

# **MANGLAM INDIA LIMITED**

**29<sup>th</sup>**  
**Annual Report**  
**2014-2015**

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# MANGLAM INDIA LIMITED

## 29th Annual Report 2014-2015

### **BOARD OF DIRECTORS**

SHRI MANOJ SARAOGI, Managing Director  
SHRI AMIT KHEMKA  
SHRI PRASAD KUMAR DEY  
SHRI GOUTAM KARMAKAR  
SMT. MADHU BARNWAL  
SHRI SANJAY DAS

### **CHIEF FINANCIAL OFFICER**

SHRI RAMEN CHATTERJEE

### **AUDITORS**

M/s. JMP ASSOCIATES  
Chartered Accountants

### **BANKERS**

CANARA BANK  
HDFC BANK  
ORIENTAL BANK OF COMMERCE

### **REGISTERED OFFICE**

10, PRINCEP STREET  
2ND FLOOR  
KOLKATA – 700 072  
Phone: (033) 4002-2880  
E-mail: [info@manglamindia.com](mailto:info@manglamindia.com)  
Website: [wwwmanglamindia.com](http://wwwmanglamindia.com)  
CIN: L51420WB1993PLC060955

### **REGISTRAR & SHARE TRANSFER AGENTS**

MAHESHWARI DATAMATICS PVT. LTD  
6, MANGOE LANE, 2ND FLOOR  
KOLKATA - 700 001  
Phone: (033) 2243-5809, 2248-2248  
Fax: (033) 2248-4787  
Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

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**NOTICE**

**NOTICE** is hereby given that the Twenty-Ninth Annual General Meeting of the company will be held on Wednesday, 30th day of September, 2015 at 11.30 a.m. at the "Somani Conference Hall" Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001 to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Manoj Saraogi (DIN: 00278490), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. JMP Associates, Chartered Accountants (Firm Registration No. 324235E), the retiring Auditors of the Company, as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force), Smt. Madhu Barnwal (DIN No. 07150790), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of ensuing Annual General Meeting and Company has received a notice in writing from Smt. Barnwal under Section 160 of the Companies Act, 2013 proposing herself as a candidate for the office of Director, be & is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force), Shri Sanjay Das (DIN No. 03569600), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of ensuing Annual General Meeting and Company has received a notice in writing from Shri Das under Section 160 of the Companies Act, 2013 proposing himself as a candidate for the office of Director, be & is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**Registered Office :**

10, Princep Street  
2nd Floor  
Kolkata - 700 072

Dated : 12th August, 2015

By order of the Board  
For **Manglam India Limited**

**Manoj Saraogi**  
Managing Director  
DIN No. 00278490

**NOTES :**

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company at 10, Princep Street, 2nd Floor, Kolkata - 700 072, not less than forty-eight hours before the commencement of the Annual General Meeting.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses set out in the Notice is annexed hereto.
4. Notice of Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories on 7th August, 2015. Any member who acquire shares and became Member after dispatch of Notice and Annual Report may obtain the same from Company website: [www.manglamindia.com](http://www.manglamindia.com) or may request for a copy of the same by writing to the Company at [info@manglamindia.com](mailto:info@manglamindia.com)
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Share Transfer Agent ('Registrar').
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
9. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
10. Members are requested to inform their correct email address, if any to the Depositories (if shares held in demat form) and to our Registrar (if shares are held in physical form) in compliance of Green Initiative circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/document through e-mail.
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
12. Additional information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being appointed/re-appointed, members are requested to kindly refer Para 2 the Report on Corporate Governance forming part of the Annual Report.

13. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Annual General Meeting.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
15. Process and Manner for Members opting to vote through electronic means :
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules thereof, the Company is pleased to provide members facility to exercise their right to vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") at the 29th Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for member to vote using the remote e-voting facility, and member may avail of the facility at his/her/ its discretion. **The instructions for e-voting are as under :**
- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) 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.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) However, 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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number communicated to you. In case the sequence number is less than 8 digits enter the applicable number's of zero 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.

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <MANGLAM INDIA LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If 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.
- (xvii) Note for Institutional Shareholders & Custodians
- ★ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ★ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ★ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - ★ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ★ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on Sunday, 27th September, 2015 at 9.00 a.m. ends on Tuesday, 29th September, 2015 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 23rd September, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) Any person who acquired shares and became Member after dispatch of Notice of 29th AGM and holds shares as of the cut-off date of 23rd September, 2015 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- (xx) A facility for voting through Ballot paper shall be made available at the AGM venue and the Members attending the meeting who have not cast their vote by remote e-voting can exercise

their right during the meeting on 30th September, 2015 between 11.30 A.M. till the conclusion of the meeting.

- (xxi) For abundant clarity, please note that Members who have already cast their vote by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to cast their vote again. However, in case members cast their vote exercising both options i.e., physical and e-voting, then vote casted through e-voting shall only be taken into consideration and treated as valid whereas vote casted physically at the meeting shall be treated as invalid.
  - (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. The voting rights of the 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 23rd September, 2015.
  - III. Mr. Atul Kumar Labh (C.P. No. 3238, Membership No. FCS 4848) of A. K. Labh & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - IV. The Scrutinizer shall within a period of not exceeding three days from the conclusion of meeting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and forward to the Chairman of the AGM.
  - V. The results on resolutions shall be declared after the AGM of the Company and resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
  - VI. The consolidated results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL. The results will also be communicated to the Stock Exchanges where shares of the Company are listed.

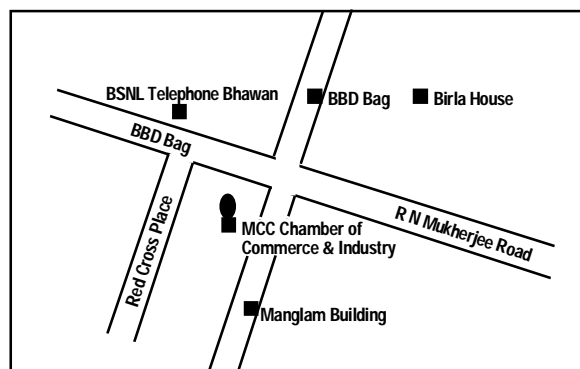
**Registered Office :**

10, Princep Street  
 2nd Floor  
 Kolkata - 700 072  
 Dated : 12th August, 2015

By order of the Board  
 For **Manglam India Limited**

**Manoj Saraogi**  
 Managing Director  
 DIN No. 00278490

Route map of the Venue of the Annual General Meeting is appended below :



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item no. 4****Appointment of Smt. Madhu Barnwal as Director**

As per the provisions of Section 149 and other applicable provisions of Companies Act, 2013 and amended Clause 49 of the Listing Agreement, every listed Company should have at least one woman director. Accordingly, Smt. Madhu Barnwal was appointed on 30th March, 2015 as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. According to the provision of said Section and Article of Association, she will hold office only up to the date of ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from Smt. Barnwal proposing herself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation. Smt. Barnwal does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is a Director in three other Companies in India. The Company has received consent in Form DIR-2 from Smt. Barnwal to act as a Director and also an intimation that she is not disqualified under Section 164 of the Companies Act, 2013.

Smt. Barnwal, aged 28 years, holds a Bachelor degree in Commerce. She is having a vast experience in corporate and investment matters. The Board of Directors of your Company is of opinion that her appointment as a Director of the Company would be beneficial to the Company and hence recommend the proposed resolution at Item No. 4 for approval of the members.

Except Smt. Barnwal, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

**Item no. 5****Appointment of Shri Sanjay Das as Director**

Shri Sanjay Das was appointed on 12th August, 2015 as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company. According to the provision of said Section and Article of Association, he will hold office only up to the date of ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from Shri Das proposing himself, as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is a director in one other Company in India excluding private limited companies and organizations other than public limited companies. The Company has received consent in Form DIR-2 from Shri Das to act as a Director and also an intimation that he is not disqualified under Section 164 of the Companies Act, 2013.

Shri Das, aged 39 years, has done graduation. He is having vast experience in corporate related matters. The Board of Directors of your Company is of opinion that his appointment as a Director of the Company would be beneficial to the Company and hence recommend the proposed resolution at Item No. 5 for approval of the members.

Except Shri Das, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.



## DIRECTORS' REPORT

### Dear Shareholders

Your Directors have pleasure in presenting the Twenty-Ninth Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2015.

### 1. FINANCIAL HIGHLIGHTS

The working results of the Company for the year under review are given below :

Particulars	Year ended 31.03.2015 (Rs.)	Year ended 31.03.2014 (Rs.)
<b>Profit/(Loss) before exceptional and extraordinary items and tax</b>	<b>(428,913.40)</b>	<b>(71,970.93)</b>
Exceptional Items	—	8,170.00
<b>Profit/(Loss) before Tax</b>	<b>(428,913.40)</b>	<b>(80,140.93)</b>
Tax Expense :		
(1) Current Tax	(9,138.14)	—
<b>Profit/(Loss) after Tax for the year</b>	<b>(438,051.54)</b>	<b>(80,140.93)</b>

### 2. DIVIDEND & RESERVE

In view of the loss incurred during the year under review, the Board of Directors do not recommend any dividend for the financial year ended 31st March, 2015.

During the year under review, no amount was transferred to General Reserve.

### 3. PERFORMANCE REVIEW

The performance of the Company during the current year has not improved in comparison with previous year and it needs lot of improvement in view of making profit. Your Directors are making all efforts to improve the performance of the Company further in future.

### 4. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2015.

### 5. SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY

The Company does not have any Subsidiary/Joint Venture and detail of Associate Company is provided in Extract of Annual Return in Form MGT-9 annexed herewith to this report.

### 6. SHARE CAPITAL

The paid up equity capital as on March 31, 2015 was Rs.521.14 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted stock options or sweat equity.

**7. FIXED DEPOSITS**

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**8. LOANS, GUARANTEES AND INVESTMENTS**

Pursuant to Section 186(11) of the Companies Act, 2013 any acquisition made by a non-banking financial Company is exempted from disclosure in the Annual Report.

**9. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of the Companies Act, 2013 regarding Corporate Social Responsibilities are not applicable to the Company.

**10. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

At the Annual General Meeting of the Company held on 24th September, 2014, the Members had approved the appointment of Shri Amit Khemka, Shri Goutam Karmakar and Shri Prasad Kumar Dey as an Independent Directors for a term of five years. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

During the year, Smt. Madhu Barnwal was appointed as an Additional Director of the Company w.e.f 30th March, 2015 and she shall hold office only up to the date of ensuing Annual General Meeting. A requisite notice has been received from Smt. Barnwal proposing herself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation.

Shri Sanjay Das was appointed as an Additional Director of the Company w.e.f 12th August, 2015 and he shall hold office only up to the date of ensuing Annual General Meeting. A requisite notice has been received from Shri Das proposing himself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation.

In accordance with the provisions of the Act, Shri Manoj Saraogi retires and is eligible for re-appointment.

The Board recommends their appointment/re-appointment for the approval of the members.

Shri Ramen Chatterjee was appointed as Chief Financial Officer of the Company w.e.f. 12th August, 2014. The said appointment is in pursuance of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in compliance of Clause 49 of the Listing Agreement.

**11. BOARD EVALUATION**

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committee.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Managing Director and Non Independent Director was carried out by the Independent Directors at their meeting without the attendance of Non-Independent Directors and members of the management. The Nomination & Remuneration Committee also reviewed the performance of the Board, its Committee and of the Directors. The Directors were satisfied with the evaluation results.

**12. NUMBER OF MEETINGS OF THE BOARD**

The details of the number of meetings of the Board held during the financial year 2014-15 forms part of Report on Corporate Governance.

**13. NOMINATION & REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees of the Company. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board, its Committee and individual Directors. The policy is stated in the Report on Corporate Governance.

**14. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a mechanism called "Whistle Blower Policy" for Directors and employees to report genuine concerns or grievances. The policy is available on the website of the Company ([www.manglamindia.com](http://www.manglamindia.com)).

**15. RISK MANAGEMENT POLICY**

The Company has a Risk Management Policy in accordance with the provisions of the Act and Clause 49 of the Listing Agreement, which provides a mechanism for risk assessment and mitigation.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

**16. INTERNAL FINANCIAL CONTROL**

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In opinion of the board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

**17. RELATED PARTIES TRANSACTION**

All related party transactions that were entered into during the financial year were in the ordinary course of the business and were on arm's length basis. Thus disclosure in Form AOC-2 is not required. Further there were no materially significant related party transactions entered by the company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with interest of the company. The policy on Related Party transaction as approved by Board of Directors has been uploaded on the website of the Company. The web link of the same is [www.manglamindia.com](http://www.manglamindia.com)

Details of the transactions with Related Parties are provided in the accompanying financial statements.

**18. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS**

During the year, there are no significant and material order passed by the Regulators/Courts which would impact the going concern of the Company and its future operation.

**19. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that :

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of

the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **20. AUDITORS' REPORT/SECRETARIAL AUDIT REPORT**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **21. AUDITORS**

### **• Statutory Auditors**

Messrs. JMP Associates, Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and they are not disqualified for re-appointment. The Board recommends the appointment of the auditors from conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting.

### **• Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. B. K. Barik & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. The Secretarial Audit Report is annexed herewith as Annexure I.

### **• Internal Auditor**

M/s. Barkha & Associates, Chartered Accountants performs the duties of internal auditors of the company for the year ended 31st March, 2015.

## **22. EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT.9 is annexed herewith as Annexure II.

## **23. MATERIAL CHANGES**

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March 2015, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

**24. FOREIGN EXCHANGE**

During the period under review there was no foreign exchange earnings or out flow.

**25. STATUTORY INFORMATION**

The Company being basically in the investment & financial sector, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

**26. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. There are no employees who are in receipt of remuneration in excess of the limit specified under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company in advance.

**27. EMPLOYER EMPLOYEE RELATIONSHIP**

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

**28. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

As per the Listing Agreement with the Stock Exchanges, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to Report on Corporate Governance.

The Management Discussion and Analysis Report and the Report on Corporate Governance forms an integral part of this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct.

**29. ACKNOWLEDGEMENTS**

Your Directors acknowledge the support and owe a debt of gratitude to the Members, Investors, Consultants & Bankers. Your Directors' also place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

**Registered Office :**

10, Princep Street

2nd Floor

Kolkata - 700 072

Dated : 12th August, 2015

On behalf of the Board of Directors

For **Manglam India Limited**

**Manoj Saraogi**

*Managing Director*

DIN No. 00278490

**Goutam Karmakar**

*Director*

DIN No. 02981501

## Annexure I to the Directors' Report

**Form No. MR – 3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

The Members,

**M/s. MANGLAM INDIA LIMITED**

10, Princep Street, 2nd Floor,

Kolkata - 700072

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s. MANGLAM INDIA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the **M/s. MANGLAM INDIA LIMITED**, books, papers, minute books, forms, and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report in our opinion that the company has during the audit period covering the financial year ended on 31st March, 2015 complied with all the statutory provisions listed hereunder and also that the company has proper Board-process and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. MANGLAM INDIA LIMITED** ("the Company"), for the financial year ended on 31st March, 2015 according to provision of :-

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) The regulations made by the Reserve Bank of India (under the Reserve Bank Act, 1934) with regard to Non-Banking Financial Companies ("NBFC").

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

- (i) The Listing Agreements entered into by the Company with Calcutta Stock Exchange limited, Ahmedabad Stock Exchange Ltd and Delhi Stock Exchange Ltd.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above subject to the following observation :

- (a) The Company is in process of appointing Company Secretary.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act and Listing Agreement.

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

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

For **B. K. BARIK & ASSOCIATES**

Company Secretaries

**B. K. Barik**

Practising Company Secretary

FCS : 5696, C. P. No. 3897

Place : Kolkata

Date : 27.05.2015

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure - A**

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

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

For **B. K. BARIK & ASSOCIATES**

Company Secretaries

**B. K. Barik**

Practising Company Secretary

FCS : 5696, C. P. No. 3897

Place : Kolkata

Date : 27.05.2015

## Annexure II to the Directors' Report

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

as on financial year ended on 31.03.2015

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

**I. REGISTRATION & OTHER DETAILS :**

i)	CIN	L51420WB1993PLC060955
ii)	Registration Date	06/12/1993
iii)	Name of the Company	MANGLAM INDIA LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
v)	Address of the Registered office and contact details	10, PRINCEP STREET, 2ND FLOOR KOLKATA - 700072 PHONE : 033-40022880 EMAIL ID : info@manglamindia.com
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent	MAHESHWARI DATAMATICS PVT. LTD. 6, MANGOE LANE, 2ND FLOOR KOLKATA - 700001 PHONE : 033-2243-5809, 2248-2248 FAX : 033-2248-4787 EMAIL ID : mdpldc@yahoo.com

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

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Sale of Unquoted Shares	64990	99.68

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Asha Suppliers Private Limited 154, Lenin Sarani, 4th Floor R. No. 401A, Kolkata-700013	U51909WB2010PTC148727	ASSOCIATE	36.54	Section 2(6) of The Companies Act, 2013



**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	174370	NIL	174370	3.3459	174370	NIL	174370	3.3459	NIL
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other..	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1) :-	174370	NIL	174370	3.3459	174370	NIL	174370	3.3459	NIL
<b>(2) Foreign</b>									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total shareholding of Promoter (A) = (A)(1) + (A)( 2)</b>	174370	NIL	174370	3.3459	174370	NIL	174370	3.3459	NIL
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1) :-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1391648	2037238	3428886	65.7956	1434998	2037238	3472236	66.6274	1.2643
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	814949	94566	909515	17.4523	814949	94566	909515	17.4523	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	682650	11000	693650	13.3102	639300	11000	650300	12.4784	-6.2495

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
c) Others - Trusts	5000	NIL	5000	0.0959	5000	NIL	5000	0.0959	NIL
Sub-total (B)(2):-	2894247	2142804	5037051	96.6540	2894247	2142804	5037051	96.6540	NIL
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	2894247	2142804	5037051	96.6540	2894247	2142804	5037051	96.6540	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Grand Total (A+B+C)</b>	3068617	2142804	5211421	100	3068617	2142804	5211421	100	NIL

**(ii) Shareholding of Promoters :**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1.	Prantik Vyapaar Pvt. Ltd.	174370	3.3459	NIL	174370	3.3459	NIL	NIL
	<b>Total</b>	<b>174370</b>	<b>3.3459</b>	<b>NIL</b>	<b>174370</b>	<b>3.3459</b>	<b>NIL</b>	<b>NIL</b>

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change) : NOT APPLICABLE**

Sl. No.		Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the End of the year	N.A.	N.A.	N.A.	N.A.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	RAFFLE MERCANTILES PVT.LTD.	250000	4.7972	250000	4.7972
2.	NEWWAVE DEALERS PVT. LTD.	270000	5.1809	270000	5.1809
3.	MAHIMA SUPPLIERS PVT. LTD.	300000	5.7566	300000	5.7566
4.	GRACEFUL ADVISORY SERVICES PVT. LTD.	300000	5.7566	300000	5.7566
5.	ANUSHREE TRADELINK PVT. LTD.	350000	6.7160	350000	6.7160

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6.	PRESTIGE CREATIONS PVT. LTD.	180000	3.4540	180000	3.4540
7.	BESTLITE MERCANTILE PVT. LTD.	150000	2.8783	150000	2.8783
8.	MRINMOYEE VINIMAY (P) LTD.	150000	2.8783	150000	2.8783
9.	ANUSHREE TRADELINK PVT. LTD.	710550	13.6345	710550	13.6345
10.	SWARN GANGA TRADING PVT. LTD.	262200	5.0313	262200	5.0313

**(v) Shareholding of Directors and Key Managerial Personnel : NOT APPLICABLE**

Sl. No.		Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Share holding during the year	N.A.	N.A.	N.A.	N.A.
	At the End of the year	N.A.	N.A.	N.A.	N.A.

Note : No Director and KMP are holding any shares in the Company.

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment :**

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

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of Managing Director/WTD/Manager	Total Amount (Rs.)
		Manoj Saraogi - Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	60,000.00 NIL NIL	60,000.00 NIL NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	<b>Total (A)</b>	60,000.00	60,000.00
	Ceiling as per the Act		4,200,000.00

**B. Remuneration to other Directors :**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Prasad Kumar Dey - Independent Director	Goutam Karmakar - Independent Director	Amit Khemka - Independent Director	Madhu Barnwal - Non-Executive Director	
<b>1.</b>	<b>Independent Directors</b>					
	• Fee for attending board committee meetings	NIL	NIL	NIL	—	NIL
	• Commission	NIL	NIL	NIL	—	NIL
	• Others, please specify	NIL	NIL	NIL	—	NIL
	<b>Total (1)</b>	NIL	NIL	NIL	—	NIL
<b>2.</b>	<b>Other Non-Executive Directors</b>					
	• Fee for attending board committee meetings	—	—	—	NIL	NIL
	• Commission	—	—	—	NIL	NIL
	• Others, please specify	—	—	—	NIL	NIL
	<b>Total (2)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (B) = (1 + 2)</b>					NIL
	Total Managerial Remuneration					NIL
	Overall Ceiling as per the Act					NIL

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total (Rs.)
		Raman Chatterjee - CFO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission		
	- as % of profit - others (specify)	NIL NIL	NIL NIL
5	Others, please specify	NIL	NIL
	<b>Total</b>	NIL	NIL

Note : The Chief Financial Officer started receiving remuneration from April, 2015.

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			N I L		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			N I L		
Punishment					
Compounding					
<b>C. OTHER OFFICER IN DEFAULT</b>					
Penalty			N I L		
Punishment					
Compounding					

## REPORT ON CORPORATE GOVERNANCE

The Company's shares are listed in Ahmedabad Stock Exchange, Delhi Stock Exchange and Calcutta Stock Exchange. Accordingly, the Corporate Governance Report for the year 2014-2015, has been prepared as per the guidelines issued by SEBI and incorporated in Clause 49 of the Equity Listing Agreement :-

### Para 1. CORPORATE GOVERNANCE PHILOSOPHY

Effective Corporate Governance is how an organisation is managed, which includes its culture, structure, policies and manner in which it deals with its stakeholders and not just mere compliance. It also relates to processes and systems that direct the resources of the organization and strategies of the management for maximizing the wealth of the stakeholders. Your Company firmly believes that such practices are founded upon the core values of transparency, accountability, independence, responsibility and fairness.

Your Company makes best endeavor to implement these core values in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Agreement.

### Para 2. BOARD OF DIRECTORS

#### (i) Composition of the Board :

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board comprises of persons who have excelled in their respective areas and have good standing. All the Directors are above the age of 21 years.

The composition of the Board of Directors as on 31st March, 2015 is given below :

Sr. No.	Name of the Director	Executive/ Non-Executive	No. of other		
			Directorships (+)	Committee(++)	
				Chairman	Member
1	Shri Manoj Saraogi - <i>Managing Director</i>	Executive	2	—	2
2	Shri Prasad Kumar Dey	Non-Executive & Independent	—	—	—
3	Shri Goutam Karmakar	Non-Executive & Independent	3	—	2
4	Shri Amit Khemka	Non-Executive & Independent	6	—	—
5	Smt. Madhu Barnwal*	Non-Executive	3	—	—

\* Smt. Madhu Barnwal was appointed by Board on March 30, 2015.

(+) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(++) Represents Chairmanship / Membership of the Audit Committee and Stakeholders Relationship Committee of other companies, in which they are Director.

**(ii) The attendance of the Directors at the Board meetings and the last AGM held are given below :**

Name of the Director	No. of Meetings		Attendance at last AGM – held on 24th September, 2014
	Held	Attended	
Shri Manoj Saraogi - Managing Director	6	6	Yes
Shri Prasad Kumar Dey	6	6	Yes
Shri Goutam Karmakar	6	6	Yes
Shri Amit Khemka	6	6	Yes
Smt. Madhu Barnwal	6	1	No

**Information of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement :**

Name of the Director	Shri Manoj Saraogi	Smt. Madhu Barnwal	Shri Sanjay Das
DIN	00278490	07150790	03569600
Date of Birth	2nd January, 1969	7th August, 1986	8th April, 1976
Date of Appointment	1st December, 2003	30th March, 2015	12th August, 2015
Qualification	B.Com	B. Com	B. Com
Expertise in specific functional area	Shri Saraogi has a vast experience in Corporate Finance and Accounts matters.	Smt. Barnwal has a vast experience in corporate and investment matters.	Shri Das has a vast experience in corporate related matters.
Directorship of other companies (*)	2	3	1
Chairman/ Membership in the Committees (**)	2	—	—
Shareholding in Equity Shares of the Company and % of holding	—	—	—

(\*) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(\*\*) Audit Committee & Stakeholders Relationship Committee are considered.

**(iii) Directors' membership in board/committees of other companies:**

As per the Listing Agreement, no director can be a Member in more than 10 (ten) committees or act as chairman of more than 5 (five) committees across all companies in which he is a Director.

In terms of the Listing Agreement, none of the directors of your Company were Members in more than 10 (ten) committees nor acted as chairman of more than 5 (five) committees across all companies in which they were Directors. Details of other directorships/committee membership/chairmanship held by them are given in Para 2(i) above.

**(iv) Number of Board meetings held, dates on which held:**

As per the Listing Agreement, the Board of Directors must meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.

During the financial year 2014-15, Board met 6 (Six) times on 30.04.2014, 27.05.2014, 12.08.2014, 12.11.2014, 11.02.2015 and 30.03.2015. The gap between any two Board Meetings did not exceed one hundred and twenty days.

**(v) Familiarisation Programme for Directors**

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through programme.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: [www.manglamindia.com](http://www.manglamindia.com)

**(vi) Independent Directors' Meeting:**

During the year under review, a separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the Management, was held on 9th December, 2014, as required under Companies Act, 2013 and Listing Agreement. All Independent Directors were present at the meeting to review the performance of Non-Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties and discuss matters pertaining to the Company's affairs and functioning of the Board and presented their views to the Managing Director for appropriate action.

**Para 3. AUDIT COMMITTEE**

**(i) Brief description of the terms of reference:**

The terms of reference of the Audit Committee cover the matters specified under revised Clause 49 of the Listing Agreement with Stock Exchanges and provisions of Section 177 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to :

- a) the appointment of Statutory Auditors of the Company,
- b) provide Board with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems,
- c) it acts as a link between the management, statutory auditors and the Board of Directors,
- d) Company's compliance with the legal and statutory requirements.

**(ii) Composition and Name of members:**

The Audit Committee, presently, consists of 2 (two) Independent Members. The following directors are the present Members of the Committee :

Name of the Members	Designation	Nature of Membership
Shri Prasad Kumar Dey	Chairman	Independent & Non Executive
Shri Manoj Saraogi	Member	Executive
Shri Amit Khemka	Member	Independent & Non Executive

All the Members of the Audit Committee are financially literate and Shri Prasad Kumar Dey, Chairman possesses financial /accounting expertise.



**(iii) Meetings held and attendance during the year :**

During the financial year 2014-15, the Audit Committee met 5 (Five) times on 29.04.2014, 26.05.2014, 11.08.2014, 11.11.2014 and 10.02.2015.

Sr. No.	Members of Audit Committee	No. of meetings held	No. of meetings attended
1	Shri Prasad Kumar Dey	5	5
2	Shri Manoj Saraogi	5	5
3	Shri Amit Khemka	5	5

**Para 4. NOMINATION AND REMUNERATION COMMITTEE****Brief description of the terms of reference:**

The Board has constituted Nomination & Remuneration Committee with effect from August 12, 2014. The terms of reference of the Nomination & Remuneration Committee cover the matters specified under revised Clause 49 of the Listing Agreement with Stock Exchanges and provisions of Section 178 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. The Company has adopted a Remuneration Policy for its Directors, Key Managerial Personnel and other employees. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board and individual Directors. Details of Remuneration Policy is provided in Para 4 (iv) and has also been uploaded on the website of the Company.

**(i) Composition and Name of members:**

The Nomination & Remuneration Committee, presently, comprises of 3(Three) Non-Executive & Independent Directors. The following directors are the present Members of the Committee.

Name of the Members	Designation	Nature of Membership
Shri Goutam Karmakar	Chairman	Independent & Non Executive
Shri Prasad Kumar Dey	Member	Independent & Non Executive
Shri Amit Khemka	Member	Independent & Non Executive

**(ii) Meetings held and attendance during the year:**

During the financial year 2014-15, the Nomination & Remuneration Committee met on 27.03.2015

Name of the Members	No. of meetings held	No. of meetings attended
Shri Goutam Karmakar	1	1
Shri Prasad Kumar Dey	1	1
Shri Amit Khemka	1	1

**(iii) The details of remuneration/sitting fee paid to directors:**

The Company had paid Rs. 60,000/- to Mr. Manoj Saraogi, Managing Director on the Board, whose appointment and remuneration has been fixed by the Board and in terms of resolution to be passed by the shareholders of the Company.

No remuneration/sitting fee has been paid to any other director during the year.

**(iv) Criteria for selection and appointment of Directors and Remuneration Policy:****Preamble**

- The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors (Board) and for Key Managerial Personnel (KMP) and other employees. The expression KMP shall have the same meaning as defined under Companies Act, 2013. This policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the Board.
- This policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors of the Company.
- The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

**Criteria for determining qualification**

The Board may expect qualified directors to have ample experience and the highest level of personal and professional ethics, integrity and values. The Board shall also consider whether each director possesses the following:

- The highest level of personal and professional ethics, reputation, integrity and values;
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The ability to exercise objectivity and independence in making informed business decisions;
- The willingness and commitment to devote extensive time necessary to fulfill his/her duties;
- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others;
- The skills, knowledge and expertise relevant to the Company's business.

**Independence Review Criteria**

Determination of director independence will be made by the Board for each director on an annual basis upon the recommendation of the Committee. Independent directors have three key roles, namely, governance, control and guidance. Some of the performance indicators, based on which the independent directors shall be evaluated are:-

- Independence from management.
- Independence from Promoter Group.
- No substantial shareholding.
- Ability to contribute to and monitor our corporate governance practices.
- Ability to contribute by introducing international best practices to address top management issues.
- Active participation in long term strategic planning.
- Commitment to the fulfilment of a director obligations and fiduciary responsibilities - this include participation and attendance.
- Other significant relationship which may cause a conflict of interest.

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**Principles of Remuneration**

Company considers that the remuneration system is a key element in creating value. It thus has an advanced remuneration scheme based on the reciprocity of value for employees and for the Company in line with the interests of shareholders. The Company's remuneration system is informed by the following principles:

- Long-term value creation.
- Remunerate achievement of results on the basis of prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.
- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy

**Remuneration to Non-Executive Directors**

Non Executive directors may be paid remuneration by way of sitting fees and reimbursement of expenses for participation in the Board and other meetings and such other payments as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Remuneration to Executive Directors**

At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company and the Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

**Remuneration to other Key Managerial Personnel excluding Executive Director & other employees**

Other Key Managerial Personnel excluding Executive Director and other employees shall be paid such remuneration as per term and condition of appointment letter/contract within the range approved by and ratified by the Remuneration Committee. Annual increments effective 1st April each year, as recommended by the Remuneration Committee, shall be approved by the Board.

**Evaluation of Individual Directors & Board**

The Independent Directors shall have a separate meeting during the year without the attendance of Non-Independent Directors and members of management. All Independent Directors shall strive to be present at the meeting. The meeting shall review the performance of Non-Independent Directors and the Board as a whole. The meeting shall also review the performance of the Chairman, if any of the Company, taking into account the views of the Executive Directors and the Non-Executive Directors.

The performance evaluation of the Independent Directors shall be done by the entire Board, excluding the Director being evaluated. The performance evaluation of the Independent Directors and the Board as a whole shall be in context of the Company's performance and governance perspective.

**Criteria for Performance Evaluation are as under:**

For Board -

- degree of fulfillment of key responsibilities
- Composition
- Committees of Board
- Board & Committee Meetings

- Team work
- understanding the role
- effectiveness and quality of decision making

For Directors -

- attendance at the meeting
- participation and contribution
- responsibility towards Stakeholders
- compliance and governance
- maintaining confidentiality

In addition to the above Managing Director also being evaluated on -

- leadership
- relationships
- communication
- conduct of meeting
- utilization of resources

Committee -

- degree of fulfillment of key responsibilities
- adequacy of Committee composition
- relationship
- communication
- understanding of regulatory environment
- interaction with the Board

#### **AMENDMENTS TO THIS POLICY**

This Policy may be amended or substituted by Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

#### **Para 5. STAKEHOLDERS RELATIONSHIP COMMITTEE**

##### **Brief description of the terms of reference:**

The Board has constituted Stakeholders Relationship Committee in accordance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference of Shareholders'/ Investors' Grievance Committee was conferred on the Stakeholders Relationship Committee and consequently the Shareholders'/ Investors' Grievance Committee was dissolved. The board of Directors of the Company has delegated the authority to approve transfer of shares to Stakeholders Relationship Committee of the Company. The committee deals with the various matters relating to:

- a. Transfer of shares
- b. Transmission of shares
- c. Issuance of duplicate share certificates as and when required
- d. Shareholders' queries/complaints and its redressal as and when received
- e. Dematerialisation/Rematerialisation of shares
- f. Split/consolidation of shares
- g. Such other matters resulting from statutory amendments/modifications from time to time.

The Company has adopted the Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company by the directors and designated employees. Shri Manoj Saraogi, Managing Director has been appointed as the Compliance Officer for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

The Company has also adopted the Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Price Sensitive Information, as required under the Regulations.

**(i) Composition and name of the Chairman:**

The Committee comprises of the following persons :

Name of the Members	Designation	Nature of Membership
Shri Prasad Kumar Dey	Chairman	Independent & Non Executive
Shri Goutam Karmakar	Member	Independent & Non Executive
Shri Amit Khemka	Member	Independent & Non Executive

During the financial year 2014-15, no Stakeholders Relationship Committee meeting was held.

**(ii) Name and designation of compliance officer:**

As per the requirements of the Listing Agreement, Smt. Krishna Banerjee acts as the Compliance Officer.

**(iii) to (iv) Details of the shareholders' complaints received and resolved during the year 2014-15:**

No. of complaints received	No. of complaints resolved	Pending
Nil	Nil	Nil

There have been no material grievances raised and all items referred have been dealt with.

As on 31st March 2015, there were no pending complaints.

**Para 6. GENERAL BODY MEETINGS**

**(i) Location and Time of last three Annual General Meeting (AGM):**

The location and time of the last three AGMs are as follows:

Year	Date	Place	Time
2013-14	24.09.2014	"Somani Conference Hall" Merchants Chamber of Commerce 15B, Hemanta Basu Sarani Kolkata - 700 001	10.30 a.m.
2012-13	24.09.2013	"Somani Conference Hall" Merchants Chamber of Commerce 15B, Hemanta Basu Sarani Kolkata - 700 001	11.00 a.m.
2011-12	24.09.2012	10, Princep Street, 3rd Floor Kolkata - 700 072	10.00 a.m.

No special resolution has been passed in the previous three AGMs. The Shareholders passed the special resolution as set out in notice of the EGM held on 3rd day of May, 2012. No special resolution was passed through postal ballot during the financial year 2014-15.

**Para 7. DISCLOSURES****(i) Disclosure of materially significant related party transactions:**

During the financial year 2014-15, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. The Directors and KMPs have no direct, indirect or on behalf of third party, material interest in any transaction or matter directly affecting the company. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes on Accounts.

The Policy on related Party transactions has been uploaded on Company's website [www.manglamindia.com](http://www.manglamindia.com)

**(ii) Accounting treatment:**

In view of the management, all applicable accounting standards are being followed for preparation of financial statements.

**(iii) Details of non-compliance by the company:**

The Company has complied with all the requirements of the Listing Agreement with Stock Exchange as well as the Regulations and Guidelines prescribed by Securities and Exchange Board of India (SEBI).

**(iv) Whistle Blower Policy:**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

**(v) Details of compliance with the mandatory requirements:**

Your Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant sections of this Report.

**Para 8. MEANS OF COMMUNICATION****(i) Quarterly results:**

The Quarterly and Annual Results of the Company are communicated immediately to the stock exchanges upon conclusion of the Board Meeting convened to consider the same.

**(ii) Newspapers wherein results are normally published:**

The Financial Results of the Company are published in "Business Standard" and in "Dainik Lipi".

**(iii) to (v) Any website, where displayed:**

The Results are displayed on the Company's web-site at [www.manglamindia.com](http://www.manglamindia.com)

Full Annual Reports for the financial year 2014-15, Financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form.

**Para 9. GENERAL SHAREHOLDER INFORMATION****(i) AGM: Date, time and venue:**

The forthcoming Annual General Meeting of the Company will be held as given below :

Date & Time	30th September, 2015 at 11.30 A.M.
Venue	"Somani Conference Hall" Merchants Chamber of Commerce 15B, Hemanta Basu Sarani Kolkata - 700 001

**(ii) Financial year :**

Financial Year is 1st April, 2015 to 31st March, 2016 and the quarterly results will be declared as per the following schedule.

<b>Tentative Schedule</b>	
Financial Results for the quarter ending June 30, 2015	Second week of August 2015
Financial Results for the quarter ending September 30, 2015	Second week of November 2015
Financial Results for the quarter ending December 31, 2015	Second week of February 2015
Financial Results for the year ending March 31, 2016	End of May 2016
AGM for the year ending March 31, 2016	End of September 2016

**(iii) Date of Book closure:**

The Company's Register of Members and Share Transfer Books will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).

**(iv) Dividend Payment Date:**

No dividend has been recommended by the Board for the year under review.

**(v) Listing on Stock Exchanges:**

Your Company's shares are listed on the following stock exchanges as on 31st March, 2015 :

1. The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata - 700 001.
2. The Stock Exchange, Ahmedabad  
Kamdhenu Complex, Panjara Pole,  
Ahmedabad - 380 015.
3. The Delhi Stock Exchange Association Limited  
DSE House, 3/1, Asaf Ali Road,  
New Delhi - 110 002.

**(vi) Stock Code :**

<b>Name of the Exchange</b>	<b>Code</b>
The Calcutta Stock Exchange Limited	23455
The Delhi Stock Exchange Association Limited	13087
International Securities Identification Number (ISIN)	INE186F01015

**(vii) to (viii) Market Price Data : High, Low during each month in the last financial year :**

There has been no trading in stock exchanges during the financial year 2014-15.

**(ix) Registrar and Share Transfer Agents :**

The Board has delegated the work of processing of share transfers to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents. Their complete address is as follows :

Maheshwari Datamatics Private Limited  
6, Mangoe Lane, 2nd Floor, Kolkata - 700 001.  
Tel No : (033) 2243-5809, 2248-2248  
Fax No: (033) 2248-4787, Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

**(x) Share Transfer System:**

The transfer of shares in physical form is processed and completed by Maheshwari Datamatics Private Limited within the statutory time period. In case where shares are held in electronic form, the transfers are processed by NSDL through the Depository Participants and Registrars.

**(xi) Distribution of Shareholding:**

The distribution of shareholding as on 31st March, 2015, pursuant to Clause 35 of the Listing Agreement is as under:

**A. Shareholding Pattern of Equity Shares as on 31st March 2015.**

	Categories	No. of Shares held	% of Shareholding
<b>A</b>	<b>PROMOTERS &amp; PROMOTERS' GROUP</b>		
1.	Indian		
	a) Bodies Corporate	174370	3.3459
	Sub-total (A1)	174370	3.3459
2.	Foreign	NIL	NIL
	Sub-total (A2)	NIL	NIL
	Total shareholding of Promoter & Promoter Group A= (A)(1) + (A)(2)	174370	3.3459
<b>B</b>	<b>PUBLIC SHAREHOLDING</b>		
1	Institutions	NIL	NIL
	Sub-total (B1)	NIL	NIL
2	Non-Institutions		
	a) Bodies Corporate	3472236	66.6274
	b) Individuals	1559815	29.9307
	c) Any Other - Trusts	5000	0.0959
	Sub-total (B2)	5037051	96.6541
	Total Public Shareholding B= (B)(1)+(B)(2)	5037051	96.6541
	<b>GRAND TOTAL (A)+(B)</b>	<b>5211421</b>	<b>100.0000</b>

Note : Total Foreign Shareholding is Nil.

**B. Distribution of Equity Shareholding as on 31st March, 2015 :**

Share Holding	Holders	Percentage	No. of Shares	Percentage
1 to 500	43	11.8785	11906	0.2285
501 to 1000	35	9.6685	32100	0.6160
1001 to 2000	50	13.8122	84430	1.6201
2001 to 3000	46	12.7072	125758	2.4131
3001 to 4000	40	11.0497	146699	2.8150
4001 to 5000	26	7.1823	124000	2.3794
5001 to 10000	62	17.1271	473400	9.0839
10001 and above	60	16.5746	4213128	80.8441
<b>Grand Total</b>	<b>362</b>	<b>100.0000</b>	<b>5211421</b>	<b>100.0000</b>



**(xii) Dematerialisation of shares and liquidity :**

As on 31st March, 2015, 58.8825 % of the total equity capital was held in dematerialised form with National Securities Depository Limited only.

**(xiii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments:**

As of 31st March, 2015, there are no outstanding GDRs/ADRs/Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

**(xiv) Plant Locations :**

The Company does not have any plant.

**(xv) Address for correspondence :**

Investors' correspondence may be addressed to :-

1. The Compliance Officer  
Manglam India Limited  
10, Princep Street, 2nd Floor,  
Kolkata - 700 072  
Telephone No. (033) 4002-2880  
Website: [www.manglamindia.com](http://www.manglamindia.com)
2. Share Registrar and Transfer Agent  
Maheshwari Datamatics Private Limited  
6, Mangoe Lane, 2nd Floor,  
Kolkata - 700 001  
Phone No. (033) 2243-5809, 2248-2248  
Fax No. (033) 2248-4787  
Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

(xvi) E-mail ID of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors: [info@manglamindia.com](mailto:info@manglamindia.com)

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The Management's Discussion and Analysis Report forms part of the Director's Report.

**CODE OF CONDUCT:**

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel .The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2014-15. A declaration to this effect is given elsewhere in this Annual Report.

**RISK MANAGEMENT POLICY:**

The Company has formulated a comprehensive Risk Management Policy to reduce the inherent risk associated with the business activities of the Company.

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**ANNUAL DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT PURSUANT TO  
CLAUSE 49 OF THE LISTING AGREEMENT**

I, Manoj Saraogi, Managing Director of MANGLAM INDIA LIMITED having its registered office at 10, Princep Street, 2nd Floor, Kolkata – 700 072 hereby declare that the Company has formulated a Code of Conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed the compliance of the Code for the financial year 2014-15.

Place : Kolkata  
Dated : 27th May, 2015

**Manoj Saraogi**  
*Managing Director*  
DIN No. 00278490

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of Manglam India Limited**

We have examined the compliance of conditions of Corporate Governance by Manglam India Limited ('the Company') for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Dated : 27th May, 2015

**For J M P ASSOCIATES**  
*Chartered Accountants*  
**Manish Gadia**  
*Partner*  
Membership No. 059677

**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

We hereby certify that for the financial year, ending 31st March, 2015, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2015, which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated , based on our most recent evaluation, wherever applicable, to the auditor and audit committee.
  - i. There has not been any significant changes in internal control over financial reporting during the year under reference.
  - ii. There has not been significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. We are not aware of any instance during the year of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Manoj Saraogi**  
*Managing Director*  
DIN No. 00278490

**Ramen Chatterjee**  
Chief Financial Officer

Place : Kolkata

Dated : 27th May, 2015

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **Economic Overview :**

Indian's economy is diverse, encompassing agriculture, handicrafts, textile, manufacturing and a multitude of services. The advent of the digital age has gradually transformed India as an important "back office" destination for global outsourcing of customer service and technical support. The BSE Sensex barely moved despite the Prime Minister's economic advisory council forecasting a GDP growth of 7.5 % in 2015-16, marginally better than the 7.2% pace at which India grew in 2014-15.

### **Industry Structure and Development – Overview:**

NBFC's play a vital role in the context of Indian economy. They are indispensable part in the Indian financial system because they supplement the activities of banks in terms of deposit mobilization and lending. They supplement the role of the banking sector in meeting the increasing financial needs of the corporate sector, delivering the credit to the unorganized sector and to the small local borrowers. NBFC's has flexible structure than banks. Their flexible structure helps in broadening the market by providing the saver and investor a bundle of services on competitive basis.

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier- II capital base.

We witness that NBFC sector, in India are facing stiff competition from different banks and financial institutions. The cost of funds of banks is lower as compared to NBFC's. Not only this, they have a very wide network and huge capital base which makes them more attractive than NBFC's. However as the market is volatile in nature, the long term growth of capital market calls for a matter of concern.

### **Opportunities, threats, risks and concerns:**

Your Company has operations in finance and equity investments. The independent finance industry issues debt and lends the proceeds to individuals (consumer finance companies) and corporations (commercial finance companies) on both a secured and unsecured basis. Unlike the commercial banks, whose deposit taking ability adds significantly to funding availability, finance companies rely almost exclusively on institutional borrowings and access to the public debt markets for funding. Consequently, the ability to access the short, medium and long-term markets at competitive rates is critical to their ongoing viability. Your company faces tough competition from Nationalized, Foreign and Private Sector Banks due to their inability to grant loan at a considerably low rate of interest.

Your Company is exposed to external and internal risks associated with the business. It is exposed to strong competitive pressures and financial risks from changes in interest rate, economic cycles etc.

There is a major threat coming from Banks. Banks have reduced the rate of interest, this has reduced the spread, thereby reducing the margin. The volatile nature of market also poses another threat. Your Company also faces stiff competition from Nationalised, Foreign and Private Sector Banks as they provide loans at a very low rate of interest.

The company has its own specific risks that are particular to its business including default risk, fluctuation of interest rates, economic cycles etc. Moreover existing banks are moving into retail sector and regional banks like Assamese banks are coming into play, which poses major concern for your company. The

volatility in the market is a matter of concern. However economic parameters being strong will upsurge the economy. Your company has a well defined and prudent business practice and a comprehensive Risk Management Policy to manage this risk.

Your Company sees opportunities in the market with existing and new customers. Your Company has dedicated accounts team to focus on each customer. Rising input costs and volatility in material, energy are some of the key challenges that your company is addressing by specific initiatives for each.

**Future Outlook:**

Your Company intends to invest in businesses related to infrastructure, telecommunication, soft ware etc. in the coming years since it sees good prospect in these areas. It would definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mode than the previous few years and with our efforts we can look forward to a prosperous year for the company.

**Internal Control Systems and their adequacy:**

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure:

- ★ That all assets and resources are used efficiently and are adequately protected;
- ★ That all internal policies and statutory guidelines are complied within letter & spirit;
- ★ The accuracy and timing of financial reports and management information.

**Material Development in Human Resources/industrial relations front number of people employed:**

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The relations remain cordial throughout the year between employees and the management. The Company recognizes the importance and contribution of its Human resources for its growth and development and is committed to the development of its people.

**Financial and Operational Performance:**

Please refer Directors' Report for performance review.

**Cautionary Statement:**

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

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## **Independent Auditors' Report**

To the Members of **MANGLAM INDIA LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **MANGLAM INDIA LIMITED** ("the company"), which comprise the Balance Sheet as at March 31, 2015, the Profit and Loss Statement, the Cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the statement of Profit and Loss Account, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on the date.

**Report on Other Legal and Regulatory Requirements**

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us.
  1. The Company does not have any pending litigations which would impact its financial position.
  2. The Company did not have any long term contracts including derivative contract for which there were any material foreseeable losses under the applicable law or Accounting Standards.
  3. There were no amount which required to be transferred, to the Investor Education and Protection Fund by the Company.

**For J M P ASSOCIATES**  
*Chartered Accountants*  
Firm Regd. No. 324235E

**Manish Gadia**  
*Partner*  
M. No. 059677

Place : Kolkata

Dated : 27th May, 2015

**Annexure to the Auditors' Report**

**[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Manglam India Limited on the accounts of the company for the year ended 31st March, 2015]**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that :

- I. In respect of Fixed Assets :-
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased program of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- II. In respect of Inventories :-
  - a) As explained to us, the inventories of shares and stocks were physically verified at regular intervals by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
  - b) In our opinion and according to the information and explanation given to us, the procedures of verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on verification of stocks as compared to book records.
- III. According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of shares. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- V. In our Opinion and according to information and explanations given to us, the company has not accepted any deposits from the public within the purview of the directives issued by the Reserve Bank of India and the Provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Therefore, the provision of Clause (V) of Paragraph 4 of the order is not applicable to the company.
- VI. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- VII. In respect of Statutory Dues :-
  - a) According to the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth Tax, sales Tax,



- duty of custom, duty of excise, value added tax, cess and any other statutory dues as applicable to the company with appropriate authorities except delay in Service Tax, VAT, Provident Fund, Employee's State Insurance, Professional Tax & Tax deposited at source.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- c) According to the information and explanations given to us, no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder. Hence, the provisions of Investor Education and Protection Fund are not applicable to the Company.
- VIII) The Company has accumulated loss amounting to Rs. 153.42 Lakhs as on 31st March, 2015 and the accumulated losses of the company at the end of financial year are not more than fifty per cent of its net worth. It has incurred cash loss of Rs. 4.29 Lakhs during the financial year covered by our audit and it has not incurred the cash loss in the immediately preceding financial year.
- IX) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- X) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- XI) The company has not obtained any term loan during the year, so this para of order is not applicable.
- XII) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**For J M P ASSOCIATES**  
*Chartered Accountants*  
Firm Regd. No. 324235E

**Manish Gadia**  
*Partner*  
M. No. 059677

Place : Kolkata

Dated : 27th May, 2015

**BALANCE SHEET AS AT 31ST MARCH, 2015**

<u>Particulars</u>	<u>Notes No.</u>	(in Rs.)	
		<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDER'S FUNDS</b>			
(a) Share Capital	1	52,114,210.00	52,114,210.00
(b) Reserves and Surplus	2	48,489,517.24	48,927,568.78
<b>(2) Non-Current Liabilities</b>			
(a) Long Term Provisions	3	90,049.14	80,911.00
<b>(3) Current Liabilities</b>			
(a) Trade Payables	4	53,687,926.35	74,467,577.80
(b) Other Current Liabilities	5	22,031,592.50	22,010,329.50
<b>Total</b>		<b><u>176,413,295.23</u></b>	<b><u>197,600,597.08</u></b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Long term Loans and Advances	6	107,497,890.00	106,001,890.00
(b) Other Non Current Assets	7	3,256,627.85	35,501,627.85
(c) Non Current Investments	8	1,993,010.83	1,791,600.83
<b>(2) Current Assets</b>			
(a) Inventories	9	63,278,616.00	54,146,793.25
(b) Cash and cash equivalents	10	251,863.90	23,398.50
(c) Other Current Assets	11	135,286.65	135,286.65
<b>Total</b>		<b><u>176,413,295.23</u></b>	<b><u>197,600,597.08</u></b>
Significant Accounting Policies & Notes on Financial Statements	1-17		

As per our Report of even date  
**For J M P ASSOCIATES**  
*Chartered Accountants*  
 Firm Regd. No. 324235E

**Manoj Saraogi**  
*Managing Director*  
 DIN No. 00278490

Place : Kolkata  
 Dated : 27th May, 2015

**Manish Gadia**  
*Partner*  
 M. No. 059677

**Ramen Chatterjee**  
*Chief Financial Officer*

**Goutam Karmakar**  
*Director*  
 DIN No. 02981501

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

<u>Sl. No.</u>	<u>Particulars</u>	<u>Notes No.</u>	<u>year ended 31st March, 2015</u>	<u>(in Rs.) Year ended 31st March, 2014</u>
<b>INCOMES</b>				
I.	Revenue from Operations	12	48,449,365.25	374,366,279.87
<b>II.</b>	<b>Total Revenue</b>		<b>48,449,365.25</b>	<b>374,366,279.87</b>
<b>EXPENSES</b>				
	Purchase of Shares & Securities	13	57,143,236.00	120,556,520.00
	Change in Inventories	14	(9,131,822.75)	253,435,520.00
	Employee Benefit Expense	15	176,493.00	177,854.00
	Other Expenses	16	690,372.40	268,356.80
<b>III.</b>	<b>Total Expenses</b>		<b>48,878,278.65</b>	<b>374,438,250.80</b>
IV.	Profit before exceptional and extraordinary items and tax	(II-III)	<b>(428,913.40)</b>	<b>(71,970.93)</b>
V.	Exceptional Items		—	8,170.00
<b>VI.</b>	<b>Profit/(Loss) before Tax</b>	(IV-V)	<b>(428,913.40)</b>	<b>(80,140.93)</b>
<b>VII.</b>	<b>Tax Expense :</b>			
	(1) Current Year		(9,138.14)	—
<b>VIII.</b>	<b>Profit/(Loss) after tax for the year</b>	(VI-VII)	<b>(438,051.54)</b>	<b>(80,140.93)</b>
<b>IX.</b>	<b>Earning per equity share :</b>			
	(1) Basic EPS		<b>(0.08)</b>	<b>(0.02)</b>
	Significant Accounting Policies & Notes on Financial Statement	1-17		

As per our Report of even date  
**For J M P ASSOCIATES**  
Chartered Accountants  
Firm Regd. No. 324235E

**Manoj Saraogi**  
Managing Director  
DIN No. 00278490

Place : Kolkata  
Dated : 27th May, 2015

**Manish Gadia**  
Partner  
M. No. 059677

**Ramen Chatterjee**  
Chief Financial Officer

**Goutam Karmakar**  
Director  
DIN No. 02981501

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

<u>DESCRIPTION</u>	(in Rs.)	
	<u>Year ended 31st March, 2015</u>	<u>Year ended 31st March, 2014</u>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Interest, Tax & Extraordinary Items	(428,913.40)	(80,140.93)
<b>Operating Profit before Working Capital Changes</b>	<b>(428,913.40)</b>	<b>(80,140.93)</b>
<b>Changes in :-</b>		
Long Term Provision	—	(28,784.00)
Other Current Liabilities	21,263.00	36,954.00
Inventories	(9,131,822.75)	253,435,520.00
Trade & Other Receivables	—	3,251,627.85
Other Non Current Assets	32,245,000.00	(35,501,627.85)
Other Current Assets	—	—
Long Term Loans & Advances	(1,496,000.00)	120,979,930.00
Trade & Other Payables	(20,779,651.45)	(348,964,362.20)
	858,788.80	(6,790,742.20)
Direct Taxes Paid	—	—
<b>Net Cash from Operating Activities (A)</b>	<b>429,875.40</b>	<b>(6,870,883.13)</b>
<b>B. Cash Flow from Investing Activities</b>		
Investment in Shares	(201,410.00)	6,863,600.00
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(201,410.00)</b>	<b>6,863,600.00</b>
<b>C. Cash Flow from Financing Activities</b>	—	—
<b>Net Cash Flow from Financing Activities (C)</b>	—	—
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	228,465.40	(7,283.13)
<b>Cash and Cash Equivalents (Opening Balance)</b>	23,398.50	30,681.63
<b>Cash and Cash Equivalents (Closing Balance)</b>	<b>251,863.90</b>	<b>23,398.50</b>

As per our Report of even date  
**For J M P ASSOCIATES**  
*Chartered Accountants*  
 Firm Regd. No. 324235E

**Manoj Saraogi**  
*Managing Director*  
 DIN No. 00278490

Place : Kolkata  
 Dated : 27th May, 2015

**Manish Gadia**  
*Partner*  
 M. No. 059677

**Ramen Chatterjee**  
*Chief Financial Officer*

**Goutam Karmakar**  
*Director*  
 DIN No. 02981501

**Notes of Financial Statement for the year ended 31st March, 2015**

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

Sl. No.	Particulars	(in Rs.)	
		As at 31st March, 2015	As at 31st March, 2014
<b>Note : 1 Share Capital</b>			
<b>1 Authorised Capital</b>			
	5,250,000 Equity Shares of Rs. 10/- each	52,500,000.00	52,500,000.00
		<b>52,500,000.00</b>	<b>52,500,000.00</b>
<b>2 Issued, Subscribed &amp; Paid Up Capital</b>			
	5,211,421 Equity Shares of Rs. 10/- each fully paid up	52,114,210.00	52,114,210.00
	<b>Total</b>	<b>52,114,210.00</b>	<b>52,114,210.00</b>
<b>Note : 1a Detail of Shareholding more than 5%</b>			
	1 Anushree Tradelink Pvt. Ltd. (20.3%)	1,060,550	1,060,550
	2 Mahima Suppliers (5.76%)	300,000	—
	3 Graceful Advisory Service Pvt. Ltd. (5.72%)	300,000	300,000
	4 Newwave Dealers Pvt. Ltd. (5.18%)	270,000	270,000
	5 Swarn Ganga Trading Pvt. Ltd. (5.03%)	262,200	262,200
	<b>Total</b>	<b>2,192,750</b>	<b>2,192,750</b>
<b>Note : 1 (b) Reconciliation of No. of Shares Outstanding</b>			
	Shares Outstanding at the beginning of the year	52,114,210.00	52,114,210.00
	Add : Shares Issued During The Year	Nil	Nil
	Shares Outstanding at the End of the year	<b>52,114,210.00</b>	<b>52,114,210.00</b>
<b>Note : 2 Reserves &amp; Surplus</b>			
	1 Amalgamation Reserve	63,704,325.89	63,704,325.89
	2 Reserve Fund	127,485.00	127,485.00
	3 Surplus (Profit & Loss Account)		
	Balance brought forward from previous year [A]	(14,904,242.11)	(14,824,101.11)
	Add : Profit for the period [B]	(438,051.54)	(80,141.00)
	Closing Balance of Profit and Loss Account [A+B]	(15,342,293.65)	(14,904,242.11)
	<b>Total [1+2+3]</b>	<b>48,489,517.24</b>	<b>48,927,568.78</b>

**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)**

Sl. No.	Particulars	(in Rs.)	
		As at 31st March, 2015	As at 31st March, 2014
<b>Note : 3 Long Term Provision</b>			
1	Provision For Tax	80,911.00	80,911.00
2	Provision For Tax (AY 15-16)	9,138.14	NIL
	<b>Total</b>	<b>90,049.14</b>	<b>80,911.00</b>
<b>Note : 4 Trade Payables</b>			
1	Abhijeet Ventures Ltd.	53,586,014.75	74,365,780.00
2	Anand rathi	113.80	NIL
3	Reliance Sheet Works Pvt Ltd	90,000.00	90,000.00
4	Others Payables (More Than 180 Days)	11,797.80	11,797.80
	<b>Total</b>	<b>53,687,926.35</b>	<b>74,467,577.80</b>
<b>Note : 5 Other Current Liabilities</b>			
1	Audit Fees Payable	19,101.00	16,236.00
2	TDS Payable	3,371.00	NIL
3	Agro chemicals Fertilisers Ltd	9,700,000.00	9,700,000.00
4	Esquire Engineering Ltd	11,855,569.00	11,855,569.00
5	Asha Khaitan	150,000.00	NIL
6	Blue chip India Ltd	38,554.00	31,954.00
7	Other Payables	264,997.50	406,570.50
	<b>Total</b>	<b>22,031,592.50</b>	<b>22,010,329.50</b>
<b>Note : 6 Long Term Loans and Advances</b>			
<b>1 Loans to Others*</b>			
	Anil Kumar Khaitan	16,746,525.00	16,746,525.00
	Gouri Shankar Khaitan	10,427,757.00	10,427,757.00
	Rashmi Khaitan	1,417,000.00	1,417,000.00
	Sarita Khaitan	11,632,300.00	11,632,300.00
	Satyanarayan Khaitan	11,387,644.00	11,387,644.00
	Sudhir Kumar Khaitan	13,332,600.00	13,332,600.00
	Sunil Kumar Khaitan	26,921,854.00	26,921,854.00
	Sunita Khaitan	6,697,600.00	6,697,600.00
	Umesh Khaitan	1,250,000.00	1,250,000.00
	Komal Jayaswal	1,785,000.00	1,785,000.00
	Advance to Staff	Nil	4,000.00
	Super Laces Pvt Ltd	1,500,000.00	Nil
	Swati Jayaswal Tayal	300,000.00	300,000.00

**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)**

Sl. No.	Particulars	(in Rs.)	
		As at 31st March, 2015	As at 31st March, 2014
<b>Note : 6 Long Term Loans and Advances (Contd.)</b>			
<b>2 Loans To Body Corporate*</b>			
	Amit Commercial Co. Ltd.	1,026,000.00	1,026,000.00
	Shalimar Holding Ltd.	2,949,500.00	2,949,500.00
	Swil Ltd.	124,110.00	124,110.00
	<b>Total</b>	<b>107,497,890.00</b>	<b>106,001,890.00</b>
*Remarks : The above loans are interest free.			
<b>Note : 7 Other Non Current Assets</b>			
1	Trade Receivables (Considered Good)	3,256,627.85	35,501,627.85
	<b>Total</b>	<b>3,256,627.85</b>	<b>35,501,627.85</b>
<b>Note : 8 Non Current Investment</b>			
1	Investment		
	Quoted Equity Shares [Refer Note 8A]	1,993,010.83	1,791,600.83
	<b>Total</b>	<b>1,993,010.83</b>	<b>1,791,600.83</b>
<b>Note : 8A Notes to Non Current Investment</b>			
<b>Quoted Investment</b>			
1	Amit Commercial Co. Ltd.	55,000.00	55,000.00
2	Anil Special Steel India Ltd.	5,527.45	5,527.45
3	Magadh Traders Ltd.	94,748.00	94,748.00
4	Niharika India Ltd.	310,270.00	18,860.00
5	Shalimar Wire India Ltd.	1,527,465.38	1,527,465.38
6	Sunil Healthcare Ltd.	Nil	90,000.00
	<b>Total</b>	<b>1,993,010.83</b>	<b>1,791,600.83</b>
<b>Note : 9 Inventories</b>			
1	Closing Stock of Inventories (Note : 9A)	63,278,616.00	54,146,793.25
	<b>Total</b>	<b>63,278,616.00</b>	<b>54,146,793.25</b>

**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)**

Sl. No.	Particulars	Quantity	Rate	(in Rs.)
				Value
<b>Note : 9A Details of Closing Stock of Inventories</b>				
1	Accurate Vanijya Pvt.Ltd.	25,450	200.00	5,090,000.00
2	Albright Electrical Pvt Ltd	33,400	105.00	3,507,000.00
3	Alexcy Vinimay Pvt Ltd	30,000	50.00	1,500,000.00
4	Bankebihari Vincom Pvt Ltd	11,200	465.78	5,216,736.00
5	Bearbull Commodities Pvt.Ltd.	100,000	50.00	5,000,000.00
6	Bravemen Traders Pvt Ltd.	7,020	200.00	1,404,000.00
7	Bulland Technologies Pvt.Ltd.	15,360	103.52	1,590,000.00
8	Chandramukhi Vanijya Pvt.Ltd.	32,810	100.00	3,281,000.00
9	Crown Dealers Pvt Ltd	37,474	20.00	749,480.00
10	Dhanawat Developers Pvt.Ltd.	10,400	10.00	104,000.00
11	Kamna Credit & Promoters Pvt Ltd.	4,500	200.00	900,000.00
12	Kaypee Infocom Pvt Ltd	16,000	250.00	4,000,000.00
13	Moonlight Dealcom Pvt Ltd.	10,000	200.00	2,000,000.00
14	Pilkhuwa Textile Pvt.Ltd.	20,000	100.00	2,000,000.00
15	Power Palazzo P Ltd.	310,000	23.55	7,300,000.00
16	Premium Enclave Pvt.Ltd.	10,000	50.00	500,000.00
17	Restore Machines India Pvt Ltd.	40,000	100.00	4,000,000.00
18	Shree Nakoda Ispat Ltd.	10,000	100.00	1,000,000.00
19	Spotlight Suppliers Pvt Ltd	10,000	200.00	2,000,000.00
20	Suncity Polyestar Pvt Ltd.	65,000	20.00	1,300,000.00
21	Sunfast Vyapaar Pvt Ltd.	20,800	200.00	4,160,000.00
22	Arissan Energy Ltd	84	100.00	8,400.00
23	Asha Suppliers Pvt Ltd	47,500	10.00	475,000.00
24	Ashlesh Sales Pvt Ltd	1,170	500.00	585,000.00
25	Desert Pharma Pvt Ltd	5,000	500.00	2,500,000.00
26	Lakeview Vanijya Pvt Ltd	80	100.00	8,000.00
27	Lemon Vincom Pvt Ltd	200	500.00	100,000.00
28	Nataraj Vinimay Pvt Ltd	10,680	280.90	3,000,000.00
<b>Total</b>				<b>63,278,616.00</b>

Sl. No.	Particulars	(in Rs.)	
		As at 31st March, 2015	As at 31st March, 2014
<b>Note : 10 Cash &amp; Cash Equivalent</b>			
1	<b>Cash-in-Hand</b>		
	Cash Balance ( As certified by management)	237,055.71	6,762.71
	<b>Sub Total (A)</b>	<b>237,055.71</b>	<b>6,762.71</b>
2	<b>Bank Balance</b>		
	With Oriental Bank Of Commerce	5,725.00	5,792.00
	With UCO Bank	6,058.92	6,058.92
	With Canara Bank(A/C No. ***6946)	3,024.27	4,784.87
	<b>Sub Total (B)</b>	<b>14,808.19</b>	<b>16,635.79</b>
	<b>Total [ A + B ]</b>	<b>251,863.90</b>	<b>23,398.50</b>



**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)**

Sl. No.	Particulars	(in Rs.)	
		As at 31st March, 2015	As at 31st March, 2014
<b>Note : 11 Other Current Assets</b>			
1	MAT Credit Entitlement	4,526.00	4,526.00
2	Advance with Revenue Authority		
	TDS Receivable	67,913.65	67,913.65
	Advance Tax	62,847.00	62,847.00
	<b>Total</b>	<b>135,286.65</b>	<b>135,286.65</b>
<b>Note : 12 Revenue from Operation</b>			
1	Revenue form Operation	48,296,365.25	374,177,379.87
2	Profit on sale of investments	153,000.00	188,900.00
	<b>Total</b>	<b>48,449,365.25</b>	<b>374,366,279.87</b>
<b>Note : 13 Purchase of Shares</b>			
1	Purchase of Shares & Securities	57,143,236.00	120,556,520.00
	<b>Total</b>	<b>57,143,236.00</b>	<b>120,556,520.00</b>
<b>Note : 14 Change in inventories</b>			
1	Opening Stock of Shares & Securities	54,146,793.25	307,582,313.25
2	Closing Stock of Shares & Securities	63,278,616.00	54,146,793.25
	<b>Total</b>	<b>(9,131,822.75)</b>	<b>253,435,520.00</b>
<b>Note : 15 Employment Benefit Expenses</b>			
1	Salaries & staff Welfare	116,493.00	117,854.00
2	Directors Remuneration	60,000.00	60,000.00
	<b>Total</b>	<b>176,493.00</b>	<b>177,854.00</b>
<b>Note : 16 Other Expenses</b>			
1	Advertisement	22,200.00	24,300.00
2	Audit fees	22,472.00	16,236.00
3	Bank Charges	2,019.30	2,535.00
4	Custodian Charges	20,962.10	19,189.00
5	Donation	540,000.00	NIL
6	Filling Fees	8,400.00	6,500.00
7	General Expenses	9,190.00	10,524.00
8	Listing Fees	NIL	11,797.80
9	Local Conveyance Expenses	7,419.00	9,814.00
10	Postage & Telegram	6,961.00	7,606.00
11	Printing & Stationery	9,775.00	8,836.00
12	Prior Period Items	NIL	141,790.00
13	Professional charges	29,523.00	7,029.00
14	Repairs & Maintenance	2,472.00	2,200.00
15	Share Trading expenses	8,979.00	NIL
	<b>Total</b>	<b>690,372.40</b>	<b>268,356.80</b>

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**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)****Note 17 : Significant Accounting Policies****1. Basis of Preparation of financial statements**

The financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The Accounts have been prepared under the historical cost convention on an accrual basis and the financial statements are presented in Indian Rupees rounded off to nearest Rs.

**2. Use of Estimates**

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known /materialized.

**3. Fixed Assets**

Fixed assets are stated at cost less depreciation/amortization and impairment loss, if any. The Cost is inclusive of interest and incidental expenses incurred during construction period.

**4. Depreciation and Amortization**

Depreciation on fixed assets is provided on WDV method and as life of assets provided in Companies Act, 2013.

**5. Taxes on Income**

The Company provides for current tax based on the provisions of the Income Tax Act applicable to it. Deferred Tax resulting from "Timing differences "between book profit and taxable profit wherever material.

**6. Recognition of Income and Expenditure**

In respect of other heads of Income and Expenses, they are generally accounted for an accrual basis as they are earned or incurred.

**7. Investments**

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non current investments are stated at cost .Provision for diminution in the value of Non current investments is made only if such decline is other than temporary.

**8. Inventories**

Inventories are valued at lower of cost and net realizable value.

**9. Income Taxes**

Income Taxes are accrued in the same period that the related revenue and expenses arise. A provision

**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)**

is made for income tax annually, based on the tax liability computed. Minimum Alternate Tax (MAT) is paid in accordance with the tax laws, which gives rise to future economic benefits in form of tax credit against future tax liability and is recognized as an asset in the Balance sheet.

10. Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosure.

**11. Earnings per share**

Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of equity share outstanding during the period.

In Term of Accounting Standard - 20, the calculation of EPS is given below :-

Particulars	31.03.2015 Rs.	31.03.2014 Rs.
Net Profit for the year (A)	(4,38,053.54)	(80,140.93)
Number of Equity Shares (B)	52,11,421	52,11,421
Basic and Diluted earnings per share (Rs.) (A/B)	(0.08)	(0.02)

**12. Auditor's Remuneration**

Particulars	31.03.2015 Rs.	31.03.2014 Rs.
Statutory Audit Fees	22,472.00	16,236.00
<b>Total</b>	<b>22,472.00</b>	<b>16,236.00</b>

**13. Related Party Disclosure**

- A) In accordance with the requirements of Accounting Standard - 18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India the name of the related party as identified and certified by the management is given below :-

- i) Manoj Saraogi-Managing Director
- ii) Prasad Kumar Dey-Director
- iii) Goutam karmakar-Director
- iv) Amit Khemka-Director
- v) Madhu Barnwal-Director
- vi) Ramen Chatterjee-CFO

- B) Enterprises over which above person has signification influence:

- i) Niharika India Ltd.
- ii) JLD Cement Ltd.
- iii) Herald Commerce Ltd.

**Notes of Financial Statement for the year ended 31st March, 2015 (Contd.)****C) Transaction with person mentioned in (A) above :**

<b>S. No.</b>	<b>Name of Employee</b>	<b>Designation</b>	<b>Nature of Payment</b>	<b>Amount in Rs.</b>
1	Mr. Manoj Saraogi	Managing Director	Director Remuneration	60,000.00

**D) Transactions with enterprise mentioned in (B) above :**

- i) Niharika India Ltd. - Purchase - Rs. 560,000.00
- ii) JLD Cement Ltd. - Purchase - Rs. 21,028,236.00  
Sale - Rs. 21,025,000.00
- iii) Herald Commercial Ltd. - Purchase - Rs. 585,000.00  
Sale - Rs. 785,000.00

**14. Information pursuant to paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank) Directors, 2007 are given in Annex-II.**

As per our Report of even date

**For J M P ASSOCIATES***Chartered Accountants*

Firm Regd. No. 324235E

**Manish Gadia***Partner*

M. No. 059677

**Manoj Saraogi***Managing Director**DIN No. 00278490***Goutam Karmakar***Director**DIN No. 02981501*

Place : Kolkata

Dated : 27th May, 2015

**Ramen Chatterjee**  
*Chief Financial Officer*

**Annexure - II****Schedule to the Balance Sheet of a non-deposit taking non-banking financial company**(as required in terms of **Paragraph 13** on Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. in Lakhs)

Particulars	Amount Outstanding	Amount Overdue
<b>LIABILITIES SIDE :</b>		
<b>1. Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :</b>		
(a) Debentures : Secured	NIL	NIL
Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate Loans and Borrowings	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans (specify nature)	219.73	NIL
<i>*Please see Note 1 below</i>		
<b>ASSETS SIDE :</b>		
	Amount Outstanding	
<b>2. Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :</b>		
(a) Secured		NIL
(b) Unsecured		1074.98
<b>3. Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities :</b>		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial Lease		NIL
(b) Operating Lease		NIL
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire		NIL
(b) Repossessed Assets		NIL
(iii) Other loans counting towards AFC activities :		
(a) Loans where assets have been repossessed		NIL
(b) Loans other than (a) above		NIL

Particulars	Amount Outstanding
<b>4. Break-up of Investments :</b>	
<b>Current Investments :</b>	
<b>1. Quoted :</b>	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
<b>2. Un-Quoted :</b>	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
<b>Long Term Investments :</b>	
<b>1. Quoted :</b>	
(i) Shares (a) Equity	19.93
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
<b>2. Un-Quoted :</b>	
(i) Shares (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

**5. Borrower group-wise classification of assets financed as in (2) and (3) above :**

Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	1074.98	1074.98
<b>Total</b>	<b>NIL</b>	<b>1074.98</b>	<b>1074.98</b>

**6. Investor group-wise classification of all investments (Current and Long Term) in shares and securities (both quoted and unquoted) :**

Please see Note 3 below

Category	Market Value/Break-up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties**		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

\*\* As per Accounting Standard of ICAI (Please see Note 3).

**7. Other Information :**

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(ii) Net Non-Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

**Notes :**

- As defined in paragraph 2(1)(xii) of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

**E-MAIL REGISTRATION FORM  
FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

To,  
**Maheshwari Datamatics Pvt. Ltd.**  
**Unit : Manglam India Limited**  
6 Mangoe Lane, 2nd Floor  
Kolkata - 700 001  
Ph. : 033-2243-5029, 2248-2248

Dear Sirs,

**Re : Registration of email ID for receiving communications in electronic form**

I/We am/are shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto. Balance Sheets, Directors Report, Auditor's Report etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail :

Folio No. : .....

Name of 1st Registered Holder : .....

Name of Joint Holder(s) : .....

Address : .....

Pin Code : .....

E-mail ID (to be registered) : .....

Contact Tel. Nos.: Mobile : .....

Landline : .....

PAN No. : .....

Date : .....

Signature : .....

**Important Notes :**

1. On registration, all the communication will be sent to the e-mail ID registered in the folio.
2. The form is also available on the website of the Company [www.manglamindia.com](http://www.manglamindia.com)
3. Any change in e-mail ID, from time to time, may please be registered in the records of the Company.

**FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM**

Members holding share in demat form may register the e-mails with their respective depository participant.



# MANGLAM INDIA LIMITED

Regd. Office : 10, Princep Street, 2nd Floor, Kolkata - 700 072, Phone : 033-40022880, Fax : 91-33-2237 9053  
E-mail: info@manglamindia.com, Website: www.manglamindia.com, CIN: L51420WB1993PLC060955

## PROXY FORM

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

Name of the Member(s) _____	Registered Address _____
E-mail ID _____	Folio No./DP ID/Client ID No. _____

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

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
2. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
3. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 29th Annual general meeting of the company, to be held on the Wednesday of September 30, 2015 at 11.30 a.m. at "Somani Conference Hall", Merchants' Chamber of Commerce, at 15B, Hemanta Basu Sarani, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Reso. No.	Resolutions	Optional	
		For	Against
	<b>Ordinary Business</b>		
1	Adoption of Audited Financial Statements, Reports of the Board of Directors' & Auditors'		
2	Re-appointment of Director		
3	Re-appointment of Auditors		
	<b>Special Business</b>		
4	Appointment of Smt. Madhu Barnwal as Director		
5	Appointment of Shri Sanjay Das as Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Rs. 1/-  
Revenue  
Stamp

- Note : 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, Explanatory Statement and Notes, please refer to the Notice of the Twenty Ninth Annual General Meeting.  
3. It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.

# MANGLAM INDIA LIMITED

Regd. Office : 10, Princep Street, 2nd Floor, Kolkata - 700 072, Phone : 033-40022880, Fax : 91-33-2237 9053  
E-mail: info@manglamindia.com, Website: www.manglamindia.com, CIN: L51420WB1993PLC060955

## ATTENDANCE SLIP

### 29TH ANNUAL GENERAL MEETING

Registered Folio No. _____	DP ID No. _____
No. of Shares _____	Client ID No. _____

I hereby record my presence at 29th ANNUAL GENERAL MEETING of the Company held at the "Somani Conference Hall", Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001 on Wednesday, 30th September, 2015 at 11.30 a.m.

Member's / Proxy's Name in Block Letters \_\_\_\_\_

Member's / Proxy's Signature \_\_\_\_\_

Notes : 1. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall. 2. Please also bring your copy of the Annual Report.

## ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	DEFAULT PAN / SEQUENCE NO.
150804019	Please refer Note No. 15.I. of the Notice	