

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty-Fifth (25<sup>th</sup>) Annual General Meeting ("Meeting") of the member(s) of **MOONGIPA SECURITIES LIMITED** ("Company") will be held on Thursday, August 22, 2019 at 11.00 a.m. at Bhan Farm, Qutub Garh Road, Tatesar Village, Delhi - 110081 to transact the following business:-

**Ordinary Business:**

1. To receive, consider, and adopt Audited Financial Statements of the company for the Financial Year ended March 31, 2019 and the Report of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Ruchi Jain (DIN 07291623), who retires by rotation and, being eligible, offers himself for re-appointment.

**Special Business**

3. **Re-appointment of Mr. Ajay Prakash Narain (DIN 02655527) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Ajay Prakash Narain (DIN 02655527) whose current period of office is expiring of March 31, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. April 01, 2019 upto March 31, 2024."

4. **Re-appointment of Ms. Preeti Srivastava (DIN 07035595) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV of the Act and the

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Ms. Preeti Srivastava (DIN 07035595), Independent Non-Executive Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Listing Regulations, be and is hereby re-appointed as Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. March 28, 2020 upto March 27, 2025."

For Moongipa Securities Limited

Date : May 18, 2019  
Place : New Delhi

Sd/-  
(Sanjeev Jain)  
Company Secretary

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of special business to be transacted at the 25th AGM is annexed hereto.
2. Brief profile of Ms. Preeti Srivastava, Ms. Ruchi Jain & Mr. Ajay Prakash Narain is annexed herewith form part of the statement setting out material facts pursuant to Reg. 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.
3. **A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE ON POLL INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED IN ALL RESPECTS DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 18/14, W.E.A PUSA LANE, KAROL BAGH, NEW DELHI - 110005, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. **A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANOTHER PERSON OR SHAREHOLDER.**
5. Member(s)/Proxies/Authorized Representatives are re-requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
6. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.

7. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. The route map showing directions to reach the venue of the meeting is enclosed.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the meeting.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, August 19, 2019 to Thursday, August 22, 2019 (both days inclusive).
12. Any Member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
13. Notice of the Meeting and the Annual Report for FY 2018-19 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2018-19 are being sent in the permitted mode.
14. **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**
15. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website [www.moongipa.net](http://www.moongipa.net) for their download also on the website of the respective Stock Exchange at [www.bseindia.com](http://www.bseindia.com).
16. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
19. **The Company Whole-Heartedly Welcomes Members/Proxies at the Meeting of the Company. The Members/Proxies may please note that No Gifts/Gift Coupons will be distributed at the Meeting.**
20. **Owing to security concerns, at AGM venue it is not allowed to carry insider briefcase, bags, eatables and the like. Members are attending the AGM are requested to make their own arrangements for the safe keeping of their own belongings.**
21. **Voting through electronic means**
  - a. In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - b. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
  - c. Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.
  - d. The remote e-voting period commences on Monday, the August 19, 2019 (9:00 A.M.) and ends on Wednesday, August 21, 2019 (5:00 P.M.) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 16, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

e. **The process and manner for remote e-voting are as under:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders/Members
- (iii) 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. Members holding shares in Physical Form: Enter Folio Number registered with the Company.
  - d. Next enter the Image Verification as displayed and Click on "Login"
  - e. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any Company/entity, then your existing password is to be used. If you are a first time user follow the steps given below.

(iv) Fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent separately to you in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>● 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 as mentioned in instruction (iii).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, member(s) 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 also to be 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 Member(s) holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the relevant EVSN of Moongipa Securities Limited on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile phone.
- (xvi) (A) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- (B) They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (C) After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- (D) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (E) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding remote e-voting, you may refer Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 18002005533.

- (xviii) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Friday, August 16, 2019, may follow the same procedure as mentioned above for remote e-voting.
- (xix) The Company has appointed M/s. S. Aggarwal & Associates Practicing Company Secretary (C.P. No. 8989) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xx) The Chairperson shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- (xxi) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Act read with the relevant rules made thereunder. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
- (xxii) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson or any other director of the Company authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.moongipa.net and on the website of CDSL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges.
- (xxiii) The results shall also be displayed at the Registered Office and Corporate Office of the Company.
- (xxiv) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 25th Meeting of the Company scheduled to be held on Thursday, August 22, 2019.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 3**

Ms. Preeti Srivastava was appointed as an Independent Non-Executive Director of the Company by the members at the 21st AGM of the Company held on September 24, 2015 for a period of five consecutive years for a term up to March 27, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In terms of the Appointment and Remuneration Policy of the Company and on the basis of Performance evaluation of Ms. Preeti Srivastava the Board of Directors had re-appointed Ms. Preeti Srivastava as an Independent Director of the Company for second term with effect from March 28, 2020 upto March 27, 2025 not liable to retire by rotation.

The Company has received from (i) consent to act as Director, (ii) declaration that he is not disqualified from being appointed as a Director of the Company, and (iii) declaration of independence.

In the opinion of the Board, Ms. Preeti Srivastava possesses appropriate skills, experience & knowledge and fulfils the conditions for Re-appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board of Directors, considering the experience & expertise of Ms. Preeti Srivastava, recommend the resolution at item no. 3 of the Notice for approval of the members by passing special resolution.

Copy of Appointment Letter setting out terms and conditions of her appointment is available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") are provided in **Annexure-A** of the Notice.

Except Ms. Preeti Srivastava, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 3. The Board recommends the passing of the resolution as set out at item no. 3 as an Special Resolution.

**Item No. 4**

Mr. Ajay Prakash Narain was appointed as an Independent Non-Executive Director of the Company by the members at the 20th AGM of the Company held on September 04, 2014 for a period of five consecutive years for a term up to March 31, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In terms of the Appointment and Remuneration Policy of the Company and on the basis of Performance evaluation of Mr. Ajay Prakash Narain the Board of Directors had re-appointed Mr. Ajay Prakash Narain as an Independent Director of the Company for second term with effect from April 01, 2019 upto March 31, 2024 not liable to retire by rotation.

The Company has received from (i) consent to act as Director, (ii) declaration that he is not disqualified from being appointed as a Director of the Company, and (iii) declaration of independence.

In the opinion of the Board, Mr. Ajay Prakash Narain possesses appropriate skills, experience & knowledge and fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board of Directors, considering the experience & expertise of Mr. Ajay Prakash Narain, recommend the resolution at item no. 4 of the Notice for approval of the members by passing special resolution.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") are provided in **Annexure-A** of the Notice.

Except Mr. Ajay Prakash Narain, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 4. The Board recommends the passing of the resolution as set out at item no. 4 as an Special Resolution.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Reg. 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.**

**1. Ms. Ruchi Jain, Non-Executive Director**

Ms. Ruchi Jain, aged 44 years, is the Non-Executive Director of the Company. Ms. Jain is a graduate. She is having vast experience in the financial & administration sectors.

She has a rich experience in the Non-Banking Financial Company and Capital markets.

She is on the Board of the Company since October 14, 2015 and hold 159,200 equity share of the Company as on March 31, 2019. Her re-appointment shall be as per Company's Appointment and Remuneration Policy. During the Financial Year ended March 31, 2019, Ms. Ruchi Jain attended Six meetings of Board of Directors of the Company.

She did not receive any remuneration during FY 2018-19.

Ms. Ruchi Jain is related to Mr. Sanjay Jain, Chairperson and Wholetime Director of the Company, being his Sister. Except above, She is not related with any other Director or Key Managerial Personnel of the Company.

Directorship as on March 31, 2019:- Moongipa Securities Limited.

**2. Ms. Preeti Srivastava, Independent Director**

Ms. Preeti Srivastava, aged 36 years, is the Independent Director of the Company. Ms. Preeti Srivastava is a Graduate. She is having vast experience in the financial, legal & administration sectors.

She has extensive experience and specializes in Non-Banking Financial Sector

She has been appointed on the Board of the Company since December 08, 2014 and does not hold any equity share of the Company. Her re-appointment shall be as per Company's Appointment and Remuneration Policy. She did not receive any remuneration during FY 2018-19. During the Financial Year ended March 31, 2019, Ms. Preeti Srivastava attended six (6) meetings of Board of Directors of the Company.

Ms. Preeti Srivastava is not related to any Director or Key Managerial Personnel of the Company.

**Directorship :-** Moongipa Securities Limited, Moongipa Capital Finance Limited

Membership of Committees of Companies as on March 31, 2019:

S. No.	Name of the Company	Name of the Committee
1.	Moongipa Capital Finance Limited	Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee
2.	Moongipa Securities Limited	Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee

**3. Mr. Ajay Prakash Narain, Independent Director**

Mr. Ajay Prakash Narain, aged 36 years, is the Independent Director of the Company. Mr. Ajay Prakash Narain is a Graduate. He is having vast experience in the financial, legal & administration sectors.

He has extensive experience and specializes in Non- Banking Financial Sector

He has been appointed on the Board of the Company since December 08, 2014 and does not hold any equity share of the Company. Her re-appointment shall be as per Company's Appointment and Remuneration Policy. He did not receive any remuneration during FY 2018-19. During the Financial Year ended March 31, 2019, Mr. Ajay Prakash Narain attended six (6) meetings of Board of Directors of the Company.

Mr. Ajay Prakash Narain is not related to any Director or Key Managerial Personnel of the Company.

**Directorship :-** Moongipa Securities Limited

Membership of Committees of Companies as on March 31, 2019:

S. No.	Name of the Company	Name of the Committee
1.	Moongipa Securities Limited	Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee

For **Moongipa Securities Limited**

Date : May 18, 2019  
Place : New Delhi

Sd/-  
(Sanjeev Jain)  
Company Secretary