



**MOONGIPA
SECURITIES LTD.**

Date: July 25, 2022

To
Secretary
Listing Department
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 539199

Re: Notice of Postal Ballot

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dt. 25th July, 2022.

We request you to kindly take the above information on your record.

Thanking you,

Yours faithfully,

For Moongipa Securities Limited

Sanjeev

Sanjeev Jain
Company Secretary



Encl: As above

(CIN : L74899DL1994PLC057941)

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



MOONGIPA SECURITIES LIMITED

CIN: L74899DL1994PLC057941

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

Email: moongipas@gmail.com; **Website:** www.moongipa.net;

Phones: 011-41450121; **Fax:** 011-41450122

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management & Administration) Rules, 2014

**To,
Dear Member(s),**

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”) and relaxations and circulars issued by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 05, 2022 (collectively referred to as “**MCA Circulars**”), any circular issued by the Securities and Exchange Board of India (“**SEBI**”) and other applicable laws and regulations, if any, for seeking approval of shareholders of Moongipa Securities Limited (**the “Company”**). The resolution appended below is proposed to be passed by the Members of the Company through postal ballot by remote e-voting process (“**E-voting**”).

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the below mentioned Special Business before 05:00 P.M. on Wednesday, August 24, 2022. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Shri Jatin Gupta, Practising Company Secretary (Membership No.: FCS 5651; COP No.: 5236) to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website www.moongipa.net and on the website of CDSL e-voting website www.evotingindia.com and will be communicated to the stock exchange where the equity shares of the Company is listed.

SPECIAL BUSINESSES

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

“V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/ forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

ITEM NO. 2: PREFERENTIAL ALLOTMENT OF UPTO 2,37,38,800 EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER & PROMOTER GROUP AND NON-PROMOTER CATEGORY.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to **2,37,38,800 (Two Crore Thirty Seven Lakh Thirty Eight Thousand Eight Hundred) Equity**

Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of **Rs. 101/-** (Rupees One Hundred and One Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs. 2,39,76,18,800/- (Rupees Two Hundred Thirty Nine Crore Seventy Six Lakh Eighteen Thousand and Eight Hundred Only)**, on such further terms and conditions as may be finalized, to the below mentioned persons (“**Proposed Allottees**”):

S. No.	Name of the proposed Allottee	Category	No. of Equity Shares
1.	Mr. Rahul Gupta	Promoter & Promoter Group	90,90,924
2.	Mr. Rohan Gupta	Promoter & Promoter Group	90,90,923
3.	Mrs. Arwa Umesh	Non- Promoter	3,00,000
4.	Mr. Kunal Khaneja	Non- Promoter	2,00,000
5.	Ms. Sangeeta Pareekh	Non- Promoter	2,00,000
6.	Mr. Saket Agarwal	Non- Promoter	2,50,000
7.	Balaji Agencies*	Non- Promoter	4,00,000
8.	Classic Enterprises*	Non- Promoter	18,03,953
9.	Mr. Nitin Agarwal	Non- Promoter	50,000
10.	M/s. Dhoot Instruments Private Limited	Non- Promoter	1,00,000
11.	Mr. Ashish Rameshchandra Kacholia	Non- Promoter	3,01,000
12.	Mr. Mukul Mahavir Agrawal	Non- Promoter	6,00,000
13.	Seven Hills Capital*	Non- Promoter	1,00,000
14.	Mr. Rikeen Pradip Dalal	Non- Promoter	3,01,000
15.	Mr. Samit S Vartak	Non- Promoter	3,01,000
16.	Ms. Uma Ghate	Non- Promoter	50,000
17.	Mr. Chirag Karsandas Bhathia	Non- Promoter	50,000
18.	Mr. Naresh Bhatiani	Non- Promoter	1,00,000
19.	M/s. Arun Venkatachalam (HUF)	Non- Promoter	1,00,000
20.	Mr. Gaurav Sud	Non- Promoter	1,00,000
21.	Ms. Veena Dudeja	Non- Promoter	1,00,000
22.	Mr. Madhav Agarwal	Non- Promoter	1,00,000
23.	Ms. Mini Tayal	Non- Promoter	50,000
	TOTAL		2,37,38,800

**to be issued in the name of the partners*

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Monday, July 25, 2022 i.e., being the date, which is 30 days prior to the last date of voting (i.e., Wednesday, August 24, 2022).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the proposed allottees and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub-regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub-regulation (1) of Regulation 20 of the Takeover Regulations;
- The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

ITEM NO. 3: PREFERENTIAL ALLOTMENT OF UPTO 72,51,000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO PROMOTER & PROMOTER GROUP AND NON-PROMOTER CATEGORY.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate

Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 72,51,000 (Seventy Two Lakh Fifty One Thousand) Fully Convertible Warrants (“Warrants”)** carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to Promoter & Promoter Group and Non-Promoter Category, on preferential basis, at an issue price of Rs. 101/- (Rupees One Hundred and One Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs. 73,23,51,000/- (Rupees Seventy Three Crore Twenty Three Lakh and Fifty One Thousand Only)**, on such further terms and conditions as may be finalized, to the below mentioned persons (“**Proposed Allottees**”):

S. No.	Name of the proposed allottee	Category	No. of Warrants
1.	M/s. Sudesh Business Venture Private Limited	Promoter & Promoter Group	60,00,000
2.	Mr. Deepak Kumar	Non- Promoter	1,00,000
3.	Mr. Anubhav Gupta	Non- Promoter	1,00,000
4.	Mr. Sahil Sikka	Non- Promoter	50,000
5.	Ms. Anjana Bansal	Non- Promoter	2,00,000
6.	M/s. Rohit Gupta HUF	Non- Promoter	2,00,000
7.	M/s. CSL Financial Services Private Limited	Non- Promoter	3,00,000
8.	Mr. Sachin Kasera	Non- Promoter	3,01,000
	TOTAL		72,51,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Monday, July 25, 2022 i.e., being the date, which is 30 days prior to the last date of voting (i.e., Wednesday, August 24, 2022).

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares shall happen only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.

- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and

to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

By order of the Board of Directors
For Moongipa Securities Limited

Sd/-

Place: Delhi
Date: July 25, 2022

Sanjeev Jain
Company Secretary

NOTES FOR MEMBER'S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto.
2. In view of the prevailing COVID-19 pandemic and in accordance with the guidelines prescribed by above referred MCA Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 22, 2022.

Members may note that this Notice will also be available on Company's website (www.moongipa.net), Stock Exchanges' website (www.bseindia.com) and Central Depository Services (India) Limited ('CDSL')'s website (www.evotingindia.com).

3. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, July 22, 2022 ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
4. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.
5. Results of postal ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than Wednesday, August 24, 2022 at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. www.moongipa.net and on website of CDSL viz. www.evotingindia.com.
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, August 24, 2022.

7. Instructions for remote e-voting are as below:

- (i) Remote e-voting period shall commence on Tuesday, July 26, 2022 (10:00 A.M. IST) and end on Wednesday, August 24, 2022 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Saturday, July 22, 2022 (including those Members who may not have received this Notice due to nonregistration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
<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 022- 23058738 and 22-23058542-43.</p>

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of

any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; moongipas@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company at moongipas@gmail.com and/or RTA email at virens@skylinerta.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under Items no. 1 & 2 of the accompanying Notice:

ITEM NO. 1

Your Company is contemplating the preferential issue of Equity Shares in order to raise capital for expansion plan, meeting working capital gap and other general corporate purposes of the Company, and in view thereof, the Company needs to have enough unissued Authorized share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- each. The Board of directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each by creation of additional 3,40,00,000 (Three Crore and Forty Lakh) equity shares of Rs. 10/- (Rupee Ten Only) each, to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2 & 3

The Special Resolutions contained in Item No. 2 & 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 2,37,38,800 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 101/- each, aggregating up to Rs. 2,39,76,18,800/- (Rupees Two Hundred Thirty Nine Crore Seventy Six Lakh Eighteen Thousand and Eight Hundred Only) and upto 72,51,000 Fully Convertible Warrants (‘Warrants’) of face value of Rs. 10/- each at an issue price of Rs. 101/- each, aggregating up to Rs. 73,23,51,000/- (Rupees Seventy Three Crore Twenty Three Lakh and Fifty One Thousand Only).

The proposed Preferential Issue is to be issued to the persons belonging to Promoter & Promoter Group and Non-Promoter Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Monday, July 25, 2022.

The approval of the members is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

As the members of the Company are aware that Mr. Rahul Gupta and Mr. Rohan Gupta had entered into a Share Purchase Agreement (SPA) on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the pre issue paid up equity share capital of the Company pursuant to which an open offer was made by them in terms of the provisions of Regulation 3(1) and Regulation 4 of the Takeover Regulations. The Manager to the Offer has issued its completion certificate for the open offer process on July 22, 2022 and the shares agreed to be acquired under the Share Purchase Agreement are in the process of being transferred to Mr. Rahul Gupta and Mr. Rohan Gupta. Post the said acquisition, Mr. Rahul Gupta and Mr. Rohan Gupta will hold 28,18,153 (Twenty-Eight Lacs Eighteen Thousand One Hundred and Fifty-Three) Equity Shares representing 56.25% of the existing paid up equity share capital of the Company. This acquisition is pursuant to the prior approval granted by the Reserve Bank of India on June 20, 2022 under RBI Circular No. DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 9, 2015.

Further, pursuant to the approval of preferential issue to Mr. Rahul Gupta, Mr. Rohan Gupta and M/s. Sudesh Business Venture Private Limited (“Proposed allottee”) in the meeting of Board of Directors of the Company held on Monday, July 25, 2022, the proposed allottees have triggered the requirement of making an open offer in terms of the provisions of Takeover Regulations and thus have made a public announcement in terms of the Takeover Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The proceeds of the issue will be utilized for expansion plan, meeting working capital gap requirements, and other general corporate purposes of the Company.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential Issue of up to 2,37,38,800 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 101/- each, aggregating up to Rs. 2,39,76,18,800/- (Rupees Two Hundred Thirty Nine Crore Seventy Six Lakh Eighteen Thousand and Eight Hundred Only) and 72,51,000 Fully Convertible Warrants (‘Warrants’) of face value of Rs. 10/- each at an issue price of Rs. 101/- each, aggregating up

to Rs. 73,23,51,000/- (Rupees Seventy Three Crore Twenty Three Lakh and Fifty One Thousand Only) in terms of the provisions of .

(#) *The conversion of warrants into equity shares shall happen only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018.*

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

Mr. Rahul Gupta and Mr. Rohan Gupta had entered into a Share Purchase Agreement (SPA) on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty-Eight Lacs Eighteen Thousand One Hundred and Fifty-Three) Equity Shares representing 56.25% of the pre issue paid up equity share capital of the Company pursuant to which an open offer was made by them in terms of the provisions of Regulation 3(1) and Regulation 4 of the Takeover Regulations. The Manager to the Offer has issued its completion certificate for the open offer process on July 22, 2022 and the shares agreed to be acquired under the Share Purchase Agreement are in the process of being transferred to the Demat A/cs of Mr. Rahul Gupta and Mr. Rohan Gupta. Post the said acquisition, Mr. Rahul Gupta and Mr. Rohan Gupta will hold 28,18,153 (Twenty-Eight Lacs Eighteen Thousand One Hundred and Fifty-Three) Equity Shares representing 56.25% of the existing paid-up equity share capital of the Company.

Except for Mr. Rahul Gupta, Mr. Rohan Gupta, M/s. Sudesh Business Venture Private Limited and Mr Sahil Sikka, COO&CFO, none of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

IV. The Shareholding Pattern of the issuer before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue to promoters & non promoters is likely to be as follows:

Category	Pre Issue Shareholding Structure		Pre Issue Shareholding Structure (After execution of SPA)		Equity Shares to be allotted	Post Issue Shareholding*		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)***	
	No. of Shares	%age	No. of Shares	%age		No. of Shares	%age#		No. of Shares	%age#
(A) Promoter Shareholding										
(1) Indian										
(a) Individuals & HUF	0.00	0.00	28,18,153	56.25	1,81,81,847	2,10,00,000	73.05		2,10,00,000	58.33
(b) Bodies Corporate	0.00	0.00	0.00	0.00	0	0.00	0.00	60,00,000	60,00,000	16.67
Sub Total (A)(1)	0.00		28,18,153	56.25		2,10,00,000	73.05		2,70,00,000	75.00
(2) Foreign promoters	0.00	0.00	0.00	0.00		0	0.00		0	0.00

Total Promoter shareholding A=A1+A2	0.00	0.00	28,18,153	56.25		2,10,00,000	73.05		2,70,00,000	75.00
(B) Public Shareholding							0.00			0.00
B1) Institutional Investors	0.00	0.00	0.00	0.00		0.00	0.00		0.00	0.00
B2) Central Govt./Stat Govt./POI	0.00	0.00	0.00	0.00		0.00	0.00		0.00	0.00
B3) Non-Institutional Investors			0.00	0.00		0.00	0.00		0.00	0.00
Individuals	17,63,640	35.20	17,63,640	35.20	30,53,000	48,16,640	16.75	7,51,000	55,67,640	15.47
Erstwhile Promoters*	28,18,153	56.25	0.00							0.00
Body Corporate	42,313	0.84	42,313	0.84	25,03,953	25,46,266	8.86	5,00,000	30,46,266	8.46
Others (Including NRI)	3,86,094	7.71	3,86,094	7.71		3,86,094	1.34		3,86,094	1.07
Total Public Shareholding B=B1+B2+B3	50,10,200	100.00	21,92,047	43.75		77,49,000	26.95		90,00,000	25.00
C) Non-Promoter - Non-Public	0.00	0.00	0.00	0.00		0.00	0.00		0.00	0.00
Grand Total (A+B+C)	50,10,200	100.00	50,10,200	100.00	2,37,38,800	2,87,49,000	100.00	72,51,000	3,60,00,000	100.00

(*) Please note that Mr. Rahul Gupta and Mr. Rohan Gupta had entered into a Share Purchase Agreement (SPA) on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the pre issue paid up equity share capital of the Company pursuant to which an open offer was made by them in terms of the provisions of Regulation 3(1) and Regulation 4 of the Takeover Regulations. The Manager to the Offer has issued its completion certificate for the open offer process on July 22, 2022 and the shares agreed to be acquired under the Share Purchase Agreement are in the process of being transferred to the Demat A/cs of Mr. Rahul Gupta and Mr. Rohan Gupta. Post the said acquisition, Mr. Rahul Gupta and Mr. Rohan Gupta will hold 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the existing paid up equity share capital of the Company. This column of the pre and post shareholding structure depicts the shareholding structure of the Company after transfer of shares from erstwhile promoters to the new promoters i.e. Mr. Rahul Gupta and Mr. Rohan Gupta.

(**) Erstwhile promoters of the Company refers to Mr. Suresh Chander Jain, Mr. Sanjay Jain, Ms. Pooja Jain, Ms. Nirmal Jain, Sanjay Jain and Sons HUF, Ms. Rosy Gupta, Suresh Chander Jain and Sons HUF, Ms. Ruchi Jain, Mr. Vimal Kumar Mehta and Moongipa Capital Finance Limited.

(***) The conversion of warrants into equity shares shall happen only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.

(#) These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 28,74,90,000 (Twenty Eight Crore Seventy Nine Lakh and Ninety Thousand) divided into 2,87,49,000 (Two Crore Eighty Seven Lakh and Forty Nine Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

(##) These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs.

36,00,00,000 (Thirty Six Crore) divided into 3,60,00,000 (Three Crore and Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. July 22, 2022.
 (2) Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

The proposed preferential allotment has triggered the requirement of making Open Offer by the Mr. Rahul Gupta, Mr. Rohan Gupta along with M/s. Sudesh Business Venture Private Limited, in terms of the provisions of Takeover Regulations and thus, they have duly made a public announcement to the shareholders of the Company on Monday, July 25, 2022 in terms of the provisions of Takeover Regulations.

Accordingly, in terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the last date of competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

VI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

VII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the Proposed Allottees	Category	Name of ultimate beneficial owners
1.	Mr. Rahul Gupta*	Promoter & Promoter Group	Not Applicable, being allottee is a natural person
2.	Mr. Rohan Gupta*	Promoter & Promoter Group	Not Applicable, being allottee is a natural person
3.	M/s. Sudesh Business Venture Private Limited	Promoter & Promoter Group	Mr Rahul Gupta and Mr Rohan Gupta
4.	Mr. Deepak Kumar	Non- Promoter	Not Applicable, being allottee is a natural person
5.	Mr. Anubhav Gupta	Non- Promoter	Not Applicable, being allottee is a natural person
6.	Mr. Sahil Sikka	Non- Promoter	Not Applicable, being allottee is a natural person
7.	Ms. Anjana Bansal	Non- Promoter	Not Applicable, being allottee is a natural person
8.	M/s. Rohit Gupta HUF	Non- Promoter	-

9.	Mrs. Arwa Umesh	Non- Promoter	Not Applicable, being allottee is a natural person
10.	Mr. Kunal Khaneja	Non- Promoter	Not Applicable, being allottee is a natural person
11.	Ms. Sangeeta Pareekh	Non- Promoter	Not Applicable, being allottee is a natural person
12.	Mr. Saket Agarwal	Non- Promoter	Not Applicable, being allottee is a natural person
13.	Balaji Agencies	Non- Promoter	Mr Sanjay Singhal
14.	M/s. CSL Financial Services Private Limited	Non- Promoter	Mr Rohit Gupta
15.	Classic Enterprises	Non- Promoter	Mr Sanjeev Singhal and Mr Manoj Singhal
16.	Mr. Nitin Agarwal	Non- Promoter	Not Applicable, being allottee is a natural person
17.	M/s. Dhoot Instruments Private Limited	Non- Promoter	Mr Rohit Rajgopal Dhoot and Ms Vaidehi Rohit Dhoot
18.	Mr. Ashish Rameshchandra Kacholia	Non- Promoter	Not Applicable, being allottee is a natural person
19.	Mr. Mukul Mahavir Agrawal	Non- Promoter	Not Applicable, being allottee is a natural person
20.	Seven Hills Capital	Non- Promoter	Krishna Kumar Karwa, Priti Karwa, Raunak Karwa, and Krishna Kumar Karwa HUF
21.	Mr. Rikeen Pradip Dalal	Non- Promoter	Not Applicable, being allottee is a natural person
22.	Mr. Samit S Vartak	Non- Promoter	Not Applicable, being allottee is a natural person
23.	Ms. Uma Ghate	Non- Promoter	Not Applicable, being allottee is a natural person
24.	Mr. Chirag Karsandas Bhatia	Non- Promoter	Not Applicable, being allottee is a natural person
25.	Mr. Naresh Bhatiani	Non- Promoter	Not Applicable, being allottee is a natural person
26.	M/s. Arun Venkatachalam (HUF)	Non- Promoter	-
27.	Mr. Gaurav Sud	Non- Promoter	Not Applicable, being allottee is a natural person
28.	Ms. Veena Dudeja	Non- Promoter	Not Applicable, being allottee is a natural person
29.	Mr. Madhav Agarwal	Non- Promoter	Not Applicable, being allottee is a natural person
30.	Mr. Sachin Kasera	Non- Promoter	Not Applicable, being allottee is a natural person
31.	Ms. Mini Tayal	Non- Promoter	Not Applicable, being allottee is a

			natural person
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VIII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue”

S. N.	Name	Pre issue Shareholding Structure		Pre issue Shareholding Structure (After giving effect to SPA shares)*		No. of Equity Shares To be Allotted	Post Equity Shareholding		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)#	
		No. of Shares	%	No. of Shares	%		No. of Shares	%**		No. of Shares	%**
1.	Mr. Rahul Gupta*	Nil	0.00	14,09,077	28.12	90,90,924	1,05,00,001	36.52	0	1,05,00,001	29.17
2.	Mr. Rohan Gupta*	Nil	0.00	14,09,076	28.12	90,90,923	1,04,99,999	36.52	0	1,04,99,999	29.17
3	M/s. Sudesh Business Venture Private Limited	Nil	0.00	0	0.00	0	0	0.00	60,00,000	60,00,000	16.67
4	Mr. Deepak Kumar	Nil	0.00	0	0.00	0	0	0.00	1,00,000	1,00,000	0.28
5	Mr. Anubhav Gupta	Nil	0.00	0	0.00	0	0	0.00	1,00,000	1,00,000	0.28
6	Mr. Sahil Sikka	Nil	0.00	0	0.00	0	0	0.00	50,000	50,000	0.14
7	Ms. Anjana Bansal	Nil	0.00	0	0.00	0	0	0.00	2,00,000	2,00,000	0.56
8	M/s. Rohit Gupta HUF	Nil	0.00	0	0.00	0	0	0.00	2,00,000	2,00,000	0.56
9	Mrs. Arwa Umesh	Nil	0.00	0	0.00	3,00,000	3,00,000	1.04	-	3,00,000	0.83
10	Mr. Kunal Khaneja	Nil	0.00	0	0.00	2,00,000	2,00,000	0.70	-	2,00,000	0.56
11	Ms. Sangeeta Pareekh	Nil	0.00	0	0.00	2,00,000	2,00,000	0.70	-	2,00,000	0.56
12	Mr. Saket Agarwal	Nil	0.00	0	0.00	2,50,000	2,50,000	0.87	-	2,50,000	0.69
13	Balaji Agencies	Nil	0.00	0	0.00	4,00,000	4,00,000	1.39	-	4,00,000	1.11
14	M/s. CSL Financial Services Private Limited	Nil	0.00	0	0.00	-	-	0.00	3,00,000	3,00,000	0.83
15	Classic Enterprises	Nil	0.00	0	0.00	18,03,953	18,03,953	6.27	-	18,03,953	5.01
16	Mr. Nitin Agarwal	Nil	0.00	0	0.00	50,000	50,000	0.17	-	50,000	0.14
17	M/s. Dhoot Instruments Private Limited	Nil	0.00	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
18	Mr. Ashish Rameshchandra Kacholia	Nil	0.00	0	0.00	3,01,000	3,01,000	1.05	-	3,01,000	0.84
19	Mr. Mukul Mahavir Agrawal	Nil	0.00	0	0.00	6,00,000	6,00,000	2.09	-	6,00,000	1.67

20	Seven Hills Capital	Nil	0.0 0	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
21	Mr. Rikeen Pradip Dalal	Nil	0.0 0	0	0.00	3,01,000	3,01,000	1.05	-	3,01,000	0.84
22	Mr. Samit S Vartak	Nil	0.0 0	0	0.00	3,01,000	3,01,000	1.05	-	3,01,000	0.84
23	Ms. Uma Ghate	Nil	0.0 0	0	0.00	50,000	50,000	0.17	-	50,000	0.14
24	Mr. Chirag Karsandas Bhathia	Nil	0.0 0	0	0.00	50,000	50,000	0.17	-	50,000	0.14
25	Mr. Naresh Bhatiani	Nil	0.0 0	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
26	M/s. Arun Venkatachalam (HUF)	Nil	0.0 0	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
27	Mr. Gaurav Sud	Nil	0.0 0	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
28	Ms. Veena Dudeja	Nil	0.0 0	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
29	Mr. Madhav Agarwal	Nil	0.0 0	0	0.00	1,00,000	1,00,000	0.35	-	1,00,000	0.28
30	Mr. Sachin Kaseria	Nil	0.0 0	0	0.00	-	-	0.00	3,01,000	3,01,000	0.84
31	Ms. Mini Tayal	Nil	0.0 0	0	0.00	50,000	50,000	0.17	-	50,000	0.14

(* Please note that Mr. Rahul Gupta and Mr. Rohan Gupta had entered into a Share Purchase Agreement (SPA) on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the pre issue paid up equity share capital of the Company pursuant to which an open offer was made by them in terms of the provisions of Regulation 3(1) and Regulation 4 of the Takeover Regulations. The Manager to the Offer has issued its completion certificate for the open offer process on July 22, 2022 and the shares agreed to be acquired under the Share Purchase Agreement are in the process of being transferred to the Demat A/cs of Mr. Rahul Gupta and Mr. Rohan Gupta. Post the said acquisition, Mr. Rahul Gupta and Mr. Rohan Gupta will hold 28,18,153 (Twenty Eight Lacs Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the existing paid up equity share capital of the Company. This column of the pre and post shareholding structure depicts the shareholding structure of the Company after transfer of shares from erstwhile promoters to the new promoters i.e. Mr. Rahul Gupta and Mr. Rohan Gupta.

(**) These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 28,74,90,000 (Twenty Eight Crore Seventy Nine Lakh and Ninety Thousand) divided into 2,87,49,000 (Two Crore Eighty Seven Lakh and Forty Nine Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

(***) These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 36,00,00,000 (Thirty Six Crore) divided into 3,60,00,000 (Three Crore and Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

(#) The conversion of warrants into equity shares shall happen only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018.

Note: The post holding may vary depending upon any other corporate action in between.

As already mentioned above, pursuant to completion of the Open Offer on July 22, 2022, Mr. Rahul Gupta and Mr. Rohan Gupta have already become the new promoters in the Company and have acquired control over the affairs of the Company.

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.

IX. Lock-in Period:

- (a) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

X. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, July 25, 2022, for the purpose of computation of issue price of Equity Shares.

The Equity Shares of the Company are listed on BSE Limited ('BSE') and are frequently traded as per the provisions of SEBI ICDR Regulations as on the Relevant Date. Also, the allotment to Mr. Rahul Gupta and Mr. Rohan Gupta along with M/s. Sudesh Business Venture Private Limited belonging to Promoter & Promoter Group category and M/s. Classic Enterprises belonging to Public Category would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with Regulation 166A of the ICDR Regulations as the preferential issue to the proposed allottees is more than five per cent of the post issue fully diluted share capital of the Company, the minimum issue price per equity share is higher of the price determined through following methods was considered:

- i. The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs. 94.44/- each.
- ii. The price determined through Valuation report dated July 25, 2022 of Mr. Ankush Garg, Independent Registered Valuer (Registration No.: IBBI/RV/02/2018/10010) i.e., Rs. 52.64/- per Equity Share. The said report is available on the website of the Company at www.moongipa.net.
- iii. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 101/- (Rupees One Hundred and One only) each to the proposed allottees, which is higher than above mentioned prices.

XI. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XII. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable**XIII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Names of the allottees	Current Status	Post Status
Mr. Rahul Gupta	Promoter & Promoter Group*	Promoter & Promoter Group*
Mr. Rohan Gupta	Promoter & Promoter Group*	Promoter & Promoter Group*
M/s. Sudesh Business Venture Private Limited	Promoter & Promoter Group	Promoter & Promoter Group
Mr. Deepak Kumar	Non-Promoter	Non-Promoter
Mr. Anubhav Gupta	Non-Promoter	Non-Promoter
Mr. Sahil Sikka	Non-Promoter	Non-Promoter
Ms. Anjana Bansal	Non-Promoter	Non-Promoter
M/s. Rohit Gupta HUF	Non-Promoter	Non-Promoter
Mrs. Arwa Umesh	Non-Promoter	Non-Promoter
Mr. Kunal Khaneja	Non-Promoter	Non-Promoter
Ms. Sangeeta Pareekh	Non-Promoter	Non-Promoter
Mr. Saket Agarwal	Non-Promoter	Non-Promoter
Balaji Agencies	Non-Promoter	Non-Promoter
M/s. CSL Financial Services Private Limited	Non-Promoter	Non-Promoter
Classic Enterprises	Non-Promoter	Non-Promoter
Mr. Nitin Agarwal	Non-Promoter	Non-Promoter
M/s. Dhoot Instruments Private	Non-Promoter	Non-Promoter

Limited		
Mr. Ashish Rameshchandra Kacholia	Non-Promoter	Non-Promoter
Mr. Mukul Mahavir Agrawal	Non-Promoter	Non-Promoter
Seven Hills Capital	Non-Promoter	Non-Promoter
Mr. Rikeen Pradip Dalal	Non-Promoter	Non-Promoter
Mr. Samit S Vartak	Non-Promoter	Non-Promoter
Ms. Uma Ghate	Non-Promoter	Non-Promoter
Mr. Chirag Karsandas Bhathia	Non-Promoter	Non-Promoter
Mr. Naresh Bhatiani	Non-Promoter	Non-Promoter
M/s. Arun Venkatachalam (HUF)	Non-Promoter	Non-Promoter
Mr. Gaurav Sud	Non-Promoter	Non-Promoter
Ms. Veena Dudeja	Non-Promoter	Non-Promoter
Mr. Madhav Agarwal	Non-Promoter	Non-Promoter
Mr. Sachin Kasera	Non-Promoter	Non-Promoter
Ms. Mini Tayal	Non-Promoter	Non-Promoter

(*As already mentioned above, pursuant to completion of the Open Offer on July 22, 2022, Mr. Rahul Gupta and Mr. Rohan Gupta have already become the new promoters in the Company and have acquired control over the affairs of the Company.

XIV. Practicing Company Secretary's Certificate:

The certificate from M/s. Anjali Yadav & Associates (Firm Regn. No. 7257), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.moongipa.net.

XV. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 2 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

**By order of the Board of Directors
For Moongipa Securities Limited**

Sd/-

**Place: Delhi
Date: July 25, 2022**

**Sanjeev Jain
Company Secretary**