

Mangalam Industrial Finance Limited

Registered Office:

13, Brabourne Road, Mezzanine Floor, Kolkata - 700 001, (West Bengal)

Phone : +91 33 2231 5686/5687 & Fax : +91 33 2231 5683

Website : www.miflindia.com; E-mail: mifl_1983@yahoo.co.in; CIN: L65993WB1983PLC035815

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF MANGALAM INDUSTRIAL FINANCE LIMITED WILL BE HELD ON WEDNESDAY, DECEMBER 30TH, 2020 AT 01:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No.2 - To appoint Mr. Pradeep Kumar Daga (DIN: 00080515), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pradeep Kumar Daga (DIN: 00080515), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

Item No.3 - To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mrs. Santosh Choradia (DIN: 08471379) who was appointed as an Additional Director (Non-executive, Non Independent Director) of the Company w.e.f. October 31, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

Item No.4 - To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that Mrs. Pritika Choraria (DIN: 08752495), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd June, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and for whom the Company has received a valid nomination from a member proposing her as director of the Company in terms of the provisions of Section 160 of the Act and who is eligible for appointment be and is hereby appointed as Director of the Company."

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mrs. Pritika Choraria (DIN: 08752495), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years with effect from the date of this Meeting”.

Item No.5 -To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that Mr. Nitesh Singh (DIN: 08751700), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd June, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and for whom the Company has received a valid nomination from a member proposing him as director of the Company in terms of the provisions of Section 160 of the Act and who is eligible for appointment be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Nitesh Singh (DIN: 08751700), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years with effect from the date of this Meeting”.

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Registered Office:
Subol Dutt Building, 13 Brabourne Road
Mezzanine Floor, Kolkata- 700001

By Order of the Board of Directors
M/s Mangalam Industrial Finance Limited

Place: Kolkata
Date: 04.12.2020

(Manish Bhoot)
Company Secretary cum Compliance Officer

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated 12th May, 2020 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“AGM”/“the Meeting”) through Video Conferencing / Other Audio Visual Means (“VC”/“OVAM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI

Circular, the Annual General Meeting (“the Meeting”) of the Company is being held through VC/OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Explanatory Statement”) in relation to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice convening this AGM.
3. The Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular dated 12th May, 2020.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. For further details, please read the Note No. 33.
5. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship/ Grievance Committee, Auditors, etc. are not restricted on first come first served basis.
6. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the Meeting will be held through VC/OAVM and the physical attendance of the Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and attendance sheets are not annexed to this Notice.
7. Pursuant to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.
8. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a certified true copy of the Board Resolution or Power of Attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its designated email address at mifl_1983@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com and our RTA at nichetechpl@nichetechpl.com.

9. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM and Annual Report of the Company for the FY 2019-2020 are being sent in electronic mode to Members whose e-mail address is registered with the Company/RTA or the Depository Participant(s). Members holding physical share certificates are requested to register their email id and update their PAN (if not already registered/updated) by emailing to Company's Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com.

Members holding demat shares are requested to register / update their email id through respective Depository Participants (DPs) only. (Any such updation effected by the DPs will automatically reflect in the Company's subsequent records.)

10. In line with MCA Circulars and SEBI Circular, the Notice calling the AGM and Annual Report for FY 2019-2020 has been uploaded on the website of the Company at www.miflindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting) system during the AGM i.e. www.evotingindia.com.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note no. 33. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
12. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. M/s. R K Kankaria & Co., Chartered Accountants (ICAI Firm Registration No. 321093E) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the members held on 15th September, 2018 at a remuneration to be mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM. However, pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute vide notification issued by the Ministry of Corporate Affairs effective from 7th May, 2018.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

14. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 24th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive) for the purpose of the Meeting.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available electronically for inspection by the members at AGM. Members are requested to write to mifl_1983@yahoo.co.in for inspection of all relevant documents referred to in the accompanying Notice & Explanatory Statement through electronic means upon Log-in to CDSL e-Voting system at www.evotingindia.com up to the date of the Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details by writing to Company's Registrar and Share Transfer Agent M/s. Niche Technologies Pvt Ltd. at nichetechpl@nichetechpl.com.
17. Share transfer/transmission/transposition/name deletion related documents and all correspondence relating thereto should be addressed to the Company's RTA M/s. Niche Technologies Pvt. Ltd., 3A Auckland Place,7th Floor, Room No. 7A & 7B, Kolkata 700 017, Tel. Nos.: (033) 2280 6616 / 17 / 18; Email: nichetechpl@nichetechpl.com.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Niche Technologies Pvt. Ltd. in case the shares are held by them in physical form, at: M/s. Niche Technologies Pvt. Ltd., 3A Auckland Place,7th Floor, Room No. 7A & 7B, Kolkata 700 017, Tel. Nos.: (033) 2280 6616 / 17 / 18; Email: nichetechpl@nichetechpl.com. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
19. The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with the RTA. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a Member may send an email to RTA at nichetechpl@nichetechpl.com.
20. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.

21. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
22. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.
23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
24. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates etc. Simultaneously, DS offers several advantages like elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
25. 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 DP and holdings should be verified.
26. Information pursuant to Section 196(4) of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards - 2 with respect to Directors seeking appointment / reappointment in the forthcoming Annual General Meeting is annexed to the Notice as **Annexure A**.
27. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA. These forms will be made available on request.
28. The Company has designated an exclusive email id i.e. mifl_1983@yahoo.co.in to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at mifl_1983@yahoo.co.in.

29. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at mifl_1983@yahoo.co.in **up to 19th December, 2020 (5:00 p.m. IST)** with regard to the financial statements or any other matter to be placed at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries **up to 19th December, 2020 (5:00 p.m. IST)** mentioning their name, demat account number/folio number, email id, mobile number at mifl_1983@yahoo.co.in. These queries will be replied to by the company suitably by email.
30. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
31. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
32. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.
33. Information and other instructions relating to e-voting are as under:
- I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Wednesday, 23rd December, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - IV. 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, i.e. Wednesday, 23rd December, 2020, only shall be entitled to avail the facility of e-voting.
 - V. The Board of Directors of the Company has appointed CS Pramod Agarwal, Practicing Company Secretary, Kolkata, as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
 - VI. The Scrutiniser, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated Scrutiniser's report which shall be placed on the website of the Company, i.e. www.miflindia.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
 - VII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 30th December, 2020.

VIII. Information and other instructions relating to e-voting are as under:

- (i) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Sunday, 27th December, 2020.

End of e-voting: Up to 5:00 p.m. (IST) on Tuesday, 29th December, 2020.

During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date i.e. Wednesday, 23rd December, 2020 may cast their votes electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shreholders/Members” module.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders 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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to send an email to the Company’s RTA at nichetechpl@nichetechpl.com to obtain a sequence number for such login.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "Mangalam Industrial Finance Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

IX. Note for Non-Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the Corporate module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- (iii) 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.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- (v) 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 Scrutiniser to verify the same.
- (vi) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser or the Company at the email addresses viz. pramod2677@gmail.com , or mifl_1983@yahoo.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mifl_1983@yahoo.co.in and/or nichetechpl@nichetehpl.com.
- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mifl_1983@yahoo.co.in and/or nichetechpl@nichetehpl.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at www.evotingindia.com under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/Members login where the EVSN of the Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING ARE AS UNDER:-

- (i) The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
- (iii) If any Votes are cast by the Shareholders through the e-voting available during the Meeting and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
- (iv) Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at AGM.

In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Arghya Majumdar, Deputy Manager, CDSL, 22, Camac Street, Block A, 1st Floor, Kolkata - 700016, Tel: (033) 2282-1361, Email: arghyam@cdslindia.com / helpdesk.evoting@cdslindia.com

Members who need technical assistance before or during the AGM can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Registered Office:
Subol Dutt Building, 13 Brabourne Road
Mezzanine Floor, Kolkata- 700001

By Order of the Board of Directors
M/s Mangalam Industrial Finance Limited

Place: Kolkata
Date: 04.12.2020

(Manish Bhoot)
Company Secretary cum Compliance Officer

ANNEXURE A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on December 30, 2020

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)

Name of the Director	Mr. Pradeep Kumar Daga	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
DIN	00080515	08471379	08752495	08751700
Date of Birth	November 22, 1966	April 10, 1986	May 14, 1992	October 12, 1990
Date of Appointment	September 24, 2014.	October 31, 2019	June 03, 2020	June 03, 2020
Qualification	Graduate in commerce	Graduate in commerce	Graduate in commerce	Graduate in commerce
Nature of Expertise	Mr. Pradeep Kumar Daga doyen in security market with more than 27 years experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder besides infusing the spirit of action and a result oriented work culture.	Mrs. Santosh Choradia (DIN: 08471379) aged 34 years, is a commerce graduate. She is having more than 2 Years of experience in the field of Administration and logistic. She is presently associated with Colama Commercial Co. Ltd. as an Independent Director.	Mrs. Pritika Choraria is qualified as Chartered Accountant from the Institute of Chartered Accountants of India and Company Secretary from the Institute of Company Secretaries of India. Mrs. Choraria holds a Bachelor's Degree in Commerce.	Mr. Nitesh Singh, aged about 30 years has an experience in the financial sector of 7 years. He is also Manager of Accounts and Compliance Department in Agrud Technologies India Pvt. Ltd., Singapore based company.
Directorships held in other Indian public companies (other than Section 8 companies)	Cinerad Communications Limited Vegetable Products Limited. Responce Energy Limited. Thirani Projects Limited. Daga International Limited.	Cinerad Communications Limited Vegetable Products Limited. Thirani projects Limited	Cinerad Communications Limited Vegetable Products Limited. Thirani projects Limited	Cinerad Communications Limited Vegetable Products Limited. Thirani projects Limited
Memberships / Chairmanships of Committees in other Company	MENTIONED BELOW	MENTIONED BELOW.	MENTIONED BELOW	MENTIONED BELOW
Chairman	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW
Member	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW	MENTIONED BELOW
Number of Equity Shares held in the Company	1000	-	-	-

			<u>Pradeep Kumar Daga</u>	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
Cinerad Communications Limited	Audit Committee	Chairman	x	x	x	√
		Member	√	x	√	x
	Stakeholders Relationship Committee	Chairman	x	x	x	√
		Member	x	x	√	x
	Nomination & Remuneration Committee	Chairman	x	x	x	√
		Member	x	x	√	x

			<u>Pradeep Kumar Daga</u>	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
Vegetable Products Limited	Audit Committee	Chairman	x	x	x	√
		Member	x	x	√	√
	Stakeholders Relationship Committee	Chairman	x	x	√	x
		Member	x	x	√	√
	Nomination & Remuneration Committee	Chairman	x	x	x	√
		Member	x	x	√	√

			<u>Pradeep Kumar Daga</u>	Mrs. Santosh Choradia	Mrs. Pritika Choraria	Mr. Nitesh Singh
Thirani projects Limited	Audit Committee	Chairman	x	x	x	x
		Member	x	x	x	√
	Stakeholders Relationship Committee	Chairman	x	x	x	x
		Member	x	x	x	√
	Nomination & Remuneration Committee	Chairman	x	x	x	x
		Member	√	x	x	√

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM No.3.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mrs. Santosh Choradia (DIN: 08471379) as an Additional Non-Executive Director from October 31, 2019. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mrs. Santosh Choradia (DIN: 08471379) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mrs. Santosh Choradia (DIN: 08471379), being eligible has offered herself for appointment as a Director.

Brief profile of Mrs. Santosh Choradia

Mrs. Santosh Choradia has been appointed to serve on the Board of Mangalam Industrial Finance Limited as a Non-Executive Director. She is widely known for her expertise in General Management Consultancy, Organisational Control Systems, and Corporate Performance Management Solutions. She drives projects with a focus on leveraging leading practices by defining requirements and controlling scope. She is also adept in managing risks and change. She is an independent thinker and a measured risk taker with a passion for equities. With her expertise in the varied facet of business strategic planning, she will be contributing significantly in the growth of the Company.

The other details of Mrs. Santosh Choradia in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution No. 3 of this Notice relating to her appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval.

Except, Mrs. Santosh Choradia, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested or concerned in the Resolution No.3 of the Notice.

Your Board recommends the said resolution, as ordinary resolution, for your approval.

ITEM No. 4 & 5

The Board of Directors of the Company at its meeting held on 3rd June, 2020 on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Pritika Choraria (DIN: 08752495) and Mr. Nitesh Singh (DIN: 08751700) as an Additional Director and also an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years with effect from 3rd June, 2020, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Pritika Choraria (DIN: 08752495) and Mr. Nitesh Singh (DIN: 08751700) shall hold office upto the date of this Annual General Meeting.

Declarations have been received from Mrs. Pritika Choraria (DIN: 08752495) and Mr. Nitesh Singh (DIN: 08751700) that they meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of your Board, they fulfill the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making them eligible for their appointment as Independent Director and are independent of the management of the Company.

They do not hold any equity shares in the Company. They has no relationship with any other directors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 4 & 5 except Mrs. Pritika Choraria and Mr. Nitesh Singh being an appointee.