

Mangalam Engineering Projects Limited

**Annual Report
for the year ended 31st March, 2014**

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No. : L74899DL1984PLC017356

BOARD OF DIRECTORS

Nawal Khandelwal (DIN : 00076629)

Suresh Kumar Somani (DIN : 00076906)

Umesh Kumar Saraf (DIN : 00873639)

AUDITORS

Salarpuria & Partners

Chartered Accountants

REGISTERED OFFICE

101C, Kundan House, Ground Floor

Harinagar Ashram, Mathrua Road

New Delhi - 110 014

Phone : 011- 2634 0298/4347/1308, 4306 5891

Fax : 011-2634 0324

Website : www.mangalamengineering.com

E-mail : info@mangalamengineering.com

REGISTRAR & SHARE

TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, Kolkata - 700 001

Phone : 033-2243-5029/5809, 033-2248-2248

Fax : 033-2248-4787

E-mail : mdpl@cal.vsnl.net.in

mdpdc@yahoo.com

NOTICE

Notice is hereby given that the 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 Saturday the 27th September, 2014 at 11.00 A.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, 2014 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 Shri Nawal Khandelwal (Holding DIN No.00076629) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Special Business :

4. To consider and if thought fit to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to section 149 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Shri Suresh Kumar Somani (Holding DIN No. 00076906) Director of the Company, be and is hereby appointed as an Independent Director of the company for a term of five consecutive years from 1st October, 2014 to 30th September, 2019 and who shall not be liable to retirement by rotation.”

5. To consider and if thought fit to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to section 149 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Shri Umesh Kumar Saraf (Holding DIN No.00873639) Director of the Company, be and is hereby appointed as an Independent Director of the company for a term of five consecutive years from 1st October, 2014 to 30th September, 2019 and who shall not be liable to retirement by rotation.”

6. To consider and if thought fit to pass the following resolution as a special resolution :

“RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which money may be borrowed by the Board

of Directors shall not exceed the aggregate of the paid-up capital and free reserves of the Company by more than the sum of Rupees twenty five crores at any time.”

“Resolved further that the Board of the company be and is hereby authorized to do or cause to be done all such acts, deeds and other things as it may in its absolute discretion deem fit, proper and necessary or incidental thereto, for giving effect to the aforesaid resolution.”

7. To consider and if thought fit to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to mortgaging and/or charging all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertaking or the undertakings of the Company both present and future in favour of the lenders for securing any financial assistance obtained or as may be obtained time to time from any financial institutions, banks and Trustees for the holders of debentures/ bonds/other Instruments and all other lenders to extent of such amount as may be lent by them within the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 together with interest, penal, interest, costs, charges, expenses, liquidated damage and any other money payable by the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to

- (i) finalise with the lenders, agreements and other documents, if any, necessary for creating the mortgages, charges, hypothecations as aforesaid and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents and
- (ii) do all such acts, deeds and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the company.”

Place : Kolkata
Date : 27th May, 2014

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

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, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 25.09.2014 to 27.09.2014 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd 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: mdplc@yahoo.com and info@mangalamengineering.com 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.
5. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
6. 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.
7. 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.
8. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Electronic copy of the Annual Report for 2013-2014 is being 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 addresses, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode. Positive consent letter is attached to the Notice being sent to the members for giving consent to receive documents in electronic mode.

10. 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.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2013-2014 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.
12. Documents referred to in the accompanying Notice and the Explanatory Statement 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.
13. The Company has connectivity with both NSDL and CDSL under ISIN No 630M01011

e-Voting Procedure

In compliance with the provisions of Section 108 of the companies Act, 2013 read with rule 20 of the companies (Management and Administration) Rules 2014, the company is pleased to offer e-voting facility as an alternate mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the this notice of Annual General Meeting of the company.

The instructions for members for voting electronically are as under :

- (i) Log on to the e-voting website **www.evotingindia.com**
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**MANGLAM ENGINEERING PROJECTS LIMITED**" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For **CDSL** : 16 digits beneficiary ID, For **NSDL** : 8 Character DP ID followed by 8 Digits Client ID Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) 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. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in 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)	
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.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and FOLIO number in the PAN field. In case the FOLIO number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with FOLIO number 1 then enter RA00000001 in the PAN Field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < Mangalam Engineering Projects Limited > on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. 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.
- (xviii) The voting period begins on 20.09.2014 (10.00 A.M.) and ends on 22.09.2014 (6.00 P.M.). During this period Shareholders of the Company, holding shares wither in physical form or in dematerialized form, as of the cut-off dat of 16.08.2014, may cast vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have queries on issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16.08.2014.
- III. A copy of this notice has been placed on the website of the company and website of CDSL.
- IV. Smt Mamta Binani, Practicing Company Secretary (Certificate of Practice No. 2598) has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at two (2) witnesses not in the employment of the company and make a Scrutinizer's report of the votes cast in favour or against, if, any forthwith to the Chairman.
- VI. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.mangalamengineering.com and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to The Delhi Stock Exchange Limited.

PHYSICAL VOTING BY BALLOT FORM

1. In case of those members, who do not have access to e-voting facility, they can use the Ballot form sent herewith or can be downloaded from our website www.mangalamengineering.com and convey their assent/ dissent to each one of the items of business to be transacted at the ensuing AGM.
2. A Member desiring to exercise vote by Ballot form may complete this Ballot form and send it to the Scrutinizer in the enclosed postage pre-paid Self Addressed Business Reply Envelope. Envelopes containing assent/ dissent forms, if sent by courier at the expense of the Member will also be accepted.
3. The Scrutinizer's decision on the validity of an Ballot form will be final.
4. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through Ballot form subject to the form being found to be valid shall be treated as invalid.
5. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
6. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.mangalamengineering.com and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to The Delhi Stock Exchange Limited.

By Order of the Board

Nawal Khandelwal
Director

DIN No. 00076629

Place : Kolkata
Date : 27th May, 2014

ANNEXURE TO THE NOTICE

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

Relating to item No.4

Shri Suresh Kumar Somani (B.Com) is a Non- Executive Director of the Company. He is a stock broker and possesses the qualification and experience as prescribed in the Act and rules made there under.

Shri Suresh Kumar Somani, is proposed to be appointed as an Independent Director for a term of five consecutive years from 1st October, 2014 till 30th September, 2019.

Shri Suresh Kumar Somani in the Board meeting held on 27/05/2014 has given a declaration that he meets the criteria of independence as provided in section 149 of the Companies Act, 2013. The said appointment has been made subject to the approval of the Company in general meeting of the Company.

In the opinion of the Board Shri Suresh Kumar Somani, fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Copy of the draft letter for his appointment as an Independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday.

It is, therefore, in the Company's interest that it should continue to avail his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for the approval of the shareholders of the Company.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in this resolution financially or otherwise except the said appointee and his relative. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Relating to item No.5

Shri Umesh Kumar Saraf (B.Com) and Chartered Accountant is Non-Executive Director of the Company and thus possesses the qualification and experience as prescribed in the Act and rules made there under.

Shri Umesh Kumar Saraf, is proposed to be appointed as an Independent Director for a term of five consecutive years from 1st October, 2014 till 30th September, 2019.

In the opinion of the Board Shri Umesh Kumar Saraf, fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Copy of the draft letter for his appointment as an Independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday.

It is, therefore, in the Company's interest that it should continue to avail his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for the approval of the shareholders of the Company.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in this resolution financially or otherwise except the said appointee and his relative. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Relating to item No. 6 & 7

The Companies Act, 2013 vide section 180(1) (c) and section 180(1) (a) respectively requires the consent by special resolution.

Borrowing in excess of the capital and free reserves of the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) requires the approval of the members of the Company in the general meeting of the Company by special resolutions under section 180(1) (c). The maximum amount for which the borrowings can exceed the paid up capital and free reserves of the Company (apart from the temporary loans obtained from the Bankers of the Company in the ordinary course of business) has been fixed at Rupees twenty five Crores. and the resolution under section 180(1) (a) of the Companies Act, 2013 authorizes the Board for charging and/or mortgaging of the properties of the Company for all amounts lent by the lending institutions to extent of such amount as may be lent by them within the borrowing powers of the Company and your directors recommend the resolutions for approval of the members, the said resolutions by Special resolutions.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in this resolution financially or otherwise.

Place : Kolkata
Date : 27th May, 2014

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

DIRECTORS REPORT

TO THE SHAREHOLDERS

Your Directors are pleased to present their Annual Report along with the Audited Accounts of the Company for the year ended 31st March, 2014.

This report has been prepared on the basis of the legal requirements under the Companies Act, 1956. As per General Circular No.08/2014 issued by Ministry of Corporate Affairs (MCA) dated 04/04/2014, the provisions of the Companies Act, 2013 will become applicable for all disclosures required under the Act for the year 2014-15 and subsequent years.

FINANCIAL RESULTS	31.03.2014	31.03.2013
	₹	₹
Profit/(Loss) before Tax	1005295	(106025)
Less: Taxes	192000	-
Profit After Tax	813295	(106025)
Less: Transfer to RBI Reserve Fund	162659	-
Add: Balance brought forward from last year	(5100258)	(4994233)
Balance carried forward	(4449622)	(5100258)

DIVIDEND

Due to the accumulated losses, your directors do not recommend any dividend.

DIRECTORS

Shri Nawal Khandelwal retires by rotation and being eligible offers himself for re-appointment.

Shri Suresh Kumar Somani is proposed to be appointed as an Independent Director in the forthcoming Annual General Meeting for a term of five consecutive years with effect from 1st October, 2014.

Shri Umesh Kumar Saraf is also proposed to be appointed as an Independent Director in the forthcoming Annual General Meeting for a term of five consecutive years with effect from 1st October, 2014.

The Board recommends re-appointment of the retiring director and appointment of independent directors as proposed in the notice.

AUDITORS AND AUDITORS' REPORT

M/s. Salarpuria & Partners., Chartered Accountants, (Firm Registration Number: 302113E) Kolkata retire at the forthcoming Annual General Meeting of the Company and being eligible offers themselves for re-appointment.

The notes on the accounts appearing in the schedule referred to in the Auditors Report are self explanatory and therefore do not call for any further comments or explanations.

LISTING FEE

Your Company is listed on Delhi Stock Exchange and listing fees of the exchange for the year 2014-15 has been paid.

PUBLIC DEPOSITS AND SHARE CAPITAL

During the year, the Company has not raised any public deposits and share Capital and there is no outstanding debt/instrument eligible to be converted into equity of the Company.

SECRETARIAL COMPLIANCE CERTIFICATE

As prescribed under the Companies (Compliance Certificate) Rules, 2001, Compliance Certificate from a practicing Company Secretary has been obtained.

DIRECTORS RESPONSIBILITY STATEMENT

Yours Directors Confirm :

- i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii) That the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March, 2014 and the Profit of the Company for the year ended on that date;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual Accounts on a going concern basis.

ADDITIONAL INFORMATION

Additional information required under section 217 of the Companies Act, 1956 is not applicable to the Company as the Company is a NBFC Company.

None of the employee of the Company draws remuneration prescribed in Companies (Particulars of Employees) Rules, 1975.

In conformity with the provisions of clause 32 of the Listing Agreement the Cash Flow Statement of the year ended 31.03.2014 is annexed hereto.

ACKNOWLEDGEMENT

Your Directors record their appreciation for the assistance and co-operation extended to the Company by the Bankers and other authorities. Your Directors are also thankful to all the employees for their co-operation and devoted efforts.

Regd. Office :
101C, Kundan House, Harinagar Ashram
Mathura Road, New Delhi-110 014
Dated : 27th May, 2014

Nawal Khandelwal
(DIN No. 00076629)
Suresh Kumar Somani
(DIN No. 00076906)
Directors

CS SUCHI AGRAWAL

M/s B.K.Agrawal & Associates
29 B, Rabindra Sarani, Kolkata 700073
E-mail : bkacs@rediffmail.com. Phone: 40644114

COMPLIANCE CERTIFICATE

To

The Members

CIN : L74899DL1984PLC 017356

Mangalam Engineering Projects Limited

We have examined the registers, records, books and papers of Mangalam Engineering Projects Limited as required to be maintained under the Companies Act, 1956, (The Act) the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended March 31, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being a Public Company, requirements relating to a private company are not applicable.
4. The Board of Directors duly met eight times on 16.04.2013, 27.05.2013, 13.08.2013, 13.11.2013, 18.12.2013, 20.12.2013, 13.02.2014 and 10.03.2014 in respects of which meetings proper notices were given and the proceedings were properly recorded and signed. No circular resolution was passed during the year under scrutiny.
5. The Company closed its Register of Members and share transfer books from 24.09.2013 to 27.09.2013 and has complied with the provisions of the Act.
6. The annual general meeting for the financial year ended on 31.03.2013 was held on 27.09.2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company had no entry to make in the register maintained u/s 301 of the Act.
11. There has been no case during the year with the Company where any approval as specified under section 314 of the Act is applicable.
12. During the year under scrutiny, there had been no case of issue of any duplicate share certificate.
13. The Company :
 - a) has not allotted any share during the year.
 - b) has not transferred or transmitted any share during the year under review.
 - c) declared or paid any dividend during the year.
 - d) no unpaid / unclaimed dividend.
 - e) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of directors have been duly made. No appointment of any additional director or alternate director and director to fill casual vacancy was made during the year.
15. The Company did not appoint any managing or whole time Director or Manager during the year.

16. No sole selling agents were appointed by the Company during the year.
17. The Company did not require to obtain any approval of the Central Government, Company Law Board, Regional Director Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any share or other securities during the year.
20. The Company has not bought back any share during the financial year ended on 31.03.2014.
21. The Company did not have any preference shares or debentures.
22. The Company did not have any case where it required to keep in abeyance rights to dividend, rights or bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not accepted any deposit during the year under scrutiny.
24. The Company's borrowing during the year had been within the limits specified under section 293(1)(d) of the Act.
25. The Company has not made loans or investments or given guarantees or provided securities to other bodies corporate during the year.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to its share capital during the year under scrutiny.
30. The Company has not altered its articles of association during the year under scrutiny.
31. There has been no prosecution initiated against the Company for alleged offenses under the Act and also the fines and penalties or any other punishment imposed on the Company.
32. The Company has not received any money as security from its employees during the year.
33. The Company did not have any Provident Fund Scheme.

Place : Kolkata
Dated : 27.05.2014

CS Suchi Agrawal
Company Secretaries
C. P. No. 12062

Annexure : 'A'

Registers as maintained by the Company :

1. Register of members u/s 150.
2. Register of Directors u/s 303.
3. Register of Directors' shareholding u/s 307
4. Register of contracts u/s 301
5. Register of transfer of shares.

Annexure : 'B'

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31.03.2014.

A. With Registrar of Companies :

- 1) Balance Sheet as at 31.03.2013 in Form 23AC and 23ACA on 25.10.2013.
- 2) Annual Return dated 27.09.2013 in Form 20B on 15.11.2013.
- 3) Compliance Certificate for the year 2012-13 filed in Form 66 on 25.10.2013.

B. With others : Nil.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF **MANGALAM ENGINEERING PROJECTS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of Mangalam Engineering Projects Limited, which comprise the Balance Sheet as at 31st March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b. In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date, and
- c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
- 2) As required by Sec 227(3) Of the Act, we report that :
 - (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (vi) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

FOR SALARPURIA & PARTNERS
CHARTERED ACCOUNTANTS
Firm ICAI Reg. No.302113E

Sarvesh Kumar Singh
Partner

Membership No. 069367

Place : Kolkata
Date : 27th May 2014

ANNEXURE TO THE AUDITOR'S REPORT

1. a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the assets have been physically verified by the management during the year. There is a regular programme of verification which in our opinion is reasonable having regard to size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
c) There was no disposal of fixed assets during the year, which would affect the going concern of the company.
2. a) The stocks in trade consisting of shares have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
b) The procedures of physical verification of stocks in trade followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business
c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. As inform to us and on the basis of our examination of books of account the company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956 and as such Clauses (iii)(a) to (iii)(g) of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of Inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered to the extent of applicability.
b) As inform to us and on the basis of our examination of books of account, there were no transactions exceeding value of Rs.five lacs in respect of any party, and as such comment on Clause No.V(b) does not arise.
6. During the year, the company has not accepted deposits from public and as such compliance of provisions of section 58A and 58AA of the Companies Act,1956 and the companies (acceptance of deposits) Rules, 1975 does not arise.
7. In our opinion, the company has internal audit system commensurate with the size and nature of the business of the company.
8. This being an investment and finance Company provisions for maintenance of cost records u/s. 209(1)(d) of Companies Act, 1956 are not applicable
9. a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Investor Education and Protection Fund income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it. The Provident Fund Act and the Employees State Insurance are not applicable to the company. There is no amount outstanding as at 31.03.2014 for more than six months from the date they become payable.

- b) On the basis of our examination of the documents and records, the following disputed statutory dues on account of income tax which have not been deposited with the appropriate authorities are as under:

Nature of Dues	Asst. Year	Amount (₹)	Forum where dispute is pending
Income Tax	2011-2012	682,480.00	Commissioner of Income Tax (Appeals)

10. The company has accumulated losses and has not incurred cash losses during the financial year covered by our audit but has incurred cash loss in the immediately preceding financial year.
11. There is no amount due to financial institution or debenture holders. Hence default in repayment of dues does not arise.
12. According to the information and explanations given to us, the company has not granted loans or advances on the basis of security by way of pledge of shares, debentures, and other securities. However company has given unsecured loan free of Interest to a company.
13. The nature of the company's business/activities during the year have been such that clause No. (xiii) of the said order is not applicable to the company.
14. In our opinion and according to the information and explanation given to us, proper records have been maintained of the transactions and contracts relating to dealing/Trading in shares and other investments and timely entries have been made therein. The shares and other investments have been held by the company in its own name as confirmed by the company.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. There is no term loan taken by the company during the year, so question of application does not arise.
17. According to the records examined by us and the information and explanations given to us, funds raised on short term basis have not been used for Long Term investment.
18. As explain to us the company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. There were no debentures issued by the company and hence question of creating security or charge does not arise.
20. The company has not raised any money by public issue during the year and hence the question of disclosure and verification of end use of such money does not arise.
21. Based on information and explanations furnished by the management, which have been relied upon by us, there were no fraud on or by the company has been noticed or reported during the course of our audit.

FOR SALARPURIA & PARTNERS
CHARTERED ACCOUNTANTS
 Firm ICAI Reg. No.302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in ₹)

Particulars	Note No.	As at 31.03.2014	As at 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
Share Capital	1	12,250,000	12,250,000
Reserves and Surplus	2	8,928,011	8,114,716
		21,178,011	20,364,716
(2) Current Liabilities			
Short-term borrowings	3	-	251,246
Trade Payables	4	27,962	10,112
Other current liabilities	5	4,154	20,868
Short-term provisions	6	206,680	14,055
		238,796	296,281
		21,416,807	20,660,997
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets	7		
(i) Tangible Assets		114	114
Non-current investments	8	15,085,185	15,365,185
		15,085,299	15,365,299
(2) Current Assets			
Inventories	9	18,074	23,779
Trade Receivables	10	1,120,000	-
Cash and Bank Balance	11	133,927	83,405
Short-term loans and advances	12	4,709,507	4,765,514
Other Current Assets	13	350,000	423,000
		6,331,508	5,295,698
Total		21,416,807	20,660,997

Significant Accounting Policies and Notes to Accounts 19

The accompanying notes 1 to 19 are an integral part of the financial statements.

As per our separate report of even date attached hereto

For **SALARPURIA & PARTNERS**

Chartered Accountants

Firm ICAI Registration No. : 302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2014

For **Mangalam Engineering Projects Limited****Nawal Khandelwal**

DIN No. 00076629

Director

Suresh Kumar Somani

DIN No. 00076906

Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in ₹)

Particulars	Note No.	For the Year ended 31.03.2014	For the Year ended 31.03.2013
I. Revenue from operations	14	1,364,568	470,318
II. Other Income		—	—
III. Total Revenue (I + II)		1,364,568	470,318
IV. Expenses :			
Changes in inventories of Stock-in-Trade	15	5,705	192,137
Employees benefits expense	16	172,270	172,516
Finance costs	17	19,468	8,738
Other expenses	18	161,830	202,952
Total Expenses		359,273	576,343
V. Profit/ (Loss) before tax (III - IV)		1,005,295	(106,025)
VI. Tax expense :			
Current tax		192,000	—
Deferred tax		—	—
VII. Profit/(Loss) after tax (V - VI)		813,295	(106,025)
VIII. Earning per equity share : (Basic /Diluted)	19(vi)	0.66	(0.09)
Significant Accounting Policies and Notes to Accounts	19		

The accompanying notes 1 to 19 are an integral part of the financial statements.

As per our separate report of even date attached hereto

For **SALARPURIA & PARTNERS**

Chartered Accountants

Firm ICAI Registration No.: 302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2014

For **Mangalam Engineering Projects Limited**

Nawal Khandelwal

DIN No. 00076629

Director

Suresh Kumar Somani

DIN No. 00076906

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in ₹)

	For the year ended 31.03.2014	For the year ended 31.03.2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax and extra ordinary items	813,295	(106,025)
Operating profit before working capital changes	813,295	(106,025)
Movements In Working Capital :		
Increase/(Decrease) in Other Current Liabilities	(16,714)	5,524
Decrease/(Increase) in Inventories	5,705	192,137
Increase/(Decrease) in Short Term Borrowings	(251,246)	229,786
Increase/(Decrease) in Trade Payables	17,850	-
Increase/(Decrease) in Short Term Provisions	192,625	11,750
Decrease/(Increase) in Long- Term Loans and Advances	56,007	(46,500)
Decrease/(Increase) in Trade Receivable	(1,120,000)	-
Decrease/(Increase) in Other Current Assets	73,000	(314,361)
Net Cash from Operating Activities	(229,478)	(27,689)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Net Cash from Investing Activities	280,000	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	50,522	(27,689)
Cash and Cash Equivalents at the beginning of the year	83,405	106,094
Cash and cash Equivalents at the end of the year	133,927	83,405
Components of Cash & Cash Equivalents		
Balances with Banks		
- On Current Account	127,972	58,475
Cash on hand	5,955	19,930
Equity Allotment	-	5,000
	133,927	83,405

Note :

- Previous year's figures have been regrouped / rearranged wherever necessary.
- The above cash flow has been prepared under "Indirect Method" as prescribed under Accounting Standard 3 notified in Companies (Accounting Standards) Rules, 2006.

For SALARPURIA & PARTNERS

Chartered Accountants

Firm ICAI Registration No. : 302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2014

For Mangalam Engineering Projects Limited**Nawal Khandelwal**

DIN No. 00076629

Director

Suresh Kumar Somani

DIN No. 00076906

Director

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

NOTE 1 : SHARE CAPITAL

(in ₹)

Particulars	As at 31.03.2014	As at 31.03.2013
AUTHORISED SHARES CAPITAL		
Equity shares Capital		
1500000(1500000) shares of Rs. 10/- each	15,000,000	15,000,000
Total	15,000,000	15,000,000
Issued, Subscribed & Fully paid up:		
Equity shares		
1225000 (1225000) shares of Rs. 10 each fully paid up	12,250,000	12,250,000
Total	12,250,000	12,250,000

a. Reconciliation of shares outstanding at the beginning & at the end of the reporting period

	Nos.	As At 31.03.2014 (₹)	Nos.	As At 31.03.2013 (₹)
At the beginning of the year	1,225,000	12,250,000	1,225,000	12,250,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,225,000	12,250,000	1,225,000	12,250,000

- b. The Company has only one class of issued shares i.e. Equity Shares having par value of Rs.10/- per share. Each holder of Equity Share is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

c. Details Of Shareholders holding more than 5% Shares in the Company

	No. of Shares	% of holding	No. of Shares	% of holding
Equity Shares of Rs. 10 Each				
Contransys Pvt. Ltd.	300,950	24.57	300,950	24.57
Pradip Kumar Daga	135,000	11.02	135,000	11.02
Asha Devi Daga	92,400	7.54	92,400	7.54

- d. No Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.

Note 2 : RESERVE & SURPLUS

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Reserve Bank of India Reserve Fund		
Opening Balance	473,799	473,799
Addition during the year	162,659	
Deduction during the year	-	-
Closing Balance	636,458	473,799
Securities Premium Reserve	12,740,000	12,740,000
Investment Allowance Reserve	1,175	1,175
Surplus/(Deficit) in Statement of Profit and Loss.		
Balance as per last financial statement	(5,100,258)	(4,994,233)
Profit/(Loss) incurred during the year	813,295	(106,025)
Transfer to RBI Reserve Fund	(162,659)	-
Closing Balance	(4,449,622)	(5,100,258)
Total	8,928,011	8,114,716

Note 3 : SHORT TERM BORROWINGS

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Unsecured (Payable on demand)		
Jalpaiguri Holdings Pvt. Ltd.	-	251,246
Total	-	251,246

Note 4 : TRADE PAYABLES

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Sundry Creditors for Goods & Services	27,962	10,112
Total	27,962	10,112

Note 5 : OTHER CURRENT LIABILITIES

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Other Payables	2,504	17,422
Tax Deducted at Source	1,650	3,446
Total	4,154	20,868

Note 6 : SHORT TERM PROVISIONS

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Provision for Income Tax	193,705	1,705
Provision for Fringe Benefit Tax	600	600
Contingent Provisions against Standard Assets	12,375	11,750
Total	206,680	14,055

NOTE 7 : FIXED ASSETS

Description	GROSS BLOCK-COST OR VALUATION				DEPRECIATION				NET BLOCK	
	Total As at 01.04.2013 ₹	Addition/ adjustments During the year ₹	Deductions / adjustments During the year ₹	Total As At 31.03.2014 ₹	Total As at 01.04.2013 ₹	Provided During the year ₹	Deductions/ adjustments During the year ₹	Total As at 31.03.2014 ₹	As at 31.03.2014 ₹	As at 31.03.2013 ₹
TANGIBLE										
Machinery	6,270	-	-	6,270	6,181			6,181	89	89
Furniture & fixture	1,950	-	-	1,950	1,925			1,925	25	25
Total	8,220	-	-	8,220	8,106	-	-	8,106	114	114
Previous Year Figures	8,220	-	-	8,220	8,085	21	-	8,106		

Note 8 : NON CURRENT INVESTMENT

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Other Investments		
Investment in Equity Shares		
QUOTED SHARES		
878929 Equity shares of ₹ 10/- each of M/s. Deepak Spinners Limited	14,613,385	14,613,385
52500 Equity Shares of ₹ 10/- each of M/s. Long View Tea Company Limited	175,000	175,000
15000 Equity Shares of Rs. 10/- each of M/s. Pratibha Manufacturing company Limited	150,000	150,000
40000 Equity Shares of Rs. 10/- each of M/s. Gautam Resources Company Limited	146,800	146,800
80000 Equity Shares of ₹ 10/- of M/s. Continental Profiles Limited	-	280,000
Total	15,085,185	15,365,185
Aggregate Value of Quoted Investment		
Cost	15,085,185	15,365,185
Market Value	36,424,512	23,213,759

Mangalam Engineering Projects Limited

Note 9 : INVENTORIES

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Equity Shares(fully paid up)	-	
Quoted Shares		
50 Equity Shares of ₹ 10/- each of M/s. Unique Manufacturing & Marketing Ltd *	50	55
36 Equity Shares of ₹ 10/- each of M/s. Reliance Industries Limited	1,386	1,386
1 Equity Shares of ₹ 10/- each of M/s. Reliance Infrastructure Limited	144	144
18 Equity Shares of ₹ 10/- each of M/s. Reliance Communication Ltd	994	994
Unquoted Shares		
15500 (21200) Equity shares of ₹ 10/- each of M/s. Narsingh Holding Private Limited	15,500	21,200
Total	18,074	23,779

Closing stock is valued at cost or market price whichever is lower & Unquoted equity shares of M/s. Narsingh Holding Private Limited has been valued at Rs.1 per share due to negative break up value of nominal value of ₹ 10/- each.

* In absense of Market Price, value is taken at ₹ 1.00 per Share

Note 10 : TRADE RECEIVABLES

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Unsecured, Considered goods Outstanding for a period not exceeding six months		
Others (Sale of Shares)	1,120,000	-
Total	1,120,000	-

Note 11 : CASH & BANK BALANCES

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Balances With Banks		
In Current Account	127,972	58,475
Cash In Hand	5,955	19,930
Other Bank Balances		
Equity Allotment	-	5,000
Total	133,927	83,405

Note 12 : SHORT TERM LOANS & ADVANCES

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Unsecured, Considered good		
Loans (To Body Corporate)	4,600,000	4,700,000
Advance Income tax and Other taxes	98,557	64,564
Advance to Staff	10,950	950
Total	4,709,507	4,765,514

Note 13 : OTHER CURRENT ASSETS

	As At 31.03.2014 ₹	As At 31.03.2013 ₹
Interest Receivable	350,000	423,000
Total	350,000	423,000

Note 14 : REVENUE FROM OPERATIONS

	For the Year Ended 31.03.2014 ₹	For the Year Ended 31.03.2013 ₹
Interest	467,233	470,000
Sale of Shares	57,000	-
Long Term Capital Gain on Sale of Shares	840,000	
Dividend (On Short Term Investment)	335	318
Total	1,364,568	470,318

Note 15 : (INCREASE)/DECREASE IN INVENTORIES

	For the Year Ended 31.03.2014 ₹	For the Year Ended 31.03.2013 ₹
Inventories at the end of the year (Shares)	18,074	23,779
Inventories at the beginning of the year (Shares)	23,779	215,916
Total	5,705	192,137

Note 16 : EMPLOYEE BENEFITS EXPENSE

	For the Year Ended 31.03.2014 ₹	For the Year Ended 31.03.2013 ₹
Salary, wages, Bonus & other allowances	166,880	166,670
Staff Welfare Expenses	5,390	5,846
Total	172,270	172,516

Note 17 : FINANCE COST

	For the Year Ended 31.03.2014 ₹	For the Year Ended 31.03.2013 ₹
Interest to others	19,468	8,738
Total	19,468	8,738

Note 18 : OTHER EXPENSES

	For the Year Ended 31.03.2014 ₹	For the Year Ended 31.03.2013 ₹
Printing & Stationery	3,394	2,408
Advertisement	55,812	52,639
Rates & Taxes	2,203	7,300
Travelling & Conveyance	619	1,019
Auditors Remuneration		
- As Auditors	10,112	10,112
- For Others	8,988	6,926
Legal & Professional Charges	53,341	58,204
Bank Charges	150	3,070
Telephone & Postage	632	2,464
Filing Fees	1,000	3,031
Subscription & Listing fees	16,894	38,127
Balance written off	5,000	1,588
Contingent Provisions against Standard Assets	625	11,750
General Charges	3,060	4,314
Total	161,830	202,952

Note 19 : SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING POLICIES

i) Basis of Preparation :

These Financial Statements have been prepared to comply in all respects with the notified Accounting Standard by Companies (Accounting Standards) Rule 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The Financial Statement have been prepared under the historical cost convention on an accrual basis.

ii) Valuation of Stock-in-trade :

Stock-in-trade of shares are valued at cost or market price whichever is lower in case of quoted shares and at cost or NAV whichever is lower in case of unquoted shares.

iii) Valuation of Investment :

Long term investments are stated at cost. However, provision for diminution in value is made to recognize a decline other than temporary in value of the investments. Current investments are carried at cost or fair value, whichever is lower.

iv) Fixed Assets :

Fixed Assets are stated at cost less accumulated depreciation. Cost comprise the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

v) Depreciation :

Depreciation of Fixed Assets is provided using the "Written Down Value Method" in accordance with the rates and manner prescribed under Schedule XIV of the Companies Act, 1956.

vi) Taxation :

Provision for current tax is being made based on the liabilities computed in accordance with the relevant tax laws. Provision for deferred tax is being made for the timing difference arising between taxable income and accounting income computed at the rates of tax enacted or substantively enacted as on balance sheet date. Deferred tax assets are recognised only if there is a virtual certainty that they will be realised and are reviewed for appropriateness of their respective carrying values at each balance sheet date

vii) Employee Benefits :

Short term employees benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

viii) All income & expenditure are accounted by on accrual basis except dividend income which is accounted for on cash basis.

ix) Contingent Liability & Contingent Assets :

Provisions are recognized in respect of present obligations arising out of past events where there are reliable estimate of probable outflows of resources. Contingent Liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non occurrence of a future event. These are not provided for and are disclosed by way of notes on Accounts. Contingent Assets are not provided for or disclosed.

Note 19 : NOTES TO ACCOUNTS

- i) The payment of gratuity act and other long term employees benefit are not applicable to the company.
- ii) As the investment are held as long term investment of which diminution in value of quoted investments amounting to ₹ 133,500/- (₹ 133,500/-) has not been provided in the accounts.
- iii) Related party disclosure pursuant to Accounting Standard (AS) 18 List of related parties their relationship and transaction with them.

A) Key Management Personnel -

Name	Relationship
Nawal Khandelwal	Director
Suresh Kr. Somani	Director
U. K. Saraf	Director

There are no related parties transaction during the year.

- iv) As the company's activities falls within a single primary business segment i.e. NBFC Business so disclosures requirement of Accounting Standard 17 "Segmental Reporting" has not been considered.
- v) As a matter of prudence no deferred tax has been recognized in accounts in accordance with "Accounting Standard 22", as prescribed by Accounting Standard rule, 2006.
- vi) **Earning Per Share**

		2013-2014 ₹	2012-2013 ₹
a)	Profit/(Loss) after Tax	813,295	(106,025)
b)	Weighted Average No. of Equity Shares of ₹ 10/- Each	12,25,000	12,25,000
c)	Earning Per Share (Basic & Diluted) (a/b)	0.66	(0.09)
d)	Nominal value of Equity Share	10/-	10/-

- vii) There is no amount outstanding to be credited to Investor Education & Protection Fund as on 31.03.2014.
- viii) Contingent Liability not provided in respect of Income Tax ₹ 682,480/- for the Assessment Year 2011-2012 which have been pending before CIT Appeal.
- ix) None of the supplier are Micro Medium Enterprise under "Micro, Small and Medium Enterprises Development Act, 2006" hence disclosures relating to amount unpaid etc. are not applicable.
- x) Figures for the previous year have been regrouped, rearranged wherever necessary.

As per our separate report of even date attached hereto

For **SALARPURIA & PARTNERS**

Chartered Accountants

Firm ICAI Registration No. : 302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2014

For **Mangalam Engineering Projects Limited**

Nawal Khandelwal

DIN No. 00076629

Director

Suresh Kumar Somani

DIN No. 00076906

Director

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No.L74889DL1984PLC017356

Registered office : 101C, KUNDAN HOUSE, GROUND FLOOR,
HARINAGAR ASHRAM, MATHURA ROAD, NEW DELHI - 110 014

www.mangalamengineering.com, Email : info@mangalamengineering.com

Phone No. : (011) 2634 0298 / 4347 / 1308, 4306 5891, Fax No. : (011) 2634 0324

BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY THE 27TH SEPTEMBER, 2014 AT 11 A.M.

1. Name(s) Registered Address
of the sole / first named Member
2. Name(s) of the
Joint Holder(s), If any
3. i) Registered Folio No.
ii) DP ID No. & Client ID No.
[Applicable to Members
holding shares in dematerialized form]
4. Number of Share(s) held

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 27th May, 2014 by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below :

Reso- lution 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 31st March, 2014 and Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for re-appointment of Shri Nawal Khandelwal who retires by rotation.			
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Salapuria & Partners, Chartered Accountants as Auditors and fixing their remuneration.			
SPECIAL BUSINESS				
4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Suresh Kumar Somani as Independent Director.			
5.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Umesh Kumar Saraf as Independent Director.			
6.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 25 crores over and above the aggregate of the paid up share capital and free reserves of the Company.			
7.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.			

Place :

Date :

Signature of the Member
or
Authorised Representative**Note :**

- (I) If you wish to cast your vote by e-voting, there is no need to fill up and sign this form.
- (II) Last date for receipt of Ballot Form : 22.09.2014 (6.00 P.M.).
- (III) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 16.08.2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Ballot Form

1. A Member desiring to exercise vote by Ballot Form should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Mamta Binani, Practicing Company Secretary on or before the close of working hours i.e. 6.00 p.m. on 22.09.2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the shareholders (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by Corporate and Institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" OR dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Ballot form for every folio/Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the scrutinizer.
9. The Scrutinizer's decision on the validity of the Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No.L74889DL1984PLC017356

Registered office : 101C, KUNDAN HOUSE, GROUND FLOOR,
HARINAGAR ASHRAM, MATHURA ROAD, NEW DELHI-110 014

www.manglamengineering.com, **Email** : info@mangalamengineering.com

Phone No. : (011) 2634 0298 / 4347 / 1308, 4306 5891 **Fax No.** : (011) 2634 0324

ATTENDANCE SLIP

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

D. P. Id

Folio 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 Saturday, the 27th September, 2014 at 11.00 A.M. at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi -110 014.

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 : L74889DL1984PLC017356
 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	

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

- 1. Name Address.....
 Email Id Signature.....
 or failing him
- 2. Name..... Address.....
 Email Id..... Signature.....
 or failing him
- 3. Name..... Address.....
 Email Id..... Signature.....

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 Saturday, the 27th September, 2014 at 11.00 A.M at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolu- tion No.	Resolutions	Optional *	
		For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to Consider and adopt Audited Balance sheet as at 31st March, 2014 and Reports of the Board of Directors and Auditors.		
2.	Ordinary Resolution for re-appointment of Shri Nawal Khandelwal who retires by rotation.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Salarpuria & Partners, Chartered Accountants as Auditors and fixing their remuneration.		
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4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Suresh Kumar Somani as Independent Director.		
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7.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.		

Signed this.....day of2014

Signature of the shareholder

Signature of the Proxy Holder

Affix Revenue Stamp

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 (✓) 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.

BOOK POST
(PRINTED MATTER)

If undelivered, please return to :

MANGALAM ENGINEERING PROJECTS LIMITED
16, HARE STREET, KOLKATA - 700 001