



**Annual
Report
2014-2015**



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Corporate Information's

BOARD OF DIRECTORS : Mr. Pradeep Kumar Daga
(Chairman, Managing Director & CEO)
Mr. Tapas Mondal
(Executive Director & CFO)
Mrs. Vinita Daga
Mr. Arun Chakraborty
Mr. Sudarson Kayori
Mr. Rathindra Nath Ghosh

REGISTERED OFFICE : SUBOL DUTT BUILDING,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001. (West Bengal)
Tel.: +91 33 2210 1328
E-mail : mifl_1983@yahoo.co.in
: info@miflindia.com
Website :www.miflindia.com

AUDITORS : M/s. Maroti & Associates
Chartered Accountants
9/12, Lal Bazar Street, Block-‘E’,
3rd Floor, Room No.2,
Kolkata - 700 001
Tel.: +91 33 2231 9392 / 9391
Fax: +91 33 2243 8371
E-mail : mkmaroti@gmail.com

BANKERS : Central Bank of India
HDFC Bank Ltd.

**REGISTRARS AND
SHARE TRANSFER AGENTS** : Niche Technologies Pvt. Ltd.
D-511, Bagree Market,
71, B. R. B. Road, 5th Floor,
Kolkata - 700 001
Tel.: +91 33 2235 7270 / 7271
Fax: +91 33 2215 6823
E-mail: nichetechpl@nichetechpl.com

COMPANY SECRETARY : Mr. Sanjaya Kumar Rout
E-mail : info@miflindia.com

CIN : L65993WB1983PLC035815

Directors' Report

To
The Members,

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

1. FINANCIAL RESULTS :

Rs. in Lakh

Particulars	Standalone	
	Current Year	Previous Year
Sales & Other Income	20.24	16.30
Profit Before Depreciation & Taxation	6.02	(8.64)
Less : Depreciation	0.25	0.04
Less : Current Tax	(1.10)	0.00
Less : Mat Tax Credit	1.10	0.00
Less : Deferred Tax	(0.10)	(0.81)
Profit / (Loss) After Taxation	5.87	(7.88)
Add: Balance Brought Forward from Previous Year	(36.71)	(30.16)
Surplus Available for Appropriation	(32.32)	(36.71)
Appropriations		
Provision for Standard Assets (As per RBI Act)	(0.29)	1.33
Depreciation Adjusted as per Companies Act, 2013	(0.02)	0.00
Transferred to Reserve Fund	(1.17)	0.00
Balance Carried To Balance Sheet	(32.32)	(36.71)

2. REVIEW OF OPERATIONS & PERFORMANCE & FUTURE OUTLOOK:

In the year under review, the revenue from operations has been increased by 24.82% in accordance with the previous year. However, during the year the operating profit of the Company stands at Rs. 6.02 Lakh as against operating loss of Rs. 8.64 Lakh for the previous year and the total profit of Rs. 5.87 Lakh as against Loss of Rs. 7.88 Lakh in the previous year. Further, Your Directors are identifying prospective investments mix strategies that will maximize the revenue of the company during the current Financial Year.

3. DIVIDEND :

Your Directors regrets its inability to recommend any dividend to the equity shareholders for the year in the current financial year.

4. AUDITORS :

Statutory Audit:-

At the Annual General Meeting, Members will be required to appoint Auditors for the current financial year 2014-15. M/s. Maroti & Associates, Chartered Accountants, (Firm Registration Number 322770E) the existing Statutory Auditors have furnished a certificate, confirming that if re-appointed for the financial year 2015-16, their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. The Members are requested to consider their re-appointment as Auditors of the Company for the current year and authorize the Board of Directors to fix their remuneration.

Secretarial Audit:-

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

Pursuant to the provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P. Doleswar Rao, of company Secretaries in practice (C.P. No. 14385) to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year ended 31st March, 2015 is annexed herewith as "Annexure A" to this report. The Secretarial Audit Report does not contain any qualification, reservation and adverse remark.

5. EXTRACT OF ANNUAL RETURN :

The details forming part of the extract of the Annual Return in form MGT - 9 is annexed herewith as "Annexure - B".

6. DIRECTORS :

Your Director wish to place on record their kind appreciation of valuable guidance, support and advice rendered by Mr. Ramesh Chandra Daga (DIN 00080751), whose terms of appointment as Managing Director complete on 30.09.2014 and he is not seeking re-appointment and resign from the directorship. His resignation shall be effective from 1st day of October, 2014. Further, keeping in view the legal requirements as per the provisions of Sections 196 and 203 and all other applicable provisions of the Companies Act, 2013 and in the interest of stakeholder Mrs. Vinita Daga (DIN 00080647) be & is hereby appointed as Managing Director of the Company. During the year Mrs. Vinita Daga (DIN 00080647) change his position from Managing Directorship to Director w.e.f. 31.01.2015 and Mr. Pradeep Kumar Daga (DIN 00080515) has been taken the position of Managing Director w.e.f. 01.02.2015.

Mr. Pradeep Kumar Daga (DIN 00080515) is doyen in security market with more than 25 years' experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder. In the opinion of the Board it will be in the interest of the Company that Mr. Pradeep Kumar Daga (DIN 00080515) is appointed as Managing Director.

Further, keeping in view his vast expertise and knowledge, it is proposed to appoint Mr. Pradeep Kumar Daga, as Managing Director who shall retire by rotation at AGM & be eligible for reappointment.

Your Director wishes to place on record their kind appreciation to Mr. Rathindra Nath Ghosh who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Tapas Mondal is associated as Director and Chief Financial Officer of the company form past eight years & above. He has served the company with his people management skill & possesses vast experience and knowledge in the field of Finance. The Board therefore decided to appoint him 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.

An Independent director shall be appointed as per the provisions of Section 149 of the Act, and is not liable to retire by rotation. In compliance with the provisions of Section 149 read with Schedule IV of the Act, The company may propose name of requisite numbers of Independent Directors in compliance with the provision of section 149 of The Companies Act, 2013 (The Act) . Who in the opinion of the Board, if fulfill the conditions specified in The Act and the Rules made there under for appointment of Independent Directors and are independent of the management.

7. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement of clause c of sub-section 1 and sub section 5 of section 134 of the Companies Act, 2013 ('the Act') and corresponding to the section 217 (2AA) of the Companies Act, 1956 and based on the representations received from the operating management, the Directors hereby confirm that:

- i. In preparation of the annual accounts, the applicable Accounting Standards have been followed.
- ii. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are 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 Profit & Loss of the company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 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 going concern basis.

8. PERSONNEL :

Human Capital is an important asset for the Company and the Company has taken and shall continue to take adequate steps towards education and enrichment of the human capital. Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the company and hope that their continued support will help in achieving the goals of the Company. None of the employees of the company are in receipt of remuneration in excess of the limit prescribed under Section 217(2A) of the Companies Act, 1956.

9. STATUTORY INFORMATION :

Particulars required to be furnished by the companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988:

1. CONSERVATION OF ENERGY	:	Nil
2. TECHNOLOGY ABSORPTION & ADOPTION	:	Nil
3. FOREIGN EXCHANGE EARNING & OUTGO	:	Nil

10. CORPORATE GOVERNANCE :

As required under clause 49 of the listing agreement with the Stock Exchange, the Report on Corporate Governance together with Auditors view regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

11. REMUNERATION POLICY :

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration Policy is stated in the Corporate Governance Report.

12. ACKNOWLEDGEMENTS :

The Board wishes to place on record their gratitude for the co-operation and assistance received from all those who contributed by some means or other for the performance of the company and expect the same in the future.

For and on behalf of the Board

Date : 26th day of May, 2015
Place: Kolkata

Pradeep Kumar Daga
(DIN 00080515)
Managing Director

Vinita Daga
(DIN 00080647)
Director

ANNEXURE - A TO THE BOARDS REPORT**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 Personnel) Rules, 2014]

To
The Members
M/s. Mangalam Industrial Finance Ltd.
Subol Dutt Building, 13, Brabourne Road
Mezzanine Floor, Kolkata – 700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Mangalam Industrial Finance Limited (CIN: L65993WB1983PLC035815)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s. Mangalam Industrial Finance 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** (**‘Audit Period’**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Mangalam Industrial Finance Limited** (“the Company”) for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made there under;
- (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) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October, 2014 **(Not applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**

(f) 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;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**

(vi) I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:

- Reserve Bank of India Directions, Guidelines and Circulars applicable to Non Deposit Taking NBFCs (NBFC –ND)

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

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