

September 5, 2022

The General Manager
Department of Corporate Services
BSE Limited
25th Floor, P.J Towers,
Dalal Street, Mumbai – 400001

Scrip Code: 539199

Dear Sir/Madam,

Re: Notice of the 28th Annual General Meeting, intimation of record date and other matters

Pursuant to the provisions of Regulations 30, 34, 42, 44 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please take note of the following:

1. Please find enclosed herewith a copy of the Notice convening the 28th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 30th September, 2022, at 11:00 A.M. through Video conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the company is pleased to provide the Members, facility to exercise their right to vote at the 28th AGM by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The Company has fixed September 23, 2022 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically during September 27, 2022 (10:00 A.M.) to September 29, 2022 (5:00 P.M.), and also during AGM in respect of business to be transacted at the aforesaid AGM.

This is for your kind information and records.

Thanking you

Yours faithfully

For Moongipa Securities Limited

Sachin Kumar
Sachin Kumar
Company Secretary



Encl: a/a

C/c:

Central Depository Services (India) Ltd.

M/s. Skyline Financial Services Private Limited.

MOONGIPA SECURITIES LIMITED
CIN: L74899DL1994PLC057941

Regd. Office: 37, Hargobind Enclave, Vikas Marg, East Delhi, Delhi -110092
Tel.: 011-22373437, E-mail:moongipacs@gmail.com
Website: www.moongipa.net

N O T I C E of Annual General Meeting

NOTICE is hereby given that the **28th Annual General Meeting** of the Members of **Moongipa Securities Limited** will be held on **Friday, September 30, 2022 at 11:00 A.M (IST)** through Video Conferencing / Other Audio Visual Means (VC/OAVM), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2022

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Auditors' and the Board of Directors thereon.

2. APPOINTMENT OF SHRI SANJAY JAIN (DIN 00096938) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Shri Sanjay Jain (DIN 00096938), who is liable to retire by rotation and being eligible, offers himself for reappointment.

3. TO APPOINT M/S. AKGVG & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 018598N) AS THE STATUTORY AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 139 and section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. AKGVG & Associates, Chartered Accountants, (FRN: 018598N) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, in place of the retiring Statutory Auditors i.e., M/s. Rajesh K Sachdeva & Associates, Chartered Accountants (Firm's Registration No. 019200N), commencing from the conclusion of the 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2027 at a remuneration as mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. ANIL KUMAR BANSAL (DIN: 06752578) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Anil Kumar Bansal (DIN: 06752578), who was appointed as an Additional Director of the Company with effect from July 25, 2022, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Anil Kumar Bansal (DIN: 06752578), who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for

appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of three years w.e.f. July 25, 2022 be and is hereby approved.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

5. APPOINTMENT OF MR. RAHUL GUPTA (DIN: 07151792) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Rahul Gupta (DIN: 07151792), who was appointed as an Additional Director of the Company by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from 25th July, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Rahul Gupta for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with immediate effect.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

6. APPOINTMENT OF MR. ROHAN GUPTA (DIN: 08598622) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Rohan Gupta (DIN : 08598622), who was appointed as an Additional Director of the Company by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from 25th July, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Rohan Gupta for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with immediate effect.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

7. TO APPROVE THE APPOINTMENT OF MR. SAHIL SIKKA AS A MANAGER OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the appointment and remuneration of Mr. Sahil Sikka as a Manager of the Company designated as 'Chief Operating Officer', for a period of one year with effect from July 25, 2022, as approved by the Nomination & Remuneration Committee and the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein, be paid as minimum remuneration to the said Manager, for a period not exceeding one year in the aggregate subject to the requisite approvals under the said Act.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

8. APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT subject to the approval of the Central Government, Reserve Bank of India, Registrar of Companies, NCT of Delhi and Haryana under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from ‘Moongipa Securities Limited’ to ‘SG Finserv Limited’ or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name ‘Moongipa Securities Limited’ wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name ‘SG Finserv Limited’ or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

9. ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs and subject to necessary approval(s) if any, from the competent authorities, consent of the shareholders by way of Special Resolution be and is hereby accorded to adopt a new set of Memorandum of Association in alignment with ‘Table A’ of the Act, copy of which is placed before the meeting, inter-alia containing the following alterations

- i. Following sub clauses (3), (4) and (5) shall be inserted after sub clause (2) of clause III (A) of the Memorandum of Association of Company:

“3. To carry on the business of finance, investment, deposits, lending or advancing of money by way of a loan, overdraft or on cash credit or other accounts or in any other manner whether without or on the security or movable or immovable properties, bills of exchange, hundies, promissory notes, bills of lading, railway receipts, debentures, share warrants and other instruments whether transferable or not

4. To lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.

5. To carry on and undertake the business of hire purchase and lease operations of all kinds, Purchasing, selling, hiring or letting on hire or financing deferred payments or to purchase or otherwise deal in all forms of immovable properties including lands, buildings, offices, factories, godowns, shops or real estates, all kinds of plant and machinery and equipment including instruments or apparatus, installations and fittings for domestic, industrial, commercial, trading, office or agricultural use, all kinds of vehicles whether moveable driven by motor, steam, oil, petrol, electricity or any mechanical means or power or other device and accessories of all vehicles, all types of furniture, fixtures and fittings including electronics products and all other things or whatsoever nature or description capable of being uses therewith or in the manufacture, maintenance and working thereof.”

- ii. The existing Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 30 hereby stands deleted and replaced by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the sub-clause no. 1 to 43 as set out in explanatory statement annexed to the notice convening this meeting.

iii. The existing Clause III C containing the "Other Objects" sub clause no. 1 to 34 also stands deleted in full.

RESOLVED FURTHER THAT the Directors of the Company and Company Secretary, be and is hereby severally authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 or any other authority as may be applicable, in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms and conditions in the new proposed clause as may be directed by the Registrar of Companies and to alter the same accordingly."

10. APPOINTMENT OF MS. ASHA ANIL AGARWAL (DIN: 09722160) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Ms. Asha Anil Agarwal (DIN: 09722160), who was appointed as an Additional Director of the Company with effect from September 2, 2022, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Ms. Agarwal, who has submitted a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of three years w.e.f. September 2, 2022 be and is hereby approved.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

**For and on behalf of the Board of Directors
Moongipa Securities Limited**

**Sd/-
(Sachin Kumar)
Company Secretary & Compliance Officer**

**Place: Delhi
Date: September 2, 2022**

Notes:

1. Pursuant to the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this AGM is to be convened through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC only.
2. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 28th AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.moongipa.net.
3. The deemed venue for the 28thAGM shall be the Registered Office of the Company.
4. **PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
5. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning special businesses set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors proposed to be appointed / re-appointed at the Annual General Meeting is annexed hereto.
6. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
8. **Dispatch of Annual Report and Notice of AGM through electronic mode:**
In accordance with, the above referred circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith, the Annual Report for 2021- 22 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s). However, a may request the hard copies of the same by writing to us at moongipacs@gmail.com.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
10. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to moongipacs@gmail.com.
11. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 28th AGM, Annual Report and login details for joining the 28th AGM through VC facility including e-voting, by providing Name, folio number/DPID&ClientID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company: moongipacs@gmail.com or to/RTA at: compliances@skylinerta.com.

12. The Notice of AGM and Annual Report for the financial year 2021-22, is available on the website of the Company at www.moongipa.net and also on the websites of the Stock Exchange: at www.bseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
13. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
15. Members may please note that SEBI vide its notification dated 24th January 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and has mandated that all requests for transfer, transmission and transposition of securities shall be processed only in dematerialised form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL.
16. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/ demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
17. SEBI has, vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited documents/ details in the aforesaid circulars are not available on or after 1st April 2023, shall be frozen by the Registrars and Transfer Agent of the Company. Members are requested to furnish the details in the prescribed form to the RTA of the Company i.e., compliances@skylinerta.com. The required forms for the same can be downloaded from the website of the Company and the website of RTA.

General Instructions for Remote e-voting and e-voting during Annual General Meeting

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and the subsequent Circulars issued on the subject (the MCA Circulars). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.moongipa.net. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on Tuesday, September 27, 2022 (10.00 A.M.) and ends on Thursday, September 29, 2022 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the cut off date may treat this notice for information purpose only.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. Vote once casted can't be changes subsequently.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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.</p> <p>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.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Moongipa Securities Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; jatinfcs@gmail.com and 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3(three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at moongipacs@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three)days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at moongipacs@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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/RTA email id.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- i) Shri Jatin Gupta, Practising Company Secretary (Membership No.: FCS 5651: COP No.: 5236) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii) The Scrutinizer shall after the conclusion of e-Voting at the 28thAGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, not later than two working days of conclusion of the 28th AGM, who shall then countersign and declare the result of the voting forthwith.
- iii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL at immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.

DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of Director	Shri Rahul Gupta	Shri Rohan Gupta	Shri Anil Kumar Bansal	Shri Sanjay Jain	Smt. Asha Anil Agarwal	Shri Sahil Sikka
Date of Birth	13/02/1994	28/01/1999	22/05/1953	02/12/1966	15/03/1961	18/05/1985
Director Identification Number (DIN)	07151792	08598622	06752578	00096938	09722160	NA
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	25/07/2022	25/07/2022	25/07/2022	18/03/1994	02/09/2022	25/07/2022
Nature of expertise in specific functional areas	Operation, Management, Marketing	Marketing and Branding	Banking, Corporate Affairs and Risk & Ratings.	Financial, Capital Legal & Administration	Taxation, Finance and General Management	Banking, Finance, Corporate Credit and Risk & Ratings.
Qualification	B.Com. (Hons.) and Executive Courses in the field of Management.	BBA	CAIIB, M.Sc. (Agriculture) and B.Sc. (Hons)	MBA Finance and Law graduate	Law graduate	B.Engg. and MBA
Shareholding in the Company directly or as beneficial owner for any other person	14,09,077 equity shares	14,09,076 equity shares	Nil	Nil	Nil	Nil
Terms and conditions of appointment/re-appointment	Appointment as a Non-Executive Director liable to retire by rotation	Appointment as a Non-Executive Director liable to retire by rotation	Appointment as Independent Director for a period of 3 years w.e.f. July 25, 2022	Re-appointment as Non-Executive Director liable to retire by rotation	Appointment as Independent Director for a period of 3 years w.e.f. September 2, 2022	Appointment as Manager for a period of 1 year w.e.f. July 25, 2022
Details of remuneration sought to be paid and	As a Non-Executive Director, he is entitled to	As a Non-Executive Director, he is entitled to	As an Independent Director, he is entitled to	As a Non-Executive Director, he is entitled to	As an Independent Director, she is entitled to	Provided in the Explanatory Statement to the Notice

remuneration last drawn	sitting fees for attending meetings of the Board/ Committee	sitting fees for attending meetings of the Board/ Committee	sitting fees for attending meetings of the Board/ Committee	sitting fees for attending meetings of the Board/ Committee	sitting fees for attending meetings of the Board/ Committee	
Directorships held in other listed	1.APL Apollo Tubes Limited 2.Apollo Tricoat Tubes Limited	Nil	1.APL Apollo Tubes Limited 2.Apollo Tricoat Tubes Limited	Moongipa Capital Finance Limited	Nil	Nil
*Membership / Chairmanship of Committee(s) of other Companies:	Member of Audit Committee of Apollo Tricoat Tubes Limited	Nil	Apollo Tricoat Tubes Limited - Chairman of Audit Committee and Member in Stakeholders Relationship Committee APL Apollo Tubes Limited - Chairman of Audit Committee and Stakeholders Relationship Committee	Moongipa Capital Finance Limited- Member in Audit Committee and Stakeholders Relationship Committee	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Brother of Shri Rohan Gupta	Brother of Shri Rahul Gupta	None	None	None	None
No. of meetings of the Board of Directors attended during the F.Y. 2021-22	Nil	Nil	Nil	7	Nil	NA
Listed entities from which the person has resigned in the past three years	None	None	None	None	None	None

*Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

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

Item No. 3

M/s. Rajesh K Sachdeva & Associates, Chartered Accountants (Firm's Registration No. 019200N) were appointed as the Statutory Auditors of the Company at 23rd Annual General Meeting held on 7th September, 2017 to hold office from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting to be held in the year 2022. M/s. Rajesh K Sachdeva & Associates have informed the Company about their inability to be re-appointed for the second consecutive term of 5 years. The Audit Committee and the Board of Directors at their respective meetings held on 10th August, 2022 considered and recommended appointment of M/s. AKGVG & Associates, Chartered Accountants, (FRN: 018598N) as the Statutory Auditors of the Company for their first term of five years from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in year 2027 in place of existing Auditors. It is proposed that the Board of Directors and audit committee be authorised to discuss and finalise the remuneration with the Auditors. Brief profile of M/s. AKGVG & Associates:

AKGVG & Associates was formed in the year 2002, with a vision to establish an organization which suffice as a single destination for all the professional requirements of its clients. Evolving over a period of 20 years, expanding with 7 offices in India (Delhi/NCR, Ahmedabad, Mumbai, Bengaluru, Chennai and Lucknow), AKGVG & Associates is a leading firm in professional services, with over 250 staff providing global service spectrum not limited to business setup advisory, transaction consultancy, taxation and regulatory services, audit and assurance, non-core business process assistance, forensic, IPO advisory, ESG, outsourcing, valuations and so on. Besides a well-structured team, they have an extended network of experts from various domains, which they draw upon from, in order to effectively meet the specific requirements of clients.

M/s. AKGVG & Associates have given their consent to the said appointment and has also confirmed that their appointment, if made, would be within the limits prescribed under section 139 and 141 of the Companies Act, 2013 and that they are not disqualified for appointment as audit firm of the Company.

The Board will ensure that the remuneration payable to the statutory auditors for FY 2022-23 would have no material difference from what was paid to M/s. Rajesh K Sachdeva & Associates for FY 2021-22.

The remuneration for the subsequent years of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors and the statutory auditors.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 except to the extent of their shareholding, if any. The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

Item No. 4

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee, had appointed Mr. Anil Kumar Bansal as an Additional Independent Director of the Company with effect from 25th July, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Bansal shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto three years. The Company has received notice under Section 160 of the Companies Act, 2013 from a Member signifying his intention to recommend Mr. Bansal's candidature as an Independent Director of the Company.

The Company has received from Mr. Anil Bansal, the requisite declarations and confirmations prescribed under Companies Act, applicable SEBI Regulations and RBI Guidelines for the purpose of appointment as a director. Further a declaration of independence as per Section 149 of Companies Act, 2013 has also been received. Further, Mr. Bansal fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.moongipa.net.

Mr. Anil Kumar Bansal is not debarred from holding office of a Director by virtue of any order of SEBI or any other such authority.

The profile and specific areas of expertise of Mr. Bansal is as follows:

He is a former executive director of the Indian Overseas Bank, Shri Anil Kumar Bansal, brings with him four decades of rich experience in the banking industry. His impressive knowledge of banking, the Indian economy, corporate affairs and risk and ratings are strongly backed by his rich professional experience. Currently, he is serving as the Director of APL Apollo Tubes Limited, Rockland Finstock Limited, IFCI Venture Capital Funds Limited, GVFL Trustee Co Pvt. Ltd and Apollo Tricoat Tubes Ltd. He is also the former director of Canara HSBC Oriental Bank of Commerce life Insurance Company Limited, CARE Ratings Limited and NABARD.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Bansal himself and his relatives is concerned or interested in the resolution for his appointment except to the extent of their shareholding, if any. The resolution set out in Item no. 4 of this Notice is accordingly recommended for the approval by the members as Special Resolution.

Item No. 5

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Rahul Gupta (DIN-07151792) as an Additional (Non-Executive) Director of the Company, liable to retire by rotation, effective from 25th July, 2022. Pursuant to Section 161 of the Companies Act, 2013, Mr. Rahul Gupta holds office as Director upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying his intention to propose Mr. Rahul Gupta for the office of Director at the forthcoming Annual General Meeting.

Mr. Rahul Gupta is not debarred from holding office of a Director by virtue of any order of SEBI or any other such authority.

The Company has received from Mr. Rahul Gupta, the requisite declarations and confirmations prescribed under Companies Act, applicable SEBI Regulations and RBI Guidelines for the purpose of appointment as a director. The profile and specific areas of expertise of Mr. Rahul Gupta is as follows:

He has completed B.Com. (Hons.) from Delhi University. He has also completed executive courses in the field of Management from reputed B-Schools like London School of Economics and Indian Institute of Management, Ahmedabad (IIMA). He is a promising entrepreneur with an experience of around 6 years in steel tubes manufacturing business and has handled operational management, marketing and institutional sales. He is the recipient of 'Young Achiever Award' for Organisation Building at Global HR Summit 2017.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Rahul Gupta himself, Mr. Rohan Gupta and their relatives are concerned or interested in the resolution for his appointment except to the extent of their shareholding, if any.

The resolution set out in Item no. 5 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 6

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Rohan Gupta (DIN-08598622) as an Additional (Non-Executive) Director of the Company, liable to retire by rotation, effective from 25th July, 2022. Pursuant to Section 161 of the Companies Act, 2013, Mr. Rohan Gupta holds office as Director upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying his intention to propose Mr. Rohan Gupta for the office of Director at the forthcoming Annual General Meeting.

The Company has received from Mr. Rohan Gupta, the requisite declarations and confirmations prescribed under Companies act, applicable SEBI Regulations and RBI Guidelines for the purpose of appointment as a director.

Mr. Rohan Gupta is not debarred from holding office of a Director by virtue of any order of SEBI or any other such authority.

The profile and specific areas of expertise of Mr. Rohan Gupta is as follows:

He is young and dynamic entrepreneur, aged 23 years and has done BBA. He is having around 2 years of experience in Marketing and Branding.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Rohan Gupta himself, Mr. Rahul Gupta and their relatives are concerned or interested in the resolution for his appointment except to the extent of their shareholding, if any.

The resolution set out in Item no. 6 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 7

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee appointed Mr. Sahil Sikka as Manager designated as "Chief Operating Officer" (COO), effective from 25th July, 2022. In the said meeting Mr. Sikka was also appointed as the Chief Financial officer (CFO) of the Company. As the Company does not have any other executive director or chief executive officer, he was appointed both as Manager in terms of Section 203 of Companies Act, 2013 (Designated as COO) and also as CFO of the Company in order to comply with the requirements of the said Section.

The Company had received from Mr. Sikka, the requisite declarations and confirmations prescribed under Companies Act, applicable SEBI Regulations and RBI Guidelines for the purpose of the said appointment.

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 25th July, 2022 have approved the terms of remuneration of Mr. Sahil Sikka as the Manager of the Company for a period of one year, commencing 25th July, 2022 as under:

A. Salary: Upto Rs.60 Lakhs p.a. inclusive of following Benefits, perquisites & Allowances:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Sahil Sikka.

Certain perquisites specifically excluded from computation of the ceiling on remuneration specified above under Schedule V, shall not be counted.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at actual cost.

The Board of Directors may, in its discretion pay to Mr. Sahil Sikka lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

Mr. Sahil Sikka shall work under the control and superintendence of the Board of Directors and shall exercise substantial powers of management and such other functions and powers, as may be delegated by the Board from time to time.

In the event of inadequacy or absence of profits under Sections 198 of the Companies Act in any financial year or years, the Manager shall be entitled to such remuneration as he may be then drawing, as specified above, as minimum remuneration and be also entitled to perquisites mentioned above.

Your Directors are of the view that the above remuneration is commensurate with the quantum and level of responsibilities of Mr. Sahil Sikka and that the same should be paid as minimum remuneration subject to approval of the shareholders, in terms of the first proviso to the Part A of Part II to Section II of the Schedule V to the Companies Act, 2013, in the event of inadequacy or absence of profits in any financial year during his tenure.

Accordingly, approval of members by way of the special resolution set out at item no. 7 is sought.

None of the Directors or KMP of the Company except Mr. Sahil Sikka, or his relatives is concerned or interested financially or otherwise in the Resolution at Item No.7 of the accompanying Notice except to the extent of their shareholding, if any.

Further the following information may also be taken note of with regard to the appointment/remuneration of Mr. Sahil Sikka,

A. General Information

1. Nature of Industry: Non-Banking Financial Company.
2. Date of commencement of commercial production: Not Applicable
3. Financial indicators: set out in detail in the financial statements which form part of the annual report being sent to the members.
4. Foreign investments or collaborations if any: No foreign collaboration and no direct foreign investment in the Company.

B. Information about the appointee:

1. Background details: Mr. Sahil Sikka has worked with leading Banks and Financial Institutions in various leadership roles with total experience of around 12 years spanning across Business and Credit in Corporate and Investment Banking. He has had stints with HDFC Bank, Kotak Mahindra Bank and Aditya Birla Finance (Structured Finance) wherein he was instrumental in setting up Structured Lending Team and Book for Aditya Birla Finance, North from scratch and was accorded Young Achiever of Aditya Birla Capital. Mr. Sikka is B.Engg., MBA – Dean's Honor Student and CFA, Level 2. He has won various awards and accolades in his illustrious career with Gold Award in HDFC Bank and Team Excellence award in Aditya Birla Finance. He is winner of National Talent Search Examination and Mathematics Olympiad.

2. Past Remuneration: Not Applicable

3. Recognition or Awards: Please refer the background details

4. Job profile and his suitability: Mr. Sahil Sikka has been appointed as Manager of the Company. He will be charge of overall control and supervision of the operations and activities of the Company subject to supervision of the Board of Directors.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in companies of comparable size in the NBFC sector and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on July 25, 2022. The profile of Mr. Sikka, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration with the remuneration packages paid to their similarly placed employees in other companies.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: He is not related with any managerial personnel or other director.

C. Other Information:

(1) Reasons of loss or inadequate profits: The Company is a Non-Banking Financial Company and makes investments in shares, Mutual Funds Units and Portfolio Management Schemes. Due to covid-19 and high inflation in stock market, lack of action on policy front, slowing growth and global financial turmoil it was a challenging environment for investments.

(2) Steps taken or proposed to be taken for improvement: The Company's operating and business control procedures have been framed in order that they ensure efficient use of resources. Further the Board of Directors has decided to change the object clause of the Company and to start new business activities such as to provide loans, invest money, business of finance, hire purchase, leasing etc., subject to applicable regulatory approvals.

(3) Expected increase in productivity and profits in measurable terms: This clause is not applicable as the Company is not a manufacturing company.

Item No. 8

Shri Rahul Gupta and Shri Rohan Gupta acquired majority shareholding from the erstwhile promoters in July 2022 and the change in control was effected pursuant to approval granted by RBI. It was decided by the Board of Directors of the Company (the Board) that the name of the Company be changed to SG Finserv Limited or such other names as may be approved by the Ministry of corporate affairs. The proposed name reflects the name of founder of the SG Group of companies, Late Shri Sudesh Kumar Gupta

who is the paternal grandfather of the new promoters of the Company – Shri Rahul Gupta and Shri Rohan Gupta. The new promoters are desirous of changing the name of the Company as proposed in view of the goodwill associated with it as well as the belief that it would bring prosperity to the Company.

The proposed change of name is a part of re-branding strategy of the Company. It does not signify any change in core business activities of the Company which is a registered NBFC and will continue to undertake NBFC activities. Hence the provisions of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable.

Consequent to the change in the name of the Company an alteration in the Clause I i.e., the Name Clause of the Memorandum of Association would be required and further, alterations in the rest of the Memorandum of Association and the Articles of Association of the Company would also be required, wherever the extant name of the Company appears.

Upon receipt of approval of the members, the Company shall make an application to the Registrar of Companies for approving the change in the name of the Company and issuing a fresh certificate of incorporation to the Company in the new name as aforesaid, upon receipt of which the Company shall make the required alterations in the Memorandum and Articles of Association of the Company so that the said documents reflect the new name as aforesaid, in place of the Moongipa Securities Limited, the current name of the Company.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company consequent alteration in the Memorandum of Association and Articles of Association by means of passing a Special Resolution. Further the same is also subject to prior approval/receipt of NOC from Reserve Bank of India and also of Central Government through Registrar of companies. The Company has already made an application to RBI seeking its no objection for the proposed change.

Therefore, the approval sought from the members is for change of name to 'SG Finserv Limited' or any other name as may be made available by the ROC.

None of the Directors and Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, in the said resolution except to the extent of their shareholding, if any.

The resolution set out in Item no. 8 of this Notice is accordingly recommended for the approval by the members as Special Resolution.

Item No. 9

The current Memorandum of Association of the Company is not in alignment with the provisions of the Companies Act, 2013. Therefore, the Board of Directors has approved adoption of new set of Memorandum of Association. Further the current Main Objects Clause of the company does not include a clause regarding lending activities which could be an inadvertent omission at the time of incorporation of the company even though the Company is a registered NBFC. In order to enable the company to undertake the NBFC activities as may be permitted by RBI, the Board of Directors in its meeting held on July 25, 2022 felt the need to adequately restructure the objects to include relevant clauses especially relating to lending business apart from investment activities. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. The Company does not intend to change its core business activity and will continue to undertake only NBFC activities.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by inserting sub clauses (3), (4) and (5) after sub clause (2) of clause III (A) of the Memorandum of Association of Company.

Following is the new Clause III(B) as per Companies Act 2013.

III. (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To acquire by purchase, exchange or otherwise any movable or immovable property any rights or privileges which the Company may deem necessary for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged, in the main business or transactions of the Company.
3. To import, buy, exchange, alter, improve, manipulate, all kinds of plants, machinery apparatus, tools, utensils, substances, materials and things, necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, offices, shops, stores, buildings, telephones all kinds of works, machinery, apparatus, and houses and conveniences necessary for carrying on the main business of the Company.
6. To acquire and take over the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firms, companies or undertakings, either existing or new, engaged in or carrying on or proposing to carry on main business of the Company to carry on and to pay for the same either in cash or shares.
7. To undertake or promote scientific research relating to the main business or class of main business of the Company.
8. To negotiate and enter into agreements and contracts with Indian or foreign individuals, companies, corporations and other organisations for financial or any other assistance for carrying out all or the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the company.
9. Subject to provision of the Companies Act, to amalgamate with any other company or companies having all or any of their object similar to the objects of the Company in any manner whether with or without the liquidation of the Company.
10. Subject to any law for the time in force, to guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorised to carry on any business or businesses which this company is authorised to carry on and to guarantee the payment of liabilities of any such persons, firms or companies.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevet, invention, processes, scientific or technical or other assistance, manufacturing processes, know-how and other information, designs patterns, copyrights, trade-mark licences, concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same or grant licences in respect thereof and to expend money experimenting upon, testing improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any Act of legislature, charter, privilege, concession, licence or authorisation of any Government, State or other Authority enabling the Company to carry any of its main objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interests of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, Authority, person or company any rights, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out and exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any country the main business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading warrants, debentures and other negotiable or transferable instruments or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business.
16. To lend money, either with or without security, and generally, to such persons and upon such terms and conditions as the Company may think fit and also to invest the moneys of the Company, not immediately required, in or upon such investments and in such manner as from time to time, may be determined, provided that the Company shall not carry on the business of the banking as defined in the Banking Regulation Act, 1949.
17. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company or any other person or Company as the case may be, provided that the company shall not carry on the business of banking within the meaning of the Banking Companies Act, 1949.
18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
20. To mortgage, exchange, grant licenses and other rights improve, manage, develop or dispose of undertaking, investments, properties, assets and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
21. To distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up subject to the provisions of the Companies Act, 2013.
22. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply, as the Company may, from time to time, think fit, any moneys received by way of premium on debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the Company of forfeited shares, subject to the provision of the Companies Act, 2013.

23. To employ agents or experts to investigate and examine into the conditions prospects, value, charter and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company proposes to acquire.
24. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interest therein from members or others.
25. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.
26. Subject to the provisions Act, to subscribe, contribute, gift or donate any money, rights or assets for any national, educational religious, charitable, scientific, public general or useful objects or to make gifts or donations of money or other assets to any institutions clubs, societies, associations, trust, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowance, bonuses or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or Officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may think fit.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has powers to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the Company may determine.
30. To pay out of the funds of the Company all costs, Charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of the incidental to the acquisition by the Company of any property or assets.
31. To send out to foreign countries, its Directors, employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connection or for promoting the interests of the Company and to pay all expenses incurred in this connection.
32. To compensate for loss of office any managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or other statute of rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction of the Company.
33. To agree to refer to arbitration any dispute, present or future, between the Company and any other company, firm, individual or other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of its main business which the Company authorised to carry on and to constitute agencies of the Company in India or in any other country whatsoever and to establish depots and agencies in different part of the world.
35. Subject to any law for the time being in force, or undertake or take part in the formation, supervision of the business or operations of any person, firm, body corporate, association or undertaking carrying on the main business of the Company.
36. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business, organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to compliance of different laws, rules and regulations.
37. To undertake guarantee and indemnity business and to act as trustees, executors attorneys, receivers, administrators, nominees and agents and to execute trust of all kinds and exercise all the powers of custodians and trustees.
38. To deal in foreign exchange and currencies and to convert currencies subject to approval of appropriate authorities.
39. To buy, sell, transfer, dispose of or deal in all types of shares, stocks, debentures, properties, bonds, certificates, securities including the Central Government or any State Government(s) or Local Authorities upon such terms and conditions as the Company may approve and that the Company shall not carry on any Banking business as defined under the Banking Regulation act, 1949.
40. To carry on the business as shares and stocks brokers and to buy, sell and deal in all kinds of shares, stocks, securities, bonds, debentures, units and other instruments.
41. To carry on the business of leasing and general finance in India and elsewhere through internet applications such as, mobile application, web based application etc.
42. To carry on the business of finance, hire purchase, leasing and investment Company.
43. To secure sound investments of foreign capital in Indian undertaking and enterprises and Indian Capital in foreign undertaking and enterprises.

In terms of the provisions of Section 13 of the Companies Act, 2013 read with the Company (Incorporation) Rules, 2014, an alteration in the Objects clause of a Company's memorandum of association, requires the prior approval of the members by means of a special resolution. The regulatory or statutory approvals, if any, shall be sought as applicable.

Accordingly, your directors recommend the resolution set out at Item No. 9 of the notice, for the approval of the shareholders by way of special resolution.

The draft of the revised Memorandum of Association reflecting the said change will be available for inspection by the members at the registered office of the company on all working days (from 11:00 A.M. to 4:00 P.M.) upto the date of closing of e-voting.

None of the directors or key managerial personnel of the Company or their relatives, are or may in any way be deemed to be concerned or interested financially or otherwise, in the resolution except to the extent of their shareholding, if any.

Item No. 10

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee, had appointed Ms. Asha Agarwal as an Additional (Non- Executive, Independent) Director of the Company for a term of 3 years with effect from 2nd September, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Agarwal shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has received notice under Section 160 of the Companies Act, 2013 from a Member signifying his intention to recommend her candidature as an Independent Director of the Company.

The Company has received from Ms. Asha Agarwal, the requisite declarations and confirmations prescribed under Companies Act, applicable SEBI Regulations and RBI Guidelines for the purpose of appointment as a director. Further a declaration of independence as per Section 149 of Companies Act, 2013 has also been received. Ms. Agarwal fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.moongipa.net. The profile and specific areas of expertise of Ms. Agarwal is as follows:

Ms. Asha Anil Agarwal is a former Principal Chief Commissioner of the Income Tax in the Indian Revenue Service, Ministry of Finance, Central Government India, Ms. Agarwal, brings with her around four decades of rich experience in the Indian Revenue Service. Her impressive knowledge of Taxation, Finance and General Management are strongly backed by her rich professional experience. Currently, she is not serving directorship in any other Company.

Mr. Asha Anil Agarwal is not debarred from holding office of a Director by virtue of any order of SEBI or any other such authority.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Ms. Asha Agarwal herself and her relatives is concerned or interested in the resolution for his appointment except to the extent of their shareholding, if any.

The resolution set out in Item no. 10 of this Notice is accordingly recommended for the approval by the members as Special Resolution.

**For and on behalf of the Board of Directors
Moongipa securities Limited**

**Place: Delhi
Date: September 2, 2022**

**Sd/-
(Sachin Kumar)
Company Secretary & Compliance Officer**