



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: Annual Report for the Financial Year 2023-24 along with Notice of 37th
Annual General Meeting ("AGM") of the Company

Dear Sir/Madam,

This is to inform that pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we herewith enclose the soft copy of the Annual Report of the Company for the Financial Year 2023-24 along with the Notice of 37th Annual General Meeting ("AGM") of the Company which is scheduled to be held on **Thursday, September 05, 2024 at 01.00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio - Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) which is sent to all the members whose email IDs were registered with the Company / Depository Participant(s)/ Registrar and Transfer Agents (RTAs).

The Annual Report of the Company for the financial year 2023-24 along with the Notice of 37th AGM of the Company is also uploaded on the website of the Company at www.moongipa.com.

Please find below the attached Annual Report of the Company for the Financial Year 2023-24.

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.moongipa.com

37TH

Annual Report **2023-24**

Corporate Identity Number (CIN)

L65993DL1987PLC028669



**MOONGIPA
CAPITAL FINANCE LTD.**

CONTENTS	PAGE NO.
CORPORATE INFORMATION	1
NOTICE	2-22
BOARDS' REPORT	23-36
MANAGEMENT DISCUSSION & ANALYSIS	37-41
CORPORATE GOVERNANCE REPORT	42-56
CERTIFICATIONS AND DECLARATION	57- 61
POLICIES	62-67
SECRETARIAL AUDITORS' REPORT	68-71
STATUTORY AUDITORS' REPORT	72-81
NOTES FORMING PART OF THE FINANCIAL STATEMENT	82-88
BALANCE SHEET & STATEMENT OF PROFIT & LOSS	89-92
CASH FLOW STATEMENT	93
OTHER NOTES	94-113
SCHEDULE TO THE BALANCE SHEET OF AN NBFC	114-116

37TH ANNUAL GENERAL MEETING

DATE	05th Day of September, 2024
DAY	Thursday
TIME	01:00 PM
MODE	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Pooja Jain	Whole Time Director
Mr. Sanjay Jain	Non-Executive Director
Ms. Preeti Srivastava	Independent Director
Mr. Ajay Prakash Narain	Independent Director

KEY MANAGERIAL PERSONNEL (“KMP”)

Dr. Pooja Jain	Whole Time Director
Mr. Sandeep Singh	Company Secretary and Compliance Officer (From 08/04/2023)
Mr. Mohd. Javed Qureshi	Chief Financial Officer (From 26/05/2023)

STATUTORY AUDITORS

M/s. Sunil K. Gupta & Associates
Chartered Accountants
Head Office: 4232/1, Ansari Road,
Darya Ganj, New Delhi-110002

INTERNAL AUDITORS

M/s. R. Mahajan & Associates
Chartered Accountants
402, Jain Building, 18/12, W.E.A. Karol Bagh,
New Delhi- 110005

BANKERS

YES BANK
ICICI BANK

REGISTRAR AND SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153-A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020

REGISTERED OFFICE & CONTACT DETAILS

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

Email Id: moongipac@gmail.com

Website: www.mongipa.com

Contact No. 011-41450121



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 use 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 are 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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



BOARD REPORT

Dear Members,

Your Company's Board of Directors ("Board") are pleased to present the THIRTY SEVENTH (37th) Annual Report of **Moongipa Capital Finance Limited** ("your Company") along with the Audited Financial Statements for the Financial Year ended March 31, 2024 ("year under review" or "year" or "FY 2023-24"). The Company is registered with the Reserve Bank of India ("RBI") as a Non-Systemically Important Non-Banking Financial Company ("NBFC") not accepting public deposits (NBFC-ND-NSI).

FINANCIAL PERFORMANCE / HIGHLIGHTS

A Summary of the Company's Standalone Financial Results for the FY 2023-24 is as follows.

(Amount in Rs.)

Particulars	March 31, 2024	March 31, 2023
Revenue from operation	9,25,00,013	1,82,80,210
Other Income	37,18,520	15,45,520
Total Revenue	9,62,18,533	1,98,25,730
Profit before Finance cost, Depreciation and Tax	2,01,20,174	(2,16,74,362)
Finance cost	11,365	72,611
Depreciation	6,16,801	8,18,351
Profit before tax	1,94,92,008	(2,25,65,324)
Less: Current Tax	10,00,397	-
Deferred Tax	10,40,963	(73,63,714)
Profit for the year	1,74,50,648	(1,52,01,610)

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, your Company has achieved total revenue and net profit of Rs.9,62,18,533 and Rs.1,74,50,648 respectively as against total revenue and net loss of Rs.1,98,25,730 and Rs. (1,52,01,610) respectively during the previous financial year ended March 31, 2023.

(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

ACCOUNTING METHOD

NBFCs were required to comply with the Indian Accounting Standards (IND-AS) for the preparation of the Financial Statements. Accordingly, the Annual Financial Statements for the year ended March 31, 2024 are prepared as per IND-AS.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, the company has undertaken the business activity of trading in equity shares, preference shares, stocks, debentures (convertible and non-convertible) and all other financial instruments along with other activities of NBFC.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The company would require funds to invest for the expansion of its operations, meeting working capital gap, and for achieving other general corporate objects of the company, and in view thereof, the Board of Directors of the Company in their meeting held on 06th Day of June, 2024, approved the fund raising option by way of a Rights Issue (“**Rights Shares**”) to the shareholders holding equity shares of face value of Rs. 10/- each as on the record date to be decided by the Board in consultation with the designated stock exchange, in the ratio as may be determined by the Board/ Rights Issue Committee duly authorized, for an aggregate amount not exceeding Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) (“**the Issue**”) on such terms and conditions as may be mentioned in the Letter of Offer, Abridged Letter of Offer, and/or Application Forms to be issued by the Company in respect of the Issue including granting of the right to the eligible equity shareholders to whom the offer is made to renounce their respective rights entitlement, in favour of any other person(s) and an option to apply for additional Rights Shares, where eligible equity shareholders have not renounced their rights entitlement, provided however, the actual number of specified securities to be offered, issued and allotted by the Company under the Issue will be based on the share capital of the Company as on the record date.

For the purpose of giving effect to the Issue, a “**Rights Issue Committee**” of the Board of Directors of the Company comprising Dr. Pooja Jain (DIN: 00097037), Mr. Sanjay Jain (DIN: 00096938), Mr. Ajay Prakash Narain (DIN: 02655527) and Mr. Sandeep Singh, Company Secretary to the Committee, has been constituted.

No other material changes and commitments affecting the financial position of your Company have occurred after the closure of the Financial Year 2023-2024 and till the date of the report.

RBI REGULATIONS

Your Company continues to comply with all the Regulations issued by the Reserve Bank of India to the extent as applicable to the Company.

DIVIDEND

The Board of Directors of the Company has not recommended any dividend on the equity shares of the Company for the financial year 2023-24 due to conservation of profits.

LISTING OF SECURITIES

The Equity shares of the Company are presently listed on BSE Limited. The Annual listing fees for the year 2024-25 have also been paid to the BSE Limited (Stock Exchange).

ANNUAL RETURN / WEB LINK OF ANNUAL RETURN

As per amendment in section 92(3) and 134(3)(a) of the Companies Act, 2013 read with the Rules made thereunder, a copy of Annual Return are hosted on the website of the Company in the prescribed form, and can be accessed through the web link - <https://www.mongipa.com/investors-relation/#15>.

PARTICULARS OF EMPLOYEES, DIRECTORS & KEY MANAGERIAL PERSONNEL

The details of Employees, Directors and Key Managerial Personnel as required under Section 197 of the Act read with Companies (Appointment and Remuneration) Rules, 2014 is annexed herewith as *Annexure A* forming integral part of this Report.

INDUSTRY OVERVIEW

The Indian financial services industry is vast and diverse consisting of banks, NBFCs, capital markets, insurance sector and the new payment banks with increasing finance penetration. The opportunity in India is very high especially in the rural areas for moving from physical savings to financial savings. With increasing internet penetration and financial literacy, the future growth prospects of financial service industry in India is very bright.

PUBLIC DEPOSITS

Being a non-deposit taking Company, Your Company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 and provisions of Companies Act, 2013.

TRANSFER OF RESERVES

Our Company has in accordance with the provisions of Section 45-IC of the Reserve Bank of India (RBI) Act, 1934, created a statutory reserves and during the year under review, the Company has transferred an amount of Rs. 34,90,130 (Rupees Thirty Four Lakh Ninety Thousand One Hundred Thirty Only) out of the profits of the year to the said Reserves.

SHARE CAPITAL

The Authorised and Paid up equity share capital as on March 31, 2024 was Rs. 15,50,00,000 and Rs. 3,05,48,000 respectively.

During the year, the company has increased its Authorized Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakh Only) divided into 1,55,00,000 (One Crore Fifty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each.

There was no public issue, rights issue, bonus issue or preferential issue during the year. The company has neither issued shares with differential voting rights, sweat equity shares nor it has granted any stock options. The Company is proposing to make a right issue of equity shares in the upcoming years.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company, being a Non-Banking Finance Company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Companies Act, 2013 in respect of loans and guarantees. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been given in this Report.

Information regarding investments covered under the provisions of section 186 of the said Act are detailed in the Financial Statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management Discussion and Analysis report for the year under review, as stipulated under Regulation 34 and schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is annexed to this report as **Annexure B**. Certain statements in the report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

DIRECTORS AND KEY MANAGERIAL PERSONS

The Company has Four Directors on its Board comprising two Independent Directors and two Non- Independent Directors, one of whom is the Wholtime Director and other Non- Executive Director.

Dr. Pooja Jain	Whole Time Director
Mr. Sanjay Jain	Non-Executive Director
Mr. Ajay Prakash Narain	Independent & Non-Executive Director
Mrs. Preeti Srivastava	Independent & Non-Executive Director

Key Managerial Persons

Dr. Pooja Jain	Whole Time Director
Mr. Sandeep Singh*	Company Secretary & Compliance Officer
Mr. Mohd. Javed Qureshi^	Chief Financial Officer

*Mr. Gulshan Ahuja had ceased to be Company Secretary and Compliance Officer of the Company w.e.f the closing of business hours of 31st March, 2023 and Mr. Sandeep Singh has been appointed as a Company Secretary and Compliance officer w.e.f 08th April, 2023.

^Mrs. Jyoti Mehta has ceased to be Chief Financial Officer of the Company w.e.f 17th May, 2023 and Mr. Mohd. Javed Qureshi has been appointed as Chief Financial Officer w.e.f 26th May, 2023.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder and pursuant to Articles of Association of the Company, Mr. Sanjay Jain, Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment. The Board of Directors recommends his re-appointment for the consideration of the members of the Company at the ensuing AGM.

BOARD AND COMMITTEES MEETINGS

The Board meets at regular intervals to, inter-alia, discuss about the Company's Policies and strategy apart from other Board matters. The Tentative annual Calendar of the Board and Committee Meetings is circulated to enable the Directors to plan their schedule and to ensure participation in the meetings. The notice for the Board/Committees Meetings is also given in advance to all the Directors.

The details about the Board/Committee meetings are given at length in Report on Corporate Governance forming part of this Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Director have confirmed to the Board that they meet the criteria of Independence as specified under Section 149(6) of the Act and that they qualify to be an Independent Directors pursuant to the Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Independent Directors have also confirmed that they meet the requirements of 'Independent Director' as mentioned under Regulation 16(1) (b) of the Listing Regulations.

PERFORMANCE EVALUATION

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) stipulate the evaluation of the performance of the Board, its Committees, Individual Directors and the Chairperson. The Company has formulated a Policy for performance evaluation of the Independent Directors, the Board, its Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation framework for assessing the performance of Directors comprises of various key areas such as attendance at Board and Committee Meetings, quality of contribution to Board discussions and decisions, strategic insights or inputs regarding future growth of the Company and its performance, ability to challenge views in a constructive manner, knowledge acquired with regard to the Company’s business/activities, understanding of industry and global trends, etc.

The evaluation involves self-evaluation by the Board Member and subsequent assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance and the Directors individually (including Independent Directors) as well as the evaluation of the working of its Committees. Feedback was sought by well-defined and structured questionnaires covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, oversight of Company’s subsidiaries, etc.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors who were evaluated on several parameters such as level of engagement and contribution, independence of judgment safeguarding the interest of the Company and its minority shareholders and knowledge acquired with regard to the Company’s business/activities.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairperson of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Directors and Non- Executive Directors.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. Qualitative comments and suggestions of Directors were taken into consideration by the Chairperson of the Board and the Chairperson of the Nomination and Remuneration Committee. The Directors have expressed their satisfaction with the evaluation process.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarizes the Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company. The details of such familiarization programs for Independent Directors have been disclosed on the website of the Company, the web link for which is

<https://www.mongipa.com/investors-relation/#18>

CORPORATE GOVERNANCE

The Corporate Governance philosophy of the Company is driven by the interest of stakeholders and business needs of the organization. The Company continues to be compliant with the requirements of Corporate Governance as enshrined in Listing Regulations. As per Regulation 34(3) read with Schedule V of the Listing Regulations, a Corporate Governance Report along with Statutory Auditors' Certificate confirming compliance of corporate governance for the year ended March 31, 2024 is annexed as *Annexure C* forming integral part of this Annual Report.

CORPORATE POLICY

We seek to promote and follow the highest level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company.

The Policies are reviewed periodically by the Board and updated on the basis of need and new Compliance.

The Key Policies are as follows:

I. Nomination and Remuneration Policy

In accordance with the provisions of section 134 (3) (e) of the Companies Act, 2013 read with Section 178 (4) and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your company has adopted the policy on appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management, which inter – alia includes the criteria for determining qualifications, positive attributes and independence of directors.

Your company has also adopted policy on remuneration of Directors, Key Managerial Personnel and Employees of the company in accordance with the provisions of sub section (4) of section 178. The Policy is available on the Company's website <https://www.mongipa.com/wp-content/uploads/2023/02/Nomination-Remuneration-Policy-MCFL.pdf> and the same is as appended as – *Annexure D* and forms part of this report.

II. Risk Management Policy

Your company has a comprehensive Risk Management Policy in place and laid down a well defined risk management framework to identify, assess and monitor risks and strengthen controls to mitigate risks. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

At present the company has not identified any element of risk which may threaten the business (or) existence of the Company.

III. Whistle Blower Policy – Vigil Mechanism

The company promotes ethical behavior in all its business activities and has established a vigil mechanism for its directors, employees and stakeholders associated with the company to report

their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed there under and the Listing Regulation is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

As per the Whistle Blower Policy implemented by the Company, the Employees, Directors, or any Stakeholders associated with the Company are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Company.

The Whistle Blower Policy provides for protected disclosure and protection to the Whistle Blower. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. The Whistle Blower Policy has been appropriately communicated within the Company and is available on the Company's website www.mongipa.com and the same is attached herewith as *Annexure D*.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as the Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

STATUTORY AUDITORS AND AUDITORS' REPORT

In accordance with the provisions of Section 139 of the Act, at the Annual General Meeting ("AGM") held on September 28, 2023, M/s Sunil K Gupta & Associates, Chartered Accountants (Firm Regn No. 002154N) were appointed as the Statutory Auditors of the Company for a first term of 5 consecutive years to hold office from the conclusion of the 36th AGM till the conclusion of 41st AGM of the Company. The Company had received a letter from, M/s Sunil K Gupta & Associates, Chartered Accountants confirming that they are eligible for appointment as Statutory Auditors of the Company.

The report given by the Auditors on the Standalone Financial Statements of the Company for the year ended March 31, 2024 forms part of this Annual Report. The Auditor's comments on the Company's account are self-explanatory in nature and do not require any explanation and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their reports.

The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Companies Act, 2013 and no frauds have been reported by the Statutory Auditors in their report for the year under review. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, the Board of Directors based on the recommendation of the Audit Committee has re-

appointed M/s R. Mahajan & Associates, Chartered Accountants, Firm Registration Number-0011348N, as their Internal Auditors to carry out the Internal Audit of various operational areas of the Company for Financial Year ending March 31, 2024. The Internal Auditors, M/s R. Mahajan & Associates, Chartered Accountants, have conducted internal audits periodically and submitted their reports to the company.

SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT

The Board of the Directors of the company had appointed M/s Kuldeep Dahiya & Associates, Company Secretaries (Membership No.: 34404 and C.P.No.:18930) to conduct the Secretarial Audit of the company pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In accordance with the provisions of sub – section (1) of Section 204, the Secretarial Audit Report for the financial year 2023-24 is appended to this report as *Annexure E*.

The same does not contain any qualification, reservation or adverse remark or disclaimer.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

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

As the company is not engaged in the manufacturing activity, the prescribed information regarding compliance of rules relating to the conservation of Energy and Technology absorption pursuant to section 134 (3) (m) of the Companies Act, 2013, read with Rule – 8(3) of the Companies (Accounts) Rules, 2014 is not provided. The Company does not have any Foreign Exchange Earnings and outgo in the year under review.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered at arm's length basis in the ordinary course of business were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the company with Promoters, Director or Key Managerial Personnel etc. which may have potential conflict with the interests of the company at large or which required the approval of the shareholders, accordingly no transaction as being reported in form AOC-2 in terms of Section 134 of the Companies Act, 2013.

The Company has put in place a Policy for Related Party Transactions ("RPT Policy"), amended from time to time. The Policy provides for identification of Related Party Transactions ("RPTs"), necessary approvals by the Audit Committee / Board / Members, reporting and disclosure requirements in compliance with the Act and provisions of the Listing Regulations.

The policy on related party transactions as approved by the board is available on company's website www.mongipa.com.

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

There are no pecuniary relationships or transactions of the non executive independent director vis-à-vis the company for the period ending March 31, 2024.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financials control with reference to financial statements, commensurate with the size, scale, and complexity of its operation to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized recorded and reported correctly.

Reasonable Financial Controls are operative for all the business activities of the company and no material weakness in the design or operation of any control was observed.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's Operation in future.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 ["POSH"]

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, the Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment.

During the year under review, there were no complaints pertaining to sexual harassment. Under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the constitution of ICC (Internal Complains Committee) is mandatory to the Company as the company has More than 10 (ten) employees.

However, in order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into the complaints relating to sexual harassment at workplace of any woman employee. During the year under review, your Company has not received any complaint pertaining to sexual harassment and no complaint was pending as on March 31, 2024.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

As on March 31, 2024, Company doesn't have any Subsidiary & Joint Venture and Associate Companies at the end of the year.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013 with respect to Directors responsibility statement, the Directors of the company hereby confirm that:

- i) In preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true & fair view of the state of affairs of the company at the end of financial year and of the profit & loss of the company for that period.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) Directors had prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls for the company that are adequate and were operating effectively.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

No amount was lying unpaid or unclaimed for a period of seven years. Therefore no funds were required to be transferred to Investor Education and Protection Fund (IEPF).

CASH FLOW STATEMENT

The cash flow Statement for year ended March 31, 2024 is in conformity with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is annexed herewith.

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

No fraud / misconduct were detected at the time Statutory Audit by Auditors of the Company for the financial year ended on March 31, 2024.

PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

No application has been made or any proceeding is pending under the IBC, 2016.

GREEN INITIATIVE

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email address is available with Company. Your Company would encourage other Members also to register themselves for receiving Annual Report in the electronic Report form.

ACKNOWLEDGEMENT

The Board expresses its deepest appreciation and gratitude for the guidance and cooperation extended to the Company by RBI, statutory authorities and regulators. The Board also thanks the banks and financial institutions for their timely financial assistants to the company and helping the company to reach out to customers across the country. The Board thanks the auditors to the company for their guidance. Special thanks are due to the employees of the company who contributed their skills, enthusiasm, commitment and dedication which have over the years helped the company to earn prominence. The Board is grateful to the shareholders, depositors of the company for their patronage.

For & On behalf of the Board
Moongipa Capital finance Limited

Sd/-
Sanjay Jain
Director
DIN No. 00096938

Sd/-
Dr. Pooja Jain
Whole Time Director
DIN No. 00097037

Place: New Delhi
Date: 09.08.2024

STATEMENT OF PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL REMUNERATION) RULES, 2014

(i) **The ratio of the remuneration of each Director and KMP to the median remuneration of the employees of the Company for the financial year 2023-24.**

Name of the Director and Key Managerial Personnel (“KMP”)	Designation	Remuneration for the Financial Year 2023-24 (Amount in Rs.)	Ratio of Remuneration to Median Remuneration of the Employees
Dr. Pooja Jain	Whole Time Director	6,00,000	1.27:1
Mr. Sanjay Jain	Non-Executive Director	NA	N.A
Mr. Ajay Prakash Narain	Non-Executive & Independent Director	NA	N.A
Ms. Preeti Srivastava	Non-Executive & Independent Director	NA	N.A
Mrs. Jyoti Mehta (Resigned w.e.f. May 17, 2023)	Chief Financial Officer	65,806	0.14:1
Mr. Mohd. Javed Qureshi (Appointed w.e.f May 26, 2023)	Chief Financial Officer	3,90,757	0.83:1
Mr. Sandeep Singh (Appointed w.e.f April 08, 2023)	Company Secretary & Compliance Officer	4,64,606	0.99:1

(ii) **The percentage increase in the remuneration of each Director and KMP for the financial year 2023-24.**

Name of the Director and Key Managerial Personnel (“KMP”)	Designation	Percentage Increase in Remuneration during FY 2023-24
Dr. Pooja Jain	Whole Time Director	N.A
Mr. Sanjay Jain	Non-Executive Director	N.A
Mr. Ajay Prakash Narain	Non-Executive & Independent Director	N.A
Ms. Preeti Srivastava	Non-Executive & Independent Director	N.A

Mrs. Jyoti Mehta (Resigned w.e.f. May 17, 2023)	Chief Financial Officer	N.A
Mr. Mohd. Javed Qureshi (Appointed w.e.f May 26, 2023)	Chief Financial Officer	10%
Mr. Sandeep Singh (Appointed w.e.f April 08, 2023)	Company Secretary & Compliance Officer	10%

(iii) The number of permanent employees on the rolls of Company.

There are 9 (Nine) permanent employees on the rolls of the Company.

(iv) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration if any:

The average percentage increase in the salaries of employees other than the managerial personnel in the financial year 2023-24 is approx. 10% depending upon the performance of the employees. There has been no exceptional increase in the remuneration of managerial personnel for the financial year ended 31st March 2024.

(v) Affirmation that the remuneration is as per the remuneration policy of the Company: Yes

The Company affirms that the remuneration is as per the remuneration policy of the Company.

(vi) During the year, there were no employees in the Company who have drawn or have received a remuneration aggregate not less than ₹ 120 crores and none of the employees who were appointed for a part of the financial year is in receipt of remuneration at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month (₹ 8.5 Lakhs per month for any part of that year).

(vii) The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMIC OVERVIEW

Despite three turbulent years which witnessed a global pandemic, supply chain disruptions, conflict in Ukraine, and elevated interest rates to counter high inflation, India emerged as the fastest growing major economy of the world. Notwithstanding conflicts in Europe and Gaza and rising tensions in West Asia, a global recession that experts thought was imminent has not occurred. Indeed, the key indicators have turned positive: inflation is falling across all major countries; unemployment has not risen as economists thought it would; and the major central banks have put an end to monetary tightening, though they have not yet begun reducing their key interest rates.

According to the IMF's World Economic Outlook (April 2024), inflation is falling faster than expected in most regions; and it has forecasted global headline inflation to fall to 5.9% in 2024 and further to 4.5% in 2025, with the possibility of the 2025 forecast being further revised downwards. In a milieu where the IMF has projected the world's real GDP growth at 3.2% in 2024 and 3.2% in 2025, its forecasts for India are impressive: 6.8% in 2024 followed by yet another stint of 6.5% in 2025. Indeed, the IMF has placed India as the fastest growing major economy in the world.

In China, without a comprehensive response to the troubled property sector, growth could falter, hurting trading partners. Amid high government debt in many economies, a disruptive turn to tax hikes and spending cuts could weaken activity, erode confidence and sap support for reform and spending to reduce risks from climate change. Geoeconomic fragmentation could intensify, with higher barriers to the flow of goods, capital, and people implying a supply-side slowdown. On the upside, loosening fiscal policy than necessary and assumptions in projections could raise economic activity in the short term, although risking more costly policy adjustment later on. Inflation could fall faster than expected amid further gains in labour force participation, allowing central banks to bring easing plans forward. Artificial intelligence and stronger structural reforms than anticipated could spur productivity.

INDIAN ECONOMIC OVERVIEW

The Asian Development Bank (ADB) upgrades India's gross domestic product (GDP) growth forecast for fiscal year (FY) 2024 ending on 31 March 2025 from 6.7% to 7% and 7.2% in FY2025, driven by robust public and private investment and strong services sector.

The triggers for growth in FY2024 will come from higher capital expenditure on infrastructure development both by central and state governments, rise in private corporate investment, strong service sector performance and improved consumer confidence. Growth momentum will pick up in FY2025 backed by improved goods exports and an increase in manufacturing productivity and agricultural output.

The Government of India's efforts to boost infrastructure development while undertaking fiscal consolidation and provide an enabling business environment will help in increased manufacturing competitiveness to augment exports and drive future growth.

A healthy rise of 17% in central government capital expenditure in FY2024 compared to the previous fiscal year together with transfers to state governments will boost infrastructure investment. A new government initiative to support urban housing for middle-income households is expected to further spur housing growth. Private corporate investment is expected to get a boost with stable interest rates. With inflation moderating to 4.6% in FY2024 and easing further to 4.5% in FY2025, monetary policy may become less restrictive, which will facilitate rapid offtake of bank credit. Demand for financial, real estate and professional services will grow while manufacturing will benefit from muted input cost pressures that will boost industry sentiment. Expectations of a normal monsoon will help boost growth of the agriculture sector.

MOONGIPA CAPITAL FINANCE LIMITED – AN OVERVIEW

Moongipa Capital Finance Limited ('MCFL' or 'the Company') is a growing Non-banking Financial Company ("NBFC") undertaking the Business of portfolio investment and trading in equity shares, preference shares, stocks, debentures (convertible and non-convertible), Company deposits and to deal in Government Securities, including Government Bonds, Loans, National Saving Certificates, Post Office saving Schemes, units and all other Financial Instruments.

The Company also serving the credit requirements and financial assistance to industries by way of advance, deposit or lend money, securities and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Your Company is engaged in the business of portfolio investment and trading in equity shares, preference shares, stocks, debentures (convertible and non-convertible), and to deal in Government Securities, including Government Bonds, Loans, National Saving Certificates, Post Office saving Schemes, units and all other Financial Instruments and providing retail loans and advances for industrial and other purpose. MCFL is registered with the Reserve Bank of India (RBI) as a Non- Systematically important, non-deposit taking NBFC, bearing Registration No. 14.01051 dated 10th Day of August, 1998.

The activities of Finance and investment Companies in India have undergone qualitative changes over the years. They have become prominent in a wide range of activities. By now, their role as effective financial intermediaries has been well recognized as they have inherent ability to take inherent decisions, assume greater risks, apply innovative marketing strategies and customize their products and services according to the needs of the clients. In order to have a healthy financial and investment sectors in a country like ours, there has to be a sustainable marriage between the primary lending institutions (Banks and FIIs) and the intermediaries so that both of them stick to their core competencies and not to compete with other unnecessarily.

Your company has built a strong presence in the market through its cumulative experience as well as sound systems and processes.

OPPORTUNITIES AND THREATS

The growth of the company is subject to opportunity and threats as are applicable to the Industry from time to time.

Being loan provider, company is exposed to specific risks that are particular to its business and the environment within which it operates including credit risk, economic cycle, and market risk.

As the demand for financial services is a derived demand, developments in the industrial sector exert a significant influence on the business of financial sector. Your company strives to continually understand the implication to its business of the various changes, as also effect of altered economic policies and international developments.

SEGMENT WISE / PRODUCT WISE PERFORMANCE

The Company engaged in investment activities and other financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant.

FUTURE OUTLOOK

In the near future, the Company intends to continue to focus on its current business of portfolio investment, trading in shares and lending to grow on larger scale, set new targets.

RISK AND CONCERN

While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including financial risk, legal risk and internal process risks. The Company has made appropriate provisions for mitigation of risk factors which may occur from Borrowers. Apart from this, Company has taken necessary measures to safeguard its assets/interests etc.

There are a lot of uncertainties on the interest front in the economy and there is the likelihood of the hardening of interest and the said situation may create a lot of turmoil in the market.

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.

The internal controls are periodically reviewed by the Audit Committee to ensure their adequacy and effectiveness.

Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls the Company has laid down the following measures the Company has a well placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly.

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements are prepared in compliance with the requirements of the Companies Act, 2013 and the Indian Accounting Standards prescribed by the Institute of Chartered Accountants of India. The financial performance of the Company for the year 2023-24 is described in the Directors' Report under the head Financial Performance of the Company.

FINANCIAL YEAR OF THE COMPANY

The Financial Year of the Company continues to remain of twelve months starting with 1st April of every financial year.

OPERATIONS

Your Company continuously taking effective steps in broad basing of its range and activities. From last financial year, your company shows a good profit and it has the further potential to make huge profits in the future. Apart from financial term, it is immense pleasure to inform you that your company render service to pan India basis and recorded a sound numerous of satisfactory customers.

HUMAN RESOURCES

The Company seeks respects and values of the diverse qualities and background that its people bring to it and is committed to utilizing the richness of knowledge, ideas, experience that this diversity provides.

The proper training and Personality Developments sessions were conducted for upgradation of employees, so that employees can get familiar with Company's rules and regulations. The Company has built a resource base and cross-functional managers to take care of multi dimensional businesses

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.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Particulars	FY 2023-24	FY 2022-23
Debtors Turnover	57.61	14.71
Inventory Turnover	3.27	1.28
Interest Coverage Ratio	1716.09	-309.77
Current Ratio	82.11	6.49
Debt Equity Ratio	0.00	0.03
Operating Profit Margin (%)	20.3%	-113.8%
Net Profit Margin (%)	0.18	-0.77
Return on Equity Ratio	0.32	-0.28
Return on Capital Employed / Net Worth	0.30	-0.48

DISCLOSURES

During the year, the Company has not entered into any transaction of material nature with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.

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.

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and contains details of Corporate Governance systems and processes at Moongipa Capital Finance Limited ('MCFL' or 'the Company'):

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Corporate Governance philosophy of the Company is driven by the interest of stakeholders and business needs of the organization. Corporate governance is essential for the growth, profitability and stability of any business. Aligning itself to this philosophy, the Company has placed Corporate Governance on a high priority.

Your Company's philosophy on Corporate Governance is to achieve the highest levels of transparency, accountability and equality in all spheres of its business activities, operations and in all its dealing with the shareholders, employees, the government and other parties.

The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting the shareholders' interest while maximizing long term corporate values. Responsible corporate conduct is integral to the way we do our business.

Our actions are governed by our values and principles, which are reinforced at all levels within the Company.

II. BOARD OF DIRECTORS

The Board of Directors, along with the Committees, provides leadership and guidance to the Company's Management while discharging its fiduciary responsibilities, directs as well as reviews business objectives, management strategic plans and monitors the performance of the Company.

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of Executive, Non-Executive and Independent Directors besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors are committed to the Company and devote adequate time for their meetings.

As on March 31, 2024, the total Board strength of the Company is of Four (4) of which one (1) is Executive and three (3) are Non Executive Directors out of which two (2) are Independent Directors.

Meetings of the Board are generally held at the Registered Office of the Company. The Company held one (1) Board meeting in each quarter and maximum gap between two (2) consecutive meetings did not exceed one twenty (120) days. During the Financial year ended March 31, 2024 ("FY 2024"), Nine Board Meetings were held i.e. on April 08, 2023, May 15, 2023, May 26, 2023, July 28, 2023, September 01, 2023, September 06, 2023, September 23, 2023, November 02, 2023, January 29, 2024.

Information provided to the Board

The Directors of the Company are provided with relevant information required for taking informed decisions at the Board/Committee meetings. The Board members are provided with well-structured and agenda papers in advance of the meetings. In case where it is not practicable to forward the document(s) with the agenda papers, the same are circulated before the meeting/placed at the meeting.

Key Functions of the Board

The Board performs various statutory and other functions in connection with managing the affairs of the Company. The key functions include reviewing and guiding corporate strategy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance and operating controls compliance with applicable laws.

Board Composition and categories of Directors, their number of Directorships, Memberships/ Chairmanship of the Committees as on March 31, 2024, attendance of each Director at the Board Meetings of the Company held during FY 2024 and at the last Annual General Meeting (“AGM”) of the Company along with Equity Share holding of each Director as at March 31, 2024 is given below:

Director	Category / Date of Appointment	No. of Board Meetings FY 2023-24		Attendance At the AGM Held on September 28, 2023
		Held	Attended	
Mr. Sanjay Jain (DIN No. 00096938)	Promoter/ Non Executive Director 16/07/1989	9	9	Yes
Dr. Pooja Jain (DIN No. 00097037)	Promoter/ Executive Director 14/10/2015	9	9	Yes
Ms. Preeti Srivastava (DIN No. 07036595)	Non-Executive Independent Director 08/12/2014	9	9	Yes
Mr. Ajay Prakash Narain (DIN No. 02655527)	Non-Executive Independent Director 19/11/2019	9	9	Yes

Name & Category of the Director	No. of outside Directorships as at March 31, 2024	Details of Directorships* of other Listed Entities and Category of Directorship		No of outside committee positions held^		No. of shares and convertible instruments Held in Company ("MCFL")
				As Member	As Chairper son	
Mr. Sanjay Jain Non- Executive Director	-	-	-	-	-	2,57,450
Dr. Pooja Jain Wholetime Director	-	-	-	-	-	1,47,800
Ms. Preeti Srivastava Independent Non- Executive Director	-	-	-	-	-	0
Mr. Ajay Prakash Narain Independent Non- Executive Director	-	-	-	-	-	0

* Exclude directorship in Private Companies, section 8 Companies & alternate directorships and also Moongipa Capital Finance Limited

^Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited companies other than Moongipa Capital Finance Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 except Dr. Pooja Jain, who is Spouse of Mr. Sanjay Jain.

Familiarisation Programme of Independent Directors

Independent Directors of the Company are eminent personalities having wide experience in the fields of Finance, Education, Industry, Commerce and Administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. As per Regulation 25 (7)

of Listing Regulations, the Company shall provide suitable training to the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company and any other relevant information, if any. The details of such training imparted are also required to be disclosed in the Annual Report.

The details of programmes conducted for familiarization of Independent Directors with the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link [familiarisation-programme-for-directors-22-23.pdf \(mongipa.com\)](https://www.mongipa.com/familiarisation-programme-for-directors-22-23.pdf).

Separate Meeting of Independent Directors

The role of Independent Directors is to review the performance of the Non-Independent Directors (including the Chairman) and the entire Board and also to assess the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

During the year ended, a separate meeting of the Independent Directors of the Company was held on **February 19, 2024** to review the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the company management and the Board.

Core Skills / expertise / competencies available with the Board

The Board comprises qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Industry Experience

Experience and knowledge of the functioning, operations, growth drivers, business environment and changing trends in the NBFC Sector.

- Financial

Experience in financial management and its related aspects of NBFC Sector.

- Regulatory / Legal & Risk Management

Understanding of the legal ecosystem within which the Company operates and possesses knowledge on matters of regulatory compliance, governance, internal controls.

- Strategic Planning

- Leadership/ Operational experience

- Corporate Governance

While all the Board members possess the skills identified, their area of core expertise is given below:

Name & Category of the Director	Area of Expertise
Mr. Sanjay Jain Non-Executive Director	- Leadership/ Operational experience - Industry Experience
Dr. Pooja Jain Wholetime Director	- Financial - Regulatory and Legal - Corporate Governance
Ms. Preeti Srivastava Independent Non-Executive Director	- Industry Experience - Corporate Governance
Mr. Ajay Prakash Narain Independent Non-Executive Director	- Industry Experience - Corporate Governance

Confirmation

The Board Confirmed that the Independent Directors have fulfilled the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013. No Independent director has resigned before the expiry of his/her tenure during the financial year 2023-24.

III. COMMITTEE OF THE BOARD

The Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has its own Terms of Reference setting forth the purpose, goals and responsibilities of the Committee. The Committees of the Board are:

- **Audit Committee**
- **Stakeholders Relationship Committee**
- **Nomination & Remuneration Committee**

(a) AUDIT COMMITTEE

The role and the functions of the Audit Committee are as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 177 of the Companies Act 2013. The Committee acts as a link between the statutory auditors, internal auditors, and the Board of Directors.

Terms of Reference & Functions of the Audit Committee

The term of reference of Audit Committee are as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 before submission the board for approval, with particular reference to.
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any in accounting policies and practices and reason for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statement.
 - f) Disclosure of any related party transaction.
 - g) Qualifications in the draft audit report.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval on any subsequent modifications of transactions of the company with related parties.
- Evaluation of internal financial controls and risk management system.
- To review the functioning of the Whistle Blower mechanism.

Composition

The Audit Committee comprised one non executive & two non executive independent directors.

During the FY 2023-24, 6 (Six) meetings of Audit Committee were held on May 15, 2023, July 28, 2023, September 01, 2023, September 06, 2023, November 02, 2023 and January 29, 2024.

The details of meetings held during the year and attendance therein is as under:

Members	Designation of the Member	Meetings	
		Held	Attended
Ajay Prakash Narain	Chairman –Independent Director	6	6
Sanjay Jain	Member – Non-Executive Director	6	6
Preeti Srivastava	Member - Independent Director	6	6

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.

(b) STAKE HOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the provisions of the Sec 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The status of Shareholders' complaints during FY 2023-2024

(In Nos.)

No. of Complaints / Correspondence received	NIL
No. of Complaints resolved to the Satisfaction of shareholders	NIL
No. of pending at the end	NIL

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

During the FY 2023-2024, one meeting of Stakeholder Relationship Committee held on February 19, 2024 this was duly attended by all the Committee members.

Composition of the committee:

Members	Designation of the Member	Meetings	
		Held	Attended
Preeti Srivastava	Chairperson –Independent Director	1	1
Sanjay Jain	Member – Non-Executive Director	1	1
Ajay Prakash Narain	Member - Independent Director	1	1

(c) NOMINATION AND REMUNERATION COMMITTEE

The Terms of reference of Nomination and Remuneration Committee (“NRC Committee”) inter alia, setting criteria for appointment of Directors/Senior Management including Key Managerial Personnel and employees of the Company, recommending Appointment & Remuneration Policy to the Board, performance evaluation of Directors and the Board, Board Diversity etc.

During the FY 2023-24, (3) Three meetings of Nomination and Remuneration Committee were held on April 08, 2023, May 26, 2023, September 01, 2023, which were duly attended by all the Committee members.

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

The attendance during the current year is as under:

Members	Categories of Directorship	Meetings	
		Held	Attended
Preeti Srivastava	Chairperson –Independent Director	3	3
Sanjay Jain	Member – Non-Executive Director	3	3
Ajay Prakash Narain	Member - Independent Director	3	3

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of the Act and Listing Regulations, the Nomination and Remuneration Committee has laid down the Criteria for performance evaluation of the Board of Directors. The Board carries out the annual performance evaluation of its own performance, the Directors individually, Chairman as well as the evaluation of the working of its Nomination and Remuneration Committee. The performance of individual Directors including the chairman is evaluated on the parameters such as level of understanding and contribution, leadership skills, interpersonal skills, independence of judgment, safeguarding the interest of the Company and its shareholders etc.

The performance evaluation of the Independent Directors is carried out by the entire Board. The Performance evaluation of the Chairman and the Non-Independent Directors is carried out by the Independent Directors and the Directors expressed their satisfaction with the evaluation process.

Senior management

During the Financial year 2023-24, Ms. Jyoti Mehta, Chief Financial Officer (“CFO”) has resigned from his office and Mr. Mohd. Javed Qureshi, was appointed as a Chief Financial Officer (“CFO”) in his place in the senior management of the company.

Also, During the said FY, Mr. Sandeep Singh, was appointed as a Company Secretary (“CS”) in the senior management of the company.

IV. REMUNERATION OF DIRECTORS

The remuneration paid to the Executive Directors of the Company is decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders, wherever required. The existing Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The Remuneration Policy is in consonance with the existing industry practice.

The table below provides the details of the remuneration paid to Dr. Pooja Jain, Executive Director for the Financial Year 2023-2024.

Remuneration	Amount (Rs.)
--------------	--------------

1. Basic Salary	6,00,000
2. Perquisites and other Allowances	-

Notes:

- a) There is no separate provision for payment of severance fees.
- b) The Company does not pay any remuneration to its Non-Executive Director.
- c) There are no variable components and performance linked incentives.
- d) There are no pecuniary relationships or transactions between Non-Executive Directors and the company during the Financial Year 2023-24.
- e) The Company does not have any Employee Stock Option Scheme.

V. GENERAL BODY MEETINGS

a) Annual General Meetings:

During the preceding three years, the Annual General Meetings of the Company were held on the following dates, time and venue:

Financial year ended	Date & Time	Items approved by Special Resolution or Special Business Items
36th AGM held through Video conferences therefore Deemed Venue: Registered office of the Company at 01:00 P.M.		
March 31, 2023	September 28, 2023	INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY
35th AGM held through Video conferences therefore Deemed Venue: Registered office of the Company at 01:00 P.M.		
March 31, 2022	September 29, 2022	ALTERNATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY
34th AGM held through Video conferences therefore Deemed Venue: Registered office of the Company at 01:30 P.M.		
March 31, 2021	September 30, 2021	APPROVAL OF THE RE-APPOINTMENT OF DR. POOJA JAIN (DIN: 00097037) AS A WHOLE TIME DIRECTOR OF THE COMPANY.

b) Extra-Ordinary General Meetings:

During the year, there was no Extra-Ordinary General Meeting held by the Company.

c) Postal Ballot:

No Postal Ballot was conducted during the year under review. At present, there is no proposal to pass any resolution through postal ballot.

VI. MEANS OF COMMUNICATION

- a) Quarterly, half yearly, Nine months ended and Year ended Financial results are published in the “Financial Express” in English and “ Jansatta” in Hindi newspapers and these result are also displayed on the Company’s website www.mongipa.com
- b) BSE online portal: The Company promptly submits all disclosures and communications to BSE on their online portal – BSE Corporate Compliance & Listing Centre.
- c) SEBI Complaints Redress System (SCORES): a certified web-based complaints redressal system which serves as a centralized database of all companies enables uploading of Action Taken Reports (ATRs) by the concerned companies and display the status of the action taken by the companies on the complaint of investors.
- d) Website: Comprehensive information about the Company, its business and operations and investor related information can be viewed at the Company’s website. The ‘Investor Relations’ section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern etc.
- e) Presentations: No presentations were made to analysts, Institutional Investors during the year under review.

VII. GENERAL SHAREHOLDER’S INFORMATION

Annual General Meeting

The 37th Annual General Meeting will be held on **Thursday, September 05, 2024 at 01:00 P.M (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Financial Year

The Company follows April 01 to March 31 as its Financial Year.

Dividend

No dividend has been declared for the year ended March 31, 2024.

Listing on Stock Exchange and Stock Code

The Equity Shares of your Company are listed on BSE Limited. The company has paid the listing fees for the financial year 2024-25 to the above said stock exchange.

Name and address of Stock Exchange	Stock Code	ISIN No. of Equity Shares
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	530167	INE153K01018

Market Price Data

The High and Low Prices of share of the company at BSE Ltd, for the year ended March 31, 2024 are given below:

Month	High (Rs.)	Low (Rs.)
April, 2023	20.63	16
May, 2023	28.09	18
June, 2023	25.84	22.1
July, 2023	31.13	20.3
August, 2023	30.12	25.1
September, 2023	29.41	25.13
October, 2023	27.9	21.5
November, 2023	26.4	21.7
December, 2022	27.99	23.5
January, 2024	33.9	23.26
February, 2024	40	29.01
March, 2024	35.9	29.35

Book Closure date: Monday, September 02, 2024 to Thursday, September 05, 2024 (both days inclusive).

Registrar and Transfer Agents

The Company has appointed a Registrar for dematerialization (Electronic Mode) and physical transfer of shares whose detail is given below:

Skyline Financial Services Private Limited,
D-153A, 1st Floor, Okhla Industrial Area
Phase -1, New Delhi -110020
Ph. No.- 011-64732681; 011-26812682
E-mail ID: admin@skylinerta.com

Nomination Facility:

Shareholders holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the company may submit Form No. SH-13 (in duplicate) as per the provisions of the Companies Act, 2013 to the Company's Registrar and Transfer Agent.

Share Transfer System

Transfer of the shares is done through the depositories with no involvement of the Company. Regarding transfer of shares held in physical form, the transfer documents can be lodged with the abovementioned RTA of the Company. The shares transfers received in physical form are processed within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects. The Company obtains yearly certificate from a Company Secretary in practice in compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the SEBI (LODR) Regulations, 2015.

Distribution of the shareholding as on March 31, 2024

Range	No. of Share Holders	% of Share Holders	No. of Shares	% of Share Holding
1-500	3619	88.38	544956.00	17.84
501-1000	222	5.42	189230.00	6.19
1001-2000	109	2.66	167378.00	5.48
2001-3000	72	1.76	177244.00	5.80
3001-4000	17	0.42	61805.00	2.02
4001-5000	18	0.44	83106.00	2.72
5001-10000	12	0.29	89011.00	2.91
10001 & above	26	0.63	1742070.00	57.03
Total	4095	100.00	3054800.00	100.00

Categories of Shareholders as on March 31, 2024

Category	No. of Shares Held	% of Shareholding
Promoters & Directors	1141935	37.38
Others (Individuals/ Corporate Bodies)	1912865	62.62

Dematerialization of shareholding and liquidity

The equity shares of the Company are available for dematerialization with Central Depository Services India Limited (CDSL) and National Securities Depository Limited (NSDL). The ISIN of the Company's shares is INE153K01018. After dematerialization of shares the shareholders must contact their DPs for any information/ instructions in respect of their shareholdings.

As on March 31, 2024, all equity shares of the Company were held in dematerialized form except 9,35,100 equity shares which were in physical form.

Address for Correspondence:

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

The Company Secretary & Compliance Officer

Moongipa Capital Finance Limited

Investors Services

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

Tel No. – 011-41450121

E-mail – moongipac@gmail.com.

VIII. DISCLOSURES AND AFFIRMATIONS

- a) During the year, there were no material related party transactions that may have potential conflicts with the interests of the Company at large.

The Company has formulated a policy for Related Party Transactions and the said policy has been hosted on the website of the Company under the web link:

<https://www.mongipa.com/wp-content/uploads/2023/02/Rpt-policy-MCFL.pdf>

- b) There are no non-compliances by the Company on any matter related to capital markets, during the last three years. There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- c) The Company has a vigil mechanism / whistle blower policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. With regard to adoption of non mandatory requirements, a remuneration committee has been formed to determine the remuneration of executive Directors.

e) Certificate from Company Secretary in Practice

A certificate from M/s. Anjali Yadav & Associates, Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. A certificate issued by M/s. Anjali Yadav & Associates to that effect is annexed as **Annexure I** forming part of this report.

f) Consolidated Fees Paid to Statutory Auditors

During the Financial Year 2023-24, the total fees of Rs. 41,300 is paid by the Company, on a consolidated basis for all services, to M/s Sunil K Gupta & Associates, Chartered Accountants, Statutory Auditors of the Company.

- g) Disclosure regarding Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosures regarding the complaints of sexual harassment are given in the Board's Report.

h) Investor complaints of non-receipt of dividends, non receipt of annual report etc., forwarded by SEBI are periodically resolved and updated into SCORES (SEBI Complaints Redress System) website and no complaints is pending during the year under review.

i) Performance Evaluation of Directors, Board and Committees form part of the Directors report.

j) Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the board of directors has adopted the code of practices and procedure for fair disclosure of unpublished price sensitive information and the conduct to regulate, monitor and report trading by insiders in terms of the said regulations.

This code is applicable to all directors/officers/designated employees. The code ensures the prevention of dealing in company's shares by persons having access to unpublished price sensitive information in relation to company and during the period when the Trading Window is closed.

k) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.

l) Risk Management

The company has laid down comprehensive Risk Assessment and Minimization procedure which was presented to the Audit Committee and reviewed by the Board from time to time. These proceedings are reviewed to ensure that executive management controls risk through means of a properly defined framework.

m) SEBI/Stock Exchange Compliance

The Company has complied with all the requirements SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No penalties or Strictures were imposed by the SEBI, Stock Exchange or any other statutory authority on matters relating to capital market during the last three years.

n) Management Discussion And Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

o) **CEO & CFO Certification**

In compliance with Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Dr. Pooja Jain, Whole Time Director and Mr. Mohd. Javed Qureshi, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board for the year ended March 31, 2024 in the prescribed format and such certificate is attached herewith as **Annexure II**.

IX. CORPORATE GOVERNANCE CERTIFICATE

Certificate from the Auditors M/s Sunil K Gupta & Associates, Chartered Accountants (Firm Regn No. 002154N) confirming compliance with the conditions of Corporate Governance as required under Regulation 34 Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached as *Annexure III* forming integral part of this Report.

X. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Declaration regarding the compliance of such Code of Conduct is attached herewith as *Annexure IV* forming integral part of this Report.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Moongipa Capital Finance Limited
18/14, W.E.A. Pusa Lane, Karol Bagh
New Delhi-110005

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Moongipa Capital Finance Limited** having **CIN: L65993DL1987PLC028669** and having registered office at **18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Directors	DIN (Director Identification Number)	Date of appointment in company
1.	Mr. Sanjay Jain	00096938	16/07/1989
2.	Dr. Pooja Jain	00097037	14/10/2015
3.	Mr. Ajay Prakash Narain	02655527	19/11/2019
4.	Ms. Preeti Srivastava	07035595	08/12/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Anjali Yadav & Associates
Company Secretaries

Place: New Delhi
Date: 31th July, 2024

Sd/-
Anjali Yadav
Proprietor
FCS No.: 6628
C P No.: 7257
UDIN: F006628F000860679
PR Unique Code: S2006DE715800
PR Certificate No.: 629/2019

CERTIFICATION BY DIRECTOR AND CHIEF FINANCIAL OFFICER

**To,
The Members
Moongipa Capital Finance Limited**

We certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of Moongipa Capital Finance Limited for the year ended on 31st March, 2024 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any Material fact or contain statements that might be misleading.
 - (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards applicable laws & regulations.
2. There are to the best of our knowledge and belief, no transaction entered into by the Company during the year which is fraudulent illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and we have not come across any deficiency in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
 - (a) that no Significant changes in the internal control during the year.
 - (b) that no Significant changes in accounting policies during the year.
 - (c) that there are no instances of significant fraud of which we have become aware.

Place : New Delhi
Date : 03.05.2024

Sd/-
Dr. Pooja Jain
Wholetime Director
DIN: 00097037

Sd/-
Mr. Mohd. Javed Qureshi
Chief Financial Officer
PAN: AAEPQ1808N

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members
Moongipa Capital Finance Limited
18/14 W.E.A Pusa Lane,
Karol Bagh, New Delhi-110 005

We have examined the Compliance of conditions of Corporate Governance by Moongipa Capital Finance Limited (“the Company”), for the year ended March 31, 2024, as stipulated in Corporate Governance provisions as contained in Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘Listing Regulations’) for the period April 1, 2023 to March 31, 2024.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 knowledge and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing agreements/ Listing Regulations, as applicable.

We further state that such compliance 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 SUNIL K. GUPTA & ASSOCIATES
Chartered Accountants
ICAI FRN: 002154N

Sd/-
CA Mahesh Chandra Agarwal
Partner
M. No.088025
UDIN: 24088025BKALVH3090
Place : New Delhi
Date : 09.08.2024

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2024 as envisaged in Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For & On behalf of the Board
Moongipa Capital finance Limited

Sd/-
Dr. Pooja Jain
Wholetime Director
DIN: 00097037

Place: New Delhi
Date : 09.08.2024

NOMINATION & REMUNERATION POLICY

The company considers human resources as its invaluable resources. The policy on nomination and remuneration of directors, Key Managerial Personnel (KMPs) and other employees have been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, KMPs and employees of the company and to harmonies the aspirations of human resources consistent with the goals of the company.

The Remuneration Committee of Moongipa Capital finance Limited (“the Company”) consists of Two Independent Directors & one Non Executive Director. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board renamed the “Remuneration Committee” as “Nomination and Remuneration Committee”.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.4. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.5. To devise a policy on Board diversity.
- 1.6. To develop a succession plan for the Board and to regularly review the plan.

2. DEFINITION

- 2.1. “**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. “**Board**” means Board of Directors of the Company.
- 2.3. “**Directors**” mean Directors of the Company
- 2.4. “**Key Managerial Personnel**” means

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The Company Secretary;
- (iii) The Whole-Time Director;
- (iv) The Chief Financial Officer; and
- (v) Such other officer as may be prescribed;

2.5. **“Senior Management”** means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management.

3.2.1. Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the

notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

3.3.2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

- a) The duties of the Committee in relation to nomination matters include
- b) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- c) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- d) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- e) Determining the appropriate size, diversity and composition of the Board;
- f) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- g) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- h) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- i) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- j) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- k) Recommend any necessary changes to the Board.
- l) Considering any other matters as may be requested by the Board; and

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and Long term performance objectives appropriate to the working of the Company.
- c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) To consider any other matters as may be requested by the Board;
- e) Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded in the minute book and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

13. REVIEW AND AMENDMENT

- i. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- ii. The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

In Compliance with the provisions of Section 177 of the Act, The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a Whistle Blower Policy (Vigil mechanism) wherein the directors and employees are free to report violations of laws, rules, regulations or unethical conduct, actual or suspected fraud or violation of the company's code of conduct or ethics policy to the nodal officer. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Company will oversee the mechanism through the Audit Committee and no personnel have been denied access to the Audit Committee.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Moongipa Capital Finance Limited
18/14, W.E.A. Pusa Lane,
Karol Bagh, New Delhi- 110005

I, Kuldeep Dahiya, Proprietor of Kuldeep Dahiya & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the **Moongipa Capital Finance Limited (CIN: L65993DL1987PLC028669)** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under (as amended from time to time)
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under (as amended from time to time)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder(as amended from time to time)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (as amended from time to time) - **Not applicable to the Company during the audit period.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) –**(Not applicable to the Company during audit period)**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time); **(Not applicable to the Company during the audit period)**
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(as amended from time to time)- **(Not applicable to the Company during audit period)**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time) regarding the Companies Act and dealing with client
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (as amended from time to time); **(Not applicable to the Company during the audit period)**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended from time to time); **(Not applicable to the Company during the audit period)**
 - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (as amended from time to time);
- (vi) I, further report that Compliances/processes/systems under other specific applicable Laws (as applicable to the industry) to the Company are being verified on the basis of quarterly certificates submitted to the Board of Directors of the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard- 1 (Meetings of Board of Directors) issued by The Institute of Company Secretaries of India.
- (ii) Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance to all the Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on the review of the compliance reports and the certificates of the Company Executive taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

I further report that, during the period under review:

- (i) Mrs. Jyoti Mehta has resigned from the post of Chief Financial Officer of the Company w.e.f., 17th May, 2023 and in her place Mr. Mohd. Javed Qureshi was appointed as the Chief Financial Officer w.e.f., 26th May, 2023.
- (ii) In the Annual General Meeting held on 28th September, 2023 the Company has obtained approval from the members in respect to the Increase in Authorised Share capital of the company from Rs. 15,00,00,000/- (Rupees Fifteen Crore) divided into 15000000 (One Crore Fifty Lakh) Equity Shares of Rs. 10 each to Rs. 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakh) divided into 15500000 (One Crore Fifty-Five Lakh) equity shares of Rs. 10 each consequent to which the Clause V i.e, Capital Clause of the Memorandum of Association of the Company got altered accordingly.
- (iii) M/s Sunil K Gupta & Associates, Chartered Accountants were appointed as the Statutory Auditors of the Company in place of M/s Saxena & Saxena, (Firm Regn. No. 006103N) Chartered Accountants, the retiring auditors for a term of five years in the Annual General Meeting held on 28th September, 2023

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For Kuldeep Dahiya & Associates
Company Secretaries

Sd/-

Kuldeep Dahiya

Proprietor

ACS No.: 34404

C P No.:18930

UDIN:A034404F000551228

PR Unique Code: S2017HR515900

PR Certificate No:2581/2022

Place: Sonipat

Date: 10th June, 2024

**To,
The Members,
Moongipa Capital Finance Limited
18/14, W.E.A. Pusa Lane,
Karol Bagh, New Delhi -110005**

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis of our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kuldeep Dahiya & Associates
Company Secretaries**

Sd/-

Kuldeep Dahiya

Proprietor

ACS No.: 34404

C P No.:18930

UDIN:A034404F000551228

PR Unique Code: S2017HR515900

PR Certificate No:2581/2022

Place: Sonipat

Date: 10th June, 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS
MOONGIPA CAPITAL FINANCE LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Moongipa Capital Finance Limited, which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss account (including Other Comprehensive Income), the statement of Changes in Equity and Cash Flow statement for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit including Comprehensive Income, Changes in Equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. Also refer to “Annexure A” to this audit report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the “Annexure B”, a statement on matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure C “
 - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared dividend during the year under review.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For SUNIL K. GUPTA & ASSOCIATES

Chartered Accountants

ICAI FRN: 002154N

Sd/-

CA Mahesh Chandra Agarwal

Partner

M. No.088025

UDIN: 24088025BKALTR1588

Place: New Delhi

Date : 03.05.2024

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT OF MOONGIPA CAPITAL FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024.

Report on the Auditor’s responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For SUNIL K. GUPTA & ASSOCIATES

Chartered Accountants

ICAI FRN: 002154N

Sd/-

CA Mahesh Chandra Agarwal

Partner

M. No.088025

UDIN: 24088025BKALTR1588

Place: New Delhi

Date : 03.05.2024

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MOONGIPA CAPITAL FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024, WE REPORT THAT:

- (i) (a)(A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have any intangible assets.
- (b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable property. Hence reporting under clause 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment during the year.
- (e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.
- (ii) (a) The company is a Non-Banking Finance Company accordingly it does not have any physical inventory. However, it has verified all the shares lying in demat account and there is no difference.
- (b) The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) (a) The company is a NBFC company whose principal business is lending. Accordingly, clause 3 (iii) (a) of the Order is not applicable
- b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the guarantees provided during the year and terms and conditions of granting of loans during the year, prima facie, not prejudicial to the interest of the company.
- c) According to the information and explanations given to us and on the basis of our examination of records of the company, in our opinion, in case of loans given the principal and payment of interest has been stipulated and repayments or receipts have been regular.
- d) According to the information and explanations given to us and on the basis of our examination of records of the company, there is no overdue amount for more than ninety days in respect of loans given.
- e) The company is a NBFC company whose principal business is lending. Accordingly, clause 3 (iii) (e) of the Order is not applicable.
- f) The company has granted loans repayable on demand and the amount of loans repayable on demand is Rs. 32.26 Lakhs i.e. 100% of total loans as on 31/03/2024.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the company, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits from public. Hence reporting under clause 3(v) of the Order is not applicable.
- (vi) The company is not required to maintain cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities as applicable.

There are no undisputed amount payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues outstanding as on March 31, 2024 for the period of more than six months from the date they became payable.

(b) There are no statutory dues referred to in sub clause (a) above which have not been deposited on account of any dispute.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix)(a) The company has not defaulted in repayment of loans or borrowing or in the payments of interest on thereon to any lenders.

(b) The company has not been declared wilful defaulter by any bank or financial institutions or Government or any Government Authorities.

(c) the company has not taken any term loan during the year and there no outstanding term loan at the beginning of the year. Hence reporting under clause 3(ix)(c) of the Order is not applicable.

(d) The company has not used funds raised on short term basis for any long term purpose.

(e) The company does not have any subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(e) of the Order is not applicable.

(f) The company does not have any subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(f) of the Order is not applicable.

(x)(a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally). Hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi)(a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the companies Act has been filed in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) There are no whistle blower complaint received by the company during the year.

(xii) The company is not a Nidhi Company. Hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) All transactions with the related parties are in compliance with sections 177 and 188 of

Companies Act, 2013, where applicable and the details of related party transactions have been disclosed in the standalone financial statement as required by applicable accounting standards.

(xiv)(a) The company has an adequate internal audit systems commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with him, provisions of section 192 of Companies Act, 2013 are not applicable to the company.

(xvi)(a) The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) The group does not have any Core Investment Company (CIC).

(xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The company is not covered under section 135 of the Companies Act, 2013. Hence reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

For SUNIL K. GUPTA & ASSOCIATES

Chartered Accountants

ICAI FRN: 002154N

Sd/-

CA Mahesh Chandra Agarwal

Partner

M. No.088025

UDIN: 24088025BKALTR1588

Place: New Delhi

Date : 03.05.2024

ANNEXURE- C TO THE INDEPENDENT AUDITOR'S REPORT OF MOONGIPA CAPITAL FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024,

The Annexure referred to in our report to the members of Moongipa Capital Finance Limited ('the Company') for the year ended March 31, 2024.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Moongipa Capital Finance Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SUNIL K. GUPTA & ASSOCIATES

Chartered Accountants

ICAI FRN: 002154N

Sd/-

CA Mahesh Chandra Agarwal

Partner

M. No.088025

UDIN: 24088025BKALTR1588

Place: New Delhi

Date : 03.05.2024



Following notes to accounts form an integral part of Financial Statements as at March 31st, 2024.

Note No.1

1. Corporate Information:

Moongipa Capital Finance Ltd (MCFL) was established in 1987. The Shares of the company are listed on Bombay Stock Exchange Limited. MCFL is registered with Reserve Bank of India as Non-Banking Finance Company vide certificate number 14.01051 dated 10/08/1998. Moongipa Capital Finance Ltd is engaged in trading in shares, making investments in shares and provides consumer loans & micro-finance to its client.

The company has its registered office situated at 18/14 W.E.A PUSA LANE KAROL BAGH NEW DELHI 110005.

The financial statements are approved for issue by the Company's Board of Directors on 03.05.2024.

2. Basis of preparation:

Compliance with Ind AS:

These financial statements have been prepared to comply in all material aspects with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Presentation of financial statements

The Balance Sheet, the Statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7, Statement of Cash flows.

Basis of preparation

The financial statements have been prepared on accrual and going concern basis and the historical cost convention, except for the certain financial instruments which have been measured at fair values at the end of each reporting period as explained in the accounting policies below.

(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

All the amounts included in the financial statements are reported in Thousands of Indian Rupees ('Rupees') except per share data and unless stated otherwise. The Company's functional currency is Indian Rupees.

3. Significant Accounting Policies

This Note provides a list of the significant Accounting Policies adopted by the Company in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Inventories

The company is dealing in to trading of shares and the unsold shares are lying as inventory on the reporting date. The valuation of such inventories (being financial instruments) are outside the scope of Ind AS 2, Inventories and covered under Ind AS 109, Financial Instruments. Hence, the principles of recognising and measuring financial instruments held as inventories are governed by Ind AS 109, its presentation is governed by Ind AS 32 and disclosures about them are in Ind AS 107. The Inventories in shares are carried at fair value on the reporting date.

Statement of Cash Flows:

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) before 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.

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.

Income taxes

The income tax expense comprises of current and deferred tax. Income tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the related income tax is also recognized accordingly.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the yearend date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Any interest, related to accrued liabilities for potential tax assessment are not included in income tax charge or (credit) but are rather recognized within finance cost.

Deferred tax

Deferred tax is recognised using balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying value in the financial statements. However deferred tax is not recognised if it arises from initial recognition of asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The unrecognised deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets and deferred tax liabilities are off set against each other and the resultant net amount is presented in the balance sheet, if and only when, the Company currently has a legally enforceable right to set off current income tax assets and liabilities and, when it relates to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balance on net basis.

Property, plant and equipment

Recognition and measurement

Property, plant and equipment including Capital work in progress is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price including non refundable taxes, directly attributable cost in relation of such asset and estimated cost of dismantling/restoration if any.

The cost of replacing part of the Property, plant and equipment and borrowing costs are capitalised if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced in intervals, the company recognizes such parts as separate component of assets with specific useful lives and provides depreciation over their useful life. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

Assets are depreciated to the residual values on a written down value basis over the estimated useful lives prescribed in Schedule II of Companies Act, 2013 on a pro-rata basis from the date the asset is ready to put to use. The assets' residual values and useful lives are reviewed at each financial year end or

whenever there are indicators for impairment, and adjusted prospectively. The estimated useful lives of assets are as follows:

Assets	Useful Life (Years)
Computers	3
Furniture & Fixtures	10
Motor Vehicles	8
Office Equipments	5

Revenue

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity when those inflows result in increases in equity, other than increases relating to contribution from equity participants.

Revenue is recognised only when it is probable the economic benefits associated with the transaction will flow to the entity.

Exclusions from the definition of revenue are:

- Amount collected on behalf of third parties, viz, Goods and Services Tax: These are not economic benefits that will flow to the entity and do not result in equity.
- In agency relationship, amounts collected on behalf of principal.

Entity recognizes revenue on accrual basis, except for dividend which is recognized as and when right to receive payment is established.

Revenue from sale of shares has been recognized at a point in time i.e on the trade date when the shares has been sold out.

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate

Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Provision, Contingent Liabilities and Contingent Assets:

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Assets/Liabilities

Contingent liability is disclosed for:

Possible obligations which will be confirmed only by future events not wholly within the control of company. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. Such asset is disclosed in notes to account to balance sheet.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company is required to consider:

- a) All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- b) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in to following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

(i) Debt Instrument at Amortised Cost

The category applies to the Company's trade receivables, other bank balances, security deposits etc.

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

(ii) Debt instrument at FVTOCI

A 'debt instrument' is classified as at FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income. There are no such items of the company in this category.

(iii) Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or at FVTOCI, is classified at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

(iv) Equity investments

All equity investments held for trading which are in scope of Ind AS 109 are measured at fair value.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- a) The contractual rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

For Sunil K Gupta & Associates

Chartered Accountants

(Firm Regn. No 002154N)

For and on behalf of the Board of Directors

Moongipa Capital Finance Ltd

Sd/-

Mahesh Chandra Agarwal

Partner

(Mem No. 088025)

Sd/-

Dr. Pooja Jain

Whole-Time Director

DIN : 00097037

Sd/-

Sanjay Jain

Director

DIN : 00096938

Sd/-

Mohd Javed Qureshi

Chief Financial Officer

Sd/-

Sandeep Singh

Company Secretary

Mem No. : A67580

Place : New Delhi

Date : 03.05.2024

MOONGIPA CAPITAL FINANCE LTD
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PLC028669)
Balance Sheet as at March 31, 2024

Amount in Rs

Particulars	Note	Balance as at March 31, 2024	Balance as at March 31, 2023
ASSETS			
Financial Assets			
(a) Cash and Cash Equivalents	4	779,640	241,839
(b) Bank Balance Other than (a) above		-	-
(c) Receivables			
(i) Trade Receivables	5	1,806,687	736,757
(ii) Other Receivables		-	-
(d) Loans	6	3,065,198	4,180,567
(e) Investments	7	14,344,548	26,350,566
(f) Other Financial Assets	8	7,810,205	5,970,542
Non - Financial Assets			
(a) Inventories	9	36,339,746	8,479,864
(b) Current Tax Assets(Net)	10	-	135,702
(c) Deferred Tax Assets(Net)		-	-
(d) Investment Property		-	-
(e) Property, Plant & Equipments	11	1,759,339	2,278,556
(f) Other Non Financial Assets	12	72,139	10,693
Total Assets		65,977,502	48,385,085
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Payables			
(I) Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(II) Other Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	13	-	-
(b) Borrowings (Other than Debt Securities)	14	-	1,189,377
(c) Deposits		-	-
(d) Subordinated Liabilities		-	-
(e) Other Financial Liabilities	15	464,876	489,705
Non - Financial Liabilities			
(a) Current Tax Liabilities(Net)	16	310,011	-
(b) Provisions	17	95,000	90,000
(c) Deferred Tax Liabilities(Net)	18	1,044,724	3,761
EQUITY			
(a) Equity Share Capital	19	30,548,000	30,548,000
(b) Other Equity	20	33,514,890	16,064,243
Total Equity and Liabilities		65,977,502	48,385,085

Corporate Information, Basis of Preparation, Significant Accounting Policies Note- 1,2,3
Other Additional Information Note- 29

For Sunil K. Gupta & Associates
Chartered Accountants
(Firm Regn No- 002154N)

For and on behalf of the Board of Directors
MOONGIPA CAPITAL FINANCE LTD

Mahesh Chandra Agarwal
Partner
(Mem No. 088025)

Mohd Javed Qureshi
Chief Financial Officer

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Sanjay Jain
Director
(DIN : 00096938)

Place : New Delhi
Date : 03.05.2024

Sandeep Singh
Company Secretary
Mem No. A67580

MOONGIPA CAPITAL FINANCE LTD.

**18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)**

Statement of Profit & Loss, for the year ended as at March 31, 2024

Amount in Rs

Particulars	Note	Balance as at March 31, 2024	Balance as at March 31, 2023
Revenue from Operations			
(i) Interest Income	21.1	982,622	2,169,943
(ii) Dividend Income		323,691	480,669
(iii) Net Gain on fair value changes		6,035,057	-
(iv) Sale of Shares	21.2	73,263,914	5,417,814
(v) Other Operating Income	21.3	11,894,728	10,211,785
Total Revenue from operations		92,500,013	18,280,210
Other income	22	3,718,520	1,545,520
Total Income		96,218,533	19,825,730
EXPENSES			
(i) Finance Costs	23	11,365	72,611
(ii) Net Loss on Fair Value Changes		-	26,076,723
(iii) Impairment on financial Instruments	24	-	-
(iv) Purchase of Stock in Trade		90,360,854	14,983,241
(v) Change in Inventory	25	(23,973,856)	(8,280,984)
(vi) Employee Benefit Expenses	26	4,862,071	4,189,277
(vii) Depreciation, ammortisation and Impairment	27	616,801	818,351
(viii) Other Expenses	28	4,849,291	4,531,835
Total Expenses		76,726,525	42,391,054
Profit before exceptional items and tax		19,492,008	(22,565,324)
Exceptional items			
Profit before tax		19,492,008	(22,565,324)
Tax expense			
(i) Current tax		1,000,397	-
(ii) Deferred tax		1,040,963	(7,363,714)
Total Tax Expense		2,041,360	(7,363,714)
Profit/(loss) for the year from Continuing Operations		17,450,648	(15,201,610)
Profit/(Loss) for the Period		17,450,648	(15,201,610)
Other comprehensive income			
(a) Items that will not be reclassified to profit and loss			
(i) Fair value of equity instruments through Other Comprehensive Income(FVOCI)		-	-
(ii) Remeasurement gain/(loss) on defined benefit plans		-	-
(iii) Income tax related to item no (ii) above		-	-
(b) Items that will be reclassified to profit and loss			
(i) Effective portion of gain/(loss) on cash flow hedges		-	-
(ii) Income tax related to item no(i) above		-	-
Other Comprehensive Income, Net of tax			
Total Comprehensive Income for the year		17,450,648	(15,201,610)
Earnings per equity share (for continuing operations)			
Basic (Rs.)		5.71	(4.98)
Diluted (Rs.)		5.71	(4.98)

Corporate Information, Basis of Preparation, Significant Accounting Policies Note- 1,2,3
Other Additional Information Note- 29

For Sunil K. Gupta & Associates

Chartered Accountants
(Firm Regn No- 002154N)
Mahesh Chandra Agarwal
Partner
(Mem No. 088025)

Mohd Javed Qureshi
Chief Financial Officer

**For and on behalf of the Board of Directors
MOONGIPA CAPITAL FINANCE LTD**

Pooja Jain **Sanjay Jain**
Whole-Time Director Director
(DIN : 00097037) (DIN : 00096938)

Sandeep Singh
Company Secretary
Mem No. A67580

Place : New Delhi
Date : 03.05.2024

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)

Statement of changes in Equity for the year ended as at March 31, 2024

Amount in Rs

A: Equity share capital

(I) Current Reporting Period

Balance as at the Beginning of the Current Reporting Period.	Changes in Equity Share Capital due to prior Period errors	Restated Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year.	Balance as at the End of the current Reporting Period.
30,548,000	-	-	-	30,548,000

(II) Previous Reporting Period

Balance as at the Beginning of the Previous Reporting Period.	Changes in Equity Share Capital due to prior Period errors	Restated Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year.	Balance as at the End of the previous Reporting Period.
30,548,000	-	-	-	30,458,000

B: Other equity

(I) Current Reporting Period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Money received against share warrants	Total
			As per Section 45-IC of the RBI Act, 1934	Capital Reserve	Other Reserves	Retained Earnings		
Balance as at the beginning of the current reporting period	-	-	5,723,692	-	-	10,340,551	-	16,064,243
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	17,450,648	-	17,450,648
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Transfer to Statutory reserves	-	-	3,490,130	-	-	(3,490,130)	-	-
Other change	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	9,213,822	-	-	24,301,069	-	33,514,890

B: Other equity								
(II) Previous Reporting Period								
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Money received against share warrants	Total
			As per Section 45-IC of the RBI Act, 1934	Capital Reserve	Other Reserves	Retained Earnings		
Balance as at the beginning of the previous reporting period	-	-	5,723,692	-	-	25,542,161	-	31,265,853
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	(15,201,610)	-	(15,201,610)
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Transfer to Statutory reserves	-	-	-	-	-	-	-	-
Other change (to be specified)	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	5,723,692	-	-	10,340,551	-	16,064,243
For Sunil K. Gupta & Associates Chartered Accountants (Firm Regn No- 002154N)			For and on behalf of the Board of Directors Moongipa Capital Finance Ltd					
Mahesh Chandra Agarwal Partner (Mem No. 088025)		Mohd Javed Qureshi Chief Financial Officer		Pooja Jain Whole-Time Director (DIN : 00097037)		Sanjay Jain Director (DIN : 00096938)		
Place : New Delhi Date : 03.05.2024		Sandeep Singh Company Secretary Mem No. A67580						

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
Statement of Cash Flows for the year ended as at March 31, 2024

Amount in Rs

Particulars	Note	Balance as at March 31, 2024	Balance as at March 31, 2023
A: CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		19,492,008	(22,565,324)
Adjustments for:			
Add:			
Depreciation & Ammortisation Expenses		616,801	818,351
Finance Costs		11,365	72,611
Impairment on Financial Instrument		-	-
Net Loss on Fair Value Changes		-	26,076,723
Provision for Gratuity		5,000	5,000
Written of Investment		14,242	1,011
		20,139,415	4,408,372
Less:			
Dividend received		323,691	480,669
Interest income from FDR		500,252	387,915
Impairment on Financial Instrument		189,178	1,472,437
Profit on Sale of Mutual Fund		-	634,646
Fair Value Changes		6,035,057	-
Gain on disposal of equity instruments measured at cost		6,623,833	9,577,139
Gain on disposal of property, plant & equipment		-	-
Operating profit before change in operating assets & liabilities		6,467,403	(8,144,434)
Adjustments for:			
(Increase)/decrease in loans		1,304,547	3,396,537
(Increase)/decrease in trade receivables		(1,069,931)	(736,757)
(Increase)/decrease in other financial assets		(1,839,663)	(301,426)
(Increase)/decrease in Other Receivables		-	-
(Increase)/decrease in current tax assets		135,702	52,272
(Increase)/decrease in Inventories		(23,973,856)	(8,280,984)
(Increase)/decrease in Other Non Financial Asstes		(61,447)	(10,693)
Increase/(decrease) in other financial liabilities		(24,829)	138,075
		(19,062,074)	(13,887,409)
Cash generated from operations			
Less:			
Income tax paid(net of refund)		690,385	-
Net cash flow from operating activities	A	(19,752,459)	(13,887,409)
B: CASH FLOW FROM INVESTING ACTIVITIES			
Payment to acquire property,plant & equipments		(97,583)	-
Proceeds from Sale of equity shares		20,764,641	52,463,539
Purchase of Mutual Funds		-	(700,000)
Sale of Mutual Fund		-	7,880,198
Purchase of Equity Shares		-	(48,663,265)
Proceeds from disposal of property,plant & equipments		-	1,720
Interest received on Fixed Deposits		500,252	387,915
Dividend received		323,691	480,669
CASH FLOW FROM INVESTING ACTIVITIES	B	21,491,001	11,850,776
C: CASH FLOW FROM FINANCING ACTIVITIES			
Repayments of term loans/non-current borrowings		(1,189,377)	1,189,377
Interest paid		(11,365)	(72,611)
CASH FLOW FROM FINANCING ACTIVITIES	C	(1,200,742)	1,116,766
Net increase/(decrease) in cash & cash equivalents	A+B+C	537,801	(919,867)
Cash & cash equivalents at the beginning of the financial year		241,839	1,161,706
Cash & cash equivalents at the end of the financial year		779,640	241,839
Net Increase\Decrease		537,801	(919,867)

For Sunil K. Gupta & Associates
Chartered Accountants
(Firm Regn No- 002154N)

For and on behalf of the Board of Directors
MOONGIPA CAPITAL FINANCE LTD

Mahesh Chandra Agarwal
Partner
(Mem No. 088025)

Mohd Javed Qureshi
Chief Financial Officer

Pooja Jain
Whole-Time Director
(DIN : 00097037)

Sanjay Jain
Director
(DIN : 00096938)

Place : New Delhi
Date : 03.05.2024

Sandeep Singh
Company Secretary
Mem No. A67580

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 4 Cash & Cash Equivalents		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Cash in Hand	19,449	31,318
Balances with Banks in Current A/c	760,191	210,521
	779,640	241,839
Note No. 5 Receivables		
A Trade Receivables		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Receivables considered good- Secured	-	-
Receivables considered good- Unsecured	1,806,687	736,757
Receivables which have significant Increase in Credit Risk	-	-
Receivables- Credit Impaired	-	-
	1,806,687	736,757
B Other Receivables		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Other Receivables	-	-
	-	-

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 6 Loans

Particulars	31.03.2024		31.03.2023	
	Ammortised cost	Total	Ammortised cost	Total
Loans to Customers				
(i) Loans Repayable on Demand	3,226,524	3,226,524	1,791,342	1,791,342
(ii) Term Loans	-	-	2,739,729	2,739,729
Total Gross	3,226,524	3,226,524	4,531,071	4,531,071
Less: Impairment Loss Allowance	161,326	161,326	350,504	350,504
Total Net	3,065,198	3,065,198	4,180,567	4,180,567
(i) Secured by Tangible Assets	-	-	-	-
(ii) Secured by Intangible Assets	-	-	-	-
(iii) Covered by Bank/Government Gurantees	-	-	-	-
(iv) Unsecured	3,226,524	3,226,524	4,531,071	4,531,071
Total Gross	3,226,524	3,226,524	4,531,071	4,531,071
Less: Impairment Loss Allowance	161,326	161,326	350,504	350,504
Total Net	3,065,198	3,065,198	4,180,567	4,180,567
(I) Loans in India				
(i) Public Sector	-	-	-	-
(ii) Others	3,226,524	3,226,524	4,531,071	4,531,071
Total (I) Gross	3,226,524	3,226,524	4,531,071	4,531,071
Less: Impairment Loss Allowance	161,326	161,326	350,504	350,504
Total (I) Net	3,065,198	3,065,198	4,180,567	4,180,567
(II) Loans outside India				
(i) Public Sector	-	-	-	-
(ii) Others	-	-	-	-
Total (II) Gross				
Less: Impairment Loss Allowance	-	-	-	-
Total (II) Net				
Total (I) & (II)	3,065,198	3,065,198	4,180,567	4,180,567

MOONGIPA CAPITAL FINANCE LTD.

**18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)**

For the year ended as at March 31, 2024

Amount in Rs

Note No. 7 Investment

Particulars	Balance as at March 31, 2024		Balance as at March 31, 2023	
	At Fair Value through P&L	Total	At Fair Value through P&L	Total
Mutual Funds	-	-	-	-
Government Securities	-	-	-	-
Other Approved Securities	-	-	-	-
Debt Securities	-	-	-	-
Equity Instruments	14,344,548	14,344,548	26,350,566	26,350,566
Subsidiaries	-	-	-	-
Associates	-	-	-	-
Joint Ventures	-	-	-	-
Others(to be specified)	-	-	-	-
Total- Gross (A)	14,344,548	14,344,548	26,350,566	26,350,566
(i) Investments outside India	-	-	-	-
(ii) Investments in India	14,344,548	14,344,548	26,350,566	26,350,566
Total- Gross (B)	14,344,548	14,344,548	26,350,566	26,350,566

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 8 Other Financial Assets

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Fixed Deposits with Bank (Pledge for OD Limit)	5,770,845	5,323,375
Fixed Deposits with SMC Global Securities Ltd (Pledge for Shares Margin)	1,500,000	-
Interest Accrued (FDR)	539,360	647,167
	7,810,205	5,970,542

Note No. 9 Inventories

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Stock in Trade	36,339,746	8,479,864
	36,339,746	8,479,864

Note No. 10 Current Tax Assets (Net)

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Income Tax Refund for A.Y. 2022-23	-	29,839
Income Tax Refund for A.Y. 2023-24	-	105,863
	-	135,702

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 11 Property, Plant & Equipments

(i) Current Reporting Period

Particulars	Furniture & Fixtures	Office Equipment	Computers	Vehicle	Total
Gross carrying value					
Balance as at March 31, 2023	50,658	246,899	25,700	4,196,090	4,519,347
Additions	-	24,999	72,584	-	97,583
Disposals	-	-	-	-	-
Balance as at March 31, 2024	50,658	271,898	98,284	4,196,090	4,616,930
Depreciation/Ammortisation					
Balance as at March 31, 2023	45,012	205,629	24,415	1,965,735	2,240,791
Charge	1,384	22,721	16,087	576,608	616,801
Disposals/Adjustments	-	-	-	-	-
Balance as at March 31, 2024	46,396	228,350	40,502	2,542,343	2,857,591
Net carrying value as at March 31, 2023	5,646	41,270	1,285	2,230,355	2,278,556
Net carrying value as at March 31, 2024	4,262	43,548	57,782	1,653,747	1,759,339

(ii) Previous Reporting Period

Particulars	Furniture & Fixtures	Office Equipment	Computers	Vehicle	Total
Gross carrying value					
Balance as at March 31, 2022	50,658	281,299	25,700	4,196,090	4,553,747
Additions	-	-	-	-	-
Disposals	-	34,400	-	-	34,400
Balance as at March 31, 2023	50,658	246,899	25,700	4,196,090	4,519,347
Depreciation/Ammortisation					
Balance as at March 31, 2022	43,125	204,356	23,778	1,183,860	1,455,119
Charge	1,887	33,953	637	781,875	818,351
Disposals/Adjustments	-	32,680	-	-	32,680
Balance as at March 31, 2023	45,012	205,629	24,415	1,965,735	2,240,791
Net carrying value as at March 31, 2022	7,533	76,943	1,922	3,012,230	3,098,628
Net carrying value as at March 31, 2023	5,646	41,270	1,285	2,230,355	2,278,556

Note:

Property, Plant & Equipments classified & presented above do not carry any kind of contractual obligation.

Also, there are no restrictions on the title and none has been pledged.

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 12 Other Non Financial Assets

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
GST Input	72,139	10,693
	72,139	10,693

Note No. 13 Payables

A- Trade Payables

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

B- Other Payables

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

Note No. 14 Borrowings (other than Debt Securities)

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Borrowing measured at Amortised Cost	-	-
Loans from Banks	-	-
Outstanding Balances in SOD A/c (Against Pledge of Fixed Deposit)	-	1,189,377
	-	1,189,377
Borrowings in India	-	1,189,377
Borrowings Outside India	-	-
	-	1,189,377

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 15 Other Financial Liabilities

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
TDS Payable	5,200	8,830
Expenses Payable	459,676	480,875
	464,876	489,705

Note No. 16 Current Tax Liabilities (Net)

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Provision for Income Tax	310,011	-
	310,011	-

Note No. 17 Provisions

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Provision for Gratuity	95,000	90,000
	95,000	90,000

Note No. 18 Deferred Tax Liabilities (Net)

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Deferred Tax Liabilities	1,044,724	3,761
Deferred Tax Assets	-	-
	1,044,724	3,761

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 19 Equity Share Capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
Authorised Share Capital				
Equity Shares of Rs.10/- each*	15,500,000	155,000,000	15,000,000	150,000,000
Total		155,000,000		150,000,000
Issued, Subscribed and Paid up shares				
Equity Shares of Rs.10/- each fully paid up	3,054,800	30,548,000	3,054,800	30,548,000
Total		30,548,000		30,548,000

a. Reconciliation of the number of Shares and amount outstanding at the beginning and at the end of the year

Equity shares

Particulars	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
At the beginning of the year	3,054,800	30,548,000	3,054,800	30,548,000
Add:- Issued during the year	-	-	-	-
Balance at the end of the year	3,054,800	30,548,000	3,054,800	30,548,000

b. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays the dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts, if any. The distribution will be in proportion to number of equity shares held by the shareholders.

c. Details of shareholder holding more than 5% share capital in the Holding Company

Name of the Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% Shareholding	No. of Shares held	% Shareholding
Sanjay Jain	257,450	8.43%	257,450	8.43%

Shares Held by Promoters at the end of the year

S. No.	Promoter Name	31.03.2024		%Change during the Year
		No. of Shares	% of Total Shares	
1	SANJAY JAIN	257450	8.43	NO CHANGE
2	POOJA JAIN	147800	4.84	NO CHANGE
3	NIRMAL JAIN	143600	4.70	NO CHANGE
4	SANJAY JAIN AND SONS HUF .	148305	4.85	NO CHANGE
5	SURESH CHANDER JAIN AND SONS HUF	147475	4.83	NO CHANGE
6	RUCHI JAIN	148505	4.86	NO CHANGE
7	SURESH CHANDER JAIN	148800	4.87	NO CHANGE
TOTAL		1141935	37.38	

Note No. 20 Other equity								
Particulars	Statutory Reserve	Reserves & Surplus 31.03.2024			Statutory Reserve	Reserves & Surplus 31.03.2023		
	As per Section 45-IC of the RBI Act, 1934	Retained Earnings	Other Reserves (specify nature)	Total	As per Section 45-IC of the RBI Act, 1934	Retained Earnings	Other Reserves (specify nature)	Total
Balance as at the beginning of the reporting period	5,723,692	10,340,551	-	16,064,243	5,723,692	25,542,161	-	31,265,853
Total Comprehensive Income for the year	-	17,450,648	-	17,450,648	-	(15,201,610)	-	(15,201,610)
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Transfer to Statutory reserves	3,490,130	(3,490,130)	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	9,213,822	24,301,069	-	33,514,890	5,723,692	10,340,551	-	16,064,243

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 21 Revenue from Operations		
Note No. 21.1 Interest Income		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Interest Income from Loans	482,370	1,782,028
Interest on FDR	500,252	387,915
	982,622	2,169,943
Note No. 21.2 Income from Shares		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Sale of Shares	73,263,914	5,417,814
	73,263,914	5,417,814
Note No. 21.3 Other Operating Income		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Profit on Sale of Mutual Fund	-	634,646
Profit on Sale of Shares (Long Term)	5,705,763	7,079,491
Profit on Sale of Shares (Short Term)	918,071	2,497,649
Profit on F & O	5,179,513	-
Commodities	91,382	-
	11,894,728	10,211,785
Note No. 22 Other Income		
Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Jobbing/Trading Profit	-	21,383
Interest on Income Tax Refund	12,009	6,700
Misc Income	-	45,000
Bad Debt Recovered	3,517,333	-
Impairment Provision on loans written back	189,178	1,472,437
	3,718,520	1,545,520

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
KAROL BAGH, NEW DELHI-110005
(CIN : L65993DL1987PCL028669)
For the year ended as at March 31, 2024

Amount in Rs

Note No. 23 Finance Cost

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Bank Interest	11,365	72,611
	11,365	72,611

Note No. 24 Impairment on Financial Instruments

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Impairment on Financial Instruments	-	-
	-	-

Note No. 25 Change in Inventory

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Opening Stock	8,280,984	-
Closing Stock	32,254,840	8,280,984
	23,973,856	8,280,984

Note No. 26 Employee Benefit Expenses

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Salaries and Wages	3,500,346	3,111,383
Bonus & Exgratia	115,100	93,775
Director Remuneration	600,000	600,000
Provision for Gratuity	5,000	5,000
Staff Welfare	641,625	379,119
	4,862,071	4,189,277

Note No. 27 Depreciation, Ammortisation and Impairment

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Depreciation on Property Plant & Equipment	616,801	818,351
Amortization on Intangible Assets	616,801	818,351

MOONGIPA CAPITAL FINANCE LTD.
18/14, W.E.A. PUSA LANE,
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For the year ended as at March 31, 2024

Amount in Rs

Note No. 28 Other Expenses

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Audit Fees	38,150	35,000
Bad debts	2,400,000	-
Bank Charges	2,825	10,437
Brokerage & Other Charges	16,700	-
Business Promotion	90,559	43,412
Car Running & Maintainance	337,719	226,191
Computer Repair & Maintainance	12,332	11,000
Conveyance Charges	28,248	46,228
Demat Charges	17,516	29,840
Electricity Expenses	173,860	142,860
Fees & Subscription	192,674	224,119
Insurance - Vehicle	88,752	72,524
Jobbing Loss	124,147	-
Loss on F&O	-	1,230,050
Insurance	200,000	200,000
Interest on TDS	-	1,088
Legal & Professional Charges	161,870	170,780
Listing Fees	354,250	354,000
Miscellaneous Expenses	8,706	19,741
Office Maintainance	30,782	273,646
Postage & Courier Charges	120	787
Printing & Stationery	13,860	8,650
Publicity Expenses	49,620	44,279
ROC Fees	45,000	990,000
Security Transaction Tax	212,504	141,601
Telephone & Internet Expenses	57,906	27,169
Travelling Expenses	102,182	183,799
Water Expenses	74,768	43,622
Written off Investment	14,242	1,011
Total	4,849,291	4,531,835

Note. 29 Other Additional Information As on 31st March, 2024

1. Contingent Liabilities :-
 - (i) Claims against the company not acknowledged as debts Nil. Previous year Nil
 - (ii) Guarantees to Banks and Financial institutions against credit facilities extended to third parties Nil. Previous year Nil.
 - (iii) Other money for which the company is contingently liable Nil. Previous Nil
2. Commitments On Capital Accounts:-
 - (i) Unclaimed liability on partly paid shares Nil. Previous year Rs. Nil
 - (ii) Estimated amount of contracts remaining to be executed on capital accounts Nil. Previous year Nil.
 - (iii) Other Commitments Nil. Previous year Nil.
3. In the opinion of Board of Directors & best of their knowledge & belief the provisions of all known liabilities are adequate.
4. In the opinion of Board of Director Current Assets, Loan & advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.
5. Auditor's Remuneration

S. No.	Particulars	For the Year 2023-24	For the Year 2022-23
1	Audit Fees	35,000	35,000
	Goods & Services Tax	-	6,300
	Total	35,000	41,300

6. Managerial Remuneration 6,00,000/- (Previous year Rs. 6,00,000/-).
7. 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.
8. Foreign Exchange Transaction

Particulars	2023-24	2022-23
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

9. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2023 to 31st March, 2024. (Previous year Rs. Nil).
10. Value of Imports Calculated on CIF Basis Rs. Nil (Previous Year Rs. Nil)

11. Earnings Per Share

Particulars		2023-24	2022-23
Net Profit After Tax for the Year	Rs.	1,74,50,648	(1,52,01,610)
Profit/(Loss) Attributable to Equity Shareholders	Rs.	1,74,50,648	(1,52,01,610)
Weighted Average Number of Equity Shares	No.	30,54,800	30,54,800
Nominal Value Per Share	Rs.	10	10
Basic / Diluted Earnings Per Share	Rs.	5.71	(4.98)

12. Others

Other than in the normal and ordinary course of business there are no funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

There have been no funds that have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

13. Related Party Transactions

1. Following are the related parties

a. Key Management Personnel (KMP)

- Mrs. Pooja Jain (Whole Time Director)
- Mr. Sanjay Jain (Director)
- Mr. Sandeep Singh (Company Secretary & Compliance Officer)
- Mr. Mohd Javed Qureshi (Chief Financial Officer) Appoint on 26.05.2023
- Mrs. Jyoti Mehta (Chief Financial Officer) Resigned on 17.05.2023

b. Enterprises Significantly Influenced by KMP & their Relatives

- Nil

c.

Nature to Transactions	Amount	Balance as on 31.03.2024
Managerial Remuneration (Pooja Jain)	6,00,000	48,000
Previous Year	(6,00,000)	(48,000)
(Sandeep Singh)	4,73,939	43,616
Previous year (Gulshan Ahuja)	(6,37,750)	(55,000)
(Mohd Javed Qureshi)	3,90,757	37,510
Previous year	Nil	Nil
(Jyoti Mehta)	65,807	Nil
Previous year	(3,07,125)	(42,500)

14. Public Deposits

The company has not accepted any deposits from public during the year ended on March 31, 2024 & previous year ended on March 31, 2023.

15. Analytical Ratios

Particulars	31.03.2024	31.03.2023
Capital to Risk Weighted Assets Ratios (CRAR)	98.01%	97.55%
Tier I CRAR	97.76%	96.82%
Tier II CRAR	0.25%	0.73%
Liquidity Coverage Ratio	1.01	0.50

16. Relationship with Struck off Companies

Name of struck off Company	Nature of Transactions with struck off Company	Balance outstanding 31.03.2024	Balance outstanding 31.03.2024	Relations with the Struck off Company, if any, to be disclosed
3A Capital Services Limited	800 Shares held by stuck off Company	Nil	Nil	No Relation
P P Chit Fund P Ltd	2800 Shares held by stuck off Company	Nil	Nil	No Relation
Dhan Financial Investment Pvt. Ltd.	1400 Shares held by stuck off Company	Nil	Nil	No Relation
DB Merchant Banking Services Ltd	1000 Shares held by stuck off Company	Nil	Nil	No Relation
Celby Finance Private Limited	1000 Shares held by stuck off Company	Nil	Nil	No Relation
Simmi Investments (P) Ltd	1000 Shares held by stuck off Company	Nil	Nil	No Relation
Anant Financial Services P Ltd	1000 Shares held by stuck off Company	Nil	Nil	No Relation
Onward Securities Private Limited	900 Shares held by stuck off Company	Nil	Nil	No Relation
AMS Agencies P Ltd	600 Shares held by stuck off Company	Nil	Nil	No Relation
Dr M Global Finance Ltd	500 Shares held by stuck off Company	Nil	Nil	No Relation
H R Capital Services Ltd	500 Shares held by stuck off Company	Nil	Nil	No Relation
Karam Shakti Investment (P) Ltd	400 Shares held by stuck off Company	Nil	Nil	No Relation
Uptrend Capital Services Ltd	300 Shares held by stuck off Company	Nil	Nil	No Relation
RVS Securities Pvt Ltd	300 Shares held by stuck off Company	Nil	Nil	No Relation
H Lon Finlease Ltd	100 Shares held by stuck off Company	Nil	Nil	No Relation
Natraj Capital & Credit P Ltd	100 Shares held by stuck off Company	Nil	Nil	No Relation
Map Developers & Finance Pvt Limited	100 Shares held by stuck off Company	Nil	Nil	No Relation

17. Maturity profile of Assets and Liabilities

	31 March 2024			31 March 2023		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Assets						
Financial Assets						
Cash and cash equivalents	7,79,640	-	7,79,640	2,41,839	-	2,41,839
Receivables						
(I) Trade Receivables	18,06,687	-	18,06,687	-	-	-
(II) Other Receivables	-	-	-	7,36,757	-	7,36,757
Loans	30,65,198	-	30,65,198	41,80,567	-	41,80,567
Investments	-	1,43,44,548	1,43,44,548	-	2,63,50,566	2,63,50,566
Other Financial assets	78,10,205	-	78,10,205	59,70,542	-	59,70,542
Non-financial Assets						
Inventories	3,63,39,746	-	3,63,39,746	84,79,864	-	84,79,864
Current Tax Assets (Net)	-	-	-	1,35,702	-	1,35,702
Deferred tax Assets (Net)	-	-	-	-	-	-
Property, Plant and Equipment	-	17,59,339	17,59,339	-	22,78,556	22,78,556
Other Non Financial Asset	-	72,139	72,139	-	10,693	10,693
Total Assets	4,98,01,476	1,61,76,026	6,59,77,502	1,97,45,271	2,86,39,815	4,83,85,085
Financial Liabilities						
Payables						
(I) Trade Payables						
(II) Other Payables	-	-	-	-	-	-
Borrowings (Other than Debt Securities)	-	-	-	11,89,377	-	11,89,377
Other financial liabilities	4,64,876	-	4,64,876	4,89,705	-	4,89,705

Non-Financial Liabilities						
Current Tax Liabilities (Net)	3,10,011	-	3,10,011	-	-	-
Deferred tax liabilities (Net)	-	10,44,724	10,44,724	-	3,761	3,761
Provisions	-	95,000	95,000	-	90,000	90,000
Equity						
Equity Share Capital	-	3,05,48,000	3,05,48,000	-	3,05,48,000	3,05,48,000
Other Equity	-	3,35,14,890	3,35,14,890	-	1,60,64,243	1,60,64,243
Total Equity and Liabilities	7,74,887	6,52,02,614	6,59,77,502	16,79,082	4,67,06,004	4,83,85,085

Nature of Timing Difference	DTA (Liability) as on 01.04.2023	DTA/DTL During the Year	DTA (Liability) as on 31.03.2024
Depreciation	192934	34520	227454
Provision for Gratuity	22653	1258	23911
Gain on Fair Value Changes	(219348)	(1076741)	(1296090)
Total	(3761)	(1040963)	(1044724)

18. Additional Regulatory Information

- (i) The company does not have any Immovable Property.
- (ii) There is no any Proceeding have been initiated or pending on or against of the company for holding any Benami Property under the “Benami Transaction (Prohibition) Act, 1988 (section 45 of 1988)” and the rules made thereunder.
- (iii) The Company does not have any Long-Term borrowings or Loan from Bank or any financial Institution on the basis of security of Current Assets.
- (iv) The Company have not been declared a willful defaulter by bank, financial institution or any other lenders.
- (v) There is no charge or modification yet to be registered with the Registrar of the companies beyond the statutory period.
- (vi) The Company does not has traded or invested in Crypto Currency or Virtual Currency during the financial Year.

19. The accounts have been prepared on the basis of Schedule III of the Companies Act, 2013. The previous year figures have adjusted/ regroup/ rearrange wherever required, to confirm with the current year figures.

20. Exposure

20.1 Exposure to real estate sector : NIL

20.2 Exposure to capital market

Particulars	31.03.2024	31.03.2023
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	5,06,84,294	3,48,30,430
ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	Nil	Nil
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	Nil	Nil
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/ convertible bonds/convertible debentures/ units of equity oriented mutual funds does not fully cover the advances	Nil	Nil
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	Nil	Nil
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	Nil	Nil
vii) Bridge loans to companies against expected equity flows / issues	Nil	Nil
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	Nil	Nil
ix) Financing to stock brokers for margin trading	Nil	Nil
x) All exposures to Alternative Investment Funds: (i) Category I (ii) Category II (iii) Category III	Nil	Nil
Total exposure to capital market	5,06,84,294	3,48,30,430

20.3 Sectoral exposure

Sectors	31.03.2024			31.03.2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹crore)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹crore)	Percentage of Gross NPAs to total exposure in that sector
1.Agriculture and Allied Activities	Nil	Nil	Nil	Nil	Nil	Nil
2.Industry	Nil	Nil	Nil	Nil	Nil	Nil
i....						
ii....						
Others						
Total of Industry (i+ii+...+Others)						
3.Services	Nil	Nil	Nil	Nil	Nil	Nil
i...						
ii...						
Others						
Total of Services (i+ii+...+Others)						
4.Personal Loans						
i...						
ii...						
Others	32,26,524	Nil	Nil	45,31,071	Nil	Nil
Total of Personal Loans (i+ii+...+Others)	32,26,524	Nil	Nil	45,31,071	Nil	Nil
5.Others, if any (please specify)						

As on 31.03.2024 As on 31.03.2023

20.4 Intra-group exposures : Nil Nil

20.5 Unhedged foreign currency exposure : Nil Nil

20.6 Disclosure of complaints

S. No	Particulars	31.03.2024	31.03.2023
1.	Number of complaints pending at beginning of the year	Nil	Nil
2.	Number of complaints received during the year	Nil	Nil
3.	Number of complaints disposed during the year	Nil	Nil
4.	Number of complaints pending at the end of the year	Nil	Nil

21. Notes No. 1 to 29 form an integral part of the Financial Statements for the year ended on 31st March, 2024

For Sunil K Gupta & Associates
Chartered Accountants
Firm Regn. No. 002154N

For & on Behalf of Board of Directors
Moongipa Capital Finance Ltd

Mahesh Chandra Agarwal
Partner
M. No. 088025

Dr. Pooja Jain
Whole Time Director
DIN: 00097037

Sanjay Jain
Director
DIN: 00096938

Mohd Javed Qureshi
Chief Financial Officer

Sandeep Singh
Company Secretary
M. No. : A67580

Place: New Delhi
Date: 03.05.2024

Schedule to the Balance Sheet of an NBFC

(Rs in Crore)

Particulars			
Liabilities		Amount outstanding	Amount overdue
1	Loans and Advances availed by the NBFC inclusive of interest accrued thereon but not paid :		
a	Debtures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits*)	-	-
b	Deferred Credits	-	-
c	Term Loans	-	-
d	Inter-corporate loans and borrowing	-	-
e	Commercial Paper	-	-
f	Public Deposits*	-	-
g	Other Loans (Specify nature)	-	-
	*Please see Note 1 below		
2	Break-up of (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :		
a	In the form of Unsecured debtures	-	-
b	in the form of partly secured debtures i.e debtures where there is a shortfall in the value of security	-	-
c	Other public deposits	-	-
	*Please see Note 1 below		
Assets		Amount outstanding	
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
a	Secured	-	
b	Unsecured	0.32	
4	Break-up of Leased Assets and stock on hire and other assets counting towards asset financing activities		
i	Lease assets including lease rentals under sundry debtors:	-	
a	Financial lease	-	
b	Operating lease	-	
ii	Stock on hire including hire charges under sundry debtors:	-	

	a	Assets on hire	-
	b	Repossessed Assets	-
iii	Other loans counting towards asset financing activities		-
	a	Loans where assets have been repossessed	-
	b	Loans other than (a) above	-
5	Break-up of Investments		
	<u>Current Investments</u>		
1	<u>Quoted</u>		
	(i)	Shares	-
		(a) Equity	
		(b) Preference	
	(ii)	Debentures and Bonds	-
	(iii)	Units of mutual funds	-
	(iv)	Government Securities	-
	(v)	Others (Please specify)	-
2	<u>Unquoted</u>		
	(i)	Shares	-
		(a) Equity	
		(b) Preference	
	(ii)	Debentures and Bonds	-
	(iii)	Units of mutual funds	-
	(iv)	Government Securities	-
	(v)	Others (Please specify)	-
	<u>Long Term Investments</u>		
1	<u>Quoted</u>		
	(i)	Shares	
		(a) Equity	1.43
		(b) Preference	-
	(ii)	Debentures and Bonds	-
	(iii)	Units of mutual funds	-
	(iv)	Government Securities	-
	(v)	Others (Please specify)	-
2	<u>Unquoted</u>		
	(i)	Shares	-
		(a) Equity	
		(b) Preference	
	(ii)	Debentures and Bonds	-
	(iii)	Units of mutual funds	-
	(iv)	Government Securities	-
	(v)	Others (Please specify)	-
6	Borrower group-wise classification of assets financed as in (3) and (4) above: Please see Note 2 below		
	Category	Amount net of provisions	
		Secured	Unsecured
			Total

1	Related Parties **				
	a	Subsidiaries	-	-	-
	b	Companies in the Same group	-	-	-
	c	Other related parties	-	-	-
2	Other than related parties		-	0.31	0.31
Total				0.31	0.31

7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below				
	Category		Market Value/Break up or fair value or NAV		Book Value (Net of Provisions)
	1 Related Parties **				
	a	Subsidiaries	-	-	-
	b	Companies in the Same group	-	-	-
	c	Other related parties	-	-	-
	2 Other than related parties		1.43		1.33
Total					

** As per Accounting Standards of ICAI (Please see Note 3)

8	Other information				
	Particulars		Amount		
	i	Gross Non-Performing Assets	-		
		a Related Parties			
		b Other than related parties			
	ii	Net Non-Performing Assets	-		
		a Related Parties			
		b Other than related parties			
	iii	Assets acquired in satisfaction of debt	-		

Notes :

1	As defined in paragraph 5.1.26 of the Directions.
2	Provisioning norms shall be applicable as prescribed in these Directions.
3	All notified Account Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (fair value in the case of Ind AS) in (5) above.