



**MOONGIPA
SECURITIES LTD.**

To,
The Chief General Manager
Department of Corporate Services
BSE Limited
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 dated 28th October, 2022.

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

Thanking you,

For Moongipa Securities Limited

Sachin Kumar
Company Secretary & Compliance Officer

Date: October 28, 2022

Place: Delhi



MOONGIPA SECURITIES LIMITED

CIN: L74899DL1994PLC057941

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi -110092

Email: moongipacs@gmail.com; Website: www.moongipa.net;

Phones: 011-44457164

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(s) appended below through postal ballot by remote e-voting process (“**E-voting**”).

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 Businesses before 5:00 P.M. on

Sunday, November 27, 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, having Membership Number FCS 5651, COP No. 5236, Company Secretaries 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 Central Depository Services (India) Limited (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 ₹40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹10/- each to ₹60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹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 ₹60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹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 1,26,29,000 EQUITY SHARES TO THE PERSONS BELONGING TO 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 1,26,29,000 (One Crore Twenty Six Lakh Twenty Nine Thousand) Equity Shares** of face value of ₹10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to ₹2,52,58,00,000/- (Rupees Two Hundred Fifty Two Crore and Fifty Eight Lakh 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.	Abhi Mukund Patel	Non- Promoter	50,000
2.	Abhishek Mahipal	Non- Promoter	1,00,000
3.	Abu Mohammed Rahil	Non- Promoter	15,000
4.	Ajay Gupta	Non- Promoter	1,50,000
5.	Anita Bista	Non- Promoter	1,00,000
6.	Anita Goyal	Non- Promoter	50,000
7.	Anita Jain	Non- Promoter	50,000
8.	Ankur Singhal	Non- Promoter	3,25,000
9.	Anuj Singhal	Non- Promoter	3,25,000
10.	Arvind Kishanlal Agrawal	Non- Promoter	25,000
11.	Ashish Bansal	Non- Promoter	50,000
12.	Ashok Kumar Gupta	Non- Promoter	9,00,000
13.	Ayush Pawan Bansal	Non- Promoter	1,00,000
14.	Ayushi Aggarwal	Non- Promoter	50,000
15.	Babita Patodi	Non- Promoter	25,000
16.	Bharat C Shah	Non- Promoter	25,000
17.	Bombetadka Dinesh Pai	Non- Promoter	15,000
18.	Chirag Sharma	Non- Promoter	1,00,000
19.	D Nikhil Kochar	Non- Promoter	15,000
20.	Dikshant Praveen Kumar Goyal	Non- Promoter	25,000
21.	Dinesh Gupta	Non- Promoter	1,60,000
22.	Divyansh Gupta	Non- Promoter	90,000
23.	Gajendra Negi	Non- Promoter	45,000
24.	Gurjeev Singh Anand	Non- Promoter	18,000
25.	Harish Kumar Garg	Non- Promoter	1,50,000
26.	Jay Vinod Goyal	Non- Promoter	60,000
27.	Joseph Varghese	Non- Promoter	50,000
28.	Kamlesh Bindal	Non- Promoter	1,00,000
29.	Kanhaiya Lal Sharma	Non- Promoter	1,35,000
30.	Kanwal Bajaj	Non- Promoter	40,000
31.	Keshav Agarwal	Non- Promoter	90,000
32.	Kitara India Growth Fund	Non- Promoter	4,00,000
33.	Kitara PIIN 1103	Non- Promoter	21,00,000
34.	Krishan Kumar Agarwal	Non- Promoter	25,000
35.	LRSD Securities Private Limited	Non- Promoter	3,00,000
36.	Manish Tayal	Non- Promoter	1,90,000
37.	Mansi Aggarwal	Non- Promoter	1,75,000
38.	Mukul Mahavir Agarwal	Non- Promoter	4,00,000
39.	Navin Steel Industries Private Limited	Non- Promoter	50,000

40.	Neerajkumar Kamakhayaprasad Mahipal	Non- Promoter	1,40,000
41.	Neetu Gupta	Non- Promoter	55,000
42.	Neha Gupta	Non- Promoter	1,00,000
43.	Nishant Manchanda	Non- Promoter	1,35,000
44.	Pankaj Bhatia	Non- Promoter	50,000
45.	Pankaj Kumar	Non- Promoter	45,000
46.	Pankaj Mittal	Non- Promoter	20,000
47.	Pooja Agarwal	Non- Promoter	2,00,000
48.	Raj Kumar	Non- Promoter	81,000
49.	Rajat Mittal	Non- Promoter	20,000
50.	Rajeev Kumar Mangal	Non- Promoter	80,000
51.	Ram Niwas Saini	Non- Promoter	1,00,000
52.	Ravi Hissaria	Non- Promoter	1,00,000
53.	Ravi Mittal	Non- Promoter	25,000
54.	Rekha Jogani	Non- Promoter	1,00,000
55.	Rishav Mittal	Non- Promoter	1,50,000
56.	Sandeep Bajaj	Non- Promoter	3,50,000
57.	Sanjay Garg HUF	Non- Promoter	36,000
58.	Sanjay Gupta	Non- Promoter	2,00,000
59.	Sarthak Garg	Non- Promoter	25,000
60.	Sarthak Gupta	Non- Promoter	20,000
61.	Seema Agrawal	Non- Promoter	1,00,000
62.	Shalini Jain	Non- Promoter	64,000
63.	Sharma Surendra H	Non- Promoter	1,50,000
64.	Siddharth Agarwal	Non- Promoter	1,00,000
65.	Sixteenth Street Asian Gems Fund	Non- Promoter	16,50,000
66.	Sonia Jyoti	Non- Promoter	3,00,000
67.	Sukumar Srinivas	Non- Promoter	2,50,000
68.	Suraj Singla	Non- Promoter	60,000
69.	Suresh Kumar Purohit	Non- Promoter	35,000
70.	Surinder Kumar	Non- Promoter	35,000
71.	Vikash Gupta	Non- Promoter	1,50,000
72.	Vikram Bansal	Non- Promoter	2,10,000
73.	Vimla Devi Pugalia	Non- Promoter	27,000
74.	Vinod Goyal	Non- Promoter	2,00,000
75.	Vinod Khandelwal	Non- Promoter	25,000
76.	Vipul Champaklal Shah	Non- Promoter	35,000
77.	Vipul Chandulal Shah	Non- Promoter	18,000
78.	Vishal Agarwal	Non- Promoter	65,000
79.	Yoginder Atmaram Bansal	Non- Promoter	50,000
	TOTAL		1,26,29,000

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 Equity Shares proposed to be allotted to the above mentioned allottees is Friday, October 28, 2022 i.e., being the date, which is 30 days prior to the last date of voting (i.e., Sunday, November 27, 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 Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- 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 ₹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 73,71,000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO 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 73,71,000 (Seventy Three Lakh Seventy 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 Non-Promoter Category, on preferential basis, at an issue price of ₹ 200/- (Rupees Two Hundred Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to ₹ 1,47,42,00,000/- (Rupees One Hundred Forty Seven Core and Forty Two Lakh 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.	Amit Kapoor	Non- Promoter	30,000
2.	Anubhav Gupta	Non- Promoter	1,50,000
3.	Arun Agarwal	Non- Promoter	1,50,000
4.	Bhanu Pratap Singh	Non- Promoter	50,000
5.	Chakram Kumar Singh	Non- Promoter	41,000
6.	Deepak Kumar	Non- Promoter	1,50,000
7.	Payal Jain	Non- Promoter	50,000
8.	Ravindra Kumar	Non- Promoter	25,000
9.	Sachin Kasera	Non- Promoter	3,50,000
10.	Saket Agarwal	Non- Promoter	2,50,000
11.	Sameer Gupta	Non- Promoter	15,00,000
12.	Shivkumar Niranjnlal Bansal	Non- Promoter	50,000
13.	Sorabh Dhawan	Non- Promoter	50,000
14.	Sahil Gupta	Non- Promoter	30,00,000
15.	Suraj Kumar	Non- Promoter	25,000
16.	Vinay Gupta	Non- Promoter	15,00,000
	TOTAL		73,71,000

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 Friday, October 28, 2022 i.e., being the date, which is 30 days prior to the last date of voting (i.e., Sunday, November 27, 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 at any time within a period 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 ₹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.”

ITEM NO. 4: TO EXERCISE THE BORROWING POWERS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 UPTO ₹3000 CRORE

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

RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) and the Article of Association of the Company; the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee or delegation thereof), to borrow money exceeding the aggregate of the paid up share capital of the Company, its free reserves and securities premium account, on such terms and conditions as the Board may deem fit from time to time provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed the sum of ₹3000 crores (Rupees Three Thousand Crores only) at any point of time.

RESOLVED FURTHER THAT Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

ITEM NO. 5: TO SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013, INTER ALIA, FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby

given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee or delegation thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ ‘A’ Ordinary Shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹3000 crores (Rupees Three Thousand Crores only) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher.”

RESOLVED FURTHER THAT Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

ITEM NO. 6: APPROVAL OF MOONGIPA SECURITIES LIMITED EMPLOYEES STOCK OPTION SCHEME – 2022

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations”**], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Moongipa Securities Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) and the Board of Directors (*hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution*) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in

one or more tranches, not exceeding 5,00,000 (Five Lakhs) Employee Stock Options ("**Options**") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Director of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 5,00,000 (Five Lakhs) Equity Shares ("**Shares**") of face value of ₹10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee ("**Committee**") of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route wherein fresh Equity Shares shall be allotted to the Employees in terms of the Scheme.

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company under the Scheme shall rank *pari passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

By order of the Board of Directors
For Moongipa Securities Limited

Place: Delhi
Date: October 28, 2022

Sachin Kumar
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 resolutions 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, October 21, 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, October 21, 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 Tuesday, November 29, 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. Sunday, November 27, 2022.

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

- (i) Remote e-voting period shall commence on Saturday, October 29, 2022 (10:00 A.M. IST) and end on Sunday, November 27, 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. Friday, October 21, 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.

Individual Shareholders holding securities in demat mode with NSDL	<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 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. 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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

(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;

moongipacs@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 moongipacs@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 Futorex, 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 for achieving other general corporate objects 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 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹10/- each. The Board of directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to ₹60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹10/- each by creation of additional 2,00,00,000 (Two Crore) equity shares of ₹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 means 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 1,26,29,000 Equity Shares of face value of ₹10/- each at an issue price of Rs. 200/- each, aggregating up to ₹ 2,52,58,00,000/- (Rupees Two Hundred Fifty Two Core and Fifty Eight Lakh Only) and upto 73,71,000 Fully Convertible Warrants (‘Warrants’) of face value of ₹10/- each at an issue price of ₹ 200/- each, aggregating up to ₹1,47,42,00,000/- (Rupees One Hundred Forty Seven Crore and Forty Two Lakh Only).

The proposed Preferential Issue is to be issued to the persons belonging to 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 Tuesday, October 18, 2022.

The approval of the members is accordingly being sought by means 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 on September 16, 2022, the Company had made a preferential allotment of 2,37,38,800 Equity Shares of face value of ₹10/- each at an issue price of ₹101/- each, and 72,51,000 Fully Convertible Warrants ('Warrants') of face value of ₹10/- each at an issue price of ₹101/- each, to persons belonging to Promoter & Promoter Group and Non-Promoter Category pursuant to which the Promoters of the Company i.e. Mr. Rahul Gupta, Mr. Rohan Gupta and M/s. Sudesh Business Ventures Limited triggered the requirement of making an Open Offer in terms of the provisions of Takeover Regulations and thus made a public announcement in terms of the Takeover Regulations. SEBI has issued its observation letter on the Open Offer on September 19, 2022, however, the Open Offer process is subject to the receipt of clarification/ confirmation of RBI, which is awaited.

The shareholding of the promoter & promoter group in the Company post the above mentioned allotment is 73.05% of the total paid-up share capital of the Company. Assuming full acceptance in the Open Offer, there may be increase in the shareholding of Promoter & promoter group thereby breaching the minimum public shareholding requirement in the Company. Though, pursuant to the present Preferential Issue, the Promoters holding will fall below the 75% permissible threshold, but the Company confirms that this dilution in shareholding of promoter & promoter group pursuant to the present preferential issue will not be tantamount to the modes adopted for reducing the shareholding to comply with Minimum Public Shareholding. The Company/ the Promoters would undertake Minimum Public Shareholding compliance within the mandated time period, by following any of the permissible modes.

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 for achieving other general corporate objects of the Company.

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

Preferential Issue of up to 1,26,29,000 Equity Shares of face value of ₹10/- each at an issue price of ₹200/- each, aggregating up to ₹ 2,52,58,00,000/- (Rupees Two Hundred Fifty Two Core and Fifty Eight Lakh Only) and upto 73,71,000 Fully Convertible Warrants ('Warrants') of face value of Rs. 10/- each at an issue price of ₹ 200/- each, aggregating up to ₹ 1,47,42,00,000/- (Rupees One Hundred Forty Seven

Creore and Forty Two Lakh Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

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

Except for Mr. Sorabh Dhawan, CEO of the Company, none of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares/warrants 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 non-promoters is likely to be as follows:

Category	Pre Issue Shareholding Structure#		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***
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	2,10,00,000	73.05	-	2,10,00,000	50.75	-	2,10,00,000	37.50
(b) Bodies Corporate	-	-	-	-	-	-	60,00,000	10.71
Sub Total (A)(1)	2,10,00,000	73.05	-	2,10,00,000	50.75	-	2,70,00,000	48.21
(2) Foreign promoters	-	-	-	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	2,10,00,000	73.05	-	2,10,00,000	50.75	-	2,70,00,000	48.21
(B) Public Shareholding							-	-
B1) Institutional Investors	-	-	41,50,000	41,50,000	10.03	-	41,50,000	7.41
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors							-	-
Individuals	49,14,181	17.09	80,29,000	1,29,43,181	31.29	73,71,000	2,15,65,181	38.51
Body Corporate	2,56,073	0.89	3,50,000	6,06,073	1.46	-	6,06,073	1.08
Others (Including NRI)	25,78,746	8.97	1,00,000.	26,78,746	6.47	-	26,78,746	4.78
Total Public Shareholding B=B1+B2+B3	77,49,000	26.95	1,26,29,000	2,03,78,000	49.25	73,71,000	2,90,00,000	51.79

C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,87,49,000	100.00	1,26,29,000	4,13,78,000	100.00	73,71,000	5,60,00,000	100.00

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

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. ₹41,37,80,000 (Forty One Crore Thirty Seven Lakh and Eighty Thousand) divided into 4,13,78,000 (Four Crore Thirteen Lakh and Seventy Eight Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each. These percentages may vary depending upon any shares that may be tendered in the ongoing Open Offer.

(***) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹56,00,00,000 (Fifty Six Crore) divided into 5,60,00,000 (Five Crore and Sixty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

(#) This holding has been calculated without taking into consideration the warrants allotted under previous preferential issue.

(##) This holding has been mentioned taking into consideration all the warrants issued by the Company (i.e. 72,51,000 Warrants allotted in the previous preferential issue and 73,71,000 Warrants to be allotted in the current preferential issue.)

Notes:

(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. October 21, 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:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

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, the Company has made a preferential allotment of 2,37,38,800 Equity Shares at an issue price of ₹101/- each and 72,51,000 Fully Convertible Warrants ('Warrants') at an issue price of ₹ 101/- each to persons belonging to promoter & promoter group and non-promoter category. The details of persons to whom allotment has already been made during the year is as follows:

S. No.	Name of Allottee	Number of Securities allotted in	Type of Security allotted in earlier issue	Issue Price
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		earlier issue		
1.	Mr. Rahul Gupta	90,90,924	Equity Share	₹101/- each
2.	Mr. Rohan Gupta	90,90,923	Equity Share	
3.	M/s. Sudesh Business Venture Private Limited	60,00,000	Warrants	
4.	Mr. Deepak Kumar	1,00,000	Warrants	
5.	Mr. Anubhav Gupta	1,00,000	Warrants	
6.	Mr. Sahil Sikka	50,000	Warrants	
7.	Ms. Anjana Bansal	2,00,000	Warrants	
8.	M/s. Rohit Gupta HUF	2,00,000	Warrants	
9.	Mrs. Arwa Umesh	3,00,000	Equity Share	
10.	Mr. Kunal Khaneja	2,00,000	Equity Share	
11.	Ms. Sangeeta Pareekh	2,00,000	Equity Share	
12.	Mr. Saket Agarwal	2,50,000	Equity Share	
13.	Balaji Agencies	4,00,000	Equity Share	
14.	M/s. CSL Financial Services Private Limited	3,00,000	Warrants	
15.	Classic Enterprises	18,03,953	Equity Share	
16.	Mr. Nitin Agarwal	50,000	Equity Share	
17.	M/s. Dhoot Instruments Private Limited	1,00,000	Equity Share	
18.	Mr. Ashish Rameshchandra Kacholia	3,01,000	Equity Share	
19.	Mr. Mukul Mahavir Agrawal	6,00,000	Equity Share	
20.	Seven Hills Capital	1,00,000	Equity Share	
21.	Mr. Rikeen Pradip Dalal	3,01,000	Equity Share	
22.	Mr. Samit S Vartak	3,01,000	Equity Share	
23.	Ms. Uma Ghate	50,000	Equity Share	
24.	Mr. Chirag Karsandas Bathia	50,000	Equity Share	
25.	Mr. Naresh Bhatiani	1,00,000	Equity Share	
26.	M/s. Arun Venkatachalam (HUF)	1,00,000	Equity Share	
27.	Mr. Gaurav Sud	1,00,000	Equity Share	
28.	Ms. Veena Dudeja	1,00,000	Equity Share	
29.	Mr. Madhav Agarwal	1,00,000	Equity Share	
30.	Mr. Sachin Kasera	3,01,000	Warrants	
31.	Ms. Mini Tayal	50,000	Equity Share	

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.	Abhi Mukund Patel	Non- Promoter	Not Applicable, allottees being natural persons
2.	Abhishek Mahipal	Non- Promoter	
3.	Abu Mohammed Rahil	Non- Promoter	
4.	Ajay Gupta	Non- Promoter	
5.	Amit Kapoor	Non- Promoter	

6.	Anita Bista	Non- Promoter	
7.	Anita Goyal	Non- Promoter	
8.	Anita Jain	Non- Promoter	
9.	Ankur Singhal	Non- Promoter	
10.	Anubhav Gupta	Non- Promoter	
11.	Anuj Singhal	Non- Promoter	
12.	Arun Agarwal	Non- Promoter	
13.	Arvind Kishanlal Agrawal	Non- Promoter	
14.	Ashish Bansal	Non- Promoter	
15.	Ashok Kumar Gupta	Non- Promoter	
16.	Ayush Pawan Bansal	Non- Promoter	
17.	Ayushi Aggarwal	Non- Promoter	
18.	Babita Patodi	Non- Promoter	
19.	Bhanu Pratap Singh	Non- Promoter	
20.	Bharat C Shah	Non- Promoter	
21.	Bombetadka Dinesh Pai	Non- Promoter	
22.	Chakram Kumar Singh	Non- Promoter	
23.	Chirag Sharma	Non- Promoter	
24.	D Nikhil Kochar	Non- Promoter	
25.	Deepak Kumar	Non- Promoter	
26.	Dikshant Praveen Kumar Goyal	Non- Promoter	
27.	Dinesh Gupta	Non- Promoter	
28.	Divyansh Gupta	Non- Promoter	
29.	Gajendra Negi	Non- Promoter	
30.	Gurjeev Singh Anand	Non- Promoter	
31.	Harish Kumar Garg	Non- Promoter	
32.	Jay Vinod Goyal	Non- Promoter	
33.	Joseph Varghese	Non- Promoter	
34.	Kamlesh Bindal	Non- Promoter	
35.	Kanhaiya Lal Sharma	Non- Promoter	
36.	Kanwal Bajaj	Non- Promoter	
37.	Keshav Agarwal	Non- Promoter	
38.	Kitara India Growth Fund	Non- Promoter	Not Applicable
39.	Kitara PIIN 1103	Non- Promoter	Mr. Sachin Nithyanad Kamath and Mr. Ajitsinh Gokaldas Khimji
40.	Krishan Kumar Agarwal	Non- Promoter	Not Applicable, allottee being a natural person
41.	LRS D Securities Private Limited	Non- Promoter	Ms. Ritu Dua
42.	Manish Tayal	Non- Promoter	Not Applicable, allottee being a natural person
43.	Mansi Aggarwal	Non- Promoter	

44.	Mukul Mahavir Agarwal	Non- Promoter		
45.	Navin Steel Industries Private Limited	Non- Promoter	Mr. Sandeep Aggarwal	
46.	Neerajkumar Kamakhayaprasad Mahipal	Non- Promoter	Not Applicable, allottee being a natural person	
47.	Neetu Gupta	Non- Promoter		
48.	Neha Gupta	Non- Promoter		
49.	Nishant Manchanda	Non- Promoter		
50.	Pankaj Bhatia	Non- Promoter		
51.	Pankaj Kumar	Non- Promoter		
52.	Pankaj Mittal	Non- Promoter		
53.	Payal Jain	Non- Promoter		
54.	Pooja Agarwal	Non- Promoter		
55.	Raj Kumar	Non- Promoter		
56.	Rajat Mittal	Non- Promoter		
57.	Rajeev Kumar Mangal	Non- Promoter		
58.	Ram Niwas Saini	Non- Promoter		
59.	Ravi Hissaria	Non- Promoter		
60.	Ravi Mittal	Non- Promoter		
61.	Ravindra Kumar	Non- Promoter		
62.	Rekha Jogani	Non- Promoter		
63.	Rishav Mittal	Non- Promoter		
64.	Sachin Kasera	Non- Promoter		
65.	Saket Agarwal	Non- Promoter		
66.	Sameer Gupta	Non- Promoter		
67.	Sandeep Bajaj	Non- Promoter		
68.	Sanjay Garg HUF	Non- Promoter	Mr. Sanjay Garg	
69.	Sanjay Gupta	Non- Promoter	Not Applicable, allottee being a natural person	
70.	Sarthak Garg	Non- Promoter		
71.	Sarthak Gupta	Non- Promoter		
72.	Seema Agrawal	Non- Promoter		
73.	Shalini Jain	Non- Promoter		
74.	Sharma Surendra H	Non- Promoter		
75.	Shivkumar Niranjnlal Bansal	Non- Promoter		
76.	Siddharth Agarwal	Non- Promoter		
77.	Sixteenth Street Asian Gems Fund	Non- Promoter		Ms. Rashmi Kwatra
78.	Sonia Jyoti	Non- Promoter		Not Applicable, allottee being a natural person
79.	Sorabh Dhawan	Non- Promoter		
80.	Sahil Gupta	Non- Promoter		
81.	Sukumar Srinivas	Non- Promoter		

82.	Suraj Kumar	Non- Promoter
83.	Suraj Singla	Non- Promoter
84.	Suresh Kumar Purohit	Non- Promoter
85.	Surinder Kumar	Non- Promoter
86.	Vikash Gupta	Non- Promoter
87.	Vikram Bansal	Non- Promoter
88.	Vimla Devi Pugalia	Non- Promoter
89.	Vinay Gupta	Non- Promoter
90.	Vinod Goyal	Non- Promoter
91.	Vinod Khandelwal	Non- Promoter
92.	Vipul Champaklal Shah	Non- Promoter
93.	Vipul Chandulal Shah	Non- Promoter
94.	Vishal Agarwal	Non- Promoter
95.	Yoginder Atmaram Bansal	Non- Promoter

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#		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	%***
1.	Abhi Mukund Patel	0	0.00	50,000	50,000	0.12	0	50,000	0.09
2.	Abhishek Mahipal	999	0.00	1,00,000	1,00,999	0.24	0	1,00,999	0.18
3.	Abu Mohammed Rahil	0	0.00	15,000	15,000	0.04	0	15,000	0.03
4.	Ajay Gupta	0	0.00	1,50,000	1,50,000	0.36	0	1,50,000	0.27
5.	Amit Kapoor	0	0.00	0	0	0.00	30,000	30,000	0.05
6.	Anita Bista	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
7.	Anita Goyal	0	0.00	50,000	50,000	0.12	0	50,000	0.09
8.	Anita Jain	0	0.00	50,000	50,000	0.12	0	50,000	0.09
9.	Ankur Singhal	0	0.00	3,25,000	3,25,000	0.79	0	3,25,000	0.58
10.	Anubhav Gupta	0	0.00	0	0	0.00	1,50,000	2,50,000	0.45
11.	Anuj Singhal	0	0.00	3,25,000	3,25,000	0.79	0	3,25,000	0.58
12.	Arun Agarwal	0	0.00	0	0	0.00	1,50,000	1,50,000	0.27
13.	Arvind Kishanlal Agrawal	0	0.00	25,000	25,000	0.06	0	25,000	0.04
14.	Ashish Bansal	0	0.00	50,000	50,000	0.12	0	50,000	0.09

15.	Ashok Kumar Gupta	0	0.00	9,00,000	9,00,000	2.18	0	9,00,000	1.61
16.	Ayush Pawan Bansal	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
17.	Ayushi Aggarwal	0	0.00	50,000	50,000	0.12	0	50,000	0.09
18.	Babita Patodi	0	0.00	25,000	25,000	0.06	0	25,000	0.04
19.	Bhanu Pratap Singh	0	0.00	0	0	0.00	50,000	50,000	0.09
20.	Bharat C Shah	0	0.00	25,000	25,000	0.06	0	25,000	0.04
21.	Bombetadka Dinesh Pai	0	0.00	15,000	15,000	0.04	0	15,000	0.03
22.	Chakram Kumar Singh	0	0.00	0	0	0.00	41,000	41,000	0.07
23.	Chirag Sharma	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
24.	D Nikhil Kochar	0	0.00	15,000	15,000	0.04	0	15,000	0.03
25.	Deepak Kumar	15,000	0.05	0	15,000	0.04	1,50,000	2,65,000	0.47
26.	Dikshant Praveen Kumar Goyal	0	0.00	25,000	25,000	0.06	0	25,000	0.04
27.	Dinesh Gupta	0	0.00	1,60,000	1,60,000	0.39	0	1,60,000	0.29
28.	Divyansh Gupta	0	0.00	90,000	90,000	0.22	0	90,000	0.16
29.	Gajendra Negi	0	0.00	45,000	45,000	0.11	0	45,000	0.08
30.	Gurjeev Singh Anand	30	0.00	18,000	18,050	0.04	0	18,050	0.03
31.	Harish Kumar Garg	0	0.00	1,50,000	1,50,000	0.36	0	1,50,000	0.27
32.	Jay Vinod Goyal	0	0.00	60,000	60,000	0.15	0	60,000	0.11
33.	Joseph Varghese	0	0.00	50,000	50,000	0.12	0	50,000	0.09
34.	Kamlesh Bindal	1,500	0.01	1,00,000	1,00,000	0.24	0	1,01,500	0.18
35.	Kanhaiya Lal Sharma	0	0.00	1,35,000	1,35,000	0.33	0	1,35,000	0.24
36.	Kanwal Bajaj	0	0.00	40,000	40,000	0.10	0	40,000	0.07
37.	Keshav Agarwal	0	0.00	90,000	90,000	0.22	0	90,000	0.16
38.	Kitara India Growth Fund	0	0.00	4,00,000	4,00,000	0.97	0	4,00,000	0.71
39.	Kitara PIIN 1103	0	0.00	21,00,000	21,00,000	5.08	0	21,00,000	3.75
40.	Krishan Kumar Agarwal	0	0.00	25,000	25,000	0.06	0	25,000	0.04
41.	LRSD Securities Private Limited	17,478	0.06	3,00,000	3,17,478	0.77	0	3,17,478	0.57
42.	Manish Tayal	0	0.00	1,90,000	1,90,000	0.46	0	1,90,000	0.34
43.	Mansi Aggarwal	0	0.00	1,75,000	1,75,000	0.42	0	1,75,000	0.31
44.	Mukul Mahavir Agarwal	6,00,000	2.09	4,00,000	10,00,000	2.42	0	10,00,000	1.79
45.	Navin Steel Industries Private Limited	0	0.00	50,000	50,000	0.12	0	50,000	0.09
46.	Neerajkumar Kamakhayaprasad Mahipal	0	0.00	1,40,000	1,40,000	0.34	0	1,40,000	0.25
47.	Neetu Gupta	0	0.00	55,000	55,000	0.13	0	55,000	0.10
48.	Neha Gupta	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
49.	Nishant Manchanda	0	0.00	1,35,000	1,35,000	0.33	0	1,35,000	0.24
50.	Pankaj Bhatia	0	0.00	50,000	50,000	0.12	0	50,000	0.09
51.	Pankaj Kumar	0	0.00	45,000	45,000	0.11	0	45,000	0.08

52.	Pankaj Mittal	0	0.00	20,000	20,000	0.05	0	20,000	0.04
53.	Payal Jain	0	0.00	0	0	0.00	50,000	50,000	0.09
54.	Pooja Agarwal	0	0.00	2,00,000	2,00,000	0.48	0	2,00,000	0.36
55.	Raj Kumar	0	0.00	81,000	81,000	0.20	0	81,000	0.14
56.	Rajat Mittal	0	0.00	20,000	20,000	0.05	0	20,000	0.04
57.	Rajeev Kumar Mangal	0	0.00	80,000	80,000	0.19	0	80,000	0.14
58.	Ram Niwas Saini	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
59.	Ravi Hissaria	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
60.	Ravi Mittal	0	0.00	25,000	25,000	0.06	0	25,000	0.04
61.	Ravindra Kumar	0	0.00	0	0	0.00	25,000	25,000	0.04
62.	Rekha Jogani	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
63.	Rishav Mittal	0	0.00	1,50,000	1,50,000	0.36	0	1,50,000	0.27
64.	Sachin Kasera	0	0.00	0	0	0.00	3,50,000	6,51,000	1.16
65.	Saket Agarwal	2,50,000	0.87	0	2,50,000	0.60	2,50,000	5,00,000	0.89
66.	Sameer Gupta	0	0.00	0	0	0.00	15,00,000	15,00,000	2.68
67.	Sandeep Bajaj	0	0.00	3,50,000	3,50,000	0.85	0	3,50,000	0.63
68.	Sanjay Garg HUF	0	0.00	36,000	36,000	0.09	0	36,000	0.06
69.	Sanjay Gupta	0	0.00	2,00,000	2,00,000	0.48	0	2,00,000	0.36
70.	Sarthak Garg	0	0.00	25,000	25,000	0.06	0	25,000	0.04
71.	Sarthak Gupta	0	0.00	20,000	20,000	0.05	0	20,000	0.04
72.	Seema Agrawal	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
73.	Shalini Jain	0	0.00	64,000	64,000	0.15	0	64,000	0.11
74.	Sharma Surendra H	0	0.00	1,50,000	1,50,000	0.36	0	1,50,000	0.27
75.	Shivkumar Niranjallal Bansal	3,000	0.01	0	3,000	0.01	50,000	53,000	0.09
76.	Siddharth Agarwal	0	0.00	1,00,000	1,00,000	0.24	0	1,00,000	0.18
77.	Sixteenth Street Asian Gems Fund	0	0.00	16,50,000	16,50,000	3.99	0	16,50,000	2.95
78.	Sonia Jyoti	0	0.00	3,00,000	3,00,000	0.73	0	3,00,000	0.54
79.	Sorabh Dhawan	0	0.00	0	0	0.00	50,000	50,000	0.09
80.	Sahil Gupta	0	0.00	0	0	0.00	30,00,000	30,00,000	5.36
81.	Sukumar Srinivas	0	0.00	2,50,000	2,50,000	0.60	0	2,50,000	0.45
82.	Suraj Kumar	0	0.00	0	0	0.00	25,000	25,000	0.04
83.	Suraj Singla	0	0.00	60,000	60,000	0.15	0	60,000	0.11
84.	Suresh Kumar Purohit	0	0.00	35,000	35,000	0.08	0	35,000	0.06
85.	Surinder Kumar	0	0.00	35,000	35,000	0.08	0	35,000	0.06
86.	Vikash Gupta	30,000	0.10	1,50,000	1,80,000	0.44	0	1,80,000	0.32
87.	Vikram Bansal	0	0.00	2,10,000	2,10,000	0.51	0	2,10,000	0.38
88.	Vimla Devi Pugalia	0	0.00	27,000	27,000	0.07	0	27,000	0.05
89.	Vinay Gupta	0	0.00	0	0	0.00	15,00,000	15,00,000	2.68
90.	Vinod Goyal	0	0.00	2,00,000	2,00,000	0.48	0	2,00,000	0.36
91.	Vinod Khandelwal	0	0.00	25,000	25,000	0.06	0	25,000	0.04

92.	Vipul Champaklal Shah	0	0.00	35,000	35,000	0.08	0	35,000	0.06
93.	Vipul Chandulal Shah	1,000	0.00	18,000	19,000	0.05	0	19,000	0.03
94.	Vishal Agarwal	0	0.00	65,000	65,000	0.16	0	65,000	0.12
95.	Yoginder Atmaram Bansal	0	0.00	50,000	50,000	0.12	0	50,000	0.09

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

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. ₹41,37,80,000 (Forty One Crore Thirty Seven Lakh and Eighty Thousand) divided into 4,13,78,000 (Four Crore Thirteen Lakh and Seventy Eight Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each. These percentages may vary depending upon any shares that may be tendered in the ongoing Open Offer.

(***) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹56,00,00,000 (Fifty Six Crore) divided into 5,60,00,000 (Five Crore and Sixty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

(#) This holding has been calculated without taking into consideration the warrants allotted under previous preferential issue.

(##) This holding has been mentioned taking into consideration all the warrants issued by the Company (i.e. 72,51,000 Warrants allotted in the previous preferential issue and 73,71,000 Warrants to be allotted in the current preferential issue.)

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

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

IX. Lock-in Period:

- The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- 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 Friday, October 28, 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. Further, since the proposed allotment to a few of the allottees collectively 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 allottee 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 ₹191.55/- each.
- ii. The price determined through Valuation report dated October 27, 2022 of Mr. Ankush Garg, Independent Registered Valuer (Registration No.: IBBI/RV/02/2018/10010) i.e., ₹ 61.81/- 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/ Warrants to be allotted on preferential basis is ₹ 200/- (Rupees Two Hundred 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:

S. No.	Name of Allottee	Current Status	Post Status
1.	Abhi Mukund Patel	Non-Promoter	Non-Promoter
2.	Abhishek Mahipal	Non-Promoter	Non-Promoter
3.	Abu Mohammed Rahil	Non-Promoter	Non-Promoter
4.	Ajay Gupta	Non-Promoter	Non-Promoter
5.	Amit Kapoor	Non-Promoter	Non-Promoter
6.	Anita Bista	Non-Promoter	Non-Promoter
7.	Anita Goyal	Non-Promoter	Non-Promoter
8.	Anita Jain	Non-Promoter	Non-Promoter
9.	Ankur Singhal	Non-Promoter	Non-Promoter
10.	Anubhav Gupta	Non-Promoter	Non-Promoter
11.	Anuj Singhal	Non-Promoter	Non-Promoter
12.	Arun Agarwal	Non-Promoter	Non-Promoter
13.	Arvind Kishanlal Agrawal	Non-Promoter	Non-Promoter
14.	Ashish Bansal	Non-Promoter	Non-Promoter
15.	Ashok Kumar Gupta	Non-Promoter	Non-Promoter
16.	Ayush Pawan Bansal	Non-Promoter	Non-Promoter
17.	Ayushi Aggarwal	Non-Promoter	Non-Promoter
18.	Babita Patodi	Non-Promoter	Non-Promoter
19.	Bhanu Pratap Singh	Non-Promoter	Non-Promoter
20.	Bharat C Shah	Non-Promoter	Non-Promoter
21.	Bombetadka Dinesh Pai	Non-Promoter	Non-Promoter
22.	Chakram Kumar Singh	Non-Promoter	Non-Promoter
23.	Chirag Sharma	Non-Promoter	Non-Promoter
24.	D Nikhil Kochar	Non-Promoter	Non-Promoter
25.	Deepak Kumar	Non-Promoter	Non-Promoter
26.	Dikshant Praveen Kumar Goyal	Non-Promoter	Non-Promoter
27.	Dinesh Gupta	Non-Promoter	Non-Promoter
28.	Divyansh Gupta	Non-Promoter	Non-Promoter
29.	Gajendra Negi	Non-Promoter	Non-Promoter
30.	Gurjeev Singh Anand	Non-Promoter	Non-Promoter
31.	Harish Kumar Garg	Non-Promoter	Non-Promoter
32.	Jay Vinod Goyal	Non-Promoter	Non-Promoter
33.	Joseph Varghese	Non-Promoter	Non-Promoter
34.	Kamlesh Bindal	Non-Promoter	Non-Promoter
35.	Kanhaiya Lal Sharma	Non-Promoter	Non-Promoter
36.	Kanwal Bajaj	Non-Promoter	Non-Promoter
37.	Keshav Agarwal	Non-Promoter	Non-Promoter
38.	Kitara India Growth Fund	Non-Promoter	Non-Promoter
39.	Kitara PIIN 1103	Non-Promoter	Non-Promoter
40.	Krishan Kumar Agarwal	Non-Promoter	Non-Promoter
41.	LRSD Securities Private Limited	Non-Promoter	Non-Promoter
42.	Manish Tayal	Non-Promoter	Non-Promoter

43.	Mansi Aggarwal	Non-Promoter	Non-Promoter
44.	Mukul Mahavir Agarwal	Non-Promoter	Non-Promoter
45.	Navin Steel Industries Private Limited	Non-Promoter	Non-Promoter
46.	Neerajkumar Kamakhayaprasad Mahipal	Non-Promoter	Non-Promoter
47.	Neetu Gupta	Non-Promoter	Non-Promoter
48.	Neha Gupta	Non-Promoter	Non-Promoter
49.	Nishant Manchanda	Non-Promoter	Non-Promoter
50.	Pankaj Bhatia	Non-Promoter	Non-Promoter
51.	Pankaj Kumar	Non-Promoter	Non-Promoter
52.	Pankaj Mittal	Non-Promoter	Non-Promoter
53.	Payal Jain	Non-Promoter	Non-Promoter
54.	Pooja Agarwal	Non-Promoter	Non-Promoter
55.	Raj Kumar	Non-Promoter	Non-Promoter
56.	Rajat Mittal	Non-Promoter	Non-Promoter
57.	Rajeev Kumar Mangal	Non-Promoter	Non-Promoter
58.	Ram Niwas Saini	Non-Promoter	Non-Promoter
59.	Ravi Hissaria	Non-Promoter	Non-Promoter
60.	Ravi Mittal	Non-Promoter	Non-Promoter
61.	Ravindra Kumar	Non-Promoter	Non-Promoter
62.	Rekha Jogani	Non-Promoter	Non-Promoter
63.	Rishav Mittal	Non-Promoter	Non-Promoter
64.	Sachin Kasera	Non-Promoter	Non-Promoter
65.	Saket Agarwal	Non-Promoter	Non-Promoter
66.	Sameer Gupta	Non-Promoter	Non-Promoter
67.	Sandeep Bajaj	Non-Promoter	Non-Promoter
68.	Sanjay Garg HUF	Non-Promoter	Non-Promoter
69.	Sanjay Gupta	Non-Promoter	Non-Promoter
70.	Sarthak Garg	Non-Promoter	Non-Promoter
71.	Sarthak Gupta	Non-Promoter	Non-Promoter
72.	Seema Agrawal	Non-Promoter	Non-Promoter
73.	Shalini Jain	Non-Promoter	Non-Promoter
74.	Sharma Surendra H	Non-Promoter	Non-Promoter
75.	Shivkumar Niranjnlal Bansal	Non-Promoter	Non-Promoter
76.	Siddharth Agarwal	Non-Promoter	Non-Promoter
77.	Sixteenth Street Asian Gems Fund	Non-Promoter	Non-Promoter
78.	Sonia Jyoti	Non-Promoter	Non-Promoter
79.	Sorabh Dhawan	Non-Promoter	Non-Promoter
80.	Sahil Gupta	Non-Promoter	Non-Promoter
81.	Sukumar Srinivas	Non-Promoter	Non-Promoter
82.	Suraj Kumar	Non-Promoter	Non-Promoter
83.	Suraj Singla	Non-Promoter	Non-Promoter
84.	Suresh Kumar Purohit	Non-Promoter	Non-Promoter

85.	Surinder Kumar	Non-Promoter	Non-Promoter
86.	Vikash Gupta	Non-Promoter	Non-Promoter
87.	Vikram Bansal	Non-Promoter	Non-Promoter
88.	Vimla Devi Pugalia	Non-Promoter	Non-Promoter
89.	Vinay Gupta	Non-Promoter	Non-Promoter
90.	Vinod Goyal	Non-Promoter	Non-Promoter
91.	Vinod Khandelwal	Non-Promoter	Non-Promoter
92.	Vipul Champaklal Shah	Non-Promoter	Non-Promoter
93.	Vipul Chandulal Shah	Non-Promoter	Non-Promoter
94.	Vishal Agarwal	Non-Promoter	Non-Promoter
95.	Yoginder Atmaram Bansal	Non-Promoter	Non-Promoter

XIV. Practicing Company Secretary's Certificate:

The certificate from M/s. Anjali Yadav & Associates (Firm Registration. 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 except Shri Sorabh Dhawan, CEO is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 2 & 3 of this Notice.

The Board of Directors recommends the resolutions as set out in Item No. 2 & 3 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

ITEM NO. 4 & 5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance by means of loan and other facilities from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals or such other modes as may be permitted by Reserve Bank of India, as may be considered fit.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital its free reserves and securities premium account as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Hence it is proposed to increase the borrowings over and above the aggregate of paid up share capital, free reserves and securities premium account of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹3000 Crores (Rupees Three Thousand Crores).

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary to take the approval of members under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money upto ₹3000 Crores (Rupees Three Thousand Crores) and *inter alia*, authorise the Board to secure the same by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, as the case may be.

The Board recommends the Special Resolutions as per the accompanying Notice, for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution nos. 4 and 5 as set out in the Notice.

ITEM NO. 6:

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on October 18, 2022 approved the Moongipa Securities Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) to or for the benefit of such Employee as defined in the Scheme and explained in the explanatory statement.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations”**] and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Shares to Employees of the Company under an Employee Stock Options Scheme requires an approval of the existing Members by way of Special Resolution.

The Special Resolution set out at Item No. 6 is for seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBE&SE) Regulations are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as Moongipa Securities Limited Employees Stock Option Scheme – 2022.

The Purpose of the Scheme includes the following:

- a. To attract relevant talent into the Company to drive its growth plans.
- b. To motivate the Employees to contribute to the growth and profitability of the Company.
- c. To retain the Employees and reduce the attrition rate of the Company.
- d. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- e. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- f. To provide additional deferred rewards to Employees.

2. The total number of Stock Options to be offered and granted under the Scheme:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options convertible into equal number of Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Board of Directors (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Options that can be granted and the Equity Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme:

- (a) an Employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director

but does not include

- (a) an Employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) a Director who, either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

Vesting period shall commence from the grant date and shall be minimum of 1 (One) year from the grant date and a maximum of 5 (Five) years from the grant date, at the discretion of and in the manner prescribed by the Committee and set out in Grant Letter.

Vesting of Options can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

The actual Vesting will be subject to the continued employment of the Grantee and may further be linked with certain performance and other criteria, as determined by the Committee and mentioned in the Grant Letter.

5. Maximum period within which the Options shall be vested:

The maximum period within which the Options shall be vested is 5 (Five) years from the Date of Grant.

6. Exercise Price or Pricing Formula:

Under this Scheme, the Exercise Price will be the Market Price as defined in the Scheme.

For the above purpose the “Market price” means the latest available closing price on a Recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date (*means the date of the meeting of the Committee on which the Grant is made*).

7. Exercise period and process of Exercise:

After Vesting, Options can be Exercised either wholly or partly, within a maximum period of 1 (One) year from the date of last Vesting, through Cash Mechanism after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

The mode and manner of the exercise shall be communicated to the Grantees individually.

8. The Appraisal process for determining the eligibility of the Employees to the scheme:

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

- Longevity of Service: It will be determined on the basis of tenure of employment of an Employee in the Company.
- Performance of Employee: Employee's performance during the financial year in the Company on the basis of decided parameters.
- Performance of Company: Performance of the Company as per the standards set by the Committee / Board of Directors from time to time.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

9. The Maximum number of Options to be offered and issued per Employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into an equal number of Equity Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be Granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of the Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

Provided that if prevailing circumstances so warrant, the Company may change the mode of implementation of the Scheme subject to the condition that a fresh approval of the Shareholders by a special resolution is obtained prior to implementing such a change and that such a change is not prejudicial to the interests of the Grantees.

The Scheme shall be administered by the Nomination and Remuneration Committee which may delegate some or all of its power to any other sub-committee or persons for the proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Equity Shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for recognising expenditure of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options will not be subject to any lock-in period and can be freely sold by the Grantee.

19. Terms & conditions for buyback, if any, of specified securities:

The Committee will determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors recommends the resolutions as set out in **Item no. 6** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of the options that may be granted under the Scheme.

Moongipa Securities Limited Employees Stock Option Scheme – 2022 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

By order of the Board of Directors
For Moongipa Securities Limited

Place: Delhi
Date: October 28, 2022

Sachin Kumar
Company Secretary