

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No. : L74899DL1984PLC017356

BOARD OF DIRECTORS

Nawal Khandelwal (DIN : 00076629)

Suresh Kumar Somani (DIN : 00076906)

Umesh Kumar Saraf (DIN : 00873639)

AUDITORS

Salarpuria & Partners

Chartered Accountants

REGISTERED OFFICE

101C, Kundan House, Ground Floor

Harinagar Ashram, Mathrua Road

New Delhi - 110 014

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

Fax : 011-2634 0324

Website : www.mangalamengineering.com

E-mail : info@mangalamengineering.com

REGISTRAR & SHARE

TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, Kolkata - 700 001

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

Fax : 033-2248-4787

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

mdpdc@yahoo.com

NOTICE

Notice is hereby given that the Annual General Meeting of the shareholders of the Mangalam Engineering Projects Limited will be held at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 on Saturday the 27th September, 2014 at 11.00 A.M. to transact the following business :

Ordinary Business :

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a director in place of Shri Nawal Khandelwal (Holding DIN No.00076629) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Special Business :

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

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

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

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

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

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

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

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

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

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

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

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

Place : Kolkata
Date : 27th May, 2014

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

NOTES :

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

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

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 25.09.2014 to 27.09.2014 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001, as its Registrar and Transfer Agents (RTA) for both physical and demat segment of equity shares. Members are requested to send all their correspondence at the above address of RTA. For any communication, the shareholders may also send requests to email ids: mdplc@yahoo.com and info@mangalamengineering.com Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
5. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
8. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode. Positive consent letter is attached to the Notice being sent to the members for giving consent to receive documents in electronic mode.

10. In future, Electronic copy of the Notice of the General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.mangalamengineering.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
12. Documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the Annual General Meeting of the Company.
13. The Company has connectivity with both NSDL and CDSL under ISIN No 630M01011

e-Voting Procedure

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

The instructions for members for voting electronically are as under :

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

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

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

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

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < Mangalam Engineering Projects Limited > on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

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

PHYSICAL VOTING BY BALLOT FORM

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

By Order of the Board

Nawal Khandelwal
Director

DIN No. 00076629

Place : Kolkata
Date : 27th May, 2014

ANNEXURE TO THE NOTICE

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

Relating to item No.4

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

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

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

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

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

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

Relating to item No.5

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

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

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

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

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

MANGALAM ENGINEERING PROJECTS LIMITED

CIN No.L74889DL1984PLC017356

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

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

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

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

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

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

Reso- lution No	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
ORDINARY BUSINESS				
1.	Ordinary Resolution to Consider and adopt Audited Balance Sheet as at 31st March, 2014 and Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for re-appointment of Shri Nawal Khandelwal who retires by rotation.			
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Salapuria & Partners, Chartered Accountants as Auditors and fixing their remuneration.			
SPECIAL BUSINESS				
4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Suresh Kumar Somani as Independent Director.			
5.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Umesh Kumar Saraf as Independent Director.			
6.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 25 crores over and above the aggregate of the paid up share capital and free reserves of the Company.			
7.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.			

Place :

Date :

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

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

INSTRUCTIONS

General Instructions

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

Instructions for voting physically on Ballot Form

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

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

ATTENDANCE SLIP

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

D. P. Id

Folio No

Client Id

No. of Shares held

I/ We hereby record my/our presence at the Annual General meeting of the Company being held on Saturday, the 27th September, 2014 at 11.00 A.M. at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi -110 014.

Signature of shareholder (s)

1.
2.
3.

Signature of the Proxy holder

*Applicable for investors holding shares in electronic form.

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014])

CIN : L74889DL1984PLC017356
 Name of the company : **MANGALAM ENGINEERING PROJECTS LIMITED**
 Registered Office : 101C, Kundan House, Ground Floor, Harinagar Ashram,
 Mathura Road, New Delhi-110 014

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

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

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

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company, to be held on Saturday, the 27th September, 2014 at 11.00 A.M at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolu- tion No.	Resolutions	Optional *	
		For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to Consider and adopt Audited Balance sheet as at 31st March, 2014 and Reports of the Board of Directors and Auditors.		
2.	Ordinary Resolution for re-appointment of Shri Nawal Khandelwal who retires by rotation.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Salarpuria & Partners, Chartered Accountants as Auditors and fixing their remuneration.		
SPECIAL BUSINESS			
4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Suresh Kumar Somani as Independent Director.		
5.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Umesh Kumar Saraf as Independent Director.		
6.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 25 crores over and above the aggregate of the paid up share capital and free reserves of the Company.		
7.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.		

Signed this.....day of2014

Signature of the shareholder

Signature of the Proxy Holder

Affix Revenue Stamp

Note :

1. This form of proxy in order to be effective should be completed and deposit at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.