

**MANGALAM ENGINEERING  
PROJECTS LIMITED**

**Annual Report**

**For the year ended 31<sup>st</sup> March, 2019**

**MANGALAM ENGINEERING PROJECTS LIMITED**

CIN No: L74899DL1984PLC017356

**Board of Directors**

Nawal Khandelwal (DIN: 00076629)

Rajendra Prasad Choudhary (DIN: 00076698)

Madhu Rai (DIN: 07146392)

Anup Kumar Dutta, CEO and CFO

Vinay Kanodia, Company Secretary

**Auditors**

H. B. & Associates

Chartered Accountants

**Registered Office:**

101C, Kundan House, Ground Floor,

Harinagar Ashram, Mathura Road,

New Delhi-110 014

Phone: 011-2634 0298/4347/1308

Website: [www.mangalamengineering.com](http://www.mangalamengineering.com)

E-mail: [info@mangalamengineering.com](mailto:info@mangalamengineering.com)

**Corporate Office:**

16, Hare Street,

Kolkata-700 001

**Registrar & Transfer Agent**

Maheshwari Datamatics Pvt Ltd.

23, R> N. Mukherjee Road, 5<sup>th</sup> Floor,

Kolkata-700 001

Phone: 033-2248-2248, 2243 5029

E-Mail: mdpldc@yahoo.com

**Mangalam Engineering Projects Limited**  
**CIN No.L174889DL1984PLC017356**  
**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](http://www.mangalamengineering.com), E-mail: [info@mangalamengineering.com](mailto:info@mangalamengineering.com)**

Notice

Notice is hereby given that the 2018-19<sup>th</sup> 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 Wednesday, the 25<sup>th</sup> September, 2019 at 2.00 P M to transact the following business:-

Ordinary Business:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2019 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.
3. To appoint Shri Rajendra Prasad Choudhary, a director of the Company and to pass following resolution:-

Resolved that Shri Rajendra Prasad Choudhary, (DIN No.00076698) who has been appointed as additional director of the Company under section 161 of the Companies Act, 2013 with effect from 11/06/2019 be and is hereby appointed a director of the company.

Special Business

4. To consider and if thought fit to pass the following resolution as a special resolution:  
“Resolved that pursuant to section 149 and other applicable provisions of the Companies Act, 2013 (including any statutory amendments or re-enactments thereof for the time being in force) and read with rules made there under and read with schedule IV of the Companies Act, 2013 and provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended Shri Rajendra Prasad Choudhary, (DIN No. 00076698) who was appointed as independent director in the meeting of Board of Directors of the Company with effect from 11/06/2019 for a term of five consecutive years subject to approval of the shareholders of the Company be and is hereby appointed as Independent Director of the Company for a term of five consecutive years from 11/06/2019 to 10/06/2024 and who shall not be liable to retirement by rotation.”

By Order of the Board  
Nawal Khandelwal  
Director

Place: Kolkata

Date: 11<sup>th</sup> June, 2019.

**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 19/09/2019 to 25/09/2019 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5<sup>th</sup> 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](mailto:mdpldc@yahoo.com) and [info@mangalamengineering.com](mailto: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 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2018-2019 is being sent in 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 in 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](http://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](mailto:info@mangalamengineering.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24/09/2019 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 by electronic means. The business will be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL)

The facility for physical voting through Polling paper shall also be made available at the venue of the AGM. 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 22/09/2019 at 9.00 A.M. and ends on 24/09/2019 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 18/09/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 24/09/2019.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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"> <li>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.</li> <li>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.</li> </ul>
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 30<sup>th</sup> 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:info@mangalamengineering.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24/09/2019 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 27/09/2019 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](mailto:helpdesk.evoting@cdslindia.com) and on the website of the Company stated above.

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

Place: Kolkata  
Date: 11<sup>th</sup> June , 2019

## ANNEXURE TO THE NOTICE

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

Relating to item No. 4

Shri Rajendra Prasad Choudhary, upon recommendation of the Nomination and remuneration Committee of the Company was appointed as additional director in the capacity of Independent Non-executive Director of the company on 11/06/2019 subject to approval of shareholders.

Shri Rajendra Prasad Choudhary, is B. Com and has more than 30 years of experience in the finance and administration.

It is proposed to appoint him as Independent Director of the Company for a term of five consecutive years with effect from 11/06/2019 to 10/06/2024.

Your directors recommend his appointment.

None of the Directors, KMPs and their relatives are concerned or interested financially or otherwise in this resolution except the appointee and his relative.

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 Rajendra Prasad Choudhary
DIN No	07146392	00076698
Date of Birth	01/09/1974	09/02/1954
Date of Appointment	01/04/2015	11/06/2019
Qualification	B.Com	B. Com
Experience in specific functional areas	Computer, Railway Components and Finance	Finance and Administration
Directorship in other Companies	Nil	Coplama Products Private Limited Jalpaiguri Holdings Private 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.L174889DL1984PLC017356**  
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**Phone No:011-2634-0298/4347/1308, 4306-5849, Fax No.011-2634-0324**

**[www.mangalamengineering.com](http://www.mangalamengineering.com), E-mail: [info@mangalamengineering.com](mailto: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 Wednesday, the 25<sup>th</sup> September, 2019 at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 at 2.00 P M

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 : L174889DL1984PLC017356

Name of the Company : Mangalam Engineering Projects Limited

Registered office : 101C, Kundan House, Ground Floor,  
Harinagar Ashram, Mathura Road,  
New Delhi-110 014

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

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 Wednesday, the 25<sup>th</sup> September, 2019 at 101C, Kundan House, Ground Floor, Harinagar Ashram, Mathura Road, New Delhi-110 014 at 2.00 P M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion 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 31 <sup>st</sup> March, 2019 and, Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for re-appointment of Smt Madhu Rai who retires by rotation.			
3	Ordinary Resolution for appointment of Shri Rajendra Prasad Choudhary as director of the Company			
4	Special Resolution for appointment of Shri Rajendra Prasad Choudhary as Independent Director of the Company for a term of five consecutive years from 11/06/2019 to 10/06/2024.			

Signed this ..... day of ..... 2019

Signature of Shareholder : .....

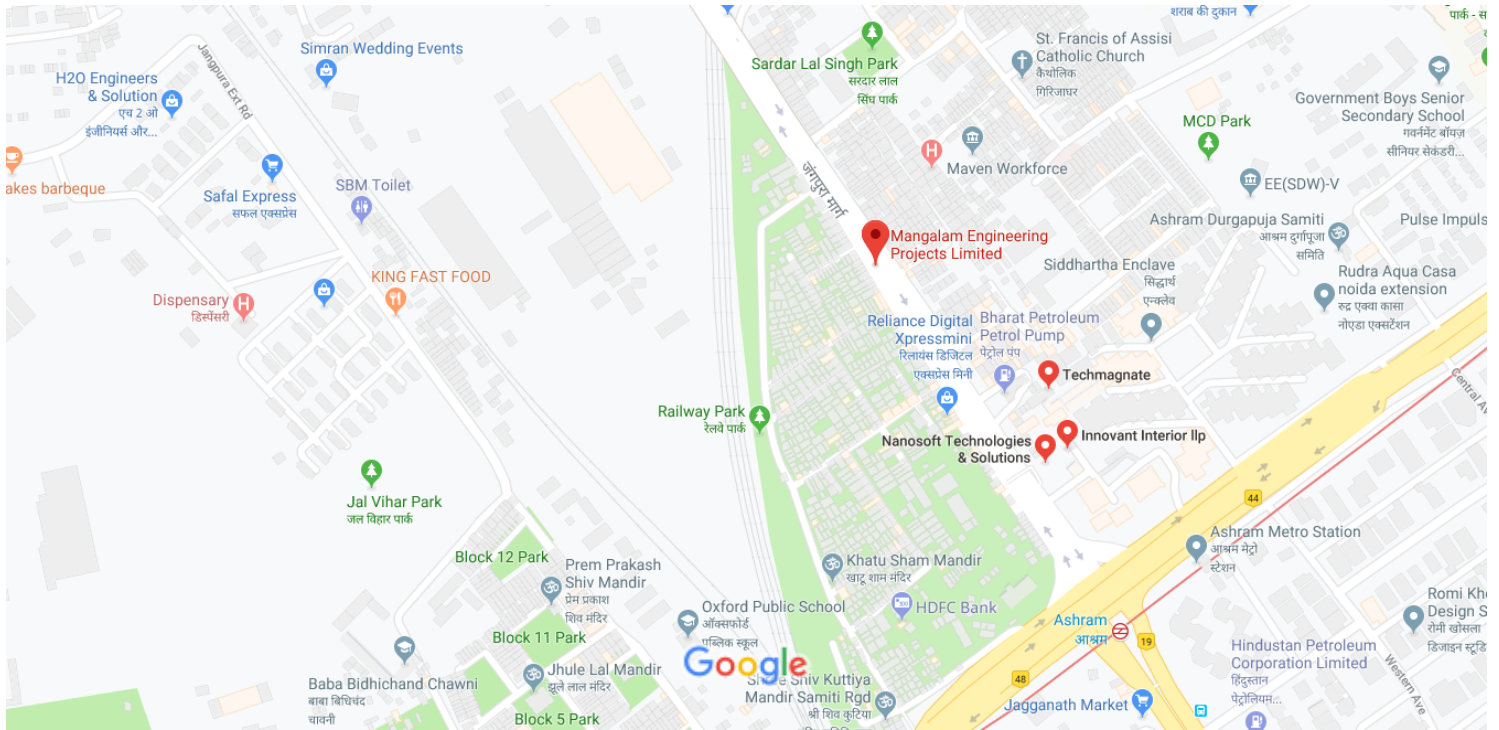
Signature of Proxy holder(s): .....

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 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission

Affix  
15 Paise  
Revenue  
Stamp

# Google Maps Mangalam Engineering Projects Limited



Map data ©2019 100 m



## Mangalam Engineering Projects Limited

Corporate office



Directions



Save



Nearby



Send to your  
phone



Share



101C, Ground Floor, Kundan House, Harinagar  
Ashram, Mathura Road, Hari Nagar Ashram, New  
Delhi, Delhi 110014



H7G4+4C Delhi

## BOARD REPORT

To,

The Members,

Mangalam Engineering Projects Limited

The Directors have pleasure in submitting their Annual report on the business and operations of the Company along with the Audited Statement of Accounts for the year ended 31st March, 2019.

### FINANCIAL RESULTS

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

		(Rs.)
Particulars	31st March, 2019	31st March, 2018
Revenue from operation and other Income	608912	639475
Profit before Tax	(1122185)	(502270)
Taxes		
Current year	-	-
Income tax for earlier years	-	-
(loss)/Profit for the year after tax	(1122185)	(502271)
Basic and diluted earnings per share (Rs.)	(0.92)	(0.41)

### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE

The Company has no subsidiaries, Associates and Joint venture of the Company

### DIVIDEND

Your directors do not recommend any dividend .in view of the losses.

### REVIEW OF OPERATIONS

Revenues from operation and other income for Financial year ended 31<sup>st</sup> March, 2019 is at Rs 608912 and loss for the year after tax is Rs 1122185. The Comparative figures of the previous year are shown in the above Financial results table.

### DELISTING

The promoters of the Company during the year have proposed to delist the Company from Metropolitan Stock Exchange of India Limited the only exchange on which the Company is listed and the in-principle approval of the exchange has been received on 19/11/2018.

### ISSUE OF CAPITAL

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

### DIRECTORS

The Board consists of non-executive directors including independent directors and lady director who have wide and varied experience in different disciplines of corporate functioning.

During the year Shri Umesh Kumar Saraf and Shri Suresh Kumar Somani resigned from the Board and Shri Rajendra Prasad Choudhary has been appointed an additional director of the Company and Independent Director subject to approval of the shareholders in the AGM>

Smt Madhu Rai, Director, is liable to retire by rotation and being eligible offers herself for re-appointments. Your Directors recommend her re-appointment.

### BOARD EVALUATION

Pursuant to the Provisions of the Companies Act, 2013, the Board carried out an annual evaluation of its own performance, its committee, and the directors individually. At the meeting of the Board all the relevant factors such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority

shareholders etc that were material for evaluating the performance were discussed in detail. The performance evaluation of the independent directors was carried out by the entire Board as per the procedure.

The performance evaluation of the non-independent directors on assessment of the quantity, quality and timeliness of the flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

#### **BOARD MEETINGS**

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

#### **AUDITOR S AND THEIR REPORT**

M/s H B & Associates, Chartered Accountant (Firm's registration No 322716E) , Kolkata has been appointed for a term of five years in the last AGM held on 21/09/2017 and the requirement of ratification has been done away with as per latest notification of MCA of May 2018.

The Auditors' Report to the Shareholders does not contain any reservations, qualification or adverse remarks and have not reported any matter under section 143(2) of the Companies Act, 2013. During the year under review, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013 and therefore no details is required to be disclosed under section 1343(3) of the Companies Act, 2013.

#### **SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS**

The Company has appointed Binay Kumar Pandey, Company Secretaries (C P No. 12074) as Secretarial Auditors to conduct the Secretarial Audit for the financial year 2019-20. Secretarial Audit Report for the financial year 2018-19 is being annexed as Annexure-I with this report. The Auditors have not reported any matter under section 143(12) of the Companies Act, 2013 and therefore no details is required to be disclosed under section 1343(3) of the Companies Act, 2013.

#### **AUDIT COMMITTEE, VIGIL MECHANISM AND RISK MANAGEMENT**

The Audit Committee of the Company was constituted by Board. The Committee comprises Shri Nawal Khandelwal as Chairman, Shri Rajendra Prasad Choudhary, Independent director , and Smt Madhu Rai, as Members and. During the year, there were no instances where the Board had not accepted the recommendation of the Audit Committee.

The details of the vigil mechanism is available on the Company's website [www.mangalamengineering.com](http://www.mangalamengineering.com).

The Audit Committee has been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risk which the Company may be exposed to. A risk policy and matrix has been adopted and approved by the Board on the recommendation of the Audit Committee. for observation by the company executives. The CFO and CEO certifies the adherence of the risk management policy on quarterly basis to the audit committee and the Board.

#### **DEPOSITS**

The Company has not accepted Deposit from the members or the general Public during the year. There are no outstanding deposits in terms of Companies ( Acceptance of Deposits) Rules, 2014.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

#### **KEY MANAGERIAL PERSONNEL**

Shri Anup Kumar Dutta, CEO and CFO and Shri Vinay Kanodia, Company Secretary are the Key Managerial Personnel of the Company..

#### **CORPORATE SOCIAL RESPONSIBILITY**

Due to the non-filling of the conditions for appointment of the Corporate Social Responsibility Committee, such committee has not been formed by the company. The company is under no obligation to spend any amount on the matter.

#### **NOMINATION AND REMUNERATION COMMITTEE**

A Nomination and Remuneration Committee has been constituted and members of the Committee are Shri Nawal Khandelwal, as Chairman and Shri Rajendra Prasad Choudhary, , and Smt Madhu Rai, as Members. The Company's Remuneration Policy is annexed as Annexure-II and forms a part of this report.

#### **RELATED PARTY TRANSACTIONS:**

There has been no related party transactions during the year under section 188 of the Companies Act, 2013. Suitable disclosure as required by the Accounting standard (AS-18) has been made in the notes to the Financial Statement.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

#### **DECLARATION BY INDEPENDENT DIRECTORS**

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

#### **STATEMENT OF LOANS, AND INVESTMENT**

This is contained in the financial statement.

#### **INTERNAL FINANCIAL CONTROL**

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

#### **PARTICULARS OF THE EMPLOYEES**

Disclosure pursuant to Rule 5(1) of the Companies (Appointment & Remuneration of

Managerial Personnel) Rules, 2014 is annexed as annexure-III and forms part of this report. None of the employee was drawing remuneration specified under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. The list of the top ten employees will be available on request from the shareholder.

The Company has not received any complained under 'Sexual harassment of Women at work place (Prohibition, Prevention and Redressal) Act, 2013 during the year.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

A Management discussion and analysis report as required under the SEBI(LODR) Regulations,2015 is annexed as Annexure-IV and forms part of this report

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

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

#### **COMPLIANCE WITH THE SECRETARIAL STANDARDS**

The Company has complied with the secretarial standards applicable to the Company.

#### **ABSTRACT OF THE ANNUAL RETURN:**

The Abstract of the Annual Return for the year ended 31/03/2019 is annexed as Annexure-V with this Report.

#### **CASH FLOW ANALYSIS**

In conformity with the provisions of the Companies Act, 2013, Cash Flow Statement for the year ended 31/03/2019 is annexed with the financial statement.

#### **TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

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

#### **PERSONNEL**

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

#### **ACKNOWLEDGEMENT**

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

#### **CAUTIONARY STATEMENT**

Statements in the Board Report describing the Company's objective, expectations or forecasts may be forward-looking within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations are changes in government regulations, tax laws etc.

Regd Office

101C, Kundan House, Harinagar Ashram

Mathura Road, New Delhi- 110 014

Dated: 11/06/2019

Nawal Khandelwal,  
(DIN No.0076629)

Madhu Rai,  
(DIN No.07146392)  
Directors

CS BINAY KUMAR PANDEY  
*Practising Company Secretary*

Annexure-I  
M/s B K P & ASSOCIATES  
Company Secretaries  
4<sup>th</sup> Floor, Room No. 426,  
City Centre Building,  
19, Synagogue Street,  
Kolkata 700 001

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To,  
The Members,  
Mangalam Engineering Projects Limited  
101C, Kundan House, Harinagar Ashram,  
Mathura Road, New Delhi-110014.  
Corporate Office :  
16, Hare Street, Kolkata 700 001

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

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

Place: Kolkata  
Dated: May 15, 2019.

For B K P & ASSOCIATES  
Company Secretaries

(CS Binay Kumar Pandey, ACS)  
Membership No. FCS 9830  
C.P. No. 12074



CS BINAY KUMAR PANDEY  
*Practising Company Secretary*

M/s B K P & ASSOCIATES  
Company Secretaries  
4<sup>th</sup> Floor, Room No. 426,  
City Centre Building,  
19, Synagogue Street,  
Kolkata 700 001

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**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

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

To,

The Members,  
Mangalam Engineering Projects Limited  
101C, Kundan House, Harinagar Ashram,  
Mathura Road, New Delhi-110014.  
Corporate Office :  
16, Hare Street, Kolkata 700 001

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

Based on our verification of the Mangalam Engineering Projects Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representation during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Reserve Bank of India Act, 1934;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of import and export of goods and services;
- (vi) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ( SEBI Act ) were not applicable to the Company for the financial year ended March 31, 2019.

- (g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vii) Other laws as mentioned in the list appended below and as may be applicable to the company.

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (b) Listing Agreement executed by the Company with the Metropolitan Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except that the company did not appoint a CEO for the company**.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Company has a woman director on its Board. There has been no change in the composition of the Board of Directors during the period under review.

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

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

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

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

- (a) not allotted any share or other securities during the period.
- (b) no redemption/buy-back of securities.
- (c) not altered the provisions of the Memorandum of Association or the Articles of Association.
- (d) not taken any major decision in the last Annual General Meeting held on 21/09/2017.
- (e) no merger / amalgamation / reconstruction etc.
- (f) no foreign technical collaborations.

Place: Kolkata

Dated: May 15, 2019.

For B K P & ASSOCIATES  
Company Secretaries

(CS Binay Kumar Pandey, ACS)  
Membership No.FCS 9830  
C.P. No. 12074

#### LIST OF OTHER APPLICABLE LAWS

1. Apprentices Act, 1961
2. Consumer Protection Act, 1986
3. Indian Contract Act, 1872
4. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
5. Employees' State Insurance Act, 1948
6. Environment Protection Act, 1986
7. Maternity Benefit Act, 1961
8. Minimum Wages Act, 1948
9. Negotiable Instruments Act, 1881
10. Payment of Bonus Act, 1965
11. Payment of Gratuity Act, 1972
12. Payment of Wages Act, 1936
13. Sexual Harassment of Women at Workplace ( Prevention, Prohibition and Redressal ) Act, 2013
14. Registration Act, 1908
15. Sale of Goods Act, 1930
16. Workmen's Compensation Act, 1923
17. Income-Tax Act, 1961
18. The Central Goods and Service Tax Act, 2017
19. The Customs Act, 1962
20. The Motor Vehicles Act, 1988
21. Shops & Establishment Act, Profession Tax Act, and other Commercial Acts of respective states.

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**MANGALAM ENGINEERING PROJECTS LIMITED  
NOMINATION AND REMUNERATION POLICY  
( Amended by Board w.e.f 1<sup>st</sup> April, 2019)**

**INTRODUCTION:**

In compliance with the provisions of Section 178 of the Companies Act, 2013 read with the applicable rules thereto and the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 ( hereinafter referred to as the SEBI Listing Regulations) as amended from time to time and in pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

**OBJECTIVE AND PURPOSE OF THE POLICY:**

The objective and purpose of this policy are:

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

**Constitution of the Nomination and Remuneration Committee:**

The Board has constituted Nomination and Remuneration Committee on 12<sup>th</sup> February 2015. The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirements.

**Definitions:**

- ‘Board’ means Board of Directors of the Company.
- ‘Directors’ means Directors of the Company.
- ‘Committee’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board. In accordance with provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations
- ‘Company’ means Mangalam Engineering Projects Limited.
- ‘Independent Director’ means a director referred to in Section 149 (6) of the Companies Act, 2013. and in Regulation 16 of SEBI Listing Regulations
- ‘Key Managerial Personnel (KMP)’ means-
  - (i) Chief Executive officer or the Managing Director or the Manager
  - (ii) Whole-time Director
  - (iii) Chief Financial Officer;
  - (iv) Company Secretary;
  - (v) Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;
  - (vi) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- ‘Senior Management Personnel’ means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

**Applicability:**

The Policy is applicable to -

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

**General :**

- This Policy is divided in three parts:

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

## **PART – A**

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

The Committee shall:

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

## **PART – B**

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

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

significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

• **Appointment criteria and qualifications:**

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

• **Term / Tenure:**

1. Managing Director/Whole-time Director:

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

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special

resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

### 3. Key Managerial Personnel (KMP)-

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

#### • **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, at regular interval (yearly).

#### • **Removal:**

Due to reasons for disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of any Act, rules and regulations, their service contract or evaluation of their performance.

#### • **Retirement:**

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

## **PART – C**

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

1. The remuneration / compensation / commission etc. to the Managing Director/Whole-time Directors and Directors will be determined by the Committee. It shall be fixed as per the statutory provisions of the Companies Act, 2013 and the rules made there under for the time



being in force and in accordance with and subject to the relevant provisions of the Articles of Association of the Company. The Committee shall recommend the remuneration / compensation / commission etc. to be paid the Managing Director/Whole-time Director and Directors to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. Increments to the existing remuneration / compensation structure of Whole time Director and Directors may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of managerial person.

3. The Non- Executive / Independent Directors may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount as may be prescribed by the Central Government from time to time.

4. Commission to Non-executive Directors may be paid within the monetary limit approved by shareholders, as per the applicable provisions of the Companies Act, 2013.

5. The remuneration / compensation / commission etc. to the KMP and Senior Management Personnel will be determined based on the Company's financial position, trends and practices on remuneration prevailing in peer companies, in the industry to which the company belongs and performance of such KMP and Senior Management Personnel.

6. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

7. An Independent Director shall not be entitled to any stock option of the Company.

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

Mangalam Engineering Projects Ltd.  
Disclosure pursuant to rules 5(1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014

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Sr. No.	Requirement of Rule 5(1) for the Financial Year 2018-19	Details
i.	The ratio of remuneration of each director to the median remuneration of the employee of the company for the financial year.	There is no executive director in the Company, therefore, Not applicable.
ii.	The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or manager, if any, in the financial year	Directors- Not Applicable Key Managerial Personnel Anup Kumar Dutta- CFO and CEO 0.94% Vinay Kanodia- New Appointment in the year 2018-19 Manager: Not applicable as the company does not have a Manager.
iii.	The Percentage increase in the median remuneration of employee in the financial year.	Median for the full year is not calculable.
iv.	The Number of permanent employee on the roll of the Company.	There are two employees on the roll of the Company as on 31/03/2019.
v.	Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no non-managerial Employee and no two persons have been employed through out the financial year 2018-19.
vi.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended 31/03/2019 is as per the Remuneration Policy of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report forms part of the Board Report for the year ended 31<sup>st</sup> March, 2019.

### OVERALL REVIEW AND INDUSTRY STRUCTURE AND DEVELOPMENT

The financial market in India is continues to be under pressure due to the non performing assets and recovery of NPA is facing problem However, with the operationalisation of the Insolvency and Bankruptcy code, the situation has eased.

### BUSINESS SEGMENT

The Company is a Non-deposit taking NBFC Company and this is only one business segment of investment and lending business in the Company. The Capital of the Company is currently fully invested and further scope in NBFC can be there upon raising of the Capital or upon inter-corporate borrowing which is presently not under consideration for further development of the activity of the Company.

### OPPORTUNITY AND THREATS , OUTLOOK, RISK AND CONCERN

The size of the Company is very small and the opportunity and threats, outlook, Risk and Concern matters do not concern the Company in view of the size of the Company.

### FINANCIAL PERFORMANCE

This has already been discussed in the Board report.

### INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has adequate internal control systems and procedures commensurate with the size and nature of business ensuring that assets and resources are used reasonably and are adequately protected and all the internal policies and statutory guidelines are complied with.

### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The employee relations continue to be cordial as the company continues to lay emphasis on employees development at all levels, There are two employees in the Company as on 31.03.2019.

### CAUTIONARY STATMENT

This is stated in the Board report.

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31<sup>st</sup> March, 2019

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

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN	L74899DL1984PLC017356
ii) Registration Date	19th January, 1984
iii) Name of the Company	Mangalam Engineering Projects Ltd
iv) Category / Sub-Category of the Company	Company limited by shares
v) Address of the Registered office and contact details	101C, Ground Floor, Kundan House, Harinagar Ashram, Mathura Road, New Delhi-110014
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt Ltd 23, R.N .Mukherjee Road, 5 <sup>th</sup> Floor, Kolkata-700001 Phone: 033-2248-2248, 2231-6389, Fax;2248-4787 Email; info@mdpl.in; mdpldc@yahoo.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Interest Income	Not applicable	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
NIL					

i) Category-wise Share Holding

[illegible]

Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	231000	301300	532300	43.4531	329800	201650	531450	43.3837	-0.0694
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	47950	47950	3.9143	0	8800	8800	0.7184	-3.1959
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0.0000	40000	0	40000	3.2653	3.2653
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-D R	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
Employee Trusts	-	-	-	-	-	-	-	-	-
Domestic Corporate Unclaimed Shares Account	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(2):-</b>	231000	349250	580250	47.3674	369800	210450	580250	47.3674	0.0000
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	231000	349250	580250	47.3674	369800	210450	580250	47.3674	0.0000
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	875750	349250	1225000	100.0000	1014550	210450	1225000	100.0000	0.0000

ii) Shareholding of Promoters-

Sl No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2018]			Shareholding at the end of the year [As on 31/Mar/2019]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	PRADIP KUMAR DAGA	135000	11.0204	0.0000	135000	11.0204	0.0000	0.0000
2	ASHA DEVI DAGA	92400	7.5429	0.0000	92400	7.5429	0.0000	0.0000
3	YASHWANT KUMAR DAGA	56400	4.6041	0.0000	56400	4.6041	0.0000	0.0000
4	CONTRANSYS PRIVATE LIMITED	300950	24.5673	0.0000	300950	24.5673	0.0000	0.0000
5	JALPAIGURI HOLDINGS PRIVATE LIMITED	60000	4.8980	0.0000	60000	4.8980	0.0000	0.0000
	TOTAL	644750	52.6327	0.0000	644750	52.6327	0.0000	0.0000

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

Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	JALPAIGURI HOLDINGS PRIVATE LIMITED					AAACJ7869D
	01/04/2018	60000	4.8980			
	31/03/2019	60000	4.8980	60000	4.8980	
2	CONTRANSYS PRIVATE LIMITED					AABCC0141L
	01/04/2018	300950	24.5673			
	31/03/2019	300950	24.5673	300950	24.5673	
3	ASHA DEVI DAGA					ADIPD1260C
	01/04/2018	92400	7.5429			
	31/03/2019	92400	7.5429	92400	7.5429	
4	YASHWANT KUMAR DAGA					AFYPD7477F

	01/04/2018	56400	4.6041			
	31/03/2019	56400	4.6041	56400	4.6041	
5	PRADIP KUMAR DAGA					AGAPD8547R
	01/04/2018	135000	11.0204			
	31/03/2019	135000	11.0204	135000	11.0204	

- iii) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

		Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		
Sl No	Name	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	PAN
1	IDEAL MOTOR FINANCE PRIVATE LIMITED					AAACI9929B
	01-04-2018	60000	4.8980			
	31-03-2019	60000	4.8980	60000	4.8980	
2	CHETALL VINIYOG PVT. LTD.					AABCC9270E
	01-04-2018	32240	2.6318			
	31/03/2019 - Transfer	-32240	2.6318	0	0.0000	
3	GLOBE STOCKS & SECURITIES LTD *					AABCE0032A
	01-04-2018	0	0.0000			
	29/03/2019 - Transfer	40450	3.3020	40450	3.3020	
	31-03-2019	40450	3.3020	40450	3.3020	
4	ELLENBARRIE TOWERS LIMITED #					AABCE5771F
	01-04-2018	32240	2.6318			
	31/03/2019 - Transfer	-32240	2.6318	0	0.0000	
5	GLOBE STOCKS AND SECURITIES LTD.					AABCG0032A
	01-04-2018	60000	4.8980			
	27/07/2018 - Transfer	-40000	3.2653	20000	1.6327	
	07/09/2018 - Transfer	40000	3.2653	60000	4.8980	
	14/09/2018 - Transfer	-40000	3.2653	20000	1.6327	
	31-03-2019	20000	1.6327	20000	1.6327	



6	GARIMA MERCANTILES PVT. LTD. #					AABCG1839 M
	01-04-2018	32240	2.6318			
	31/03/2019 - Transfer	-32240	2.6318	0	0.0000	
7	MANJUSHREE TRADING AND FINANCE COMPANY PVT. LTD. *					AABCM7410J
	01-04-2018	27350	2.2327			
	31-03-2019	27350	2.2327	27350	2.2327	
8	TEKMEK TRADING CO. PVT. LTD.					AABCT5143M
	01-04-2018	56450	4.6082			
	31-03-2019	56450	4.6082	56450	4.6082	
9	ARDHI VANIJYA PRIVATE LIMITED					AACCA1654M
	01-04-2018	55000	4.4898			
	31-03-2019	55000	4.4898	55000	4.4898	
10	MAANOR INVESTMENTS PVT. LTD. #					AADCM5393 A
	01-04-2018	32240	2.6318			
	31/03/2019 - Transfer	-32240	2.6318	0	0.0000	
11	PRJ FINANCE PVT.LTD.					AADCP4314Q
	01-04-2018	55000	4.4898			
	31-03-2019	55000	4.4898	55000	4.4898	
12	PRAGATI BAGS PRIVATE LTD *					AADCP9374J
	01-04-2018	0	0.0000			
	31/03/2019 - Transfer	161200	13.1592	161200	13.1592	
13	SHARBHANG COMMERCIAL CO. PVT. LTD. #					AADCS9413P
	01-04-2018	32240	2.6318			
	31/03/2019 - Transfer	-32240	2.6318	0	0.0000	
14	RADHARANI COMMERCIAL PRIVATE LIMITED					AAECR2761C
	01-04-2018	55000	4.4898			
	31-03-2019	55000	4.4898	55000	4.4898	
15	SURESH KUMAR RAJGARIA					ACRPR0507N

	*					
	01-04-2018	0	0.0000			
	14/09/2018 - Transfer	40000	3.2653	40000	3.2653	
	31-03-2019	40000	3.2653	40000	3.2653	
16	ADITYA RAJGARIA					AKTPR0732M
	01-04-2018	0	0.0000			
	27/07/2018 - Transfer	40000	3.2653	40000	3.2653	
	07/09/2018 - Transfer	-40000	3.2653	0	0.0000	
	31-03-2019	0	0.0000	0	0.0000	
*	Not in the list of Top 10 shareholders as on 01/04/2018 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2019.					
#	Ceased to be in the list of Top 10 shareholders as on 31/03/2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2018.					

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For Each of the Directors and KMP				
	At the beginning of the year (01/04/2018)				
1	Nawal Khandelwal (Director)	NIL	NIL		
2	Umesh Kumar Saraf(Director) (till 08/08/2018)	NIL	NIL		
3	Suresh Kumar Somani(Director)	NIL	NIL		
4	Madhu Rai (Director)				
5	Anup Kumar Datta(CFO)	NIL	NIL		
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (31/03/2019)				
1	Nawal Khandelwal (Director)			NIL	NIL
3	Suresh Kumar Somani(Director)			NIL	NIL
4	Madhu Rai (Director)				
5	Anup Kumar Datta(CFO and CEO )			NIL	NIL
6	Karthik Chandra Sil(CEO)			NIL	NIL

## V. INDEBTEDNESS

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

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

	Total (A)	-	-	-
	Ceiling as per the Act*	NA	NA	NA

\*not applicable there is no such managing director or whole time director

**B. Remuneration to other Directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Nawal Khandelwal	Suresh Kumar Somani	Umesh Kumar Saraf (till 08/08/2018)	Madhu Rai	
	1. Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
4.	2. Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	--	--	--	--
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Ceiling as per the Act*	NA	NA	NA	NA	NA

\* not applicable since no remuneration and commission is paid by the company to any Directors

**B. Remuneration to Key Managerial Personnel, other than MD/Manager/WTd:**

Rs.				
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Anup Kumar Dutta CFO and CFO	Vinay Kanodia Company Secretary	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax	339250	60667	399917
	(b) Value of perquisites u/s 17(2) Income Tax Act., 1961	19500	-	19500
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	
2.	Stock Option	-	-	

3.	Sweat Equity	-	-	
4.	Commission			
	- As % of profit	-	-	
	Others, specify..	-	-	
5.	Others, please specify	-	-	
	Total	358750	60667	419417

#### VII. Penalties/Punishment/Compounding of Offences

The Company has not been convicted of any offence during the year.

	Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/punishment/Compounding fees imposed	Authority [RD/NCLT /Court]	Appeal made if any, (give details)
<b>A</b>	<b>Company</b>					
	Penalty	NIL	Not applicable	Not applicable	Not applicable	Not applicable
	Punishment	NIL	Not applicable	Not applicable	Not applicable	Not applicable
	Compounding	NIL	Not applicable	Not applicable	Not applicable	Not applicable
<b>B</b>	<b>Directors</b>					
	Penalty	NIL	Not applicable	Not applicable	Not applicable	Not applicable
	Punishment	NIL	Not applicable	Not applicable	Not applicable	Not applicable
	Compounding	NIL	Not applicable	Not applicable	Not applicable	Not applicable
<b>C</b>	<b>Other officer in default</b>					
	Penalty	NIL	Not applicable	Not applicable	Not applicable	Not applicable
	Punishment	NIL	Not applicable	Not applicable	Not applicable	Not applicable
	Compounding	NIL	Not applicable	Not applicable	Not applicable	Not applicable

## **INDEPENDENT AUDITOR'S REPORT**

### **To The Members of MANGALAM ENGINEERING PROJECTS LIMITED**

#### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying Financial Statements of **MANGALAM ENGINEERING PROJECTS LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March, 2019, and the statement of Profit and Loss, and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its **loss**, and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to Board's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Managements' Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of user taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure –B"; and



- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations as at 31st March, 2019 on its financial position in its financial statements – Refer Note 21(7) to the financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For H B & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No.0322716E**

**H. S. SENAPATI**  
**Partner**  
**Membership No.54660**  
24, N. S. Road, 5th Floor  
Kolkata 700 069,  
the 15<sup>th</sup> day of May , 2019

## **ANNEXURE 'A' TO THE AUDITOR'S REPORT**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2019, we report that:

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no discrepancies were noticed on such verification.  
  
c) The Company does not have immovable properties so, Paragraph 3(i)(c) of the said Order is not applicable.
- ii. The stock in trade consists of shares which have been physically verified at reasonable intervals by the management and no discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, LLP or Other parties Covered in the registered under section 189 of the Companies Act ,2013.
- iv. The provisions of Section 185 and 186 of the Companies Act, 2013 is not applicable to the company.
- v. According to the information and explanations given to us, there is no such deposits, taken by the Company, for which directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act,2013 and the rules framed there under, are required to be complied with.
- vi. As explained to us by the management maintenance of cost records under sub section 148(i) of the Companies Act, 2013 is not required.
- vii. a) According to the records of the Company and as per the information and explanations given to us, it has been regular in depositing undisputed statutory dues like Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Excise Duty, Cess and Other Statutory Dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Goods and Services Tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.

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

<b>Nature of Tax</b>	<b>Amount involved</b>	<b>Asst. Year</b>	<b>Forum (where it is pending)</b>
Income Tax Act ,1961	Rs. 682,480	2011-12	Commissioner Of Income Tax (Appeals)

- viii. The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, comment on paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its Officer or Employees has been noticed or reported during the course of our audit, nor have we been informed of any such case by the management.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, Managerial remuneration has been paid/provided by the Company in accordance with Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and it is of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence comment on paragraph 3(xiv) of Order is not applicable.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is Registered under section 45-IA of Reserve Bank of India Act, 1934.

**FOR H. B. & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No.0322716E**

**H. S. SENAPATI**  
**Partner**  
**Membership No.54660**  
Place : Kolkata  
Date : 15<sup>th</sup> May, 2019

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to Paragraph 2(g) of Report on Other Legal and Regulatory Requirements of our Report of even date)**

We have audited the internal financial controls over financial reporting of **Mangalam Engineering Projects Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR H. B. & ASSOCIATES**

**Chartered Accountants**

**Firm Regn. No.0322716E**

**H. S. SENAPATI**

**Partner**

**Membership No.54660**

Place : Kolkata

Date : 15<sup>th</sup> May 2019

**MANGALAM ENGINEERING PROJECTS LIMITED**

CIN: L74899DL 1984PLC017356

Balance Sheet as at 31st March 2019

<b>I. EQUITY AND LIABILITIES</b>	Note No.	As At 31.03.2019 (Rs.)	As At 31.03.2018 (Rs.)
<b>1 Shareholders' Funds</b>			
(a) Share Capital	2	<b>12,250,000</b>	12,250,000
(b) Reserves and Surplus	3	<b>8,089,473</b>	9,211,658
<b>2 Current Liabilities</b>			
(a) Trade payables	4		
Total Outstanding dues of Micro Enterprises & Small Enterprises			
Total Outstanding dues of Creditors other than Micro Enterprises & Small Enterprises.		<b>52,725</b>	10,830
(b) Other Current Liabilities	5	<b>60,797</b>	130
(c) Short-Term Provisions	6	<b>13,626</b>	15,621
<b>Total</b>		<b>20,466,621</b>	21,488,239

<b>II. ASSETS</b>	Note No.	As At 31.03.2019 (Rs.)	As At 31.03.2018 (Rs.)
<b>1 Non Current Assets</b>			
(a) Property Plant and Equipment			
(i) Tangible Assets	7	<b>114</b>	114
(b) Non-Current Investments	8	<b>14,693,385</b>	14,693,385
<b>2 Current Assets</b>			
(a) Inventories	9	<b>1,648</b>	1,972
(b) Cash and Cash Equivalents	10	<b>208,218</b>	427,844
(c) Short-Term Loans and Advances	11	<b>5,563,195</b>	5,974,977
(d) Other Current Assets	12	<b>61</b>	389,947
<b>Total</b>		<b>20,466,621</b>	21,488,239

**Significant Accounting Policy & Notes to Accounts**

18

The Accompanying Notes are an Integral Part of the Financial Statements

As per our report of even date attached hereto.

**FOR H. B. & ASSOCIATES**

Chartered Accountants

Firm Regn. No.0322716E

**H. S. SENAPATI**

Partner

Membership No.54660

24, N. S. Road, 5th Floor

Kolkata 700 069, the 15th day of May, 2019

**For and on behalf of the board**

For Mangalam Engineering Projects Ltd

Nawal Khandelwal, Director

DIN NO. 00076629

Madhu Rai, director

DIN No. 07146392

Anup Kr Dutta, CEO and CFO

Vinay Kanodia, co., Secretary

**MANGALAM ENGINEERING PROJECTS LIMITED****CIN: L74899DL 1984PLC017356****Profit and Loss Statement for the year ended 31st March, 2019**

Particulars	Note No.	For the Year Ended 31.03.2019 Rs.	For the Year Ended 31.03.2018 Rs.
I. Revenue From Operations	13	<b>587,463</b>	590,947
II. Other Income	14	<b>21,449</b>	48,528
<b>III.Total Revenue (I + II)</b>		<b>608,912</b>	639,475
<b>IV. Expenses:</b>			
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade.	15	<b>324</b>	(86)
Employee Benefits Expense	16	<b>715,539</b>	875,712
Other Expenses	17	<b>1,015,234</b>	266,120
<b>IV. Total Expenses</b>		<b>1,731,097</b>	1,141,746
V. Profit before Tax (III - VI)		<b>(1,122,185)</b>	(502,271)
VI. Tax Expense:			
(1) Current Tax (MAT)			-
(2) Deferred Tax			-
(3) Income Tax for Earlier years			-
VII. Profit (Loss) after Tax	(V-VI)	<b>(1,122,185)</b>	(502,271)
VIII. Earnings per Equity Share:			
Basic & Diluted (in `Rs. ) (face value of `Rs. 10/-)		<b>(0.92)</b>	(0.41)

**Significant Accounting Policy & Notes to Accounts**

18

The Accompanying Notes are an Integral Part of the Financial Statements

As per our report of even date attached hereto.

**FOR H. B. & ASSOCIATES****Chartered Accountants****Firm Regn. No.0322716E****For and on behalf of the board**

For Mangalam Engineering Projects Ltd

**H. S. SENAPATI****Partner****Membership No.54660**

24, N. S. Road, 5th Floor

Kolkata 700 069, the 15th day of May, 2019

Nawal Khandelwal, Director

DIN NO. 00076629

Madhu Rai, director

DIN No. 07146392

Anup Kr Dutta, CEO and CFO

Vinay Kanodia, co., Secretary

**MANGALAM ENGINEERING PROJECTS LIMITED**

CIN: L74899DL 1984PLC017356

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019**

<b>Particulars</b>	<b>For the Year Ended 31.03.2019 Rs.</b>	<b>For the Year Ended 31.03.2018 Rs.</b>
<b>A. CASH FLOW FROM OPERATION ACTIVITIES</b>		
Net Profit/(Loss) before tax & Extra Ordinary Activities	<b>(1,122,185)</b>	(502,271)
Adjustments for:		
Profit on Sale of Investments	-	-
<b>Operating Profit before working capital changes</b>	<b>(1,122,185)</b>	(502,271)
<b>Movement in Working Capital :</b>		
Increase/(Decrease) in Other Current Liabilities	<b>60,667</b>	130
Increase/(Decrease) in Short Term Provisions	<b>(1,995)</b>	1,082
(Increase)/Decrease in Inventories	<b>324</b>	(86)
Increase/(Decrease) in Trade Payables	<b>41,895</b>	(29,250)
(Increase)/Decrease in Loans & Advances	<b>411,782</b>	(761,515)
(Increase)/Decrease in Other Current Assets	<b>389,886</b>	271,835
Less: Direct Taxes Paid (Net of Refund Received)	-	-
<b>Net Cash from Operating Activities</b>	<b>(219,626)</b>	(1,020,075)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investments	-	-
Net Cash from Investing Activities	-	-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Increase/(Decrease) in Cash/Cash Equivalent (A+B+C)	<b>(219,626)</b>	(1,020,075)
Cash & Cash Equivalent at the beginning of the year	<b>427,844</b>	1,447,919
Cash & Cash Equivalent at the End of the year	<b>208,218</b>	427,844
<b>Components of Cash &amp; Cash Equivalents</b>		
Balance with Banks		
- On Current Account	<b>154,651</b>	91,106
- On Term Deposit less than 3 months	<b>50,000</b>	320,000
Cheques in Hand	-	12,612
Cash on Hand	<b>3,567</b>	4,126
	<b>208,218</b>	427,844

**FOR H. B. & ASSOCIATES**

Chartered Accountants

Firm Regn. No.0322716E

*For and on behalf of the board***For and on behalf of the board**

For Mangalam Engineering Projects Ltd

**H. S. SENAPATI****Partner****Membership No.54660**

24, N. S. Road, 5th Floor

Kolkata 700 069, the 15th day of May, 2019

Nawal Khandelwal, Director

DIN NO. 00076629

Madhu Rai, director

DIN No. 07146392

Anup Kr Dutta, CEO and CFO

Vinay Kanodia, co., Secretary



## **MANGALAM ENGINEERING PROJECTS LIMITED**

**Notes to the Financial Statement as at 31.03.2019**

### **Note 1 - Significant Accounting Policies:**

#### **1 Accounting Policies:**

##### **i) Basis of Preparation :**

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

##### **ii) Valuation of Stock-in-Trade :**

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

##### **iii) Valuation of Investment :**

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

##### **iv) Property Plant and Equipment:**

Property Plant and Equipment are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

##### **v) Depreciation :**

Depreciation of Property Plant and Equipment is provided on the basis of useful life as per schedule –II of Companies Act, 2013 on “Written Down Value Method”.

##### **vi) Taxation :**

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

##### **vii) Employee Benefits :**

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

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

##### **ix) Contingent Liability & Contingent Assets :**

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

**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement as at 31.03.2019**

<b>NOTE 2 : SHARE CAPITAL</b>	As at 31.03.2019		As at 31.03.2018	
	Number	(Rs.)	Number	(Rs.)
<b>Authorised</b> Equity Shares of Rs. 10/- each	<b>1,500,000</b>	<b>15,000,000</b>	1,500,000	15,000,000
<b>Issued, Subscribed &amp; Fully Paid up</b> Equity Shares of Rs. 10/- each	<b>1,225,000</b>	<b>12,250,000</b>	1,225,000	12,250,000
<b>Total</b>	<b>1,225,000</b>	<b>12,250,000</b>	1,225,000	12,250,000

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

<b>Particulars</b>	Equity Shares			
	As at 31.03.2019		As at 31.03.2018	
	Number	(Rs)	Number	(Rs.)
Shares outstanding at the beginning of year	<b>1,225,000</b>	<b>12,250,000</b>	1,225,000	12,250,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>1,225,000</b>	<b>12,250,000</b>	1,225,000	12,250,000

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

<i>Name of Shareholder</i>	2018-19		2017-18	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Contransys Private Limited	<b>300,950</b>	<b>24.57%</b>	300,950	24.57%
Pradip Kumar Daga	<b>135,000</b>	<b>11.02%</b>	135,000	11.02%
Asha Devi Daga	<b>92,400</b>	<b>7.54%</b>	92,400	7.54%

The Company did not have any holding/ultimate holding Company.

There are no shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestments.

**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement as at 31.03.2019**

<b>NOTE 3 : RESERVES &amp; SURPLUS</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
<b>Reserve Bank Of India</b>		
Opening Balance	<b>874,331</b>	874,331
Addition During the year	-	-
Closing Balance	<b>874,331</b>	874,331
<b>Securities Premium Reserve</b>	<b>12,740,000</b>	12,740,000
<b>Investment Allowance Reserve</b>	<b>1,175</b>	1,175
<b>Surplus in the Statement of Profit &amp; Loss</b>		
Opening Balance	<b>(4,403,848)</b>	(3,901,577)
Add: Net Profit/ Net Loss) for the Current Year	<b>(1,122,185)</b>	(502,271)
Less : Transfer to Rbi Reserve Fund	-	-
Closing Balance	<b>(5,526,033)</b>	(4,403,848)
<b>Total</b>	<b>8,089,473</b>	9,211,658

<b>Note : 4 TRADE PAYABLES</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
Trade Payable		
-Total Outstanding Dues of Micro Enterprises & Small Enterprises	-	-
-Total Outstanding dues of Creditors other than Micro & Small Enterprises	<b>52,725</b>	10,830
<b>Total</b>	<b>52,725</b>	10,830

Disclosure of Micro, Small and Medium Enterprises as follows :

<b>Particulars</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
Principal amount remaining unpaid to any supplier as at the end of the accounting year.	<b>NIL</b>	NIL
Interest due thereon remaining unpaid to any supplier as at the end of the accounting	<b>NIL</b>	NIL
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to supplier beyond the appointed day during each accounting year.	<b>NIL</b>	NIL
The amount of interest due and payable for the period of delay in making payment.	<b>NIL</b>	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year.	<b>NIL</b>	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	<b>NIL</b>	NIL
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.		

**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement as at 31.03.2019**

<b>NOTE 5 : OTHER CURRENT LIABILITIES</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs)</b>
Statutory Dues Payable		
-Profession Tax	<b>130</b>	130
Payable to Employee	<b>60,667</b>	-
<b>Total</b>	<b>60,797</b>	130

<b>NOTE 6 : SHORT TERM PROVISIONS</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
Contigent Provision against Standard Asset	<b>13,626</b>	15,621
<b>Total</b>	<b>13,626</b>	15,621

**MANGALAM ENGINEERING PROJECTS LIMITED**

Notes to the Financial Statement as at 31.03.2019

**NOTE 7: PROPERTY PLANT AND EQUIPMENT**

<b>Particulars</b>	<b>Gross Block</b>				<b>Accumulated Depreciation</b>			<b>Net Block</b>	
	As on 01.04.2018	Additions/ (Disposals)	Adjustments	As on 31.03.2019	As on 01.04.2018	Depn charge for the year	As on 31.03.2019	As on 31.03.2019	As on 31.03.2018
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Tangible Assets</b>									
Plant & Machinery	6,270	-	-	<b>6,270</b>	6,181	-	<b>6,181</b>	<b>89</b>	89
Furniture & Fixture	1,950	-	-	<b>1,950</b>	1,925	-	<b>1,925</b>	<b>25</b>	25
<b>Total</b>	<b>8,220</b>	<b>-</b>	<b>-</b>	<b>8,220</b>	<b>8,106</b>	<b>-</b>	<b>8,106</b>	<b>114</b>	114
Previous Year	8,220	-	-	<b>8,220</b>	8,106	-	<b>8,106</b>	<b>114</b>	114

**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement as at 31.03.2019**

<b>NOTE 8 : NON CURRENT INVESTMENTS</b>	<b>Face Value Rs.</b>	<b>Quantity (Nos.)</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>Quantity (Nos.)</b>	<b>As At 31.03.2018 (Rs.)</b>
<b>Investment in Quoted Shares</b>					
<b>In Equity Shares (Fully paid Up)</b>					
a. Deepak Spinner Limited	10.00	<b>869,429</b>	<b>14,518,385</b>	869,429	14,518,385
b. Longview Tea Company Limited	10.00	<b>52,500</b>	<b>175,000</b>	52,500	175,000
<b>Total</b>			<b>14,693,385</b>		<b>14,693,385</b>

Aggregate cost of Quoted Investment **14,693,385** 14,693,385

Aggregate Market Value of Quoted Investment **87,032,646** 73,173,232

**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement as at 31.03.2019**

<b>NOTE 9 : INVENTORIES</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
<b>Equity Shares (Fully Paid up)(Quoted)</b>		
50 Equity Shares of Rs. 10/- each of M/s Unique Manufacturing & Marketing Ltd*	<b>50</b>	50
72 Equity Shares of Rs. 10/- each of M/s Reliance Industries Ltd.	<b>1,386</b>	1,386
1 Equity Share of Rs. 10/- each of Reliance Infrastructure Ltd.	<b>137</b>	144
18 Equity Shares of Rs. 10/- each of M/s Reliance Communication Ltd.	<b>75</b>	392
<b>Total</b>	<b>1,648</b>	1,972
<b>* In absence of Market price, Value per share is taken at Rs 1/- per share</b>		

<b>Note 10 : CASH &amp; CASH EQUIVALENTS</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
<b>Cash &amp; Cash Equivalents</b>		
<b>Bank Balance</b>		
On Current Accounts	<b>154,651</b>	91,106
On Term Deposit (Maturity for less than 3 Months)	<b>50,000</b>	320,000
Cheques in Hand	-	12,612
Cash on Hand	<b>3,567</b>	4,126
<b>Total</b>	<b>208,218</b>	427,844

<b>NOTE 11 : SHORT TERM LOANS AND ADVANCES</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
<b>Unsecured, Considered Good</b>		
Loans		
-To Body Corporate	<b>5,450,423</b>	5,780,420
-To Others	-	70,000
Advance Payment of Income Tax(Net of Provision Rs.81,800)	<b>112,772</b>	115,357
Advances To Staff	-	9,200
<b>Total</b>	<b>5,563,195</b>	5,974,977

<b>NOTE 12 : OTHER CURRENT ASSETS</b>	<b>As At 31.03.2019 (Rs.)</b>	<b>As At 31.03.2018 (Rs.)</b>
<b>Other Recivable</b>		
Interest Receivable	<b>61</b>	389,947
<b>Total</b>	<b>61</b>	389,947

**MANGALAM ENGINEERING PROJECTS LIMITED***Notes to the Financial Statement for the year ended 31.03.2019*

<b>NOTE 13 : REVENUE FROM OPERATIONS</b>	<b>For the Year Ended 31.03.2019 Rs.</b>	<b>For the Year Ended 31.03.2018 Rs.</b>
Interest on Unsecured Loan	<b>587,463</b>	590,551
Dividend	-	396
<b>Total</b>	<b>587,463</b>	<b>590,947</b>

<b>NOTE 14 : OTHER INCOME</b>	<b>For the Year Ended 31.03.2019 Rs.</b>	<b>For the Year Ended 31.03.2018 Rs.</b>
Contingent Provision against Standard Asset(Write Back)	<b>1,995</b>	-
Interest on Income Tax Refund	<b>3,137</b>	-
Interest on Term Deposit with Bank	<b>16,317</b>	48,528
<b>Total</b>	<b>21,449</b>	<b>48,528</b>



**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement for the year ended 31.03.2019**

<b>Note 15 : CHANGE IN INVENTORIES:</b>	<b>For the Year Ended 31.03.2019 Rs.</b>	<b>For the Year Ended 31.03.2018 Rs.</b>
Inventory at the end of the year (Shares)	<b>1,648</b>	1,972
Inventory at the beginning of the year (Shares)	<b>1,972</b>	1,886
<b>Total</b>	<b>324</b>	(86)

<b>NOTE 16 : EMPLOYEE BENEFIT EXPENSES</b>	<b>For the Year Ended 31.03.2019 Rs.</b>	<b>For the Year Ended 31.03.2018 Rs.</b>
Salary, Bonus, Gratuity and Allowances	<b>715,283</b>	875,532
Staff Welfare	<b>256</b>	180
<b>Total</b>	<b>715,539</b>	875,712

<b>Note 17 : OTHER EXPENSES</b>	<b>For the Year Ended 31.03.2019 Rs.</b>	<b>For the Year Ended 31.03.2018 Rs.</b>
Printing & Stationery	<b>48,739</b>	42,355
Advertisement	<b>27,300</b>	20,249
Rates & Taxes	<b>4,750</b>	14,782
Travelling & Conveyance	<b>1,580</b>	1,120
<b>Auditor remuneration</b>		
As Auditor	<b>10,410</b>	10,620
NBFC Audit/Certification Fees	<b>3,540</b>	-
Limited Review Audit Fees	<b>16,520</b>	-
Legal & Professional Fees	<b>603,895</b>	92,258
Bank Charges	<b>497</b>	496
Demat Charges	<b>2,303</b>	6,166
Telephone & Postage	<b>1,480</b>	694
Filing Fees	<b>7,965</b>	3,615
Interest Not Recoverable Written Off	<b>6,580</b>	-
Subscription & Listing/Delisting Fees	<b>273,940</b>	67,850
Contingent Provision against Standard Asset	-	1,082
General Charges	<b>5,735</b>	4,832
<b>Total</b>	<b>1,015,234</b>	266,120

**MANGALAM ENGINEERING PROJECTS LIMITED****Notes to the Financial Statement as at and for the year ended 31.03.2019****NOTES 18****NOTES TO ACCOUNTS**

- 1 The payment of gratuity act,1972 and other long term employees benefit are not applicable to the Company.
- 2 Related party disclosure pursuant to Accounting Standard (AS) 18, List of related parties their relationship and transaction with them.

Nature	Name
Key Managerial Personnel	Sri Anup Kumar Dutta Sri Kartick Chandra Sil Sri Vinay Kanodia

Transaction with above parties :-

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Sri Anup Kumar Dutta	358,750	355,400
Sri Kartick Chandra Sil	-	189,213
Sri Vinay Kanodia	60,667	-

- 3 As the company's activities falls within a single primary business segment i.e. NBFC Business so disclosures requirement of Accounting Standard 17 "Segmental Reporting" has not been considered.
- 4 **As a matter of prudence no deferred tax has been recognized in accounts in accordance with "Accounting Standard 22".**

5 <b>Earning Per Share</b>	2018-2019	2017-2018
(a) Profit/(Loss) after Tax (Rs.)	(1,122,185)	(502,271)
(b) Weighted Average No. of Equity Shares of Rs. 10/- Each.	1,225,000	1,225,000
(c) Earning Per Share (Basic & Diluted) (a/b) (Rs.)	(0.92)	(0.41)
(d) Nominal value of Equity Share (Rs.)	10	10

- 6 There is no amount outstanding to be credited to Investor Education & Protection Fund as on 31.03.2019.
- 7 Contingent Liability not provided in respect of Income Tax Rs. 682,480/- for the Assessment Year 2011-2012 which have been pending before CIT Appeal.
- 8 Figures for the previous year have been regrouped, rearranged wherever necessary.

If undelivered please return to  
**MANGALAM ENGINEERING PROJECTS LIMITED**  
16, Hare Street, Kolkata-700 001