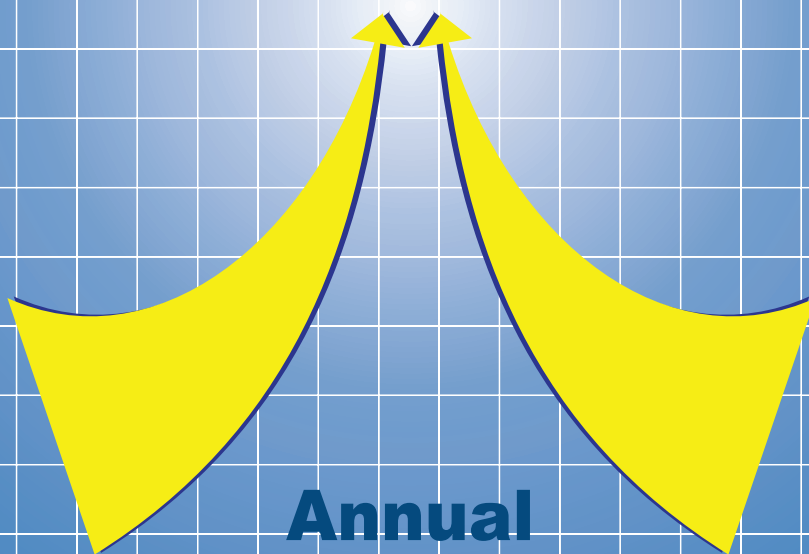


# **MANGALAM INDUSTRIAL FINANCE LIMITED**



**Annual  
Report  
2013-2014**

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## Corporate Information's

<b><u>BOARD OF DIRECTORS</u></b>	:	<b>Mr. Ramesh Chandra Daga</b> <b>(Chairman, Managing Director &amp; CEO)</b> <b>Mr. Tapas Mondal (Executive Director)</b> <b>Mr. Arun Chakraborty</b> <b>Mr. Sudarson Kayori</b> <b>Mr. Rathindra Nath Ghosh</b> <b>Mrs. Kakoli Mondal (Upto 06.09.2013)</b>
<b><u>REGISTERED OFFICE<sup>#</sup></u></b>	:	<b>SUBOL DUTT BUILDING,</b> <b>13, Brabourne Road, Mezzanine Floor,</b> <b>Kolkata-700001. (West Bengal)</b> <b>Tel.: +91 33 2210 1328</b> <b>E-mail : mifl_1983@yahoo.co.in</b> <b>: info@miflindia.com</b> <b>Website : www.miflindia.com</b>
<b><u>AUDITORS</u></b>	:	<b>M/S. Maroti &amp; Associates</b> <b>Chartered Accountants</b> <b>9/12, Lal Bazar Street, Block-‘E’,</b> <b>3rd Floor, Room No.2,</b> <b>Kolkata - 700 001</b> <b>Tel.: +91 33 2231 9392 / 9391</b> <b>Fax: +91 33 2243 8371</b> <b>E-mail : mkmaroti@gmail.com</b>
<b><u>BANKERS</u></b>	:	<b>Central Bank of India</b> <b>HDFC Bank Ltd.</b>
<b><u>REGISTRARS AND SHARE TRANSFER AGENTS</u></b>	:	<b>Niche Technologies Pvt. Ltd.</b> <b>D-511, Bagree Market,</b> <b>71, B. R. B. Road, 5<sup>th</sup> Floor,</b> <b>Kolkata - 700 001</b> <b>Tel.: +91 33 2235 7270 / 7271</b> <b>Fax: +91 33 2215 6823</b> <b>E-mail: nichetechpl@nichetechpl.com</b>
<b><u>COMPANY SECRETARY</u></b>	:	<b>Mr. Sanjaya Kumar Rout</b> <b>E-mail : info@miflindia.com</b>

# The Reg. Off. Add. has been changed w.e.f. 14<sup>th</sup> August, 2014. Formerly: Reg. Off. Add  
3, Synagogue Street, 2nd Floor, Kolkata-700001. (West Bengal)

## Chairman's Speech

### From the Chairman's Desk

Dear Shareholders,



The financial year 2013-14 has been a challenging one. The year began with a difficult outlook and at one point of time it seemed that India was headed towards a period of severe economic slowdown. Economic growth was clouded by a high inflationary environment and mounting fiscal imbalance on account of elevated commodity prices, primarily Oil and Gold. The year did, in the end, witness a decadal low in GDP growth. The recent depreciation in the Rupee may translate into further stress on the economy.

However, I am pleased to note that some of the factors contributing to this growth de-acceleration have begun to turn around. Inflation is softening, interest rates are expected to fall and price of Oil and Gold have corrected. This has given room to both the Government and a judicious Central Bank to pursue a more lenient economic policy. The process of financial easing has begun with the new & stable government with majority in India. The difficult economic environment and fear of country rating downgrade also nudged the Government to bring in a slew of economic reforms and focus on balancing its books. These reforms, in my opinion, are steps in the right direction and should hold the economy in good stead in the long term.

For a developing economy like ours, sustained growth is an imperative and one of the key requirements for the same is reigniting the investment cycle. Creating a conducive environment for investments is the responsibility of the Government and the New Government, to its credit, has earnestly attempted to address some of the issues facing the Indian economy by embarking on the process of fiscal consolidation and ushering in reforms. Another key element of reigniting the investment cycle is infusion of risk capital. The Private Equity industry has been playing a stellar role in channelizing risk capital into the country, and has emerged as one of the largest sources of fresh risk capital for the economy.

Investors have not ignored India completely as evidenced by the record inflows in listed equities space in recent times. The economic outlook is also expected to improve in the near term. This, hopefully coupled with continued liquidity in the global markets, may result in the Private Equity space witnessing more activity on the fund raising and deployment front. My pleasure to inform you that entire equity share of your company had been listed on BSE Ltd at the end of the last quarter of the Financial Year 2013-14 providing ready marketability of securities on a continuous basis adding prestige and importance to the company. This will increase your company's credential and we can borrow from financial institutions easily as it is rated favorably by lenders of capital; the company can also raise additional funds from the public through the new issue market with a greater degree of assurance. The new funds sought to be raised break new ground for the Company and are steps towards our ambition to build a more global fund house. Developing a diversity of product profile targeting disparate risk Appetites, and geographies, has been our focus during 2014-15.

Ramesh Chandra Daga  
Chairman & Managing Director  
20<sup>th</sup> day of May, 2014

## *Notice To The Shareholders*

**NOTICE** is hereby given that the **Annual General Meeting** of the Members of **M/s. Mangalam Industrial Finance Ltd.** will be held at “**Community Hall**” at **10, Debendra Ghosh Road, Gr. Floor, Kolkata - 700 025**, on **Wednesday, 24<sup>th</sup> Day of September, 2014** at **2.30 P.M.** to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Director's Report and Audited Profit & Loss account for the year ended **31<sup>st</sup> March, 2014** and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint Director in place of Mr. Rathindra Nath Ghosh (DIN: 00152267) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and if thought fit, to pass with or without modification(s), the following Resolution as **an Ordinary Resolution**:

**“RESOLVED THAT** M/s. Maroti & Associates., Chartered Accountants, be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

### **Special Business:**

4. Appointment of Mrs. Vinita Daga (DIN: 00080647), as Managing Director of the Company and 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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval & consent of the Company be and is hereby accorded to the appointment of Mrs. Vinita Daga (DIN: 00080647) as the Managing Director (Key Managerial Personal) of the Company for a period of five years with effect from 1<sup>st</sup> day of October 2014 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment) with liberty to the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Vinita Daga, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

5. To appoint Mr. Pradeep Kumar Daga (DIN:00080515), as Non-Executive Director and to consider & if thought fit to pass with or without modification, the following Resolution as **Ordinary Resolution**:



**“RESOLVED THAT** Mr. Pradeep Kumar Daga (DIN:00080515), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation and eligible to be reappointed.”

6. To appoint Mr. Tapas Mondal (DIN:00087387) Executive Director of the Company who is eligible to retire by rotation at this AGM being eligible, offers himself for appointment as Whole Time Director designated as CFO and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tapas Mondal (DIN:00087387), Director of the Company who eligible to retire by rotation at this AGM being eligible, offers himself for re-appointment as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 and the companies (Appointment & Remuneration of managerial Personal) Rule, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) the consent of the Company, be and is hereby accorded to the appointment of Mr. Tapas Mondal (DIN:00087387) as a Whole-Time & Executive Director of the Company designated as “Chief Financial Officer” (CFO) for a period of three years effective from the date of conclusion of this AGM up to 30.09.2017 on the terms and conditions of appointment and remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to “the Board” (which term shall include nomination & Remuneration Committee of the Board) to alter and vary the terms & Condition of the said appointment and/or remuneration as it may deem fit and may be acceptable to Mr. Tapas Mondal, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956).

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

7. Appointment of Mr. Arun Chakraborty (DIN:00140430) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Arun Chakraborty (DIN:00140430), Non-Executive Director of the Company whose period of office is liable to determination by retirement of directors by rotation has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to 30<sup>th</sup> September, 2017.”

8. Appointment of Mr. Sudarson Kayori(DIN 00165816) as an Independent Director and in this regard To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sudarson Kayori(DIN 00165816), Non-Executive Director of the Company whose period of office is liable to determination by retirement of directors by rotation has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to 30<sup>th</sup> September, 2017.”

9. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

**Registered Office:**  
**Subol Dutt Building**  
**13, Brabourne Road, Mezzanine Floor,**  
**Kolkata -700 001 (W.B)**

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

**CIN : L65993WB1983PLC035815**  
**Dated: 21<sup>st</sup> Day of August, 2014**  
**Place : Kolkata**

**Mr. Ramesh Chandra Daga**  
**Managing Director**  
**DIN : 00080751**

## **NOTE :-**

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at [info@miflindia.com](mailto:info@miflindia.com). The query must reach to the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from **18th September, 2014 to 24th September, 2014** (both days inclusive)
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.** to facilitate better servicing.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for their doing the needful.
12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.
13. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
14. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self-attested in the following cases:
  - i) Transferees' PAN Cards for transfer of shares,
  - ii) Legal heirs' PAN Cards for transmission of shares,
  - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
  - iv) Joint holders' PAN Cards for transposition of shares.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's website: [www.miflindia.com](http://www.miflindia.com) for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@miflindia.com](mailto:info@miflindia.com).



**16. Process and manner for members opting for E-voting.**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III. The instructions for e-voting are as under:
  - (i) The e-voting period begins on the **“Thursday” 18.09.2014 from 9.30 A.M. and ends on the “Saturday” 20.09.2014 till 6.00 P.M.** During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (Record Date) of 14.08.2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on **“Shareholders”** tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</li> </ul> <p><b>Example:</b></p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>

DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of <b>14-August-2014</b></li> </ul>

- (viii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **“Mangalam Industrial Finance Ltd.”** on which you choose to vote.
- (xii) On the voting page, you will see **“Resolution Description”** and against the same the option **“YES/NO”** for voting. Select the option **YES or NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.