

MGEL/CS/NSE/2022-23/41

Date: September 30, 2022

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra,
Mumbai-400 051, Maharashtra.

Company Symbol: MGEL (EQ), ISIN: INEOAPB01024

Subject: Submission of Notice of Postal Ballot

Dear Sir/Madam,

Please find enclosed herewith copy of the Notice of Postal Ballot of the Company dated September 28, 2022, sent through e-mail to the shareholders of the Company on September 30, 2022 seeking approval of the members of the Company through Postal Ballot for the following resolution:

1. Appointment of Mr. Chandravijay Arora (DIN: 07228580) as a Whole Time Director of the Company.
2. Change in Designation of Mrs. Sarika Modi (DIN: 08320453) from 'Non-Executive Non-Independent Director' to 'Non-Executive Independent Director'
3. To appoint Mrs. Varsha Biswajit Adhikari (DIN: 08345677) as Non-Executive Independent Director of the Company.

Kindly take the same on your record.

Thanking You.

Yours faithfully,
For Mangalam Global Enterprise Limited

VRUNDA
MANHARB
HAI PATEL

Vruna Patel
Company Secretary & Compliance Officer

Enclosed: A/a.

વ્રુન્દા પટેલ

MANGALAM GLOBAL ENTERPRISE LIMITED

CIN: L24224GJ2010PLC062434

Registered Office: 101, Mangalam Corporate House, 42, Shrimali Society,
Netaji Marg, Mithakhali, Navrangpura, Ahmedabad – 380 009, 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, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (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 01, 2022 (09:00 A.M.) and will end on Sunday, October 30, 2022 (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 01, 2022** 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: September 28, 2022

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

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Chandravijay Arora (DIN: 07228580) as a Whole Time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the ‘Act’), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments, modifications or re-enactment thereof for time being in force), on the recommendation of Nomination and Remuneration Committee and such other approval, as may be required, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Chandravijay Arora (DIN: 07228580) as Whole Time Director of the Company for a period of three (3) years with effect from 4th August, 2022, liable to retire by rotation with such terms and conditions including such remuneration as set out in the explanatory statement annexed to this notice with the power to the Board to alter and modify the said appointment / remuneration, in such manner as deem fit necessary, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorised to determine the components of the remuneration in salary, perquisites and allowances and to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified in Schedule V & the relevant provisions of the Act;

RESOLVED FURTHER THAT where, in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Chandravijay Arora (DIN: 07228580), Whole Time Director, by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the appointee;

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, this resolution along with its explanatory statement be considered as Memorandum setting out the terms and conditions of appointment and remuneration to Mr. Chandravijay Arora (DIN: 07228580) designated as Whole Time Director of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

Item No. 2: Change in Designation of Mrs. Sarika Modi (DIN: 08320453) from ‘Non-Executive Non-Independent Director’ to ‘Non-Executive Independent Director’:

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

“RESOLVED THAT pursuant to the provisions of Section 149(6) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Sarika Modi (DIN: 08320453) from whom the Company has received declaration under Section 149(6) of the Companies Act, 2013 declaring that she fulfills all the requirements of becoming Non-Executive Independent Director and declaration under Section 164(2) of the Companies Act, 2013 declaring that she is not disqualified to become the Director and upon recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for change in designation of Mrs. Sarika Modi (DIN: 08320453) from Non-Executive Non Independent Director to Non-Executive Independent Director for a period of five years with effect from August 4, 2022 upto August 3, 2027, not liable to retire by rotation.”

RESOLVED FURTHER THAT all the executive directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard;

Item No. 3: To appoint Mrs. Varsha Biswajit Adhikari (DIN: 08345677) as Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under read with Schedule IV of the Act and Regulation 17(1C), 25(2A) and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mrs. Varsha Biswajit Adhikari (DIN: 08345677), who was appointed by the Board as Additional Non-Executive Independent Director of the Company with effect from September 10, 2022, in terms of provisions of Section 161 of the Act and Articles of Association of the Company and who holds the office till the period of 3 months from the date of appointment or till the next general meeting, being eligible for appointment as Non-Executive Independent Director of the Company, and in respect of whom the Company has received a notice under Section 160 of the Act proposing her candidature for the office of the Director, be and is hereby appointed as an Non- Executive Independent Director of the Company, to hold office for five (5) consecutive years upto September 9, 2027, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mrs. Varsha Biswajit Adhikari (DIN: 08345677) and filing of other necessary forms and documents with the Registrar of Companies.”

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

Sd/-

Vrunda Patel

Company Secretary

Membership No. A39707

Place: Ahmedabad

Date: September 28, 2022

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 ('LIPL' or 'e-voting agency') for facilitating remote e-voting to the Members through InstaVOTE Platform of LIPL.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, September 23, 2022** 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 **Friday, September 23, 2022**.
4. 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 01, 2022** (09:00 A.M.) to **Sunday, October, 30 2022** (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 **Friday, September 23, 2022** ('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, October 30, 2022**, 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 1, 2022** 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.

1. The remote e-voting period begins on Saturday, October 1, 2022 at 9:00 A.M. and ends on Sunday, October 30, 2022 at 5:00 P.M.
2. The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on Cut-Off Date i.e. September 23, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date, being September 23, 2022.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are 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>
3. Visit the e-Voting 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-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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, 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.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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.
**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
**Shareholders holding shares in NSDL form, shall provide ‘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).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

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

Shareholders 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”.

EXPLANATORY STATEMENT

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

Item No. 1: Appointment of Mr. Chandravijay Arora (DIN: 07228580) as a Whole Time Director of the Company: Special Resolution

The Board of Directors ('Board') of the Company, at its meeting held on 4th August, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee, approved appointment of Mr. Chandravijay Arora (DIN: 07228580) as an Additional Director, to hold office till the period of 3 months from the date of appointment or till next general meeting of the Company whichever is earlier in terms of Section 161 of the Companies Act, 2013. Further, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for time being in force) and subject to approval of shareholders, the Board of Directors of the Company had appointed Mr. Chandravijay Arora (DIN: 07228580) as a Whole-time Director of the Company for the period of three years commencing from 4th August, 2022 and concluding on 3rd August, 2025. Further, the Company continues to have Managing Directors, as Whole time Key Managerial Personnel, in terms of provisions of Section 203 of the Companies Act, 2013.

Pursuant to Regulation 17(1C) of Listing Regulations, with effect from January 1, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Chandravijay Arora requires approval of members by way of a special resolution on or before three months from the date of appointment.

The Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Chandravijay Arora for appointment as a Director of the Company under the provisions Section 160 of the Companies Act, 2013. The Company has also received declaration from Mr. Chandravijay Arora confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; he has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs, or any such statutory authority. He has also given his consent to act as Director of the Company. Further, Mr. Chandravijay Arora satisfies the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for being eligible for his appointment as a Whole Time Director.

Pursuant to Section 196, 197, 198 and all other applicable provisions of the Act 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) and Schedule V to the Companies Act, 2013, the appointment of Mr. Chandravijay Arora (DIN: 07228580) as Whole Time Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

The information as required under Schedule V to the Companies Act, 2013, is provided below:

1. GENERAL INFORMATION:

Nature of Industry:

The company is engaged mainly in vertical of Agro Commodities.

Date or expected date of commencement of commercial production:

The Company has already started the commercial production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

Financial performance based on given indicators:

Financial Performance of the Company on Standalone and Consolidated basis is as follows:

PARTICULARS	STANDALONE-YEAR ENDED		CONSOLIDATED-YEAR ENDED	
	31/03/2022	31/03/2021	31/03/2022	31/03/2021
I. Revenue from Operations	1,18,876.20	90,815.31	1,27,727.63	95,987.42
II. Other Income	817.51	589.73	594.40	481.85
III. Total Revenue (I+II)	1,19,693.71	91,405.04	1,28,322.03	96,469.27
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	1758.89	1442.81	1879.66	1589.41
V. Finance Cost	926.62	525.37	1054.31	702.17
VI. Depreciation and Amortization Expense	311.30	214.71	375.45	293.16
VII. Profit Before Tax (IV-V-VI)	520.97	702.73	449.90	594.08
VIII. Tax Expense:				
a) Current Tax (Adjusted)	188.00	169.29	195.87	187.23
b) Deferred Tax (Asset)/Liabilities	(42.68)	4.76	(91.66)	(66.90)
c) Income Tax (Prior Period)	(15.63)	-	(15.77)	(0.10)
Total Tax Expense	129.69	174.05	88.44	120.23
IX. Profit After Tax (VII-VIII)	391.28	528.68	361.46	473.85

Foreign investments or collaborations, if any:

No collaborations has been made by the Company with any of foreign entity. Further, as at 31 March, 2022, total holding of Foreign Shareholders was 115980 Equity Shares.

2. BRIEF DETAILS/ INFORMATION ABOUT THE APPOINTEE:

Information about Mr. Chandravijay Arora (DIN: 07228580):

Background Details/Brief profile:

Mr. Chandravijay Arora, aged about 53 years, is a Chartered Accountant. He is a Fellow Member of the Institute of Chartered Accountants of India. He has completed his Masters in Commerce stream from Jodhpur University, Rajasthan and Business Management from Institute of Commerce and Management, Ahmedabad. He has over all 31 years of experience in Finance, Accounts, Taxation, Legal and Commercial matters.

Past Remuneration:

None

Recognition of Award:

None

Job Profile and his suitability:

Mr. Chandravijay Arora (DIN: 07228580) is Chartered Accountant. With his rich experience in the Finance, Accounts and Legal field, he would be a valuable asset for the Company in his role as a Whole Time Director.

Remuneration:

Annually, maximum up to Rs. 48.00 Lakhs by way of salary lumpsum or otherwise and/or commission within 5% of Net profit of the Company or 10% of Net profit to all the managerial persons / executive Directors, as per the provisions of Section 197 of the Companies Act, 2013 as amended from time to time. In the event of inadequate profit or loss, the appointee will be paid maximum ceiling limit as per the terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013. The Board of Directors shall be entitled to decide the remuneration and its breakup in salary, perquisites, commission or other benefits within overall limit so approved.

The remuneration includes all perquisites, allowances and benefits given to the appointee as per the rules of the Company. The appointee is also entitled to get gratuity and leave encashment at the end of tenure as per the Company' rules.

Provided however that, perquisites and amenities shall be valued, wherever applicable, as per the Income Tax Act, 1961 read with relevant rules issued thereunder.

The appointee shall function under the supervision, control and guidance of the Board of Directors of the Company.

Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Chandravijay Arora (DIN: 07228580) and the responsibilities shouldered on him and the industry bench marks, the proposed remuneration well below in compared to the comparable Companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Chandravijay Arora (DIN: 07228580) has no pecuniary relationship directly or indirectly with the Company.

None of the Directors of the Company, are related to Mr. Chandravijay Arora (DIN: 07228580).

3. OTHER INFORMATION:

Reasons of loss or inadequate profits:

We are working as per industry standards. The profit margin is low in commodity segment. The remuneration payable to the Managing Directors / Executive Directors would exceed the limits prescribed. Hence this proposal is under applicable provisions of Schedule V.

Steps taken or proposed to be taken for improvement:

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs and exploration of /coverup the new market.

Expected increase in productivity and profits in measurable terms:

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The information as required under Secretarial Standards-2 issued by ICSI, is provided below;

Particulars / Name	Mr. Chandravijay Arora (DIN: 07228580)
Date of Birth	July 1, 1969
Qualification	FCA, Business Management, Masters of Commerce
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Chandravijay Arora, aged about 53 years, is a Chartered Accountant. He is a Fellow Member of the Institute of Chartered Accountants of India. He has completed his Masters in Commerce stream from Jodhpur University, Rajasthan and Business Management from Institute of Commerce and Management, Ahmedabad. He has over all 31 years of experience in Finance, Accounts, Taxation, Legal and Commercial matters.
No. of Shares held	Nil
Terms & Conditions of appointment	As given above
Remuneration Last Drawn	Nil
Remuneration sought to be paid	As given above
Number of Board Meetings held and attended during the Financial Year 2020-21	Not Applicable
Date of Original appointment	4 th August, 2022
Directorships held in public companies including deemed public companies (Excluding Foreign Companies and Section 8 Companies)	None
Memberships / Chairmanships of committees of public companies* (Excluding Foreign Companies and Section 8 Companies)	NIL
Inter-se Relationship with other Directors and KMPs.	None of the Directors or KMP are related to him.

The Board of Directors is of the view that the appointment of Mr. Chandravijay Arora (DIN: 07228580) as a Whole Time Director of the Company will be beneficial to the overall business growth of the Company and remuneration payable to him is commensurate with his qualification and experience and accordingly recommends the Resolutions as set out at item no. 1 of the accompanying Notice for approval by the Members of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment of Mr. Chandravijay Arora is attached hereto.

As such, it is proposed to seek the members' approval for appointment and remuneration of Mr. Chandravijay Arora (DIN: 07228580) as a Whole Time Director, in terms of the applicable provisions of the Act.

Members may note that in terms of Section 190 of the Companies Act, 2013, this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration payable to Mr. Chandravijay Arora (DIN: 07228580) as Whole Time Director of the Company.

Except Mr. Chandravijay Arora, being the appointee and his relatives, to the extent their shareholding if any, may be deemed to be interested or concerned in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the proposed resolution.

Item No. 2: Change in Designation of Mrs. Sarika Modi (DIN: 08320453) from 'Non-Executive Non-Independent Director' to 'Non-Executive Independent Director': Special Resolution

Mrs. Sarika Sachin Modi (DIN 08320453) is having 7 years of experience in Business administration and operation. She is graduate in Arts.

On the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders of the Company, the Board of Directors at its meeting held on 4th August, 2022, recommended and proposed change in designation of Mrs. Sarika Sachin Modi (DIN: 08320453) from 'Non-Executive Non-Independent Director' to 'Non-Executive Independent Director' for a period of 5 years with effect from 4th August, 2022, not liable to retire by rotation, pursuant to Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force).

Pursuant to Regulation 17(1C) of Listing Regulations, with effect from January 1, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of, Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mrs. Sarika Modi requires the approval of the members by way of a special resolution on or before three months from the date of appointment.

In the opinion of the Board, Mrs. Sarika Sachin Modi (DIN: 08320453) fulfills the conditions as specified in the Act and the Rules framed thereunder for becoming a Non Executive Independent Director. Also, she has experience in the field of business administration and operation and also meets necessary requirements of skill and capabilities for becoming Independent Director of the Company. She is independent of the management and considering her experience, it would be beneficial to change her designation from 'Non-Executive Non-Independent Director' to 'Non-Executive Independent Director' on the Board of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the resolution for change in designation of Mrs. Sarika Sachin Modi (DIN: 08320453) from 'Non-Executive Non-Independent Director' to 'Non-Executive Independent Director' is being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mrs. Sarika Sachin Modi (DIN: 08320453) as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members at the Company's registered office during normal business hours on any working days of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment of Mr. Chandravijay Arora is attached hereto.

Your directors recommend the proposed Special resolution set out at item no. 2 of the accompanying notice for change in designation of Mrs. Sarika Sachin Modi from 'Non-Executive Non-Independent Director' to 'Non-Executive Independent Director' of the Company for approval of Members.

Except Mrs. Sarika Sachin Modi and her relatives, to the extent their shareholding if any, may be deemed to be interested or concerned in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their

relatives are, in any way, concerned or interested, financially or otherwise in the proposed resolution.

Item No. 3: To appoint Mrs. Varsha Biswajit Adhikari (DIN: 08345677) as Non-Executive Independent Director of the Company: Special Resolution

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Varsha Biswajit Adhikari (DIN: 08345677) as an Additional Non-Executive Independent Director of the Company with effect from September 10, 2022 and she holds office till the period of 3 months from the date of appointment or till next general meeting whichever is earlier.

Pursuant to Regulation 17(1C) of Listing Regulations, with effect from January 1, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of, Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mrs. Varsha Biswajit Adhikari requires approval of members by way of a special resolution on or before three months from the date of appointment.

The Company has received notice in writing from member under Section 160 of the Act, proposing the candidature of Mrs. Varsha Biswajit Adhikari (DIN: 08345677) for the office of Non-Executive Independent Director of the Company.

The brief profile of Mrs. Varsha Biswajit Adhikari is as under:

Mrs. Varsha Biswajit Adhikari (DIN: 08345677) is the President of Wow factors India. After 13 years of Leadership role in SPGPrints group, Netherlands, Varsha Adhikari is now working in the space of Futuristic and Sustainable Technologies, Training and Skill Development. She has got over 20 years of experience in International Trade, Global Strategy, Business Development, Strategic Planning, Project Finance. She is active in engaging with International Trade Bodies with special interest in Business and people development and sustainability in Textile, Health Care, Agriculture Automation and Defense Sector. She is mentor with Gujarat University Startup and Entrepreneurship Council and Gujarat Technological University. She chairs the Defense and Research Committee of Gujarat Chamber of Commerce. She is founder member of Toastmasters International, Ahmedabad.

The Company has received declaration from Mrs. Varsha Biswajit Adhikari confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and also she has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs, or any such statutory authority. She also confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI (LODR) Regulations, 2015').

Further, the Nomination and Remuneration has evaluated the balance of skill, knowledge and experience of Mrs. Varsha Biswajit Adhikari. In the opinion of Nomination and Remuneration Committee and the Board, Mrs. Varsha Biswajit Adhikari fulfills the conditions for appointment as Non-Executive Independent Director as specified in the Act, the Rules made thereunder and the SEBI(LODR) Regulations, 2015 and she is independent of the management and considering her vast experience and knowledge, it would be beneficial to appoint her on the Board of the Company. The term of appointment of Mrs. Varsha Biswajit Adhikari as Non-Executive Independent Director is not liable to retire by rotation.

A copy of the draft letter for the appointment of Mrs. Varsha Biswajit Adhikari as Non-Executive Independent Director setting out the terms and conditions are uploaded on the website of the Company and also would be available for inspection by the Members at the Registered Office of the Company during the normal working hours on any working days of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment of Mrs. Varsha Biswajit Adhikari is attached hereto.

Further, as per Regulation 25(2A) of the SEBI (LODR) Regulations, 2015 (amended on August 3, 2021), the appointment of

Independent Director is subject to approval of shareholders by way of a Special Resolution.

The Board recommends resolution set out under Item No. 3 for the approval of the Members by way of passing a Special Resolution.

Except Mrs. Varsha Biswajit Adhikari, being appointee Director and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

Place: Ahmedabad
Date: September 28, 2022

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

INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARD ON GENERAL MEETINGS IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED/CHANGE IN DESIGNATION:

Name of the Director	Mr. Chandravijay Arora (DIN: - 07228580)	Mrs. Sarika Sachin Modi (DIN: 08320453)	Mrs. Varsha Biswajit Adhikari (DIN: 8345677)
Date of birth/ Age	July 1, 1969 53 Years	29 th May, 1979 43 years	2 nd October, 1980 42 Years
Date of initial appointment	4 th August, 2022	4 th August, 2022	10 th September, 2022
Date of appointment (at current term)	4 th August, 2022	4 th August, 2022	10 th September, 2022
Educational qualification	FCA, Business Management, Masters of Commerce	B.A.	ACS, Institute of Company Secretaries of India, New Delhi, LLB, Master of Commerce, Executive Program in Applied Finance, IIM, Calcutta, Certificate Course in UCPDC and International Trade, Certified Lean Sigma
Expertise in specific functional areas – job profile and suitability	Mr. Chandravijay Arora, aged about 53 years, is a Chartered Accountant. He is a Fellow Member of the Institute of Chartered Accountants of India. He has completed his Masters in Commerce stream from Jodhpur University, Rajasthan and Business Management from Institute of Commerce and Management,	Business administration and operation	Mrs. Varsha Biswajit Adhikari (DIN: 08345677) is the President of Wow factors India. After 13 years of Leadership role in SPGPrints group, Netherlands, Varsha Adhikari is now working in the space of Futuristic and Sustainable Technologies, Training and Skill

	Ahmedabad. He has over all 31 years of experience in Finance, Accounts, Taxation, Legal and Commercial matters.		Development. She has got over 20 years of experience in International Trade, Global Strategy, Business Development, Strategic Planning, Project Finance. She is active in engaging with International Trade Bodies with special interest in Business and people development and sustainability in Textile, Health Care, Agriculture Automation and Defense Sector. She is mentor with Gujarat University Startup and Entrepreneurship Council and Gujarat Technological University. She chairs the Defense and Research Committee of Gujarat Chamber of Commerce. She is founder member of Toastmasters International, Ahmedabad.
Terms and conditions of appointment or re-appointment	Appointment as Whole Time Director, subject to approval of the members, as per the resolution at Item no. 1 of the Postal Ballot Notice read with explanatory statement thereto	Change in designation from ‘Non-Executive Non-Independent Director’ to ‘Non-Executive Independent Director’ subject to approval of the members, as per the resolution at Item no. 2 of the Postal Ballot Notice read with explanatory statement thereto	Appointment as Non-Executive Independent Director, subject to approval of the members, as per the resolution at Item no. 3 of the Notice read with explanatory statement thereto
Remuneration sought to be paid and the remuneration last drawn	The details of remuneration sought to be paid and last remuneration drawn is given in explanatory statement of item no. 1 of the Notice.	Not Applicable.	Not Applicable
Directorship held in other companies (excluding foreign companies, Section 8 companies and Struck off companies and our Company)	1. Marwar Welfare Association 2. Umaid Heritage Apartment Association	1. Mangalam Worldwide Limited	1. Crescentia Consulting Private Limited
Memberships/ Chairmanships of committees of other public companies (including listed company)	N.A	Stakeholders Relationship Committee Mangalam Global Enterprise Limited – Chairman Nomination and Remuneration	N.A.

		Committee – Mangalam Global Enterprise Limited – Member	
Shareholding in the Company as on the date of notice	NIL	NIL	NIL
Inter-se relationship with other directors	None	None	None
No. of meetings of the board attended during the year ended on 31 st March, 2022	Not Applicable	12/15	Not Applicable