

Mangalam Engineering Projects Limited

Regd. Office :

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

CIN No. L74899DL1984PLC017356

Mail Id : info@mangalamengineering.com

Corp. Office :

16, Hare Street, 2nd Floor
Kolakta - 700 001

Phone : 033-2248 2391 / 92 / 93

Mail Id : info@contransys.com

Website : www.mangalamengineering.com

Date: 30/08/2018

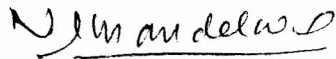
The Assistant General Manager
Department of Corporate Services
Metropolitan Stock exchange of India Limited
Vibgyor Tower, 4th Floor, Plot No.C-62,
Block- G, Bandra Kurla Complex,
Bandra (East), Mumbai-401 098

Re: Delisting of the company from Metropolitan Stock exchange of India Limited

We are sending herewith a copy of the postal ballot notice to the shareholders dated 21/08/2018 seeking approval of the public shareholders for the delisting of the equity shares of the company from your exchange by special resolution. The notice has been dispatched to the shareholders on 30/08/2018.

Thanking you,

Yours faithfully,
For Mangalam Engineering Projects Limited



Nawal Khandelwal
Director
Din No.00076629

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No.L174889DL1984PLC017356

Regd Office: 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014

City Office: 16, Hare Street, Kolkata-700 001, Phone No:033-22482391, , Fax No.033-22489382

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The Shareholders,

Notice is hereby given that the following special resolution is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("**Rules**") and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time..

The special resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution and a Postal Ballot Form/ e-voting instructions are appended hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution for physical voting.

Shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before 30.09.2018. upto 5.00 P M. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

E-voting Option:

Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed, M/s. B K Agrawal & Co., Practicing Chartered Accountants (Firm Registration No. 314202E) as the Scrutinizer for conducting the Postal Ballot and e-voting process. After completion of the scrutiny, he will submit his report to any Director of the Company. The results of the Postal Ballot will be declared by the Director on 02.10.2018 at 03:00 P.M. at the Registered Office/city office of the Company and will also be posted on the website of the Company. Further the results will be communicated to the MSEI where the equity shares of the Company are listed and will be published in the newspaper(s).

In the event the proposed resolution is approved by requisite majority of shareholders by means of Postal Ballots and e-voting, and also subject to that the vote cast by public shareholders in favor of the resolution is at least two times the number of vote cast by the public shareholders against the proposed resolution and the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

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Voluntary Delisting of Equity Shares of the Company from The Metropolitan Stock Exchange of India Limited i.e., the only Stock Exchange where the equity shares of the Company are listed:-

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

“**RESOLVED THAT** subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed, thereunder, the Listing Agreement with The Metropolitan Stock Exchange of India Limited(‘MSEI’), Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from MSEI.”

“**RESOLVED FURTHER THAT**the Board of Directors/a Committee of Directors/ persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from MSEI.”

**By Order of the Board
For Mangalam Engineering Projects Limited**

**Nawal Khandelwal
Director (DIN 00076629)**

Place: Kolkata
Date: 21.08.2018

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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed M/s. B K Agrawal & Co., Practicing Chartered Accountants (Firm Registration No. 314202E) as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. After completion of the scrutiny, he will submit his report to any other Director of the Company.
3. Shareholders are requested to make all correspondences pertaining to shares of the Company to the Compliance Officer of the Company i.e., Mr. Nawal Khandelwal, Director, Mangalam Engineering Projects Limited, 16, Hare Street, Kolkata-700 001 Tel No.: 033 -2248-2391, E-mail: nfo@mangalamengineering.com.
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited (CDSL) as mentioned below.
5. The Notice is being sent electronically by e-mail to those shareholders who have registered their e-mail addresses with the Company and by Courier or Registered Post to all the remaining shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 24.08.2018.
6. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 30.09.2018 at 5.00 PM
7. For any grievances connected with the voting by Postal Ballot including voting by electronic means contact the Compliance Officer of the Company, Mr. Nawal Khandelwal, Director, Mangalam Engineering Projects Limited, 16, Hare Street, Kolkata-700 001 Tel No.: 033 -2248-2391, E-mail: nfo@mangalamengineering.com.

8. 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, the Company is pleased to provide its members the facility of "remote e-voting 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 instructions for shareholders voting electronically are as under :

- (i) The remote E-voting period begins on 01/09/2018 at 9.00 A.M. and ends on 30/09/2018 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 24/08/2018 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 30/09/2018.
- (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.

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(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.

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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 30/09/2018 up to 5.00 P.M. without which the vote shall not be treated as valid.
- III. M/s. B K Agrawal & Co., Practicing Chartered Accountants (Firm Registration No. 314202E) 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 any Director of the Company.
- IV. The results shall be declared by any director on 02/10/2018 before 3.00 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.
- V. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/her vote by both postal ballot form and through e-voting. Then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.

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EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

The equity shares of **MANGALAM PROPERTIES LIMITED** ("MANGALAM") are presently listed only on The Metropolitan Stock Exchange of India Limited ("MSEI) only. The Promoters/ Promoter Group collectively owns 644750 equity shares of the company representing 52.63% of the subscribed and paid-up equity share capital of the company and 580250 equity shares held by public shareholders represent 47.37% of MANGALAM's subscribed and paid up equity share capital. Further, there has been no trading in the equity shares of MANGALAM in MSEI for the last Three years. In this respect, the Promoters/ Promoter Group have expressed their interest to the Board of Directors to make a voluntary delisting of the equity shares of the Company from the MSEI.

The objective of the Delisting Proposal as stated by the Promoters/ Promoter Group in the requisition letter is (i) to obtain full ownership of MANGALAM, which will provide the Promoters/ Promoter Group with increased operational flexibility to support MANGALAM's business and (ii) to provide an exit opportunity to the Public Shareholders.

In terms of regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time, the Delisting Proposal requires the approval of the public shareholders of MANGALAM by way of a special resolution passed through a postal ballot. Further, as per regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favor of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The shareholder's approval is being sought by passing a Special Resolution for Delisting of the Company's Equity Shares from the MSEI in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time.

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives are in any way, is concerned or interested financially or otherwise in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

**By Order of the Board
For Mangalam Engineering Projects Limited**

**Nawal Khandelwal
Director (DIN 00076629)**

Place: Kolkata
Date: 21.08.2018

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(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

1	Name of the Sole/ First Named Shareholder	:	
2	Registered address of the sole/ first named Shareholder	:	
3	Name of the Joint Holder(s) if any	:	
4	Registered Folio No. / DP ID & Client ID	:	
5	No. of shares held	:	

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed by means of Postal Ballot for the business set out in the Notice dated 21.08.2018 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Items	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, to consider the Delisting of the equity shares of the Company from the MSEI i.e., the only Stock Exchange where the equity shares of the Company are presently listed.			

Place:

Date:

Signature of the Shareholder**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	USER - ID (BO-ID or Folio No. as per Note No. 8- (iv) of the Notice)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN / As per Note No. 8- (vii) of the Notice)

Please refer to the e-voting instructions mentioned in the annexure attached.

The e-voting facility will be available during the the following voting period:

Commencement of e-voting: From <Tuesday, 01.09.2018 & 10.00 A.M.>

End of e-voting: Up to <Wednesday, 30.09.2018 & 5.00 P.M.>

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 30.09.2018.

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INSTRUCTIONS:

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.
2. Voting period commences on and from 01.09.2018 at 10.00 A.M. and ends on 30.09.2018 at 05.00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on 02.10.2018 at 04:00 P.M. at the Registered Office of the Company and shall also be published in the newspapers.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on 24.08.2018.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.