

Mangalam Engineering Projects Limited

**Annual Report
for the year ended 31st March, 2015**

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No. : L74899DL1984PLC017356

BOARD OF DIRECTORS

Nawal Khandelwal (DIN : 00076629)

Suresh Kumar Somani (DIN : 00076906)

Umesh Kumar Saraf (DIN : 00873639)

Madhu Rai (DIN : 07146392)

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

mdpldc@yahoo.com

Mangalam Engineering Projects Limited

(CIN No. L74899DL1984PLC017356)

NOTICE

Notice is hereby given that the 01/2014-15th 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 Tuesday, the 29th September, 2015 at 2.00 P.M. to transact the following business :

Ordinary Business :

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 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 a special resolution :

“Resolved that pursuant to provisions of section 94 and other applicable provisions of the Companies Act, 2013, the Company hereby approves that the Register of Members, the Index of Members, the register and index of debenture holders and copies of the Annual returns prepared under section 92 of the said Act together with the copies of certificates and documents required to be annexed thereto or any one or more of them be kept at the office of the Company’s Share Registrar and Transfer Agent M/s. Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata-700001 instead of being kept at the Registered office of the Company.

5. To appoint Madhu Rai, (holding Din No. 07146392) (who was appointed as an additional Director by the Board under the Articles of Association of the Company in its Board Meeting held on 12/02/2015 effective from 01/04/2015 and who holds office under the said Article and section 161 of the Companies Act, 2013 upto the date of the Annual General Meeting and in respect of whom, the company has received a notice in writing from a member signifying his intention to propose her a candidate for the office of Director) a director of the Company and to consider and if thought fit to pass the following resolution as an ordinary resolution:

“Resolved that pursuant to the relevant provisions of the Companies Act, 2013, including section 160, Madhu Rai be and is hereby elected and appointed a Director of the Company who shall be liable to retire by rotation.

By Order of the Board

Nawal Khandelwal

Director

DIN No. 00076629

Place : Kolkata

Date : 27th May, 2015

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 25/09/2015 to 29/09/2015 (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: mdpldc@yahoo.com and info@mangalamengineering.com.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
6. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2014-15 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 2014-2015 is being sent in the permitted mode.

11. 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 01/2014-15th 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.
12. Members may also note that the Notice of the 01/2014-15th Annual General Meeting and the Annual Report for 2014-15 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.
13. 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 up to and including the date of the Annual General Meeting of the Company.
14. 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 28/09/2015, up to 5.00 P.M. without which the vote shall not be treated as valid.
15. The Company has connectivity with both NSDL and CDSL under ISIN No INE630M01011.

VOTING THROUGH ELECTRONIC MEANS

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

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

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

The instructions for shareholders voting electronically are as under :

- (i) The remote E-voting period begins on 25/09/2015 at 9.00 A.M. and ends on 28/09/2015 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 22/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 28/09/2015.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com, during the voting period.
- (iii) Click on “Shareholders” tab.
- (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, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 (vii)</p>

- (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 same 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) 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 they have to create compliance user 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.
 - 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.
- (xix) 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.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Relating to item No.4**

Section 94 of the Companies Act, 2013 requires a Company to pass a special resolution of Shareholders for keeping the register of Members and other documents specified in the proposed resolution at a place other than the registered office of the Company. Your Company is proposing to keep such document at the office of the Registrar and transfer Agents and the Board recommends the resolution for approval of the shareholders by special resolution.

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

Relating to item No.5

Madhu Rai was appointed additional director in the Board meeting held on 12/02/2015 with effect from 01/04/2015 pursuant to provisions contained in the Articles of Association of the Company and under section 161 of the Companies Act, 2013. According to the provisions of the said Article and the said section, she will hold office up to the date of Annual General Meeting of the Company. As required under section 160 of the above Act, a notice has been received from a member signifying his intention to propose her a candidate for the office of Director. Your Board recommends her appointment.

The brief resume of Madhu Rai has been provided in the annexure to this Notice.

None of the director and Key Managerial Personnel of the company and their relatives are concerned or interested financially or otherwise in this resolution except the appointee and her relative.

By Order of the Board

Nawal Khandelwal

Director

DIN No. 00076629

Place : Kolkata

Date : 27th May, 2015

Information required to be furnished under clause 49 of the Listing Agreement in respect of the Appointment/Re-appointment of the Directors

Name of the Director	Shri Nawal Khandelwal	Madhu Rai
Date of Birth	22/06/1963	01/01/1974
Date of Appointment	05/10/1995	01/04/2015
Qualification	B.Com	Post Graduate
Experience in specific functional areas	Service	Service
Directorship in other Companies	Deepak Gears Limited	Nil
Chairmanship Membership/ of Committees of Other Public Companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with other directors	No.	No

BOARD'S REPORT

To the Members

MANGALAM ENGINEERING PROJECTS LIMITED

Your Directors have pleasure in submitting their Annual report on the business and operations of the Company along with the Audited Statement of Accounts for the year ended 31st March, 2015

FINANCIAL RESULTS

Financial Results of the Company for the year under review along with the figures for previous year are as follows :

FINANCIAL RESULTS	31.03.2015	31.03.2014
	₹	₹
Net Sales/Income from Operations	534734	1364568
Total Income	534734	1364568
Profit before Tax	(403450)	1005295
Current tax	–	192000
Deferred Tax	–	–
(loss)/Profit for the year	(403450)	813295
Basic and diluted earnings per share (Rs.)	(0.33)	0.66

DIVIDEND

Due to the inadequacy of the profit, your directors do not recommend any dividend.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to the said fund during the year.

REVIEW OF OPERATIONS

Revenues with other income for Financial Year ended 31st March, 2015 stood at Rs 534734, and loss for the year after tax was Rs 403450. The Comparative figures of the previous year are shown in the above Financial results table.

ISSUE OF CAPITAL

There has been no issue of capital by the Company during the year.

DIRECTORS

The Board consists of non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning. There was no resignation of any director during the year.

Smt Madhu Rai has been appointed as an additional director in the Board meeting held on 12/02/2015 w.e.f 01/04/2015 to comply with the requirement of having at least one lady director on the Board of a listed Company She will hold office up to the date of the forthcoming Annual General Meeting of the Company and being eligible, offers himself for being appointed as a Director of the Company, liable to retire by rotation. The Company has received a notice in writing from a member signifying his candidature for her appointment to the office of the director of the Company.

Shri Nawal Khandelwal, Director, is liable to retire by rotation and being eligible offers himself for re-appointments. Your Directors recommend his re-appointment.

BOARD EVALUATION

Pursuant to the Provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its committees. At the meeting of the Board all the relevant factors that were material for evaluating the performance of the committees and of the Board were discussed in detail.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the independent directors was carried out by the entire Board. The performance evaluation of the Chairman and non-independent directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

BOARD MEETINGS

During the year six Board meetings were convened and held. The intervening gap between the Meetings was within the prescribed under the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement.

AUDITOR S AND THEIR REPORT

Comments of the Statutory Auditors M/s. Salarpuria & Partners in their report and the notes forming part of the Accounts are self explanatory and need no comments.

M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration NO. 302113E) , Kolkata retire at the forthcoming Annual General Meeting of the company and being eligible offer themselves for re-appointment. The Board recommends their re-appointment in the forthcoming annual general meeting.

The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be in accordance with the provisions of section 141 of the Companies Act, 2013.

SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS

The Company has appointed Binay Kumar Pandey, Company Secretaries (C P No. 12074) to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit. Secretarial Audit Report is being annexed as annexure I with this report. The Secretarial Audit report does not contain any reservation, qualification or adverse remark.

LISTING ON METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED.

The Equity shares of the company was Listed on regional stock exchange. The Delhi Stock Exchange Limited which has been derecognized by SEBI wef 19/11/2014. The Equity shares of the Company have been listed on a national exchange Metropolitan Stock Exchange of India Limited and have been admitted for dealings wef 12/05/2015.

AUDIT COMMITTEE AND RISK MANAGEMENT

The Audit Committee of the Company was constituted by Board. The Committee comprised Shri Suresh Kumar Somani, as Chairman, Shri Umesh Kumar Saraf, and Shri Nawal Khandelwal as Members. The details of the vigil mechanism are also available on the Company's website www.mangalamengineering.com.

The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risk which the Company may be exposed to. A risk matrix has been adopted and approved by the Board on the recommendation of the Audit Committee. for observation by the Company executives.

DEPOSITS

The Company has not accepted Deposit from the members or the general Public during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134(5) the Board confirms and submit the Directors' Responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) he directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively,
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL

During the year Shri Kartick Chandra Sil was appointed as CEO, and Shri Anup Kumar Dutta as Chief Financial officer of the Company.

CORPORATE SOCIAL RESPONSIBILITY

Due to the non-filling of the conditions for appointment of the Corporate Social Responsibility Committee, such committee has not been formed by the company. The company is not under obligation to spend any amount on the matter.

NOMINATION AND REMUNERATION COMMITTEE

A Nomination and Remuneration Committee was constituted and members of the Committee were Shri Suresh Kumar Somani, as Chairman, Shri Umesh Kumar Saraf, and Shri Nawal Khandelwal, as Members. The Company's Remuneration Policy is annexed as annexure II and forms a part of this report.

Disclosure pursuant to Rule 5(1) of the Companies (Appointment & Appointment of Managerial Personnel) Rules, 2014 is annexed as annexure III and forms part of this report.

RELATED PARTY TRANSACTIONS

All transaction entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of the Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence from AOC-2 is not required. Suitable disclosure as required by the Accounting standard (As 18) has been made in the notes to the Financial Statement.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROL

The Company has in place internal financial control systems, commensurate with the size and complexity of its operation to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The internal auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company. Based on the report of the internal auditor, corrective actions are undertaken and thereby strengthen the controls.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is a Non Banking Financial Company and has no manufacturing unit. The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under the Companies Act, 2013, read with the Companies (Accounts) Rules 2014 is not applicable to the Company.

PARTICULARS OF EMPLOYEES

None of the employee was drawing in excess of the limits prescribed by the Companies Act, 2013 and rules made there under which needs to be disclosed in the boards report.

Mangalam Engineering Projects Limited

(CIN No. L74899DL1984PLC017356)

ABSTRACT OF THE ANNUAL RETURN:

The Abstract of the Annual Return for the year ended 31/03/2015 annexed as annexure IV with the this Report.

CASH FLOW ANALYSIS

In conformity with the provisions of clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31/03/2015 is annexed hereto.

PERSONNEL

The Company continued to have cordial relations with its employees..

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve rapid growth.

CAUTIONARY STATEMENT

Statements in the Board's Report and Management Discussion & Analysis describing the Company's objective, expectations or forecasts may be forward-looking within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

Regd. Office :

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

Dated : 27th May, 2015

Nawal Khandelwal

(DIN No. 00076629)

Suresh Kumar Somani

(DIN No. 00076906)

Directors

To,
The Members,
Mangalam Engineering Projects Limited
101C, Kundan House,
Harinagar Ashram, Mathura Road,
New Delhi - 110014
Corporate Office:
16, Hare Street, Kolkata - 700001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required. We have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **B K P & ASSOCIATES**
Company Secretaries

(CS Binay Kumar Pandey, ACS)
Membership No. 32458
C.P. No. 12074

Place : Kolkata
Dated : May 27, 2015

SECRETARIAL AUDIT REPORT

Annexure - I

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mangalam Engineering Projects Limited
101C, Kundan House,
Harinagar Ashram, Mathura Road,
New Delhi - 110014
Corporate Office :
16, Hare Street, Kolkata - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mangalam Engineering Projects Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Mangalam Engineering Projects Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Reserve Bank of India Act, 1934.
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there to the extent applicable.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as applicable to the Company during the period under review:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

[The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company for the financial year ended 31-03-2015:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;]
- (vi) Other laws as mentioned in the Annexure attached herewith and as may be applicable to the company.

We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India (not applicable for the period under review).
- (b) The Listing Agreements entered into by the Company with the Delhi Stock Exchange Ltd., New Delhi;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non – Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We have however not observed any dissenting member's views.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has –

- (a) not allotted any share or other securities during the period.
- (b) No redemption/buyback of securities.
- (c) No major decision taken by the shareholders in pursuance to section 180 of the Companies Act, 2013 except enabling special resolutions passed in the last Annual General Meeting held on 27/09/2014 u/s 180(1)(c) for Rs. 25.00 crores and to mortgage the properties and undertakings of the Company as security upto the amount borrowed under section 180(1)(c) of the Companies Act, 2013 in the normal course of the business.
- (d) No merger / amalgamation / reconstruction etc.
- (e) No Foreign Technical compliances.

For **B K P & ASSOCIATES**
Company Secretaries

CS Binay Kumar Pandey, ACS
Membership No. 32458
C.P. No. 12074

Place : Kolkata
Dated : May 27, 2015.

LIST OF OTHER APPLICABLE LAWS

1. Apprentices Act, 1961
2. Consumer Protection Act, 1986
3. Indian Contract Act, 1872
4. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
5. Employees' State Insurance Act, 1948
6. Environment Protection Act, 1986
7. Maternity Benefit Act, 1961
8. Minimum Wages Act, 1948
9. Negotiable Instruments Act, 1881
10. Payment of Bonus Act, 1965
11. Payment of Gratuity Act, 1972
12. Payment of Wages Act, 1936
13. Registration Act, 1908
14. Sale of Goods Act, 1930
15. Workmen's Compensation Act, 1923
16. Income-Tax Act, 1961
17. The Companies Act, 2013
18. The Central Excise Act, 1944
19. The Customs Act, 1962
20. Service Tax Act
21. The Motor Vehicles Act, 1988
22. Shops and Establishment Act, VAT Act, Entry Tax Act, Profession Tax Act, other Commercial Acts of respective states.

Annexure II

NOMINATION AND REMUNERATION POLICY

INTRODUCTION

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

OBJECTIVE AND PURPOSE OF THE POLICY :

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry to which the Company belongs.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 14th August, 2014.

Effective Date :

This policy shall be effective from the date of approval by the Board.

Constitution of the Nomination and Remuneration Committee :

The Board has constituted Nomination and Remuneration Committee on 15th May 2014 in place of Remuneration Committee and Selection Committee.

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirements.

Definitions :

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

- 'Company' means Mangalam Engineering Projects Limited.
- 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013.
- 'Key Managerial Personnel (KMP)' means-
 - (i) Executive Chairman and / or Managing Director/Chief Executive officer
 - (ii) Whole-time Director
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary;
 - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- 'Senior Management Personnel' means senior personnel of the Company occupying the position of functional heads of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability :

The Policy is applicable to -

- Directors (Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

General :

- This Policy is divided in three parts:
 - (i) **Part – A** covers the matters to be dealt with and recommended by the Committee to the Board,
 - (ii) **Part – B** covers the appointment, nomination and removal and
 - (iii) **Part – C** covers remuneration and perquisites etc.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Carry out the evaluation of performance of Directors, KMP and Senior Management Personnel and recommend to the Board, their appointment and removal.
- Recommend to the Board a policy relating to remuneration for the directors, KMP and other employees and recommend to the Board, amendments to such policy as and when required.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Guiding Principles

- Remuneration policy and arrangements for Directors, KMPs and Senior Management Personnel, shall be determined by the Committee on the basis of Company's financial position, pay and employment conditions prevailing in peer companies or elsewhere in competitive market to ensure that the remuneration and the other terms of employment shall be competitive to ensure that the Company can attract, retain and motivate competent executives.
- Remuneration packages may be composed of fixed and incentive pay depending on short and long term performance objectives appropriate to the working of the Company.
- The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

• **Appointment criteria and qualifications :**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company may appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years and the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
4. Every whole-time Key Managerial Personnel of the Company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration. Provided that the appointment of whole time director(s) shall require approval of shareholders as per the provisions of the Companies Act, 2013.
5. A whole time KMP shall not hold office in more than one company except in its subsidiary company, if any, at the same time. However, such KMP can be a director of any Company with the permission of the Board.
6. The Managing Director or Manager of the Company may be the Managing Director or Manager of one and not of not more than one other Company and such appointment should be approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

• **Term / Tenure :**

1. Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director :

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

3. Key Managerial Personnel (KMP)-

If the office of any whole time KMP is vacated, the resulting vacancy shall be filled up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

• **Evaluation :**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval and recommend to the Board appointment / removal or improvement in remuneration based on his / her performance.

• **Removal :**

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of any Act, rules and regulations, their service contract or evaluation of their performance.

• **Retirement :**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTORS, DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL

1. The remuneration / compensation / commission etc. to the Whole-time Directors and Directors will be determined by the Committee. It shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company, the Companies Act, 2013, the rules made there under and the Listing Agreement with Stock Exchanges as amended from time to time. The Committee shall recommend the remuneration / compensation / commission etc. to be paid the Whole-time Director and Directors to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. Increments to the existing remuneration / compensation structure of Whole time Director and Directors may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders.
3. The Non- Executive / Independent Directors may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount as may be prescribed by the Central Government from time to time.
4. Commission to Non-executive Directors may be paid within the monetary limit approved by shareholders, as per the applicable provisions of the Companies Act, 2013.
5. The remuneration / compensation / commission etc. to the KMP and Senior Management Personnel will be determined based on the Company's financial position, trends and practices on remuneration prevailing in peer companies, in the industry to which the company belongs and performance of such KMP and Senior Management Personnel
6. Increments will be effective from 1st July in respect of the KMP and Senior Management Personnel of the Company.
7. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.
8. An Independent Director shall not be entitled to any stock option of the Company.

The key features of this policy shall be included in the Board's Report.

This policy was adopted in the Board meeting held on 14/08/2014.

Mangalam Engineering Projects Limited

(CIN No. L74899DL1984PLC017356)

Annexure III

Disclosure pursuant to rules 5(1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014

Sr. No.	Requirement of Rule 5(1) for the Financial Year 2014-15	Details
i.	The ratio of remuneration of each director to the median remuneration of the employee of the company for the financial year.	There is no executive director in the Company, therefore, Not applicable.
ii.	The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or manager, if any, in the financial year	Directors- Not Applicable Key Managerial Personnel Shri Kartick Chandra Sil CEO- Not applicable since appointed only during the year. Anup Kumar Dutta- CFO – Not applicable since appointed only during the year. Manager: Not applicable as the company does not have a Manager.
iii.	The Percentage increase in the median remuneration of employee in the financial year.	52.85%
iv.	The Number of permanent employee on the roll of the Company.	There are four employees on the roll of the Company as on 31/03/2015.
v.	The explanation on the relationship between average increase in remuneration and Company's performance	Average increase in the remuneration of all employees was 62.85% which is primarily on the basis of individual performance of the concerned employee, his continuing availability in view of market scenario and expected future performance.
vi.	Comparison of the remuneration of the Key managerial Personnel against the performance of the Company.	The remuneration Key Managerial personnel, wherever applicable is higher due to higher and additional responsibilities taken up by them

vii.	Variations in the market capitalisation of the Company, price earning ration at the closing date of the current financial year and percentage increase/decrease in the market quotations of the shares of the Company in comparison to the rate at which company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variation in the net worth of the company as at the close of the current financial year and previous financial year.	<p>There has been no trading of the shares on the exchange on which the Company shares were listed in 2013-14 and 2014-15.</p> <p>Share Price as on 31.03.2014- Not available Share Price as on 31.03.2015- Not available Variation-NA P/E ration as on 31/03/2015 – N A</p> <p>There is no change in the Capital of the Company in both the year and therefore the variation in the market capitalisation has no effect since there has been no trading.</p> <p>The company has not made any public issue or rights issue of securities since last 15 years, so comparison have not been made of current share price with the public offer price, The company's shares were listed on Delhi Stock exchange Ltd..</p>
viii.	Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average salary increase of non-managerial employees is 62.85%. The managerial personnel has been appointed only during the year 2014-15. There are no exceptional circumstances in increase in managerial remuneration.
ix.	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company.	Same as vi above.
x.	The key parameters for any variable component of remuneration availed by the Directors	All employees receive remuneration which is based on the individual's performance and company's financial performance. No sitting fess is paid to any director.
xi.	The ratio of remuneration of the highest paid Director to that of employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.	There is no paid director and therefore the same is not applicable.
xii.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended 31/03/2015 is as per the Remuneration Policy of the Company.

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L74899DL1984PLC017356
ii)	Registration Date	19th January, 1984
iii)	Name of the Company	Mangalam Engineering Projects Ltd
iv)	Category / Sub-Category of the Company	Company Limited by shares
v)	Address of the Registered office	101C, Ground Floor, Kundan House, Harinagar Ashram, Mathura Road, New Delhi - 110014
vi)	Whether Listed company (Yes/No)	Yes
vii)	Name, Address and Contact details if any	Maheshwari Datamatics Pvt. Ltd. 6 Mangoe Lane, Kolkata - 700001 Mail id : mdpldc@yahoo.com Contact : 033-2243-5029/5809

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Interest Income	Not applicable	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No of Shares held at the beginning of the year				No of Shares held at the end of the year				% change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1.	Indian									
a)	Individual/HUF	247400	Nil	247400	20.1959	247400	Nil	247400	20.1959	Nil
b)	Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)	State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)	Bodies Corp.	360950	Nil	360950	29.4653	360950	Nil	360950	29.4653	Nil
e)	Banks/FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f)	Any others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-total (A)(1)	608350	Nil	608350	49.6612	608350	Nil	608350	49.6612	Nil
2.	Foreign									
a)	NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)	Others - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)	Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)	Banks/FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)	Any others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total shareholding of Promoter (A)=(A)(1)+(A)(2)	608350	Nil	608350	49.6612	608350	Nil	608350	49.6612	Nil
B.	Public Shareholding									
1.	Institutions									
a)	Mutual funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)	Banks/FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)	Central govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)	State govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)	Venture Capital fund	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f)	Insurance companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g)	FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h)	Foreign venture capital fund	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i)	Others(Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-total (B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Mangalam Engineering Projects Limited

(CIN No. L74899DL1984PLC017356)

Category of Shareholders		No of Shares held at the beginning of the year				No of Shares held at the end of the year				% change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	Non-Institutions									
	a) Bodies Corp.									
	i) Indian	Nil	285800	285800	23.3306	Nil	285800	285800	23.3306	Nil
	ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	b) Individuals									
	i) Individual shareholding nominal share capital upto Rs. 1 lakh	Nil	162570	162570	13.2710	Nil	162570	162570	13.2710	Nil
	ii) Individual shareholding nominal share capital in excess of Rs. 1 lakh	Nil	168280	168280	13.7371	Nil	168280	168280	13.7371	Nil
	c) Others (Clearing members/clearing corp)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-total(B)(2) :	Nil	616650	616650	50.3388	Nil	616650	616650	50.3388	Nil
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	616650	616650	50.3388	Nil	616650	616650	50.3388	Nil
C.	Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Grand Total (A+B+C)	608350	616650	1225000	100.00	608350	616650	1225000	100.00	Nil

(ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Pradip Kumar Daga	135000	11.0204	0	135000	11.0204	0	NIL
2	Yashwant Kumar Daga	20000	1.6327	0	20000	1.6327	0	NIL
3	Contransys Pvt Ltd	300950	24.5673	0	300950	24.5673	0	NIL
4	Asha Devi Daga	92400	7.5428	0	92400	7.5428	0	NIL
5	Jalpaiguri Holdings Pvt Ltd	60000	4.8980	0	60000	4.8980	0	NIL
	Total	608350	49.6612	0	608350	49.6612	0	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	608350	49.6612	-	-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	Nil	Nil	608350	49.6612
	At the End of the year	608350	49.6612	608350	49.6612

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRS & ADRs) :

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1	MANJUSHREE TRADING & FINANCE CO PVT LTD	27350	2.2327		
2	CANDID COMMERCIAL LTD	23050	1.8816		
3	TEKMEK TRADING CO. PVT. LTD.	56450	4.6082		
4	SHARBHANG COMMERCIAL CO. PVT. LTD.	32240	2.6318		
5	CHETALL VINIYOG PVT. LTD.	32240	2.6318		
6	ELLENBARRIE TOWERS LIMITED	32240	2.6318		
7	GARIMA MERCANTILES PVT. LTD.	32240	2.6318		
8	MAANOR INVESTMENTS PVT. LTD.	32240	2.6318		
9	ANKIT SARAOGI	30050	2.4531		
10	CHERRY SARAOGI (MINOR)	30000	2.4490		
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus / sweat equity etc):			NIL	NIL

Mangalam Engineering Projects Limited

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Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the End of the year (or on the date of separation, if separated during the year)				
1	Manjushree trading & finance co Pvt ltd	27350	2.2327	27350	2.2327
2	Candid commercial ltd	23050	1.8816	23050	1.8816
3	TEKMEK TRADING CO. PVT LTD.	56450	4.6082	56450	4.6082
4	SHARBHANG COMMERCIAL CO. PVT LTD.	32240	2.6318	32240	2.6318
5	CHEMICAL VINIYOG PVT LTD.	32240	2.6318	32240	2.6318
6	ELLENBARRIE TOWERS LIMITED	32240	2.6318	32240	2.6318
7	GARIMA MERCANTILES PVT LTD.	32240	2.6318	32240	2.6318
8	MAANOR INVESTMENTS PVT LTD	32240	2.6318	32240	2.6318
9	ANKIT SARAOGI	30050	2.4531	30050	2.4531
10	CHERRY SARAOGI (MINOR)	30000	2.4490	30000	2.4490

(v) Shareholding of Directors and Key Managerial Personnel :

Sl No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year (01.04.2015 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1.	Nawal Khandelwal (Director)	NIL	NIL		
2.	Umesh Kumar Saraf (Director)	NIL	NIL		
3.	Suresh Kumar Somani (Director)	NIL	NIL		
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) :					
	Nawal Khandelwal (Director)	NIL	NIL	NIL	NIL
	Umesh Kumar Saraf(Director)	NIL	NIL	NIL	NIL
	Suresh Kumar Somani(Director)	NIL	NIL	NIL	NIL
	Anup Kumar Datta (CFO w.e.f 01/06/2014)	NIL	NIL	NIL	NIL
	Karthik Chandra Sil (CEO w.e.f 01/06/2014)	NIL	NIL	NIL	NIL
	At the End of the year				
	Nawal Khandelwal (Director)	NIL	NIL	NIL	NIL
	Umesh Kumar Saraf(Director)	NIL	NIL	NIL	NIL
	Suresh Kumar Somani(Director)	NIL	NIL	NIL	NIL
	Anup Kumar Datta (CFO w.e.f 01/06/2014)	NIL	NIL	NIL	NIL
	Karthik Chandra Sil (CEO w.e.f 01/06/2014)	NIL	NIL	NIL	NIL

V. INDEBTEDNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1.	Gross Salary			
	(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of profit			
	- Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)			
	Ceiling as per the Act*	NA	NA	NA

*not applicable as no remuneration is paid by the Company to any Director

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Nawal Khandelwal	Suresh Kumar Somani	Umesh Kumar Saraf	
	3. Independent Directors				
	Fee for attending board /committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
	4. Other Non-Executive Directors				
	Fee for attending board /committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Ceiling as per the Act*	NA	NA	NA	NA

*not applicable since no commission is paid by the company to any Directors.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CEO	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961	141000	111370	252370
	(b) Value of perquisites u/s 17(2) Income – tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	141000	111370	252370

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

The company has not been convicted of any offences during the year.

	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A.	COMPANY					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil
B.	DIRECTORS					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil
C.	OTHER OFFICERS IN DEFAULT					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	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 ("the company") which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2015, and its Loss and its 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, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position In its financial statements – Refer Sub-clause vii of Clause 2 of Note 18 to the financial statements;
 - (ii) The company did not have any long term contracts including derivative contract as at 31st March, 2015.
 - (iii) There were no amount which were required to be transferred to the investors education protection fund 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 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to Paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that :

- 1) (a) The Company has generally maintained proper records showing particulars, including quantitative details and situation of fixed assets
- (b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- 2) (a) The stock in trade consists 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 its inventory and no discrepancies were noticed on physical verification.
- 3) According to the information and explanations given to us, the Company has granted unsecured loans to one company covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved and the year end balance is ₹ 1,050,000/-.
- (a) The principal and interest amounts are receivable on mutual consent and regular.
- (b) There is no amount overdue so, the clause 3(b) of the said order is not applicable.
- 4) In our opinion and according to the information and explanations given to us, there is generally an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of Inventory and Fixed Assets and for the sale of goods and services. During the course of our previous assessment, no weakness in internal control system had come to our notice.
- 5) According to the information and explanations given to us, there is no such deposits, taken by the Company, for which directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are required.
- 6) This being an investment and finance company, provision for maintenance of cost records under sub Section 148 (1) of the Companies Act, 2013 are not applicable.
- 7) (a) According to the records of the Company and as per the information and explanations given to us, the Company is regular in depositing undisputed Statutory Dues like Provident Fund, Tax deducted at Source, Sales Tax/VAT, Service Tax, Interest and damages, if any, etc, within due date with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other Statutory Dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

- (b) On the basis of information and explanations given to us, the following disputed statutory dues on account of income tax which have not been deposited with appropriate authorities are as under:

Nature of the Statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	682,480.00	Asst. Year 2011-12	Commissioner of Income Tax (Appeals)

(c) There is no amount payable to investor education and protection fund as at 31st March 2015.

- 8) The company's accumulated losses at the end of financial year are less than 50% of its net worth and has incurred cash losses during the financial year but not in the immediately preceding financial year;
- 9) On the basis of records examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to Banks or to a Financial Institution.
- 10) According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from Banks or Financial Institutions.
- 11) To the best of our knowledge and belief and according to the information and explanations given to us, no Term Loan facility has been availed by the Company during the year, hence the question of application of fund does not arise.
- 12) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted audit practices in India, and according to the information and explanation given to us, we have neither come across instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

FOR SALARPURIA & PARTNERS

CHARTERED ACCOUNTANTS

Firm ICAI Reg. No.302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in ₹)

	Note No.	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	12,250,000	12,250,000
(b) Reserves and Surplus	2	8,524,561	8,928,011
(2) Current Liabilities			
(a) Trade Payables	3	–	–
(b) Other current liabilities	4	48,001	32,116
(c) Short-term provisions	5	208,831	206,680
Total		21,031,393	21,416,807
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	6	114	114
(b) Non-current investments	7	14,788,385	15,085,185
(2) Current Assets			
(a) Inventories	8	18,074	18,074
(b) Trade Receivables	9	–	1,120,000
(c) Cash and Cash Equivalents	10	86,037	133,927
(d) Short-term loans and advances	11	5,657,837	4,709,507
(e) Other Current Assets	12	480,946	350,000
Total		21,031,393	21,416,807
Significant Accounting Policies and Notes to Accounts	18		

The accompanying notes are an Integral part of the Financial Statements

As per our 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 2015

For **Mangalam Engineering Projects Limited**

Anup Kr. Dutta

CFO

Nawal Khandelwal

DIN No. 00076629

Director

Suresh Kr. Somani

DIN No. 00076906

Director

Madhu Rai

DIN No. 07146392

Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note No.	For the Year ended 31.03.2015	For the Year ended 31.03.2014
I. Revenue from operations	13	534,734	1,364,568
III. Total Revenue (I + II)		534,734	1,364,568
IV. Expenses :			
Change in Inventories of Finished goods, Work-in-progress and Stock-in-trade	14	–	5,705
Employee benefits expense	15	561,930	172,270
Finance costs	16	–	19,468
Other expenses	17	376,254	161,830
IV. Total Expenses		938,184	359,273
V. Profit/ (Loss) before tax (III - IV)		(403,450)	1,005,295
VI. Tax expense :			
(1) Current tax		–	192,000
(2) Deferred tax		–	–
VII. Profit/(Loss) after tax (V - VI)		(403,450)	813,295
VIII. Earning per equity share : (Basic /Diluted)			
(1) Basic in ₹ (face value of ₹ 10/-)		(0.33)	0.66
(2) Diluted in ₹ (face value of ₹ 10/-)		(0.33)	0.66

Significant Accounting Policies and Notes to Accounts 18

The accompanying notes are an Integral part of the Financial Statements

As per our 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 2015

For **Mangalam Engineering Projects Limited**

Anup Kr. Dutta

CFO

Nawal Khandelwal

DIN No. 00076629

Director

Suresh Kr. Somani

DIN No. 00076906

Director

Madhu Rai

DIN No. 07146392

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

	For the year ended 31.03.2015	For the year ended 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax and extra ordinary activities	(403,450)	813,295
Operating profit before working capital changes	(403,450)	813,295
Movements In Working Capital :		
Increase/(Decrease) in Other Current Liabilities	43,847	(16,714)
(Increase)/Decrease in Inventories	–	5,705
Increase/(Decrease) in Short Term Borrowings	–	(251,246)
Increase/(Decrease) in Trade Payables	(27,962)	17,850
Increase/(Decrease) in Short Term Provisions	2,151	192,625
(Increase)/Decrease in Loans and Advances	(948,330)	56,007
(Increase)/Decrease in Trade Receivable	1,120,000	(1,120,000)
(Increase)/Decrease in Other Current Assets	(130,946)	73,000
Net Cash from Operating Activities	(344,690)	(229,478)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of Investment	296,800	280,000
Net Cash from Investing Activities	296,800	280,000
C. CASH FLOW FROM FINANCING ACTIVITIES	–	–
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	(47,890)	50,522
Cash and Cash Equivalents at the beginning of the year	133,927	83,405
Cash and cash Equivalents at the end of the year	86,037	133,927
Components of Cash & Cash Equivalents		
Balances with Banks		
- On Current Account	79,463	127,972
Cash in hand	6,574	5,955
	86,037	133,927

For **SALARPURIA & PARTNERS**

Chartered Accountants

Firm ICAI Registration No. : 302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2015

Anup Kr. Dutta

CFO

For **Mangalam Engineering Projects Limited**

Nawal Khandelwal

DIN No. 00076629

Director

Suresh Kr. Somani

DIN No. 00076906

Director

Madhu Rai

DIN No. 07146392

Director

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

NOTE 1 : SHARE CAPITAL

(in ₹)

	As at 31.03.2015		As at 31.03.2014	
	Number	(₹)	Number	(₹)
Authorised				
Equity Shares of ₹ 10/- each	1,500,000	15,000,000	1,500,000	15,000,000
Issued				
Equity Shares of ₹ 10/- each	1,225,000	12,250,000	1,225,000	12,250,000
Subscribed & fully Paid up				
Equity Shares of ₹ 10 each fully paid	1,225,000	12,250,000	1,225,000	12,250,000
Total	1,225,000	12,250,000	1,225,000	12,250,000

Particulars	Equity Shares			
	As at 31.03.2015		As at 31.03.2014	
	Number	(₹)	Number	(₹)
Shares outstanding at the beginning of yr.	1,225,000	12,250,000	1,225,000	12,250,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement (please specify)	-	-	-	-
Shares outstanding at the end of the year	1,225,000	12,250,000	1,225,000	12,250,000

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	2014-15		2013-14	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Contransys Private Limited	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%

The company has only one class of shares referred to as equity shares having a par value of ₹ 10/- each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of the equity shares is entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

Note 2 : RESERVE & SURPLUS

(in ₹)

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Reserve Bank of India		
Opening Balance	636,458	473,799
Addition During the year	-	162,659
Closing Balance	636,458	636,458
Securities premium Reserve	12,740,000	12,740,000
Investment Allowance Reserve	1,175	1,175
Surplus in the Statement of Profit & Loss		
Opening balance	(4,449,622)	(5,100,258)
Add: Net Profit / (Net Loss) for the current year	(403,450)	813,295
Less : Transfer to RBI reserve Fund	-	(162,659)
Closing Balance	(4,853,072)	(4,449,622)
Total	8,524,561	8,928,011

Note 3 : TRADE PAYABLES

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
For Others	-	-
Total	-	-

Note 4 : OTHER CURRENT LIABILITIES

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Other Payables	47,561	30,466
Professional Tax payable	440	-
Tax Deducted at Source	-	1,650
Total	48,001	32,116

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

Note 5 : SHORT TERM PROVISIONS

(in ₹)

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Provision for Income tax	193,705	193,705
Provision for FBT	600	600
Contigent Provision against Standard Asset	14,526	12,375
Total	208,831	206,680

NOTE 6 : FIXED ASSETS

	GROSS BLOCK				ACCUMULATED DEPRECIATION			NET BLOCK	
	As on 01/04/2014 ₹	Additions/ (Disposals) ₹	Adj. ₹	As on 31/03/2015 ₹	As on 01/04/2014 ₹	Depn charge for the year ₹	As on 31/03/2015 ₹	As on 31/03/2015 ₹	As on 31/03/2014 ₹
Tangible Assets									
Plant & 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	8,220	-	-	8,220	8,106	-	8,106	114	114

Note 7 : NON CURRENT INVESTMENTS

	Face Value ₹	Quantity (Nos.)	As At 31.03.2015 ₹	Quantity (Nos.)	As At 31.03.2014 ₹
Investment in Quoted Shares					
In Equity Shares (Fully paid Up)					
a) Deepak Spinner Limited	10.00	878,929	14,613,385	878,929	14,613,385
b) Longview Tea Company Limited	10.00	52,500	175,000	52,500	175,000
c) Pratibha manufacturing Company Ltd	10.00	-	-	15,000	150,000
d) Gautam Resources Company Limited	10.00	-	-	40,000	146,800
Total			14,788,385		15,085,185
Aggregate cost of Quoted Investment			14,788,385		15,085,185
Aggregate cost of Unquoted Investment			-		-
Aggregate Market Value of Quoted Investment			38,671,697		36,424,512

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

Note 8 : INVENTORIES

(in ₹)

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Equity Shares (Fully Paid up) (Quoted)		
50 Equity Shares of Rs 10/- each of M/s Unique Manufacturing & Marketing Ltd *	50	50
36 Equity Shares of Rs 10/- each of M/s Reliance Industries Ltd	1,386	1,386
1 Equity Share of Rs 10/- each of Reliance Infrastructure Ltd	144	144
18 Equity Shares of Rs 10/- each of M/s Reliance Communication Ltd	994	994
Equity Shares (Fully Paid up) (Unquoted)		
15500 Equity Shares of Rs 10/- each of M/s Narsingh Holdings Pvt Ltd	15,500	15,500
Total	18,074	18,074

Closing Stock is valued at cost or market price which ever is lower & Unquoted Equity Shares of M/S Narsingh Holdings Pvt Ltd has been valued @ ₹ 1/- each due to negative break up value of nominal value of rs 10/- each.

* In absence of Market price, Value per share is taken at ₹ 1/- per share

Note 9 : TRADE RECEIVABLES

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Unsecured, Considered good		
Outstanding for a period exceeding six months	-	-
Others (Sale of shares)	-	1,120,000
Total	-	1,120,000

Note 10 : CASH & CASH EQUIVALENTS

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Balance with Banks		
In Current Account	79,463	127,972
Cash in Hand	6,574	5,955
Total	86,037	133,927

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

Note 11 : SHORT TERM LOANS & ADVANCES

(in ₹)

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Unsecured, considered good		
Loans (To Body corporate)	5,329,000	4,600,000
Advance payment of income tax	312,887	98,557
Advances To Staff	15,950	10,950
Total	5,657,837	4,709,507

Note 12 : OTHER CURRENT ASSETS

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
Interest Receivable	480,946	350,000
Total	480,946	350,000

Note 13 : REVENUE FROM OPERATIONS

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
Interest	534,384	467,233
Sale of Shares	–	57,000
LTCG on sale of Shares	–	840,000
Dividend on Short Term Investment	350	335
Total	534,734	1,364,568

Note 14 : CHANGE IN INVENTORIES

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
Inventory at the end of the year (Shares)	18,074	18,074
Inventory at the beginning of the year (Shares)	18,074	23,779
Total	–	5,705

NOTES TO FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

Note 15 : EMPLOYEE BENEFIT EXPENSES

(in ₹)

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
Salary	536,965	166,880
Staff Welfare	24,965	5,390
Total	561,930	172,270

Note 16 : FINANCE COST

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
Interest to Others	-	19,468
Total	-	19,468

Note 17 : OTHER EXPENSES

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
Printing & Stationery	32,224	3,394
Advertisement	65,459	55,812
Books & Periodicals	200	
Rates & Taxes	8,775	2,203
Travelling & Conveyance	2,416	619
Auditor remuneration		
- As Auditor	10,112	10,112
- For Others	9,550	8,988
Legal & Professional Fees	77,606	53,341
Bank Charges	328	150
Telephone & Postage	1,227	632
Filing Fees	13,975	1,000
Subscription & Listing Fees	45,598	16,894
Balance Written Off	22,592	5,000
Loss on sale of Long Term Investment	79,900	-
Contigent Provision against Standard Assets	2,151	625
General Charges	4,141	3,060
Total	376,254	161,830

Note 18 : SIGNIFICANT ACCOUNTING POLICIES**1. ACCOUNTING POLICIES****i) Basis of Preparation :**

The financial statements are prepared under the historical cost convention on the accrual basis of accounting and in accordance with Accounting principles generally accepted in India and comply with the Accounting Standards notified by the Central Government of India and relevant provisions of the Companies Act, 2013.

ii) Valuation of Stock-in-trade :

Stock-in-trade of shares are valued at cost or fair value whichever is lower.

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 on the basis of useful life as per Schedule - II of Companies Act, 2013 on "Written Down Value Method".

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 18 : NOTES TO ACCOUNTS

2. Notes to Accounts :

- i) The payment of gratuity act and other long term employees benefit are not applicable to the company.
- ii) Related party disclosure pursuant to Accounting Standard (AS) 18 List of related parties their relationship and transaction with them.

Name	Name
Person in control	Sri Pradip Kumar Daga Relative : Smt. Asha Devi Daga Sri Yashwant Kumar Daga
Key Managerial Personnel	Sri Anup Kumar Dutta Sri Kartick Chandra Sil
Enterprise over which person in control exercise significant control	Jalpaiguri Holdings Pvt. Ltd. Coplama Products Pvt. Ltd.

Transaction with :

Particulars	2014-2015	2013-2014
Key Managerial Personnel's Remuneration	₹ 2,52,370/-	(Nil)

Transaction with :

Name of Party	Loan Given	Loan Repaid	Interest	Closing Balance*
Enterprise over which person in control exercise significant control	₹ 25,80,000/- (Nil)	₹ 5,20,000/- (Nil)	₹ 1,27,941/- (Nil)	₹ 21,75,147/- (Nil)

*Closing Balance includes interest receivable Net of TDS.

- iii) 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.
- iv) As a matter of prudence no deferred tax has been recognized in accounts in accordance with "Accounting Standard 22".

v) Earning Per Share :

		2014-2015 ₹	2013-2014 ₹
a)	Profit/(Loss) after Tax	(403,450)	813,295
b)	Weighted Average No. of Equity Shares of ₹ 10/- Each	12,25,000	12,25,000
c)	Earning Per Share (Basic & Diluted) (a/b)	(0.33)	0.66
d)	Nominal value of Equity Share	10/-	10/-

- vi) There is no amount outstanding to be credited to Investor Education & Protection Fund as on 31.03.2015.
- vii) Contingent Liability not provided in respect of Income Tax ₹ 682,480/- for the Assessment Year 2011-2012 which have been pending before CIT Appeal.
- viii) 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.
- ix) Figures for the previous year have been regrouped, rearranged wherever necessary.

For **SALARPURIA & PARTNERS**

Chartered Accountants

Firm ICAI Registration No. : 302113E

Sarvesh Kumar Singh

Partner

Membership No. 069367

Place : Kolkata

Date : 27th May 2015

For **Mangalam Engineering Projects Limited**

Anup Kr. Dutta

CFO

Nawal Khandelwal

DIN No. 00076629

Director

Suresh Kr. Somani

DIN No. 00076906

Director

Madhu Rai

DIN No. 07146392

Director

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@manglamengineering.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 01/2014-15 Annual General meeting of the Company being held on Tuesday, the 29th September, 2015 at 2.00 P.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 01/2014-15 Annual General Meeting of the Company, to be held on Tuesday, the 29th September 2015 at 2.00 P.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, 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 M/s. Salarpuria & Partners., Chartered Accountants as Auditors and fixing their remuneration		
SPECIAL BUSINESS			
4.	Special Resolution Under Section 94 Of The Companies Act, 2013 For Keeping The Register Of Members etc at place other than the Registered office of the Company.		
5.	Ordinary Resolution for Appointment of Madhu Rai a director of the Company.		

Signed this.....day of2015

Signature of the shareholder

Signature of the Proxy Holder

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 01/2014-15Annual General Meeting.
3. It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Affix Revenue Stamp

If undelivered, please return to :

MANGALAM ENGINEERING PROJECTS LIMITED

16, HARE STREET, KOLKATA - 700 001