

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 TO THE SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of the Members of M/s. Mangalam Industrial Finance Limited will be held at “**Conference Hall” 11, Clive Row, 5th floor, Kolkata-700001** on **Friday, 23rd day of September, 2016**, at **11.00 A.M.** to transact the following business:

ORDINARY BUSINESS :

1. To consider, approve and adopt the Audited Financial Statement for the year ended **March 31, 2016** and the Report of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place Mr. Utpal Dey (DIN: 06931935), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To ratify the continuation of the Statutory Auditors and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the Annual General Meeting held on 26th September, 2015, the appointment of M/s. Maroti & Associates, Chartered Accountants (Registration No.322770E), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS :

4. Sub division or splitting of equity shares from nominal value of Rs.10/- each equity share to Re.1/- each equity share and in this regard to consider if though fit to pass with or without modification following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 & 61(1)(d) of the Companies Act 2013, and other applicable provisions, if any, of the Companies Act, 2013 including any statutory amendment, modification, variation or re-enactment thereof, for the time being in force and the provisions of the Articles of Association of the Company and subject to requisite approvals required, if any, consent of the members be and is hereby accorded to sub-divide 1 (one) fully paid equity share having nominal value of Rs.10/- (Rupees Ten) each into 10 (ten) fully paid equity shares having nominal face value of Re.1/- (Rupee One) each share and the relevant Capital clauses "5" in the Memorandum of Association be and hereby substituted or altered accordingly as proposed in the resolution set out at item No. 5.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically canceled and be of no effect on and from the 'Record Date' of sub-division as may be decided by the Board of Directors and the Company shall issue and dispatch the new share certificate(s) of the Company in lieu of existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division subject to applicable provisions of Companies Act, 2013.

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee which the Board may constitute for this purpose) be and are hereby authorized to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent upon sub-division of Shares as aforesaid and/or credit the members’ account maintained with the Depositories, subject to compliance with provisions contained in this regard, and the Articles of Association of the Company and to do all acts, deeds, matters and things required to be done in this regard including to fix the 'Record Date' for sub division and execute such documents, instruments and writings as may be required in this connection including without limitation filing of documents with the regulatory authorities, admission of securities with the Depositories, listing of the Equity Shares on the Bombay Stock Exchange Limited and the other Stock Exchange in India, and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or any Director or Company Secretary to give effect to the aforesaid Resolution.”

5. Alteration of the Capital Clause in the Memorandum of Association of the Company and to pass and in this regard to consider and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(d) and 64 read with rule 15 of the Companies (Share Capital & Debenture) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment, modification or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to sub-divide the existing Paid-up Share Capital of company from Rs. 96,16,43,500/- divided into 9,61,64,350 (Nine Crore Sixty One Lakh Sixty Four Thousand Three Fifty) equity shares of Rs. 10/- each to Rs. 96,16,43,500/- divided into 96,16,43,500 (Ninety Six Crore Sixteen Lakh Forty Three Thousand Five Hundred) equity shares of Re. 1/- each”

RESOLVED FURTHER THAT subsequent upon sub-division of Equity Shares of the Company as proposed in the resolution set out at item No. 4 aforesaid the authorized share capital of company be and hereby suitably altered by substituting the following for the existing Clause 5 of the Memorandum of Association of the Company:

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5. “The Authorised Share Capital of the Company is Rs. 96,17,00,000/- (Rupees Ninety Six Crores Seventeen Lakh Only) divided into 96,17,00,000 (Rupees Ninety Six Crores Seventeen Lakh Only) Equity Shares of Re.1/- each with such rights, privileges and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend etc., attaching thereto as are provided by the Articles of Association of the Company for the time being. The Company shall have power to increase or reduce, consolidate or subdivide the Capital of the Company for the time being and from time to time and to divide the shares in Capital for time being or the new Capital into several classes and denomination and to issue any shares of the original or further Capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of the Association of the Company and subject to the provisions of the Companies Act, 2013, for the time being in force.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Ms. Kirti Sharma (DIN: 07434779) as Whole Time Executive Director of the Company who shall be eligible to retire by rotation 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 pursuant to the provisions of Sections 152, 160 and all other applicable provision of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Kirti Sharma be and is hereby appointed as a Whole Time Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of shareholders & Central Government, consent of the company be & is hereby accorded to the appointment of Ms. Kirti Sharma as Whole Time Director designated as Executive Director (Key Managerial Personal) of the Company for a period of five years commencing from the conclusion of this AGM up to the 6th day of February, 2021 on the terms and conditions of appointment and remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to “the Board” (which term shall include Nomination & Remuneration Committee of the MANGALAM INDUSTRIAL FINANCE LTD. to alter and vary the terms & Condition of the said appointment and/or remuneration as it may deem fit and may be acceptable to Ms. Kirti Sharma, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be & is hereby authorized to do all acts and take all such steps as may be necessary and expedient to give effect to this resolution”

Registered Office:
Subol Dutt Building
13, Brabourne Road,
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Kolkata -700 001 (W.B)
CIN : L65993WB1983PLC035815
Dated: 8th Day of August, 2016
Place : Kolkata

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

Sd/-
Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

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Notes :

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXY:
 - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
 - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
 - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
 - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 - e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorized by it.
 - f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/available at the venue of the Meeting.
 - g) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos..
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at info@miflindia.com. The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
5. The Register of Members and Share Transfer Books of the Company will remain closed from **17th September, 2016 to 23rd September, 2016 (both days inclusive)**
6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.

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9. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.** to facilitate better servicing.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.**, for their doing the needful.
11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
12. In future electronic copy of the Notice of 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 the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2015-2016 will also be available on the Company's website www.miflindia.com for being downloaded. 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 till the date of the meeting. 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. For any communication, the shareholders may also send requests to the Company's investor email id : info@miflindia.com
15. **VOTING THROUGH ELECTRONIC MEANS.**
 - I. In compliance with 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 the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 20th September, 2016 (9:00 am) and ends on 22nd September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (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, excluding the special characters.
- (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 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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• 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 of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (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 Company Name i.e. Mangalam Industrial Finance 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.

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- (xiii) Click on the “RESOLUTIONS 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians : \
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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.
 - After receiving the login details they have to create a compliance user which 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 and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) 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 / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cspraog@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 22nd September, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
17. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on 05th August, 2016.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 16th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
20. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

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21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 16th September, 2016 are requested to send the written / email communication to the Company at info@mifindia.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. Mr. P. Doleswar Rao, practicing Company Secretary (Certificate of Practice Number 14385) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mifindia.com and on the website of CDSL. The same will be communicated to the stock exchanges BSE Ltd. and Calcutta Stock Exchange Ltd, where the shares of the company are listed.

Registered Office:
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CIN : L65993WB1983PLC035815
Dated: 8th Day of August, 2016
Place : Kolkata

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

Sd/-
Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

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

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under items **No. 4, 5 & 6** of the accompanying notice dated **8th August, 2016**.

To Resolution No. 4

With a view to improve the liquidity in the stock market with higher floating stock and to make it affordable to all the class of investors, the Board of Directors of the Company at its meeting held on 19th day of May, 2016, has recommended a Stock Split i.e. a sub-division of each fully paid equity share of nominal / face value of Rs.10/- each into 10 (Ten) equity shares of nominal / face value of Re.1/- each and accordingly the existing Authorised Share Capital of the Company will be altered as per the resolution proposed in the item no 5 to the Notice of AGM dated 08-08-2016 and henceforth subject to the approval of Members, the face value of Equity Share shall be Re.1/- each. The Record Date will be fixed by the Board after the approval of the Members is obtained for the aforesaid sub-division of the Equity Shares.

The approval of the Members of the Company is being sought to the above sub-division pursuant to section 61 of the Companies Act, 2013 at item no. 4 of the Notice. Upon the above sub-division being approved by the Members in terms of the Resolution at item No. 4 of the Notice, clause '5' of the Memorandum of Association of the Company are required to be suitably altered. The Resolution at item No. 5 of the Notice relates to the alteration of clause '5' of the Memorandum of Association to reflect the sub-division of the equity share capital of the Company and hence of a consequential nature.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and the investors and hence recommends the sub division of the face value of the Equity Shares, and passing of the Resolutions at item Nos. 4 as **Ordinary Resolutions**

A copy of the existing Memorandum of Association and the Articles of Association of the Company along with the proposed draft amendment is available for inspection by the Members of the Company at the Registered Office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except Saturdays, Sundays and Public Holidays) and also at the venue of the AGM on 23rd day of September, 2016 upto the date of declaration of the results of the E-voting.

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None of the Directors or Key Management Personnel or their relatives are concerned or interested in the aforesaid resolutions at item no. 4 of the Notice, except to the extent of their respective Shareholdings in the Company.

To Resolution No. 5

The proposed split require amendment in capital Clause of the Memorandum of Association of the Company. Accordingly Clause '5' of the Memorandum of Association is proposed to be amended as set out in Item No.5 of the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company. The Board recommends the resolutions as set out in Item No.5 of the accompanying notice for the approval of the members of the Company as **Ordinary Resolutions**.

The Resolution at item No.5 of the Notice relates to the alteration of clause '5' of the Memorandum of Association to reflect the sub-division of the equity share capital of the Company and hence of a consequential nature.

A copy of the existing Memorandum of Association and the Articles of Association of the Company along with the proposed draft amendment is available for inspection by the Members of the Company at the Registered Office of the Company between 10:00 a.m. and 12:00 Noon on all working days (except Saturdays, Sundays and Public Holidays) and also at the venue of the AGM on 23rd September, 2016 upto the date of declaration of the results of the E-voting.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

To Resolution No. 6.

The Board of Director (the 'Board') of the company at its Meeting held on 06.02.2016 has subject to the approval of members, propose to appoint Ms. Kirti Sharma, as a Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing her candidature for the office of Director. It is proposed to seek the members' approval for the appointment of Ms. Kirti Sharma, as a Director of the company in terms of Sections 152, 160 and all other applicable provision of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014.

Further, approval of the members is being sought to the terms, conditions and stipulations as under for the appointment of Ms. Kirti Sharma as the "Whole-time Director" for a period of Five years commencing from the conclusion of this AGM up to 6th February, 2021 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified in agreement. The aggregate of the remuneration in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

Mangalam Industrial Finance Limited

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

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CIN: L65993WB1983PLC035815

Terms & Conditions:

Apart from the aforesaid remuneration, reimbursement of all expenses incurred in connection with the business of the Company.

Apart from above Company's contribution, reimbursement of actual expenses incurred in day to day course of Company's business which shall not be included in the computation of the ceiling on perquisites stated above to the extent these, singly or put together are not taxable under the Income-Tax Act, 1961.

No sitting fees shall be paid for attending Committees and other meetings. Provision in relation to salary, perquisites, allowances, leave salary and gratuity etc as stated above are eligible for modifications subject to the approval of remuneration and audit committee.

The appointment can be terminated by Ms. Kirti Sharma or the Company, by one party giving to the other 1 (one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed. The period of office of shall be liable to determination by retirement of directors by rotation.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no.6 of the accompanying Notice for the approval of the Members. The appointment of Ms. Kirti Sharma is appropriate and in the best interest of the Company.

The terms and conditions of appointment as referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Ms. Kirti Sharma is interested in the resolution set out at item no. 6 of the Notice, which pertain to her appointment and remuneration payable to her. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

**Registered Office:
Subol Dutt Building
13, Brabourne Road,
Mezzanine Floor,
Kolkata -700 001 (W.B)
CIN : L65993WB1983PLC035815
Dated: 8th Day of August, 2016
Place : Kolkata**

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

**Sd/-
Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515**

Mangalam Industrial Finance Limited

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EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and SEBI (LODR) Regulations, 2015, following information is furnished in respect of Directors proposed to be appointed/reappointed..

Name of the Director	Mr. Utpal Dey	Ms. Kirti Sharma	
DIN	06931935	07434779	
Date of Birth	April 28, 1969	February 26, 1993	
Date of Appointment	July 8, 2015	February 16, 2016	
Qualifications	Graduate in Commerce	Company Secretary under The Institute of Company Secretaries of India	
Nature of Expertise	Mr. Utpal Dey having professional expertise for driving the future strategic direction of the company. He is a firm believer in value based strategies. He possesses vast expertise and knowledge in Accounts, Finance and Capital Market.	Ms. Kirti Sharma has more than a decade of experience in investment management. 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. 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.	
Directorships held in other Indian public companies (other than Section 8 companies)	Cinerad Communications Ltd.	Cinerad Communications Ltd. Vegetable Products Ltd.	
Memberships / Chairmanships of Committees in other company	Cinerad Communications Ltd.	Vegetable Products Ltd	Cinerad Communications Limited
Chairman	---	---	---
Member	---	---	---
Number of Equity Shares held in the Company	NIL	NIL	

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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 : 13, Brabourne Road, Mezzanine Floor, Kolkata – 700 001, (West Bengal)
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 To consider, approve and adopt the Audited Financial Statement for the year ended March 31, 2016 and the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution for Re-appointment of Mr. Utpal Dey (DIN : 06931935) who retire by rotation and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution to ratify the appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E) as Statutory Auditors of the company for the financial year ended 31st March, 2017.			
4.	Ordinary Resolution Sub division or splitting of equity shares from nominal value of Rs. 10/- each equity share to Re. 1/- each equity share.			
5.	Ordinary Resolution to alter the Capital Clause in the Memorandum of Association of the company.			
6.	Ordinary Resolution to approve the appoint Ms. Kirti Sharma (DIN: 07434779) as Whole Time Director of the Company.			

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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CIN: L65993WB1983PLC035815

ATTENDANCE SLIP

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

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 **Annual General Meeting** of the Company to be held at “**Conference Hall**” 11, clive Row, 5th Floor, Kolkata-700001 on **Friday, 23rd September, 2016, at 11.00 A.M.**

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

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING-----

Mangalam Industrial Finance Limited

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CIN: L65993WB1983PLC035815

Annual General Meeting on Friday, 23rd day of September, 2016 at 11.00 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	13, Brabourne Road, Mezzanine Floor, Kolkata – 700 001, (West Bengal)
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.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company to be held at **"Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001** on **Friday, 23rd September, 2016**, at **11.00 A.M.** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution To consider, approve and adopt the Audited Financial Statement for the year ended March 31, 2016 and the Report of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for Re-appointment of Mr. Utpal Dey (DIN : 06931935) who retire by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to ratify the appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E) as Statutory Auditors of the company for the financial year ended 31st March, 2017.		
4.	Ordinary Resolution Sub division or splitting of equity shares from nominal value of Rs. 10/- each equity share to Re. 1/- each equity share.		
5.	Ordinary Resolution to alter the Capital Clause in the Memorandum of Association of the company.		
6.	Ordinary Resolution to approve the appoint Ms. Kirti Sharma (DIN 07434779) as Whole Time Director of the Company.		

Signed this.....day of..... 2016

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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CIN: L65993WB1983PLC035815

ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 23RD DAY OF SEPTEMBER, 2016

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 Annual General Meeting (AGM) to be held on **“Conference Hall” 11, Clive Row, 5th floor, Kolkata-700001 on Friday, 23rd September, 2016, at 11.00 A.M.** and at any adjournment thereof. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

(1) EVSN (E-Voting Sequence No.)	(2) USER ID	(3) PAN / Sequence Number
160716010		

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

Remote e-Voting start on	Remote e-Voting end on
20 th September, 2016 at 9:00 A.M. (IST)	22 nd September 2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

By Order of the Board
For Mangalam Industrial Finance Limited

Sd/-
Mr. Pradeep Kumar Daga
Managing Director
DIN: 00080515

Place : Kolkata
Date : 22-08-2016

Encl : AGM Notice / Attendance Slip / Proxy Form / Annual Report