can raise questions during the meeting or in advance at moongipac@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. Members can raise questions during the meeting or in advance at moongipac@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
22. In compliance with the provisions of Regulation 44 of the Listing Regulations, Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting).

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

- I. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility. The instructions of shareholders for remote e-voting are as under:
THE REMOTE E-VOTING PERIOD BEGINS ON MONDAY, SEPTEMBER 02, 2024 AT 09.00 A.M. AND ENDS ON WEDNESDAY, SEPTEMBER 04, 2024 AT 5.00 P.M. DURING THIS PERIOD, SHAREHOLDERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR IN DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE (RECORD DATE) OF FRIDAY, AUGUST 30, 2024 MAY CAST THEIR VOTE ELECTRONICALLY. THE E-VOTING MODULE SHALL BE DISABLED BY NSDL FOR VOTING THEREAFTER.
- II. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such

as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., **Friday, August 30, 2024**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- IV. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date may obtain the User ID and password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 18-00-222-990. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, August 30, 2024 only shall be entitled to avail the facility of e-voting/ Poll on Demand.
- VI. The Board of Directors has appointed M/s Deepti Chawla & Associates Practicing Company secretary (C.P. No. 8759) as the Scrutinizers, for conducting the e-voting and remote e-voting process in a fair and transparent manner.
- VII. The Scrutinizer, after scrutinizing the votes will, not later than forty eight hours from the conclusion of the Meeting make a consolidated scrutinizer's report which shall be placed on the website of the Company www.mongipa.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.
- VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Thursday, September 05, 2024.
- IX. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

The remote e-voting period begins on Monday, September 02, 2024 at 09.00 a.m. and ends on Wednesday, September 04, 2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the register of members / beneficial owners as on the record date (cut-off date) i.e. Friday, August 30, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being Friday, August 30, 2024.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification

Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website

	<p>www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dchawlacs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to moongipac@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to moongipac@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. **Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system on the day of AGM.**
3. **Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.**
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at moongipac@gmail.com . The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the 37th AGM may register themselves as a speaker by sending their request in advance **atleast 7 days** prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. moongipac@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **atleast 7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. moongipac@gmail.com. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 37th AGM.

For & On behalf of the Board
Moongipa Capital finance Limited

Sd/-
Sandeep Singh
Company secretary

Place: New Delhi
Date : 09.08.2024

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 3 & 4 of the accompanying Notice of AGM.

Item No. 3

The Board of Directors of the Company at their meeting held on dated August 09, 2024 had approved and recommended to the members, the Re-appointment of Mr. Ajay Prakash Narain as Non-Executive Independent Director for a Second term of 5 (Five) consecutive years on the Board of the Company, effective from November 19, 2024 to November 18, 2029.

Mr. Ajay Prakash Narain is having experience of more than 10 years in field of Corporate, Stock Exchange. He has worked with many listed and unlisted companies. The Board is of the opinion that presence of Ajay Prakash Narain on the Board will be of immense value to the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to five consecutive years each. Mr. Ajay Prakash Narain fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. Further, Ajay Prakash Narain is not disqualified to act as Director of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Ajay Prakash Narain has been provided in the "**Annexure**" to the Notice. In terms of the provisions of the Companies Act, 2013, Mr. Ajay Prakash Narain has filed requisite consent(s)/disclosures before the Board.

The Board seeks the approval of members for the appointment of Mr. Ajay Prakash Narain as an independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Except Mr. Ajay Prakash Narain, being an appointee, none of the Directors and Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item no. 3 of the Notice for approval by the Members.

Item No. 4

The Board of Directors of the Company at their meeting held on dated August 09, 2024, had approved and recommended to the members, the appointment of Mr. Rajesh Kumar as Non-Executive Independent Director for a First term of 5 (Five) consecutive years on the Board of the Company, effective from August 09, 2024 to August 08, 2029.

Mr. Rajesh Kumar is a Law Graduate and having experience of more than 20 years in field of Corporate and other litigation. He has vast experience and knowledge of compliances and legal, the Board is of the opinion that presence of Mr. Rajesh Kumar on the Board will be of immense value to the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to five consecutive years each. Mr. Rajesh Kumar fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. Further, Mr. Rajesh Kumar is not disqualified to act as Director of the Company. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Rajesh Kumar has been provided in the "**Annexure**" to the Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Rajesh Kumar has filed requisite consent(s)/disclosures before the Board. The Board seeks the approval of members for the appointment of Mr. Rajesh Kumar as an independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Except Mr. Rajesh Kumar, being an appointee, none of the Directors and Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item no. 4 of the Notice for approval by the Members.

For & On behalf of the Board
Moongipa Capital finance Limited

Sd/-
(Sandeep Singh)
Company secretary

Place: New Delhi
Date : 09.08.2024

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

I. Re-appointment of Mr. Sanjay Jain (DIN: 00096938), Director Liable to Retire by Rotation

Age	58 years
Qualification	MBA Finance and Law graduate
Nature of Expertise	Enriched experience in the Financial, Legal, NBFC and Administration sectors
Terms and conditions of Re-appointment	Mr. Sanjay Jain is Non-Executive Director and liable to retire by rotation and offers himself for reappointment.
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.mongipa.com
Date of first appointment in the current designation	16.07.1989
Shareholding in the Company	2,57,450 Equity Shares of Rs. 10/- each
Directorships in other Companies	N.A
Memberships/ Chairmanship of Committees of other Companies	Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee
Inter-se relationship between Directors and other Key Managerial Personnel	Spouse of Dr. Pooja Jain, whole time director of the Company and not related to any other Director / Key Managerial Personnel
Number of Meetings of the Board attended during the financial year (2023-2024)	9 (Nine)
Remuneration Drawn (FY 2023-24)	N.A
Name of the Listed Entities from which the Director has resigned in the past three years	Moongipa Securities Limited

II. Reappointment of Mr. Ajay Prakash Narain (DIN: 02655527) as Independent Director

Age	65 Years
Qualification	Graduate
Nature of Expertise	Enriched experience in the Financial and Administration sectors
Terms and conditions of Re-appointment	Mr. Ajay Prakash Narain is Non-Executive Independent Director and not liable to retire by rotation.
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.mongipa.com
Date of first appointment in the current designation	19.11.2019
Shareholding in the Company	NA
Directorships in other Companies	N.A
Memberships/ Chairmanship of Committees of other Companies	N.A
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2023-2024)	9 (Nine)
Remuneration Drawn (FY 2023-24)	N.A
Name of the Listed Entities from which the Director has resigned in the past three years	N.A

III. Appointment of Mr. Rajesh Kumar (DIN: 10729901) as an Independent Director

Age	55 Years
Qualification	Law graduate
Nature of Expertise	Enriched experience of more than 20 years in the field of Corporate and other Litigation.
Terms and conditions of Appointment	Mr. Rajesh Kumar is Independent Director and not liable to retire by rotation.
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.mongipa.com
Date of first appointment in the current designation	N.A
Shareholding in the Company	N.A
Directorships in other Companies	N.A
Memberships/ Chairmanship of Committees of other Companies	N.A
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2023-2024)	N.A
Remuneration Drawn (FY 2023-24)	N.A
Name of the Listed Entities from which the Director has resigned in the past three years	N.A