

MANGALAM GLOBAL ENTERPRISE LIMITED

CIN: L24224GJ2010PLC062434

Registered Office: 101, Mangalam Corporate House, 19/B Kalyan Society,
Near M.G. International School, Mithakhali, Ahmedabad – 380 006, Gujarat, India.

Telephone: +91 79 6161 5000; **Website:** www.groupmangalam.com; **Email:** cs@groupmangalam.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment(s) thereof for the time being in force), Notice is hereby given that the resolution appended to this notice is proposed to be passed by the members as Special Resolution through remote electronic voting (remote e-voting).

Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of the SEBI ICDR Regulations, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the 'MCA Circulars') and in view of the continuing COVID-19 pandemic, requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the members/shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

The Company has appointed Link Intime India Private Limited ('LIPL' or 'e-voting agency') to provide remote e-voting facility to the Members of the Company through its InstaVOTE Platform. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through InstaVOTE Platform of LIPL.

The remote e-voting facility is available at the link: <https://instavote.linkintime.co.in/> from **Saturday, October 09, 2021 (09:00 A.M.) and will end on Sunday, November, 07 2021 (05:00 P.M.)**. Please refer to the instructions for casting votes through remote e-voting given in this Notice and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided by the Company through InstaVOTE Platform of LIPL.

The Board of Directors of the Company has appointed SCS AND CO. LLP, Firm of Practising Company Secretaries (Firm Registration Code: - L2020GJ008700), as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e-voting. The results of voting by means of remote e-voting will be announced on or before **Tuesday, November 09, 2021** at the Registered Office of the Company and also by placing the same on the Company's website - www.groupmangalam.com and communicated on the same day to stock exchange, Link Intime India Private Limited, e-voting agency.

**By order of the Board of Directors,
Mangalam Global Enterprise Limited**

Place: Ahmedabad
Date: October 4, 2021

Sd/-
Vrunda Patel
Company Secretary
Membership No. A39707

SPECIAL BUSINESS

Item No. 1: Issue of Convertible Equity Warrants on Preferential Basis to the Promoters and Person belong to Promoters' Group:

To consider and if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘SEBI LODR Regulations’) and other applicable laws and rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the listing agreement entered into by the Company with National Stock Exchange of India Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions and which may agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alteration, modification, corrections, changes, and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, 3750000 (Thirty Seven Lakhs Fifty Thousand Only) Convertible Equity Warrants (‘Warrants/Convertible Warrants’) in one or more tranches at an issue price of Rs. 52/- (Rupees Fifty Two Only) per warrant or at a price as may be determined as on relevant date in accordance with the provisions of Chapter V of SEBI ICDR Regulations or such other higher price, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the Promoters and Person belonging to Promoters’ Group (‘Proposed Allotees’) as stated below and such warrants convertible into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) at a premium of Rs. 42/- (Rupees Forty Two Only) each or such higher price as may be decided at the relevant date, at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants on payment of balance 75% amount due on warrants, and to issue fresh Equity Shares on the conversion of Warrants, to ‘Proposed Allotees’ as stated herein below:

| Sr. No. | Name of Proposed Allotees | Category of Allotees | No. of Warrants proposed to be allotted |
|---------|---------------------------------|--------------------------------------|---|
| 1. | Mr. Vipin Prakash Mangal | Promoter | 937500 |
| 2. | Mr. Chandragupt Prakash Mangal | Promoter | 937500 |
| 3. | Mr. Chanakya Prakash Mangal | Promoter | 937500 |
| 4. | Mrs. Rashmi Vipinprakash Mangal | Person belonging to Promoters’ Group | 937500 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Warrants shall be **Friday, October 8, 2021**, being the date 30 days prior to the deemed date of passing of resolution through Postal Ballot.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment/Preferential Issue on conversion of warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) Each Warrant held by the Proposed Allottees (“Warrant Holders”) shall entitle them to apply for and obtain allotment of one Equity Share for every one Equity Warrant at any time in one or more tranches, within Eighteen (18) months from the date of allotment of warrants (the “Warrant Exercise Period”).
- (b) The Proposed Allottees shall, on the date of allotment of Warrants, pay an amount (initial consideration) equivalent to at least 25% of the total consideration payable against the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holders at the time of exercising the Warrants.
- (c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Allottee.
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holders any voting rights in the Company in respect of such Warrants.
- (i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- (j) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and *rank pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer including making an offer to the proposed allottees through private placement offer letter, issue and allotment of the Warrants and/or Equity Shares on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of Warrants with the depositories and corporate actions thereof and utilisation of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of the Board of Directors,
Mangalam Global Enterprise Limited**

Place: Ahmedabad
Date: October 4, 2021

**Sd/-
Vrunda Patel
Company Secretary
Membership No. A39707**

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard -2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has appointed Link Intime India Private Limited ('LI IPL' or 'e-voting agency') for facilitating remote e-voting to the Members through InstaVOTE Platform of LI IPL.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Thursday, September 30, 2021** by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Thursday, September 30, 2021**.
4. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members/shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@groupmangalam.com.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@groupmangalam.com.
 - It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, India (Tel: +91 22 4918 6000; Fax: +91 22 4918 6060), by following the due procedure.
 - Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

5. Any query/grievance may please be addressed to Ms. Vrunda Patel, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@groupmangalam.com or to e-voting agency at enotices@linkintime.co.in.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes through remote e-voting during **Saturday, October 09, 2021** (09:00 A.M.) to **Sunday, November, 07 2021** (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **Thursday, September 30, 2021** ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by Link Intime India Private Limited after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.groupmangalam.com and e-voting website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in/> and at the corporate announcement section of the website of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.
11. The Board of Directors of the Company has appointed SCS AND CO. LLP, firm of Practising Company Secretaries (Firm Registration Code: - L2020GJ008700), as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to scrutinize the votes received through InstaVOTE Platform of LIPL. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on **Sunday, November 07, 2021**, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special Resolution in accordance with Companies Act, 2013 and / or SEBI ICDR Regulations, have been received assenting to the Resolution. The result of the voting will be declared on or before **Tuesday, November 9, 2021** at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.groupmangalam.com and communicated on the same day to Stock Exchange (i.e. NSE), Registrar and Transfer Agent and e-Voting Agency.
13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Transfer Agent of the Company.

INSTRUCTIONS FOR CASTING VOTES THROUGH INSTAVOTE PLATFORM OF LIPL

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Individual Shareholders:

| Types | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by |

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| | <p>providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p> |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p> | <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. |

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| | <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p> |
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at |

helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding evoting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

Item No. 1: Issue of Convertible Warrants on Preferential Basis to Promoters and Person belonging to Promoters' Group: SPECIAL RESOLUTION

In terms of provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI LODR Regulations') and other applicable laws and rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed approval of members of the Company by way of special resolution is required for allotment of warrants to be convertible in to equal equity shares of the Company, on preferential basis, to the Promoters and Person belonging to Promoters' Group of the Company ('Proposed Allotees').

The Proposed Allotees have represented and declared to the Company that neither themselves nor any person belonging to Promoters' Group have sold any equity Shares of the Company during the 6 (six) months preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed issue of convertible Warrants on preferential basis to the Promoters and Person belonging to Promoters' Group are as under:

A. Particulars of the offer including date of passing of Board resolution & Kinds of securities offered and the price at which security is being offered and amount which the Company intends to raise by way of such securities

The Board of Directors of the Company (the 'Board'), in their meeting held on **October 04, 2021**, subject to members approval and other necessary approvals, have approved to create, issue, offer and allot 3750000 (Thirty Seven Lakhs Fifty Thousand only) Convertible Equity Warrants at issue price of Rs. 52/- (Rupees Fifty Two Only) per warrant or at a price as may be determined as on relevant date in accordance with the provisions of Chapter V of SEBI ICDR Regulations or such other higher price, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the Promoters and Person belonging to Promoters' Group ("Proposed Allotees) and such warrants convertible in to equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) at a premium of Rs. 42/- (Rupees Forty Two Only) each or such higher price as may be decided at the relevant date, at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants on payment of balance 75% amount due on warrants, and to issue fresh equivalent number of fully paid up Equity Shares of Rs. 10/- each on the conversion of Warrants, to Proposed Allotees.

The offer for the proposed allotments as mentioned above in Item 1 shall be made by way of Offer Letter (PAS-4) to be issued to the proposed allottees.

B. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

In terms of second proviso to the Sub-rule 1 of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer. At present, warrants are proposed to be issued at a price of Rs. 52/- (Rupees Fifty Two only) each. However, the issue price will be determined as on the relevant date in accordance with the SEBI ICDR Regulations or such other higher price, in such manner as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

Further, since the valuation report is not required to be obtained, the details of name and address of valuer who performed valuation, is not applicable.

C. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

D. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the convertible warrants under this preferential issue shall be made at an issue price of Rs. 52/- (Rupees Fifty Two Only) or as may be determined as on relevant date in accordance with the provisions of Chapter V of SEBI ICDR Regulations or such other higher price, in such manner as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

E. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to augment our capital base, to meet increased working capital requirements, for re-payment of secured and unsecured loan, for investment in subsidiaries companies & LLPs and Bodies Corporate including group companies and the General Corporate purpose, as the Board decide from time to time.

F. The total number of securities to be issued:

3750000 Warrants to be convertible in to equal number of equity shares i.e. 3750000 are proposed to be issued

G. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer:

Mr. Vipin Prakash Mangal, Mr. Chandragupt Prakash Mangal and Mr. Chanakya Prakash Mangal being Promoters / Directors/ Key Managerial Personnel and Mrs. Rashmi Vipinprakash Mangal, a person belonging to the promoters Group intending to subscribe total 3750000 warrants out of total offer. The details of their respective subscription are provided in the resolution itself.

Except above, none of the Promoters or Person belonging to the Promoters' Group/Directors or Key Managerial Personnel of the Company intends to subscribe Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

H. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters and Person belonging to Promoters' Group of the Company.

I. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

| Category of Shareholders | | Pre Issue Shareholding | | Post Issue Shareholding (assuming the full conversion of Warrants in to equity shares) | |
|--------------------------|--------------------------------------|------------------------|---------|--|--------|
| | | No. of Equity Shares | % | No. of Equity Shares | % |
| A. | Promoter & Promoter Group | | | | |
| | 1. Indian | | | | |
| | Individuals/ Hindu Undivided Family | 13051660 | 52.03 % | 16801660 | 58.27% |

| | | | | | |
|-----------|--|-----------------|----------------|-------------------|-----------------|
| | Bodies Corporate | 5646555 | 22.51% | 5646555 | 19.58% |
| | Sub Total (A)(1) | 18698215 | 74.54% | 22448215 | 77.85% |
| | 2. Foreign | - | - | - | - |
| | Sub Total (A)(2) | - | - | - | - |
| | Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) * | 18698215 | 74.54% | * 22448215 | * 77.85% |
| B. | Non-promoters' holding (Public shareholding) | | | | |
| | 1. Institutions | - | - | - | - |
| | Sub-Total (B) (1) | - | - | - | - |
| | 2. Central Government/State Government(s)/President of India | - | - | - | - |
| | Sub-Total (B) (2) | - | - | - | - |
| | 3. Non-institutions | | | | |
| | a) Individuals - | 1058975 | 4.22% | 1058975 | 3.67% |
| | i. Individual shareholders holding nominal share capital up to Rs. 2 lakh. | | | | |
| | ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh. | 4676695 | 18.64% | 4676695 | 16.22% |
| | b) NBFCs registered with RBI | - | - | - | - |
| | c) Non-Resident Indian | 10417 | 0.04% | 10417 | 0.04% |
| | d) Hindu Undivided Families | 275567 | 1.10% | 275567 | 0.96% |
| | e) Any Other (Specify) | | | | |
| | i. Bodies Corporate | 321547 | 1.28% | 321547 | 1.12% |
| | ii. Clearing Members | 44699 | 0.18% | 44699 | 0.16% |
| | Sub-Total (B) (3) | 6387900 | 25.46% | 6387900 | 22.15% |
| | Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3) | 6387900 | 25.46% | * 6387900 | * 22.15% |
| C. | Shares held by Custodians and against which Depository Receipts have been issued | - | - | - | - |
| | Sub Total (C) | - | - | - | - |
| | GRAND TOTAL (A)+(B)+(C) | 25086115 | 100.00% | 28836115 | 100.00% |

* Note:

- 1) The Pre Issue Shareholding Pattern is based on BenPose as on, September 30, 2021.
- 2) The Post Issue Shareholding Pattern in the above table has been prepared assuming full exercise of Warrants and consequent allotment of the Equity Shares of the Company. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intend to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.
- 5) The Proposed Allottees being the Promoters & Person belonging to Promoters' Group have confirmed that upon the conversion of the warrants into equal number of equity shares, the Shareholding of Promoters & Promoters' Group shall be maintained at permissible non-public shareholding i.e. 75% in compliance with the provisions of the Securities Contract (Regulation) Rules, 1957 and it shall not exceed more than the maximum permissible non-public shareholding, at any point of time. Consequently, it is assumed that the post issue shareholding of Promoter and Promoter' Group, after conversion of warrants into equity shares, would not exceed 75% and initial consideration to be paid i.e. 25% of the total consideration amount against the warrants issue price and any excess amount paid towards such warrants shall be forfeited considering that the warrant holders would not exercise the option for equity shares against the outstanding excess warrants.

J. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the members/shareholders according consent for preferential issue or in the event of allotment of warrants would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

K. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

| Name of Proposed Allottees | Category | Ultimate Beneficial Owner | Post Issue Shareholding* | |
|--|---|--|--------------------------|--------|
| | | | No. of Shares | % |
| Mr. Vipin Prakash Mangal | Individual - Promoter | Self – Mr. Vipin Prakash Mangal | 2872910 | 9.96% |
| Mr. Chandragupt Prakash Mangal | Individual – Promoter | Self – Mr. Chandragupt Prakash Mangal | 4560820 | 15.82% |
| Mr. Chanakya Prakash Mangal [#] | Individual – Promoter | Self – Mr. Chanakya Prakash Mangal | 4427225 | 15.35% |
| Mrs. Rashmi Vipinprakash Mangal | Individual - Person belonging to Promoters' Group | Self – Mrs. Rashmi Vipinprakash Mangal | 2797835 | 9.70% |

* Assuming the full conversion of Warrants in to equity shares, subject to compliance with the minimum public shareholding requirements under the Securities Contracts (Regulation) Rules, 1957. Also please refer notes in above Point No. I.

103575 equity shares from one of the Member of the Promoter and Promoter Group is under transmission. As such, post issue holding is considered after transmission of such equity shares.

L. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the proposed issue of convertible warrants on preferential basis including their conversion thereof into Equity shares of the Company.

M. Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as **Friday, October 8, 2021**, i.e., 30 (thirty) days prior to the deemed date of passing of special resolution (**Sunday, November 7, 2021**) by the

Members of the Company through postal ballot, approving the proposed preferential issue, in accordance with the SEBI ICDR Regulations.

N. Pricing of the preferential issue:

In terms of Regulation 164(1) of SEBI ICDR Regulations, the equity shares of the Company have been listed on a recognized stock exchange for a period of twenty six weeks or more as on the relevant date, the price at which the convertible warrant shall be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The relevant date for the purpose of pricing for this preferential issue shall be **Friday, October 08 2021**. The Warrants will be allotted at a price equal to or higher than the price calculated in the aforesaid manner.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable since the Company is a listed Company and the pricing is in terms of the SEBI ICDR Regulations.

O. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Warrants in terms of provision of SEBI ICDR Regulations, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holders.

P. Auditors' Certificate:

The Company will obtain the Certificate from M/s. K K A K & CO., Chartered Accountants, Ahmedabad (Firm Registration Number: 148674W) being Statutory Auditors of the Company, certifying that the issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate will be placed on InstaVOTE Platform of Link Intime India Private Limited for inspection of Members.

Q. Lock in Period:

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.

R. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Starting from April 1, 2021 to till date, the Company has not made any allotment on preferential basis.

S. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, its Promoters and its Directors are not willful defaulters.

As it is proposed to issue and allot the convertible warrants on preferential basis, approval of shareholders is required by way of Special Resolution pursuant to provisions of Sections 42 and 62 of the Companies Act, 2013, SEBI LODR Regulations, 2015 and Chapter V of the SEBI ICDR Regulations.

The Board of Directors recommends the passing of this resolution as Special Resolution.

Except Mr. Vipin Prakash Mangal, Mr. Chandragupt Prakash Mangal and Mr. Chanakya Prakash Mangal, being Directors and Key Managerial Personnel and their intentions to subscribe the offer and along with their relative and to the extent of their equity holdings in the Company, none of other Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**By order of the Board of Directors,
For, Mangalam Global Enterprise Limited**

Place: Ahmedabad
Date: October 4, 2021

**Sd/-
Vrunda Patel
Company Secretary
Membership No. A39707**