



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of **Moongipa Securities Limited** will be held on Thursday, November 05, 2020 at 02:00 P.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, 2020.**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Auditors' and the Board of Directors thereon.

2. **Appointment of Mr. Sanjay Jain as a Director liable to retire by rotation.**

To appoint a Director in place of Mr. Sanjay Jain (DIN: 00096938) who retires by rotation and, being eligible, seeks re-appointment and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 Mr. Sanjay Jain (DIN: 00096938), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**By Order of the Board of Directors
(Sanjeev Jain)
Company Secretary & Compliance Officer**

Place: Delhi

Date: June 27, 2020

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 and Circular No. 17/2020 dated 8th April 2020 and 13th April 2020 respectively (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and MCA Circulars mentioned above, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE

FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at moongipas@gmail.com to attend and vote at the AGM.

In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice of 26th AGM and the Annual Report 2019-20 will also be available on the Company's website www.moongipa.net, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. Shareholders are requested to follow the process as mentioned below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

Physical Holding: Member may send an e-mail request to the Company at moongipas@gmail.com or to its RTA - Skyline Financial Services Private Limited at compliances@skylinerta.com along with - 1) scanned copy of the signed request letter mentioning your Name, Folio Number, Share Certificate Number, complete address, email address and mobile number, and 2) scanned copy of self-attested PAN card.

Demat Holding: Members holding shares in dematerialized mode are requested to register/update their email addresses with their relevant Depository Participant.

In case of any queries/difficulties in registering the e-mail address, Members may write to moongipas@gmail.com or compliances@skylinerta.com.

The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 02nd November 2020 to Thursday, 05th November 2020 (both days inclusive).

All the documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which directors are interested under section 189 of the Companies Act, 2013. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to moongipas@gmail.com.

In case you have any query relating to the financial statements or any other matter to be placed at AGM you are requested to send the same to the Company Secretary at moongipas@gmail.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.



Cut-Off Date:

The cut-off date for the purpose of voting (including remote e-voting) is Friday, 30th October 2020. The voting rights of Members shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut-off date.

As per the requirement of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard 2 on General Meeting for appointment of the Director(s)/re-appointment of the retiring Director(s), a statement containing details of the concerned Director(s) is provided herewith.

Company's Equity Shares are compulsory traded in Demat Form and therefore, shareholders are requested to get their shares dematerialized by opening an account with a Depository Participant through "National Securities Depository Ltd" (NSDL) or "Central Depository Services (India) Limited" (CDSL).

Shareholders interested in giving nominations in respect of the shares held by them in physical form, can do so by submitting nomination forms (SH-13) with RTA of the Company (as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof). Nomination form can be obtained from the Company/RTA.

Members holding shares in physical form may write to the Company for any change in their address, bank mandates and all other matters. While Members holding shares in electronic form are requested to provide/intimate all changes with respect to their bank details, mandate, power of attorney or address for correspondence to their respective Depository Participant (DP). These changes will be automatically reflected in the Company's records through Electronic Connectivity with NSDL/CDSL.

The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.

The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members 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 Registrar and Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd.

In all correspondence with the Company, members are requested to quote their account/folio numbers and in case, the shares are held in the dematerialized form, they must quote their Client ID number and DP ID number.

As per the Green Initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail IDs by sending written requests to our RTA M/s Skyline Financial Services Pvt. Ltd. at compliances@skylinerta.com in respect of shares held in physical form and to the concerned Depository Participant in respect of shares held in demat form to enable the Company to serve them, documents/ all communications including Annual Report, Notices, Circulars etc. electronically.

The Board of Directors has appointed M/s S. Aggarwal & Associates Practicing Company secretary (C.P. No. 8989) as the Scrutinizers, for conducting the e-voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at AGM, will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company who shall countersign the Scrutinizer's Report and shall declare the result forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.

The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.moongipa.net) immediately after the result is declared and shall simultaneously be forwarded to the Exchanges where the Company's shares are listed.

Dispatch of Annual Report & Notice of AGM through electronic mode

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, which deals with convening of Extra-Ordinary General Meetings (EGM) issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, clarification on holding AGM through VC/OAVM physical attendance of the Members at the Annual General Meeting (AGM) venue is not required and AGM to 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.

Pursuant to the Circular No. 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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 for 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.

As per the Secretarial Standard 2 on General Meetings issued by ICSI, the quorum present throughout the meeting/AGM and therefore, the attendance of members attending the AGM through VC/OAVM and present throughout the AGM shall only be considered/counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



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 Circulars issued by the Ministry of Corporate Affairs dated 8th April 2020, 13th April 2020 and 5th May 2020 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 Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue e-voting on the date of the AGM will be provided by CDSL. The Company has engaged its RTA - Skyline Financial Services Private Limited for making necessary arrangements and conducting the AGM through VC/OAVM using their platform.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 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 Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April 2020 and MCA Circular No. 17/2020 dated 13th April 2020 and MCA Circular No. 20/2020 dated 5th May 2020.

Information and other instructions relating to Remote E-Voting and E-Voting during AGM are as under:

A. Remote E-Voting through Electronic Means (EVSN 201007007)

The voting period begins on Monday, November 02, 2020 from 9.00 A.M. and ends on Wednesday, November 04, 2020, 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 30th October 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i) The voting period begins on 02 November, 2020 at 9:00 A.M. and ends on 04 November, 2020 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 30th October 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on "Shareholders / Members" module.
- v) 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 should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 Bank 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 as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the 'Moongipa Securities Limited' (EVSN 201007007)
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) **Note for Non - Individual Shareholders and Custodians.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued
- in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz moongipas@gmail.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylvinerta.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.
- xxi) M/s S. Aggarwal & Associates, Practicing Company Secretaries (C.P. No. 8989) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxii) The Scrutinizer shall after the conclusion of e-Voting at the 26th AGM, 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, within 48 (forty eight) hours from the conclusion of the 26th AGM, who shall then countersign and declare the result of the voting forthwith.
- xxiii) 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, Mumbai.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**



A. **For Physical shareholders-** Send a request to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company, at compliances@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN card for registering their email address.

B. **For Demat shareholders-** Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Skyline Financial Services Private Limited (RTA) email id i.e. compliances@skylinerta.com or Please Contact your Depository Participant (DP) and register your email address as per the process advised by your DP.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 26th AGM THROUGH VC/OAVM ARE AS UNDER:

A. Shareholder will be provided with a facility to attend the 26th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

B. Shareholders are encouraged to join the 26th AGM through Laptops / IPads for better experience.

C. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

D. 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.

E. Shareholders who would like to express their views/ask questions during the 26th meeting may register themselves as a speaker by sending their request in advance **atleast 2 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. moongipas@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **atleast 2 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. moongipas@gmail.com the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com. These queries will be replied to by the company suitably by email.

F. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 26th AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 26th AGM ARE AS UNDER:-

A. The procedure for e-Voting on the 26th AGM is same as the instructions mentioned above for Remote e-voting.

B. Only those shareholders, who are present in the 26th 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 26th AGM.

C. Shareholders who have voted through Remote e-Voting will be eligible to attend the 26th AGM. However, they will not be eligible to vote at the 26th AGM.

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.

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. Mr. Sanjay Jain, Non-Executive Director

Mr. Sanjay Jain, aged 54 years, is the Non-Executive Director of the Company. Mr. Jain is a MBA Finance and Law graduate. He is having vast experience in the financial, Capital Legal & administration sectors.

He has a rich experience of over more than 30 years in the Non-Banking Financial Company and Capital markets.

He is on the Board of the Company since March 18, 1994 and hold 249,000 equity share of the Company as on March 31, 2020. His re-appointment shall be as per Company's Appointment and Remuneration Policy. During the Financial Year ended March 31, 2020, Mr. Sanjay Jain attended eight meetings of Board of Directors of the Company.

He did not receive any remuneration during FY 2019-20.

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

Directorship as on March 31, 2020:- Moongipa Securities Limited, Moongipa Capital Finance Limited

Membership of Committees of Companies as on March 31, 2020:

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

By Order of the Board of Director

Sd/-

(Sanjeev Jain)

Company Secretary & Compliance Officer

**Place: Delhi
Date: June 27, 2020**