

MANGALAM ENGINEERING PROJECTS LIMITED

REGD.OFFICE: 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110014

Phone (011)2634-0298/4347/1308

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

CIN: L74899DL1984PLC017356

NOTICE

Notice is hereby given that the 2022-23rd Annual General Meeting ('AGM') of the shareholders of the MANGALAM ENGINEERING PROJECTS LIMITED will be held on Wednesday, the 23rd August, 2023 at 12.30 p.m. at its registered office -101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110014, to transact the following businesses:-

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Nawal Khandelwal (DIN: 00076629) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To appoint Mr. Gautam Dugar (DIN: 07241674) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, including

any amendment (s), statutory modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Gautam Dugar (DIN: 07241674), who was appointed as an Additional Director in the category of Independent Director of the Company with effect from May 20, 2023, in terms of Section 161 of the Act and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for the first term, not liable to retire by rotation, for a period of 3 (three) consecutive years with effect from May 20, 2023, upto May 19, 2026;

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith and incidental thereto."

By order of the Board
For Mangalam Engineering Projects Limited

Sd/-

Vithal Das Mall

Company Secretary

FCS-3686

Place: Kolkata

Dated: 29th May, 2023

NOTES

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and pursuant to relevant Regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, which sets out details relating to Ordinary/ Special Business to be transacted at the meeting, is annexed hereto.
- 2) In terms of Section 152 of the Act, Mr. Nawal Khandelwal (DIN: 00076629) retires by rotation at this meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The Relevant details of the Director proposed to be appointed/ re-appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is annexed to this notice.
- 3) **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. A Proxy form is sent herewith
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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 4) The Register of Members and the Share Transfer books of the Company will remain closed from 17.08.2023 to 23.08.2023 (both days inclusive).
- 5) The Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice along with the Annual Report 2022-23 will also be available on the Company's website at www.mangalamengineering.com, website of the Stock Exchange viz. Metropolitan Stock Exchange Limited - www.msei.in and on website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Interested Members may download the Notice and Annual Report from the website of the Company and Exchanges as stated above. The physical copy of the Notice along with Annual Report shall be made available to Member(s) who may request for the same in writing to the Company.
- 6) Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the CDSL by email at helpdesk.evoting@cdslindia.com with a copy marked to info@mangalamengineering.com.
- 7) Members are requested to send all their correspondence to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and info@mangalamengineering.com
- 8) **REGISTRATION OF EMAIL ADDRESSES – Eligible members who have not registered their e-mail addresses are requested to register the same with their Depository Participant ('DP'), if the shares are held in demat form and members holding shares in physical form are requested to provide the same to the Registrar and Transfer Agent by visiting this link - www.mdpl.in**
- 9) **Nomination:** As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are advised to register the same by submitting Form No. SH13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the weblink - www.mdpl.in

- 10) Members are requested to notify change in address, email address etc. if any, to the Company's Registrar and Share Transfer Agent by visiting this link- www.mdpl.in for shares held in physical form and to their respective Depository Participant (DP) for shares held in electronic form.
- 11) 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.
- 12) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form. In view of this, members are advised to dematerialize shares held by them in physical form
- 13) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service request, viz. issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD_RTSMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be. The said forms can be downloaded by visiting www.mdpl.in
- 14) The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1 January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1 October 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on weblink www.mdpl.in
- 15) Members/Proxies are requested to bring their attendance slip sent herewith duly filled in to the meeting.
- 16) Members seeking any information about the financial accounts or any other matter to be placed at the AGM are requested to write to the Company at least 10 days before the Meeting. The same will be replied by the Company suitably.
- 17) Shri Pravin Kumar Drolia, Practicing Company Secretary (Membership No. FCS 2366 and Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the voting at venue of AGM and the remote e-voting processes to be conducted in a fair and transparent manner.
- 18) All 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 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.

VOTING THROUGH ELECTRONIC MEANS

- 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with the circulars issued by MCA and SEBI and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- 2) The facility for E-voting through electronic voting system or through ballot paper shall also be made available at the venue of the AGM and the 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 prior to the AGM may attend the AGM but shall not be able to cast their vote again at the AGM.
- 3) Shri Pravin Kumar Drolia, Practicing Company Secretary (Membership No. FCS 2366 and Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the voting at venue of AGM and the remote e-voting

processes to be conducted in a fair and transparent manner.

- 4) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would unblock the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit, not later than three days of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by him in writing who shall countersign the same.
- 5) The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.mangalamengineering.com) and on the website of CDSL (www.evotingindia.com) after the result is declared. The Company shall simultaneously forward the results to Metropolitan Stock Exchange Limited ("MSEI") where the shares of the Company are listed.
- 6) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16.08.2023.
- 7) The instructions for shareholders voting electronically are as under:
 - (i) The remote E-voting period commences on 19.08.2023 at 9.00 A.M. and ends on 22.08.2023 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 16.08.2023 may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, **all individual shareholders holding securities in demat mode can cast their vote by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**
 - (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in

order to access e-Voting facility.

a) Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting

	service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

b) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form and shareholders holding securities in physical mode:

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

	For Shareholders holding shares in Demat Form other than individual and PhysicalForm
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the 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(v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders 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.

- (ix) For Shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for "Longview Tea Company Limited" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT" A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Facility for Non – Individual Shareholders and Custodians- Remote Voting
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address vizinfo@mangalamengineering.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-voting form the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

8) **Process for those shareholders whose email / mobile no. are not registered with the Company/Depositories**

- I. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) by email to Company/RTA email address at info@mangalamengineering.com and mdpldc@yahoo.com

- II. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- III. For individual Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through Depository.

OTHER GUIDELINES/INSTRUCTIONS

- I. Any person, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and is holding shares as on the cut-off date, may follow the same instructions/steps as mentioned above for e-voting.
- II. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting. Any person who is not a member as on the cut-off date shall treat this Notice for information purpose only.
- III. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- IV. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future x, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Kolkata
Dated: 29th May, 2023

By order of the Board
For Mangalam Engineering Projects Limited

Sd/-
Vithal Das Mall
Company Secretary
FCS-3686

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Gautam Dugar (DIN: 07241674) as an Additional Director of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (as amended) (the "Act") and Schedule IV thereto and the Articles of Association of the Company in the category of Independent Director for a term of 3 consecutive years with effect from May 20, 2023, subject to the approval of the Members of the Company.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Gautam Dugar for the office of the Director of the Company. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 1,00,000/- is not applicable.

Based on the recommendations received from the Nomination and Remuneration Committee and consent of Mr. Gautam Dugar to act as a Director of the Company and other statutory disclosures including declaration confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), it is proposed to appoint Mr. Gautam Dugar as an Independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Gautam Dugar is not disqualified under Section 164 of the Act. The directorships held by him are within the limits prescribed under the Act and Listing Regulations. A declaration has also been received from Mr. Gautam Dugar that his name is enrolled in the databank maintained by Indian Institute of Corporate Affairs ("The Institute"). The said proposal is in compliance with the Nomination and Remuneration Policy of the Company. The necessary particulars and details as required under the Act, Listing Regulations and Secretarial Standard on General Meetings (SS-2) for appointment of Mr. Gautam Dugar are provided in the Annexure to this Notice.

In the opinion of the Board, Mr. Gautam Dugar fulfills the conditions specified in the Act and rules made thereunder and the Listing Regulations, for his appointment as an Independent Director of the Company and he is independent of the management.

Mr. Gautam Dugar is a Practising Company Secretary since 2004 and a fellow member of the Institute of Company Secretaries of India. He specializes in Company Law matters and Secretarial Audit. He is also member of the National Executive Committee of Terapanth Professional Forum and also a member of Executive Board of Acharya Mahapragya Knowledge Centre (AMKC). He has served as the Past Vice Chairman (2017 & 2018) and Secretary (2016, 2017 & 2018) of the Eastern India Regional Council of the Institute of Company Secretaries of India. Prior to that period, he had also served as the Chairman (2012 & 2013), Vice-Chairman and Secretary of the Hooghly Chapter of The Institute of Company Secretaries of India. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as a Director. He has further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Based on his varied rich and diverse exposure during his career and also being a professional, Mr. Gautam Dugar meets the corporate laws skills, as is required for his role as Independent Director. Considering his knowledge and vast experience in the field of corporate law, amongst others, the Board of Directors is of the opinion that his association would be of immense benefit to the Company and it would be in the interest of the Company to appoint him as an Independent Director for a period of three consecutive years with effect from May 20, 2023 upto May 19, 2026.

The terms and conditions of his appointment would be available for inspection by the members at the Registered Office of the Company Monday to Friday between 11.00 a.m. to 1.00 p.m., including and upto the date of Annual General Meeting.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in item no. 3 of the Notice for the approval by the members of the Company.

Except Mr. Gautam Dugar, being the appointee and his relatives, no other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

By order of the Board
For Mangalam Engineering Projects Limited

Sd/-

Company Secretary

Vithal Das Mall

FCS-3686

Place: Kolkata

Date: 29th May, 2023

Details of Director seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on 23.08.2023 as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given hereunder:

Name of Director	Mr. Nawal Khandelwal	Mr. Gautam Dugar
Director Identification Number (DIN)	00076629	07241674
Date of Birth	22.06.1963	28.04.1976
Age	60	47
Date of Appointment on the Board	05.10.1995	20.05.2023
Qualification & Experience in specific functional areas	B.Com (Hon's), with experience in the field of finance and accounts.	B.Com (Hon's), Practising Company Secretary with vast experience in the field of Company Law matters and Secretarial Audit.
No. of meetings of the Board attended during the year	4	Nil (appointed on Board w.e.f. 20.05.2023)
Directorship in other Companies	Nil	1. Inland Power Limited 2. Jain Tutorial Private Limited.
Chairmanship/ Membership of Committees of other Companies in which he is a Director #	<u>Nil</u>	1. <u>Inland Power Limited</u> Audit Committee – Member
Listed entities from which the person has resigned in the past three years	Nil	Nil
No. of shares held in the Company	Nil	Nil
Relationship between Directors interse (as per Companies Act, 2013)	No	No
Terms and conditions of appointment / reappointment along with details of remuneration last drawn by such person	Nil	Nil

Committee positions only of Audit Committee and Stakeholders Relationship Committee in Public Companies have been considered.

By order of the Board
For Mangalam Engineering Projects Limited

Sd/-

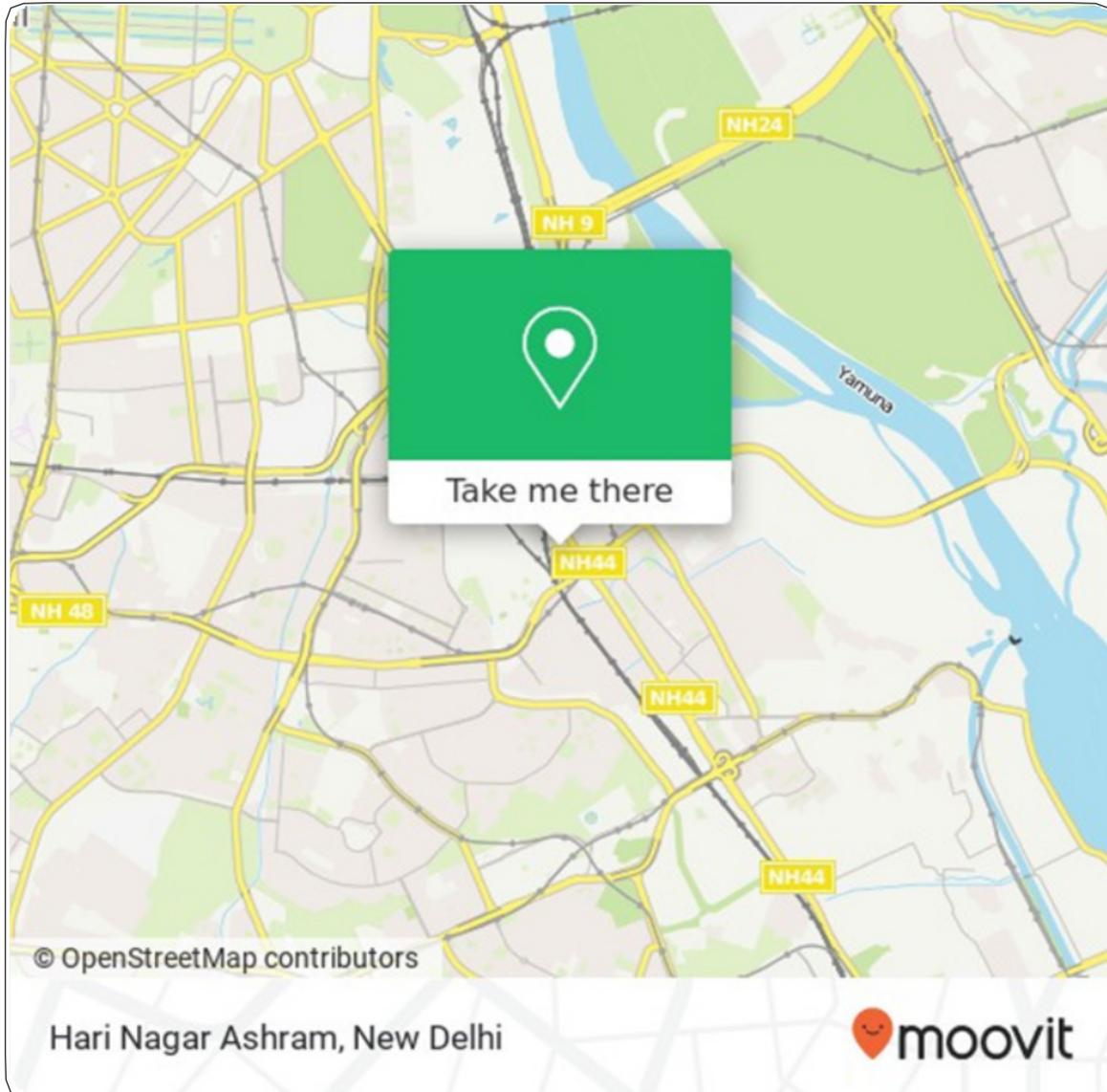
Company Secretary

Vithal Das Mall

FCS-3686

Place: Kolkata
Date: 29th May, 2023

ROAD MAP TO THE VENUE OF AGM OF “MANGALAM ENGINEERING PROJECTS LTD.”



MANGALAM ENGINEERING PROJECTS LIMITED

REGD.OFFICE:101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road,
New Delhi-110014 Phone(011)2634-0298/4347/1308
[E-mail: info@mangalamengineering.com](mailto:info@mangalamengineering.com), Website: www.mangalamengineering.com
CIN: **L74899DL1984PLC017356**

ATTENDANCE SLIP

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

D.P.ID* Folio No.....
Client ID* Number of Shares held.....
I/ We hereby record my/our presence at the Annual General meeting of the Company for 2022-23 being held on
Wednesday, the 23rd August, 2023 at 12.30 P.M.
Signature of Shareholder: (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.

MANGALAM ENGINEERING PROJECTS LIMITED

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[E-mail: info@mangalamengineering.com](mailto:info@mangalamengineering.com), Website: www.mangalamengineering.com
CIN: **L74899DL1984PLC017356**

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, NewDelhi-110014

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

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

- Name.....Address.....
E-mail ID.....Signature.....or failing him.
- Name.....Address.....
E-mail ID.....Signature.....or failing him.
- Name.....Address.....
E-mail ID.....Signature.....or failing him.

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company for 2022-2023, to be held on Wednesday, the 23rd August, 2023 at Registered office of the Company at 101 C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, NewDelhi-110014 at 12.30 p.m. 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)
	ORDINARY BUSINESS			
1.	To Consider and adopt Audited Financial Statements as on 31st March, 2023 and, Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Nawal Khandelwal (DIN:00076629 who retires by rotation, and being eligible, offers himself for re-appointment			
	SPECIAL BUSINESS			
3.	Appointment of Mr. Mr. Gautam Dugar (DIN: 07241674) as an Independent Director of the Company.			

Signed this.....day of.....2023

Signature of Shareholder:.....

Signature of the Proxy holder:.....

Affix Revenue Stamp

Note:

- 1. This form of proxy in order to be effective should be completed and deposit at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- 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.