

Mangalam Industrial Finance Limited

Regd. Office. : 13, Brabourne Road, Mezzanine Floor,
Kolkata – 700 001, (West Bengal)

Phone: +91 33 2231 5686/5687 & Fax: +91 33 22315683

Website : www.miflindia.com; E-mail: mifl_1983@yahoo.co.in

CIN: L65993WB1983PLC035815

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra-ordinary General Meeting** of the Members of **M/s. Mangalam Industrial Finance Limited** will be held on **Friday, the 18th day of May, 2018** at **10.30 A.M.** at **“Conference Hall” 11, Clive Row, 5th floor, Kolkata- 700001** to transact the following business.

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. R. K. Kankaria & Co., Chartered Accountants, (Firm Registration No. 321093E), Kolkata, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. G. C. Bafna & Co., Chartered Accountants, (Firm Registration No. 319104E), Kolkata.

"RESOLVED FURTHER THAT M/s. R. K. Kankaria & Co., Chartered Accountants, (Firm Registration No. 321093E), Kolkata, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Registered Office:

**Subol Dutt Building
13, Brabourne Road,
Mezzanine Floor,**

Kolkata -700 001 (W.B)

CIN : L65993WB1983PLC035815

Dated : 14th Day of April, 2018

Place : Kolkata

**By Order of the Board of Directors
For Mangalam Industrial Finance Ltd.**

sd/-

Pradeep Kumar Daga

Managing Director

DIN: 00080515

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Demat Accounts and to the Registrar in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email ids with the Company/ Registrar.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
7. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of EGM by email and others are being sent by permitted mode.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
9. The notice of the Extra Ordinary General Meeting is uploaded on the Company's website www.miflindia.com and may be accessed by the members.
10. Electronic copy of the notice of the extra ordinary general meeting along with proxy form and attendance slip are being sent to all the shareholders whose name appears in the prelist as Beneficial Owner as on 31st March, 2018 (record date) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on 31st March, 2018 and who have not registered their email address, physical copies of the Notice of this general meeting is being sent in the permitted mode.

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11. The company has set Friday, 11th May, 2018 as ‘Cut-off Date’ for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuing extra ordinary general meeting as above, in both e-voting and physical mode.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the resolution set forth in this notice from a place other than the venue of the EGM through remote e-voting services provided by National Securities Depository Limited (NSDL). The detail procedure / instructions for e-voting is annexed separately.
13. The Company has appointed **Mr. Pramod Agarwal**, Company Secretary in Practice (C.P. 4193, Membership No. F5895) as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.
14. General information on e-voting
 - I. The e-voting period commence on, Tuesday, 15th May, 2018 at 9.00 a.m. and ends on Thursday, 17th May, 2018 at 5.00 p.m. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 11th May, 2018 may cast their vote electronically. The e-voting module will be disabled by NSDL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
 - II. The voting rights of the shareholder will be in proportion of their shares as on 11th May, 2018 being the cut-off date, to the paid up equity share capital of the company.
 - III. The scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman who shall countersign the same.
 - IV. The results declared of the e-voting of EGM of the company on 18th May, 2018, along-with the Scrutinizer’s Report shall be immediately placed on the company’s website www.miflindia.com and will be available in the website of NSDL www.evoting.nsdl.com and will be communicated to Stock Exchanges where the shares of the company are listed.

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V. The instructions for shareholders voting electronically are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “MIFL remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Mangalam Industrial Finance Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramod2677@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th May, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th May, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on <http://www.evoting.nsdl.com/> or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIII. Mr. Pramod Agarwal, Company Secretary in Practice (C.P. 4193, Membership No. F5895) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the EGM but have not casted their votes by availing the remote e-voting facility.

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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows :

Appointment of Statutory Auditors to fill casual vacancy :

M/s. G. C. Bafna & Co., Chartered Accountants, (Firm Registration No. 319104E) have resigned from the office of Statutory Auditors of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings held on 14th April, 2018 have recommended appointing M/s. R. K. Kankaria & Co., Chartered Accountants, (Firm Registration No. 321093E) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. G. C. Bafna & Co., Chartered Accountants, (Firm Registration No. 319104E).

M/s. R. K. Kankaria & Co., Chartered Accountants, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. R. K. Kankaria & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

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CIN : L65993WB1983PLC035815
Dated : 14th Day of April, 2018
Place : Kolkata

By Order of the Board of Directors
For Mangalam Industrial Finance Ltd.

sd/-
Pradeep Kumar Daga
Managing Director
DIN: 00080515

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Form No. MGT-12 BALLOT / POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Mangalam Industrial Finance Limited

Registered Office : Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata-700001, (W.B.)

CIN : L65993WB1983PLC035815

BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	ORDINARY RESOLUTION for Appointment of M/s. R. K. Kankaria & Co., Chartered Accountants (Firm Registration No. 321093E) as Statutory Auditors of the Company for the Financial Year 2017-18 to fill Casual Vacancy.			

Note :

Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@Provide the number of share to vote against the resolution.

© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)

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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF EGM VENUE

Joint shareholders may obtain additional Slip on request.

Name and address of the Registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at "Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001 on Friday, the 18th day of May, 2018 at 10.30 A.M.

I certify that I am member/proxy of the Company.

Signature of the Member/Joint Member/Proxy attending the Meeting

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue

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Extra-Ordinary General Meeting on Friday, 18th day of May, 2018 at 10.30 A.M.

Form MGT-11

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	L65993WB1983PLC035815
Name of the Company	Mangalam Industrial Finance Limited
Registered Office	Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata-700001
Name of Member(s)	
Registered Address	
Email ID	
Folio No./DP ID–Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

(1) Name.....Address:.....

Email ID:Signature..... Or failing him/her

(2) Name.....Address:.....

Email ID:Signature..... Or failing him/her

(3) Name.....Address:.....

Email ID:Signature..... Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 18th day of May, 2018 at 10.30 a.m at “Conference Hall” 11, Clive Row, 5th floor, Kolkata- 700001 and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Resolutions	For	Against
1	ORDINARY RESOLUTION for Appointment of M/s. R. K. Kankaria & Co., Chartered Accountants (Firm Registration No. 321093E) as Statutory Auditors of the Company for the Financial Year 2017-18 to fill Casual Vacancy.		

Signed this.....day of....., 2018

Signature of Member(s):.....

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

Affix
Revenue
Stamp of
Re. 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon 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. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

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ANNEXURE TO THE NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 18TH DAY OF MAY, 2018

Sr. No. :

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :
No. of Equity Shares Held :

Dear Shareholder,

Subject : Process and manner for availing E-voting facility :

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the **Extra Ordinary General Meeting (EGM)** to be held on “**Conference Hall” 11, Clive Row, 5th floor, Kolkata-700001 on Friday, 18th May, 2018, at 10.30 A.M.** and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

(1) EVEN (E-Voting Event No.)	(2) USER ID	(3) PASSWORD
108324	Folio No./DP id. & Client id	#

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
15 th May, 2018 at 9:00 A.M. (IST)	17 th May 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point no.14 of the Notes of the EGM before exercising your vote.

By Order of the Board
For Mangalam Industrial Finance Limited

sd/-
Pradeep Kumar Daga
Managing Director
DIN: 00080515

Place : Kolkata
Date : 18.04.2018

Encl : EGM Notice / Attendance Slip / Proxy Form / Ballot Paper