

**ADDENDUM TO THE NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

This Addendum is being issued by Moongipa Capital Finance Limited (“the Company”) in continuation of Notice dated September 01, 2023 convening the 36<sup>th</sup> Annual General Meeting (“AGM”) of the members of the Company scheduled to be held on **Thursday, September 28, 2023 at 01:00 P.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The same is being issued regarding changes in the Notice convening 36<sup>th</sup> AGM and Explanatory Statement by replacing Item No. 3 dealing with the appointment of Statutory Auditor of the Company.

This Addendum is to be read in conjunction with the AGM Notice dated September 01, 2023 and Annual Report for 2022-23 as available on the website of the Company and BSE Limited, where the shares of the Company are listed. The Notice of the AGM was dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The members of the Company are requested to note the developments/ amendments with respect to and in connection with the AGM are as under:

**ORDINARY BUSINESS:**

**ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY FOR THE TERM OF 5 (FIVE) YEARS**

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

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Audit Committee and approval of Board of Directors of the Company, M/s Sunil K Gupta & Associates, Chartered Accountants (Firm Regn No. 002154N), be and is hereby appointed as the statutory auditor of the Company in place of M/s Saxena & Saxena, (Firm Regn. No. 006103N) Chartered Accountants, the retiring auditors, to hold office, on such terms and conditions including remuneration as detailed in explanatory statement.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to sign, execute and file such forms, returns, certificates, documents and other papers as may be necessary or expedient with the statutory auditor or Registrar of Companies and to do all such acts, deeds, things and other matters as may be necessary for the purpose of giving effect to the aforesaid resolution.”

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(CIN: L65993DL1987PLC028669)

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## EXPLANATORY STATEMENT

The Board of Directors of the Company at their meeting held on November 19, 2022 appointed M/s Saxena & Saxena, Chartered Accountants, (Firm Registration No. 006103N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rajesh K. Sachdeva & Associates, Chartered Accountants, FRN 019200N, which was ratified by the members of the Company via passing a resolution through postal ballot on January 19, 2023.

As per terms of their appointment, they are holding office of the auditors up to the conclusion of the 36<sup>th</sup> AGM and hence, the notice of the 36<sup>th</sup> AGM of the Company included a resolution to appoint M/s Saxena & Saxena, Chartered Accountants as the statutory Auditors of the Company for a term of 5 (five) years, to hold the office from the conclusion of 36<sup>th</sup> AGM to the conclusion of 41<sup>st</sup> AGM (i.e. with respect to the Financial Year commencing from April 01, 2023 to Financial Year completing on March 31, 2028).

However, upon the issuance of such notice, M/s Saxena & Saxena, Chartered Accountants informed the Company about their inability to be appointed as the Statutory Auditor of the Company at the ensuing AGM.

Attributable to the same and after considering the experience, skills, capability and expertise, upon the recommendation of Audit Committee, the Board of Directors of the Company at their meeting held on September 6, 2023 recommended the proposal to appoint M/s Sunil K Gupta & Associates, Chartered Accountants (Firm Regn No. 002154N) as Statutory Auditors of the Company in place of the retiring statutory auditors i.e., M/s Saxena & Saxena, (Firm Regn. No. 006103N) Chartered Accountants for a period of 5 (five) years, to hold office from the conclusion of the forthcoming 36<sup>th</sup> AGM until conclusion of the 41<sup>st</sup> AGM of the Company (i.e. with respect to the Financial Year commencing from April 01, 2023 to Financial Year completing on March 31, 2028), subject to necessary approvals, as may be applicable.

M/s Sunil K Gupta & Associates, Chartered Accountants have also confirmed that they meet the independence and eligibility criteria as required under applicable law rules and regulations.

Details required to be provided as per Regulation 36(5) in relation to the appointment of the Statutory Auditors is provided below:

<b>Particulars</b>	<b>Details</b>
<b>Proposed fees payable to the statutory auditor(s)</b>	Remuneration of Rs. 41,300/- including taxes and reimbursement of out of pocket expenses incurred to be paid to the Auditor to conduct the audit for each financial year.  The Board of Directors of the Company subject to the recommendation of Audit Committee may alter the fee structure of M/s Sunil K Gupta & Associates, and take other permitted services from them in compliance with the provisions of the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Terms of appointment</b>	As detailed in resolution

<b>Any material change in the fee payable to the new auditor from that paid to the outgoing auditor along with the rationale for such change</b>	There is no such material change.
<b>Brief Profile of the firm including skills and expertise</b>	M/s Sunil K Gupta & Associates, Chartered Accountants (Firm Regn No. 002154N) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”). The Firm is professionally managed firm since year 1980 and consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants.

M/s Sunil K Gupta & Associates, Chartered Accountants have also consented to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 and other applicable rules and regulations.

The Board of Directors recommends the passing of the Resolution contained in this Item no. 3 of the accompanying Notice as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this resolution for the approval of shareholders as Ordinary resolution.

For & On behalf of  
**Moongipa Capital Finance Limited**

Sd/-  
Sandeep Singh  
Company Secretary

**Place:** New Delhi  
**Date:** 06.09.2023