

Mangalam Engineering Projects Limited
CIN No.L174889DL1984PLC017356
Regd Office:101C, Kundan House, Ground Floor,
Harinagar Ashram, Mathura Road,
New Delhi-110 014

Phone No:011-2634-0298/4347/1308, 4306-5849, Fax No.011-2634-0324
www.mangalamengineering.com, E-mail: info@mangalamengineering.com

Notice

Notice is hereby given that the 2018-19th Annual General Meeting of the shareholders of the Mangalam Engineering Projects Limited will be held at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 on Wednesday, the 25th September, 2019 at 2.00 P M to transact the following business:-

Ordinary Business:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a director in place of Smt Madhu Rai (Holding DIN No.07146392) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Shri Rajendra Prasad Choudhary, a director of the Company and to pass following resolution:-

Resolved that Shri Rajendra Prasad Choudhary, (DIN No.00076698) who has been appointed as additional director of the Company under section 161 of the Companies Act, 2013 with effect from 11/06/2019 be and is hereby appointed a director of the company.

Special Business

4. To consider and if thought fit to pass the following resolution as a special resolution:
“Resolved that pursuant to section 149 and other applicable provisions of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof for the time being in force) and read with rules made there under and read with schedule IV of the Companies Act, 2013 and provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended Shri Rajendra Prasad Choudhary, (DIN No. 00076698) who was appointed as independent director in the meeting of Board of Directors of the Company with effect from 11/06/2019 for a term of five consecutive years subject to approval of the shareholders of the Company be and is hereby appointed as Independent Director of the Company for a term of five consecutive years from 11/06/2019 to 10/06/2024 and who shall not be liable to retirement by rotation.”

By Order of the Board
Nawal Khandelwal
Director

Place: Kolkata

Date: 11th June, 2019.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person

holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person can not act a proxy for any person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, if any, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 19/09/2019 to 25/09/2019 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata – 700 001, as its Registrar and Transfer Agents (RTA) for both physical and demat segment of equity shares. Members are requested to send all their correspondence at the above address of RTA. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and info@mangalamengineering.com.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
6. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
9. Shareholders of the Company are requested to please get their shares dematerialized for security and other beneficial reasons.
10. Details under SEBI (LODR), 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode..
12. In future, Electronic copy of the Notice of the General Meetings of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to all the members whose email IDs are registered with

the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.mangalamengineering.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
14. Documents referred to in the accompanying Notice and the Explanatory Statement, if any shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the Annual General Meeting of the Company.
15. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Attorney letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at info@mangalamengineering.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24/09/2019 without which the vote shall not be treated as valid.
16. The Company has connectivity with both NSDL and CDSL under **ISIN No INE630M01011**.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility of "remote (e-voting from a place other than the venue at AGM) to exercise their right to vote by electronic means. The business will be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL)

The facility for physical voting through Polling paper shall also be made available at the venue of the AGM. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be able to cast their vote again at the AGM.

The Company has appointed Shri Pravin Kumar Drolia, Practising Company Secretary (Certificate of Practice No. 1362) as the Scrutinizer to scrutinize remote e-voting and for conducting the voting process at the AGM in a fair and transparent manner..

The instructions for shareholders voting electronically are as under :

- (i) The remote E-voting period begins on 22/09/2019 at 9.00 A.M. and ends on 24/09/2019 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 18/09/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 24/09/2019.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com..
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name and the eight digit sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If both 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.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Mangalam Engineering Projects Limited” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the log in password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF,NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (xx) 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. In case you have any queries or issues regarding e-voting, 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.
- II. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Attorney letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at info@mangalamengineering.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24/09/2019 up to 5.00 P.M. without which the vote shall not be treated as valid.
- III. Shri Pravin Kumar Drolia, Practising Company Secretary (Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least 2 (two) witnesses not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
- IV. The results shall be declared by any director on 27/09/2019 before 2.00 P M and communicated to Metropolitan Stock Exchange of India Limited. and put on the website of CDSL helpdesk.evoting@cdslindia.com and on the website of the Company stated above.

By Order of the Board
Nawal Khandelwal
Director
DIN No. 00076629

Place: Kolkata
Date: 11th June , 2019

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Relating to item No. 4

Shri Rajendra Prasad Choudhary, upon recommendation of the Nomination and remuneration Committee of the Company was appointed as additional director in the capacity of Independent Non-executive Director of the company on 11/06/2019 subject to approval of shareholders.

Shri Rajendra Prasad Choudhary, is B. Com and has more than 30 years of experience in the finance and administration.

It is proposed to appoint him as Independent Director of the Company for a term of five consecutive years with effect from 11/06/2019 to 10/06/2024.

Your directors recommend his appointment.

None of the Directors, KMPs and their relatives are concerned or interested financially or otherwise in this resolution except the appointee and his relative.

Information required to be furnished under SEBI(LODR), Regulations, 2015 in respect of the Appointment/Re-appointment of the Directors

Name of the Director	Smt Madhu Rai	Shri Rajendra Prasad Choudhary
DIN No	07146392	00076698
Date of Birth	01/09/1974	09/02/1954
Date of Appointment	01/04/2015	11/06/2019
Qualification	B.Com	B. Com
Experience in specific functional areas	Computer, Railway Components and Finance	Finance and Administration
Directorship in other Companies	Nil	Coplama Products Private Limited Jalpaiguri Holdings Private Limited
Chairmanship Membership/ of Committees of Other Public Companies	Nil	NIL
Shareholding in the Company	Nil	Nil
Relationship with other directors	No	No

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www.mangalamengineering.com, **E-mail: info@mangalamengineering.com**

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

D.P.ID*		L.F.No.	
Client ID*		No. of Shares held	

I/ We hereby record my/our presence at the Annual General meeting of the Company being held on Wednesday, the 25th September, 2019 at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 at 2.00 P M

Signature of Shareholder(s)

1.
2.
3.

Signature of the Proxy holder

*Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L174889DL1984PLC017356

Name of the Company : Mangalam Engineering Projects Limited

Registered office : **101C, Kundan House, Ground Floor,**
Harinagar Ashram, Mathura Road,
New Delhi-110 014

Name of the member(s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	
No of Shaes	

I/We, being the member(s) of the above named company, hereby appoint.

(1)
 Name.....Address.....

E-mail IDSignature or failing him.

(2)
 Name.....Address.....

E-mail IDSignature or failing him.

(3)

Name.....Address.....

E-mail IDSignature

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company, to be held on Wednesday, the 25th September, 2019 at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 at 2.00 P M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	ORDINARY BUSINESS			
1.	Ordinary Resolution to Consider and adopt Audited Balance Sheet as at 31 st March, 2019 and, Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for re-appointment of Smt Madhu Rai who retires by rotation.			
3	Ordinary Resolution for appointment of Shri Rajendra Prasad Choudhary as director of the Company			
4	Special Resolution for appointment of Shri Rajendra Prasad Choudhary as Independent Director of the Company for a term of five consecutive years from 11/06/2019 to 10/06/2024.			

Signed this day of 2019

Signature of Shareholder :

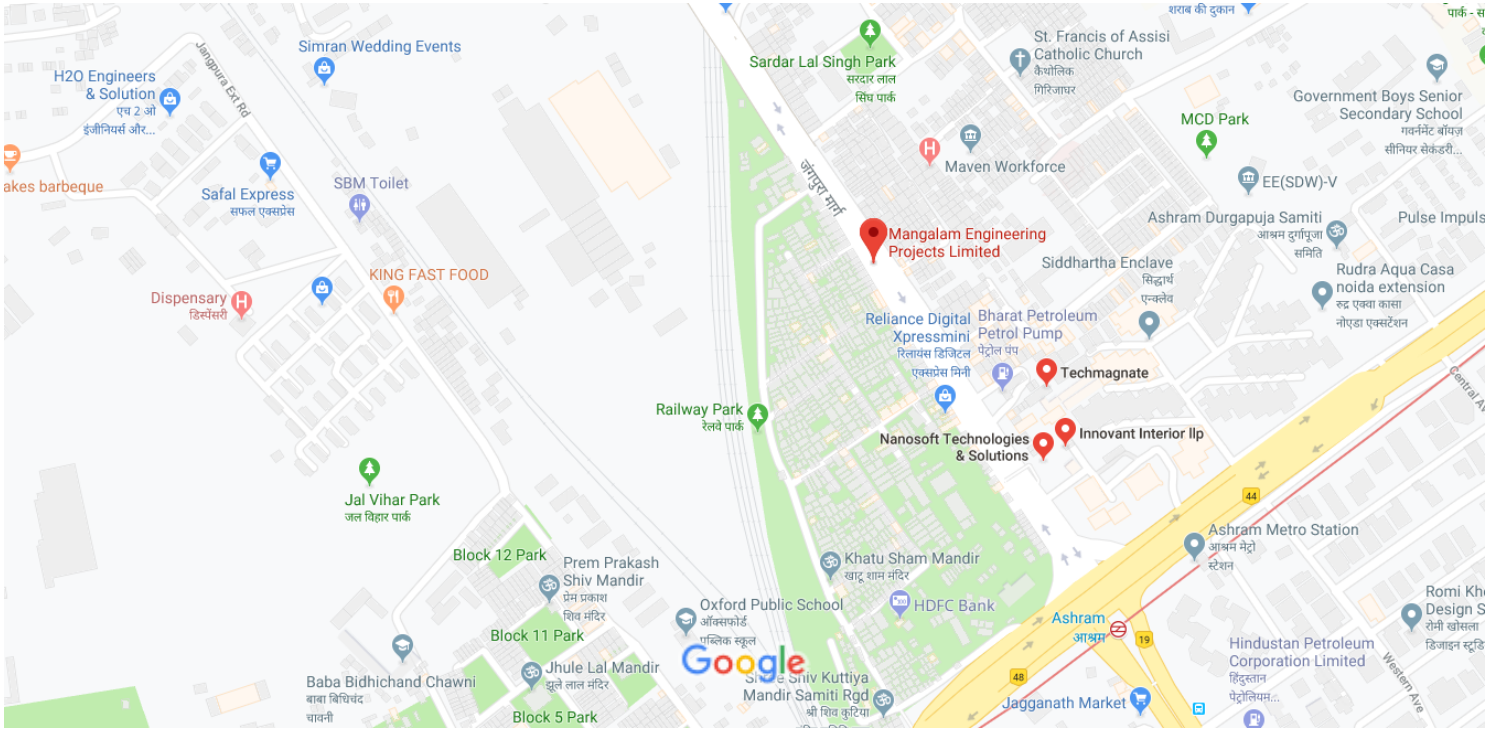
Signature of Proxy holder(s):

Note:

- 1. This form of proxy in order to be effective should be completed and deposit at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission

Affix
15 Paise
Revenue
Stamp

Google Maps Mangalam Engineering Projects Limited



Mangalam Engineering Projects Limited

Corporate office



Directions



Save



Nearby



Send to your phone



Share



101C, Ground Floor, Kundan House, Harinagar Ashram, Mathura Road, Hari Nagar Ashram, New Delhi, Delhi 110014



H7G4+4C Delhi