

NOTICE

Notice is hereby given that the 2017-18th 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 25th September, 2018 at 2.00 PM. to transact the following business:-

Ordinary Business:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a director in place of Smt Madhu Rai (Holding DIN No.07146392) who retires by rotation and being eligible offers herself for re-appointment.

Special Business

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

"RESOLVED THAT in supersession to the special resolution passed in the AGM held on 27/09/2014 under section 180(1)(c) of the Companies Act, 2013 and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which money may be borrowed by the Board of Directors shall not exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company by more than the sum of Rupees twenty five crores at any time."

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

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

"RESOLVED THAT in supersession to the special resolution passed in the AGM held on 27/09/2014 under section 180(1)(a) of the Companies Act, 2013 and pursuant to section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to mortgaging and/or charging all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertaking or

the undertakings of the Company both present and future in favour of the lenders for securing any financial assistance obtained or as may be obtained time to time from any financial institutions, banks and Trustees for the holders of debentures/bonds/other Instruments and all other lenders to the extent of such amount as may be lent by them within the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 together with interest, penal, interest, costs, charges, expenses, liquidated damage and any other money payable by the Company.”

Resolved further that the Board of Directors of the Company be and is hereby authorized to

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

“Resolved that pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, read with schedule IV of the Act, as amended from time to time, and the Listing Regulations, Shri Nawal Khandelwal (DIN: 00076629), a Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company not liable to retire by rotation and be and is hereby appointed an Independent Director to hold office for 5 consecutive years from 25/09/2018 to 24/09/2023.

By Order of the Board
Nawal Khandelwal
 Director

Place: Kolkata

Date: 09th August, 2018

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person can not act a proxy for any person or shareholder.

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

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, if any, is annexed hereto.



3. The Register of Members and the Share Transfer books of the Company will remain closed from 19/09/2018 to 25/09/2018 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata – 700 001, as its Registrar and Transfer Agents (RTA) for both physical and demat segment of equity shares. Members are requested to send all their correspondence at the above address of RTA. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and info@mangalamengineering.com.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
6. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
9. Shareholders of the Company are requested to please get their shares dematerialized for security and other beneficial reasons.
10. Details under SEBI (LODR), 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Annual Report for 2017-18 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 2017-2018 is being sent by the permitted mode..
12. In future, Electronic copy of the Notice of the General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.mangalamengineering.com. for their download.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

14. Documents referred to in the accompanying Notice and the Explanatory Statement, if any shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the Annual General Meeting of the Company.
15. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Attorney letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at info@mangalamengineering.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24/09/2018 without which the vote shall not be treated as valid.
16. The Company has connectivity with both NSDL and CDSL under ISIN No INE630M01011.

VOTING THROUGH ELECTRONIC MEANS

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

Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be able to cast their vote again at the AGM.

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

The instructions for shareholders voting electronically are as under :

- (i) The remote E-voting period begins on 22/09/2018 at 9.00 A.M. and ends on 24/09/2018 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18/09/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 24/09/2018.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com..
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name and the eight digit sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If both details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Mangalam Engineering Projects Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT" A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the log in password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF,NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (xx) A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Attorney letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at info@mangalamengineering.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24/09/2018 up to 5.00 P.M. without which the vote shall not be treated as valid.
- III. Shri Pravin Kumar Drolia, Practising Company Secretary (Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least 2 (two) witnesses not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
- IV. The results shall be declared by any director on 27/09/2018 before 2.00 P M and communicated to Metropolitan Stock Exchange of India Limited. and put on the website of CDSL helpdesk.evoting@cdslindia.com.and on the website of the Company stated above.

By Order of the Board
Nawal Khandelwal
 Director

Place: Kolkata
 Date: 09th August, 2018



ANNEXURE TO THE NOTICE

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

Relating to item No. 3 & 4

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

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

The Board recommends the above resolution for approval of the shareholders by special resolutions.

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

Relating to item No.5

In accordance with the provisions of section 149 read with schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has proposed that Shri Nawal Khandelwal, Director already serving as director on the Board of the Company to be appointed as an Independent Director of the Company.

Shri Nawal Khandelwal has given a declaration to the Board that he meets the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board Shri Nawal Khandelwal fulfills the conditions for her appointment as an Independent director as specified in the Act and the Listing Regulations. Shri Nawal Khandelwal is independent of the management and possess appropriate skills, experience and knowledge.

Copy of the draft letter for appointment of Shri Nawal Khandelwal as an Independent Director setting out the terms and conditions is available for inspection by the members at the registered office of the Company during normal business hours on any working day excluding Saturday. A brief resume of Shri Nawal Khandelwal has been provided in the Annexure to this Notice.

Save and except Shri Nawal Khandelwal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors or Promoters or KMP or their relatives, either directly or indirectly is any way concerned or interested in the above resolution financially or otherwise.

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

Name of the Director	Smt Madhu Rai	Shri Nawal Khandelwal
Date of Birth	01/09/1974	22/06/1963
Date of Appointment	01/04/2015	05/10/1995
Qualification	B.Com	B. Com
Experience in specific functional areas	Railway Components and Finance	Tea and Railway Components and Finance
Directorship in other Companies	NIL	Deepak Gears Limited
Chairmanship/Membership of Committees of Other Public Companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with other directors	No	No

Mangalam Engineering Projects Limited
CIN No.L74899DL1984PLC017356
Regd office:101C, Kundan House, Ground Floor,
Harinagar Ashram, Mathura Road,
New Delhi-110 014

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

ATTENDANCE SLIP

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

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

I/ We hereby record my/our presence at the Annual General meeting of the Company being held on Tuesday the 25/09/2018 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 : **L74899DL1984PLC017356**
Name of the Company : Mangalam Engineering Projects Limited
Registered office : 101C, Kundan House, Ground Floor,
Harinagar Ashram, Mathura Road,
New Delhi-110 014

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

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

- (1) Name Address.....
E-mail ID Signature or failing him.
- (2) Name Address.....
E-mail ID Signature or failing him.
- (3) Name Address.....
E-mail ID Signature

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company, to be held on Tuesday, 25/09/2018 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:

Resolution No	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution to Consider and adopt Audited Balance Sheet as at 31st March, 2018 and, Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for re-appointment of Smt Madhu Rai who retires by rotation.			
3.	Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowings by the Company in excess of the Paid-up capital and free reserves and securities premium			
4.	Special Resolution under section 180(1)(a) of the Companies Act, 2013 for mortgaging, charging, assets of the Company.			
5.	Ordinary resolution for appointment of Shri Nawal Khandelwal as Independent Director for a period of five consecutive years from 25/09/2018 to 24/09/2018.			

Signed this day of 2018

Signature of Shareholder :

Signature of Proxy holder(s):

Note:

- 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.**
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- 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.
- Please complete all details including details of member(s) in above box before submission.

Affix 15 Paisa Revenue Stamp

If undelivered, please return to :

MANGALAM ENGINEERING PROJECTS LIMITED

16, HARE STREET, KOLKATA - 700 001