

Ref : MGEL/CS/NSE/2024-25/25

Date: July 15, 2024

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: INE0APB01024

Subject: Submission of Notice of 14th Annual General Meeting (AGM).

Ref: Our letters dated June 20, 2024, vide letters No. MGEL/CS/NSE/2024-25/18 & MGEL/CS/NSE/2024-25/19

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Notice of 14th Annual General Meeting ("AGM") to be held on **Tuesday, August 06, 2024 at 02:00 P.M.** IST through Video Conferencing/Other Audio Visual Means (VC/OAVM) in accordance with Circular No. 09/2023 dated September 25, 2023 followed by earlier Circulars issued by Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 ("SEBI Circular") followed by earlier Circulars, permitted convening AGM of the Company is being held through VC/OAVM.

In compliance with applicable provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015, MCA Circulars and SEBI Circulars, the 14th Annual Report of the Company for the Financial Year 2023-24 together with Notice of 14th AGM is being sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

Cut-off date for E-Voting & Remote E-Voting Period :- The Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date (Cut Off Date) i.e. **Wednesday, July 31, 2024**, will be entitled to cast their vote electronically. **The remote e-voting period begins on Saturday, August 03, 2024 at 9:00 A.M. and ends on Monday, August 05, 2024 at 5:00 P.M**

The Notice of 14th AGM is also being made available on the website of the Company at www.groupmangalam.com.

Kindly take this information on your record.

Thanking You,

Yours Faithfully,
For, Mangalam Global Enterprise Limited



Karansingh I. Karki
Company Secretary & Compliance Officer
Mem. No. A30021

Encl: As stated above.

Mangalam Global Enterprise Limited

CIN: L24224GJ2010PLC062434

Regd. Office: 101, Mangalam Corporate House, 42, Shrimali Society, Netaji Marg, Mithakhali, Navrangpura, Ahmedabd-380009, Gujarat (INDIA)
Tel: +91 79 61615000 (10 Lines) E mail: info@groupmangalam.com; Website: www.groupmangalam.com

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteen (14th) Annual General Meeting (AGM) of the Members of **Mangalam Global Enterprise Limited** will be held on Tuesday, August 06, 2024 at 2:00 P.M. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
- To declare the final dividend of Rs. 0.02/- (Two Paise only) per Equity share face value of Rs. 2/- each for the financial year ended on March 31, 2024.
- To appoint a director in place of Mr. Chandragupt Prakash Mangal (DIN: 07408422), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- TO RATIFY THE REMUNERATION PAYABLE TO M/S. V. M. PATEL & ASSOCIATES, COST ACCOUNTANTS (FIRM REGISTRATION NUMBER: 101519) COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025:**

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

“RESOLVED THAT in accordance with the provisions of Section 148(3) and any other applicable provision(s), if any, of the Companies Act, 2013, read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 45,000/- (Rupees Forty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. V. M. Patel & Associates, Cost Accountants (Firm Registration Number: 101519), Surat who were appointed by the Board of Directors of the Company in their meeting held on April 30, 2024 as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ended on March 31, 2025.

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

- REAPPOINTMENT OF MR. VIPIN PRAKASH MANGAL (DIN: 02825511), AS THE CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as the Chairman & Executive Director of the Company for a further a period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027 liable to retire by rotation, upon such terms and conditions including remuneration as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment and/ or remuneration, subject to the same shall not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Vipin Prakash Mangal as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

FURTHER RESOLVED THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

6. REAPPOINTMENT OF MR. CHANAKYA PRAKASH MANGAL (DIN: 06714256), AS THE MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Chanakya Prakash Mangal (DIN: 06714256) as the Managing Director of the Company for a further a period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027 liable to retire by rotation, upon terms and conditions including remuneration as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/or remuneration, subject to the same shall not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Chanakya Prakash Mangal as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

FURTHER RESOLVED THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

7. REAPPOINTMENT OF MR. CHANDRAGUPT PRAKASH MANGAL (DIN: 07408422), AS THE MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as the Managing Director of the Company for a further a period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027 liable to retire by rotation, upon terms and conditions including remuneration as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/ or remuneration, subject to the same shall not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Chandragupt Prakash Mangal as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

FURTHER RESOLVED THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be

required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

8. RE-APPOINTMENT OF MR. ANILKUMAR SHYAMLAL AGRAWAL (DIN: 00528512) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee & Board of Directors of the Company, Mr. Anilkumar Shyamlal Agrawal (DIN: 00528512), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from November 01, 2020 upto October 31, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from November 01, 2024 upto October 31, 2029 (both days inclusive).

FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. RE-APPOINTMENT OF MR. PRAVEEN KUMAR GUPTA (DIN: 00415491) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee & Board of Directors of the Company, Mr. Praveen Kumar Gupta (DIN: 00415491), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 23, 2019 upto September 22, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 23, 2024 upto September 22, 2029 (both days inclusive).

FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MANGALAM MULTI BUSINESSES PRIVATE LIMITED.

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 and Regulations 2(1)(zc), 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of

the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Mangalam Multi Businesses Private Limited being a related party, aggregating value upto Rs. 400 Crores (Four Hundred Crores Only) during the financial year 2024-25, whether by way of entered into or to be enter into, renewal(s) or extension(s) or modification(s) of earlier contract/ arrangements/ transactions or otherwise, with respect to Sale and/or Purchase of Goods or providing and/or availing services and/or other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution."

Registered office:

101, Mangalam Corporate House,
42, Shrimali Society, Netaji Marg,
Mithakhali, Ahmedabd-380009,
Gujarat, India.

Date : June 20, 2024

Place : Ahmedabad

For and on behalf of Board of Directors

Mangalam Global Enterprise Limited

CIN: L24224GJ2010PLC062434

Vipin Prakash Mangal

Chairman

DIN: 02825511

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC on **Tuesday, August 06, 2024 at 02.00 P.M. (IST)**. The deemed venue of the proceedings of the 14th AGM shall be the Registered Office of the Company at 101, Mangalam Corporate House, 42, Shrimali Society, Netaji Marg, Mithakhali, Navrangpura, Ahmedabad- 380009, Gujarat, India.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. Pursuant to the MCA Circulars read with SEBI Circular dated January 05, 2023 & and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (“SEBI Circular”), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorization etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to **cs@groupmangalam.com** with a copy marked to **enotices@linkintime.co.in** and scrutinizer at **scsandcollp@gmail.com**, at least 48 hours before the commencement of AGM.
4. The Members can join the AGM in the VC/OAVM mode **15 minutes before** and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 relating special business in respect of **Item No. 4 to 10** of the Notice to be transacted at the AGM is annexed hereto.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made necessary arrangement with Link Intime India Private Limited (RTA) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of AGM will be provided by Link Intime India Private Limited.
8. In line with the MCA Circular and SEBI Circular, the Notice for calling the AGM has been uploaded on the website of the Company at **www.groupmangalam.com**. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at **www.nseindia.com** and the AGM Notice is also available on the website of Link Intime India Private Limited (agency for providing the remote e-voting facility) i.e. **www.linkintime.co.in**
9. AGM is to be convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular and SEBI Circular.
10. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, July 31, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
11. In accordance with, the MCA Circular and SEBI Circular, physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), such statements including

the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

12. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to rnt.helpdesk@linkintime.co.in.
13. The Company has appointed **SCS AND CO. LLP** (Firm Registration Number: - L2020GJ008700), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
14. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
15. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Link Intime India Private Limited, at its Branch/ Correspondence Address 506 to 508, Amarnath Business Centre- 1 (ABC-1), beside gala Business Centre, Nr. St. Xavier's College Corner, Off Chimanlal Girdharlal Road, Ellisbridge, Ahmedabad- 380 006.
16. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 01, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
17. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form, if any.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://on.tcs.com/ODRPortal>.
19. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. The remote e-voting period begins on **Saturday, August 03, 2024 at 9:00 A.M.** and ends on **Monday, August 05, 2024 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. **Wednesday, July 31, 2024**, 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 **July 31, 2024**.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 09, 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:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - BY DIRECTLY VISITING THE E-VOTING WEBSITE OF CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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 (“CORPORATE BODY/ CUSTODIAN/MUTUAL FUND”):**STEP 1 – REGISTRATION**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”

- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –INVESTOR MAPPING

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – VOTING THROUGH REMOTE E-VOTING.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK:**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

FORGOT PASSWORD:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, Organization ID 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 a minimum of 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 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”.

PROCESS AND MANNER FOR ATTENDING THE GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.

- ▶ Select the “Company” and ‘Event Date’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide 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. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

INFORMATION ON DIVIDEND:

- i. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e. **Friday, July 26, 2024**, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- ii. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reason, Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
- iii. Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
- iv. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to cs@groupmangalam.com by Wednesday, July 31, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/ JPG Format) by e-mail to cs@groupmangalam.com. The aforesaid declarations and documents need to be submitted by the shareholders by Wednesday, July 31, 2024.

- v. The Company has fixed Wednesday, July 31, 2024 as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2023-24, if approved at the AGM.

Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before **Wednesday, September 04, 2024**, subject to applicable TDS.

- vi. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
- vii. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 4:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of Company. The Board of directors at its meeting held on April 30, 2024, upon the recommendation of the Audit Committee, the Board has appointed M/s. V. M. Patel & Associates, Cost Accountant (Firm Registration No. 101519), as Cost Auditor to conduct the audit of cost accounting records of the Company for the financial year 2024- 25 at a remuneration of Rs. 45,000/- (Rupees Forty-five Thousand only) excluding all applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the resolution set out under Item No. 4 for the approval of the Members by way of passing an Ordinary Resolution.

ITEM NO. 5:

The Members of the Company had approved, vide their resolution passed at the Extra Ordinary General Meeting of the Company held on September 23, 2019, for appointment of Mr. Vipin Prakash Mangal (DIN: 02825511), as the Chairman and Executive Director of the Company for a period of five years w.e.f. September 18, 2019; subsequently change in designation Mr. Vipin Prakash Mangal, from "Chairman and Executive Director" to "Chairman" of the Company w.e.f. February 14, 2022 was approved by the members. So, the term of office of Mr. Vipin Prakash Mangal as "Chairman & Executive Director" designated as a "Chairman" is upto September 22, 2024. Accordingly, upon recommendation by Nomination and Remuneration Committee, Board of Directors at its meeting held on Thursday, June 20, 2024 has approved the reappointment of Mr. Vipin Prakash Mangal (DIN: 02825511), as the Chairman & Executive Director designated as a Chairman of the Company for a further period of 3 (Three) years w.e.f. September 18, 2024 upto September 17, 2027, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027 as mentioned below.

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

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Vipin Prakash Mangal (DIN: 02825511) as Chairman and Executive Director of the Company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Vipin Prakash Mangal, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 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 reappointment of Mr. Vipin Prakash Mangal as Chairman of the Company is now being placed before the Members for their approval by way of Special Resolution.

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 Manufacturing, trading and import of Edible Oil/ Non-edible oil and Agricultural Products i.e. Soya Oil, Soya Meal, Soya De Oiled Cake, Mustard Oil, Mustard Meal, Mustard De Oiled Cake, Refined Soyabean Oil, Refined Vegetable Oil, Pungent Mustard Oil, Refined Castor Oil First Special Grade (FSG), Castor De- Oiled Cake and High Protein Castor De-Oiled Cake, Cotton Bales, Cotton Cake Cattle Feed, Cotton Wash Oil, processing of wheat and rice. Also, the Company is engaged in Trading including domestic and export of Agricultural Products i.e. Wheat, Rice etc.

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 is as follows;

(₹ in Lakhs)

PARTICULARS	STANDALONE-YEAR ENDED		CONSOLIDATED-YEAR ENDED	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
I. Revenue from Operations	1,66,914.13	1,22,584.78	1,83,880.32	1,42,519.58
II. Other Income	1,168.28	559.04	1,388.69	524.45
III. Total Revenue (I+II)	1,68,082.41	1,23,143.82	1,85,269.01	1,43,044.03
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	4,620.43	3,011.54	4,929.93	3,353.49
V. Finance Cost	2,385.28	1,213.78	2,540.55	1,378.80
VI. Depreciation and Amortization Expense	279.73	302.50	297.55	312.44
VII. Profit Before Tax (IV-V-VI)	1,955.42	1,495.26	2,091.83	1,606.96
VIII. Tax Expense:				
a) Current Tax (Adjusted)	2.48	NIL	8.71	31.81
b) Deferred Tax (Asset)/Liabilities	233.74	300.17	233.74	300.17
c) Income Tax (Prior Period)	NIL	5.32	NIL	5.34
Total Tax Expense	236.22	305.49	242.45	337.32
IX. Profit After Tax (VII-VIII)	1,890.66	1,189.77	2,020.84	1,269.64

Foreign investments or collaborations, if any: Not Applicable

2. BRIEF DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING ALONG WITH TERMS AND CONDITIONS OF REAPPOINTMENT AND REMUNERATION:

Information about Mr. Vipin Prakash Mangal (DIN: 02825511):

Background Details:

Mr. Vipin Prakash Mangal (DIN: 02825511) is a commerce graduate with business experience of more than 36 years. He has successfully managed businesses in manufacturing, trading & consultancy services. He is also having vast experience in business management, formulation of business strategies, planning and implementation. He is also a director in Mangalam Global (Singapore) PTE Ltd., a wholly owned subsidiary Company incorporated in Singapore.

Past Remuneration: NIL for the F.Y. 2023-24.

Recognition of Award: None

Job Profile and his suitability:

Mr. Vipin Prakash Mangal (DIN: 02825511) has been well connected with various corporate houses of India, China, Europe, South East Asia & Middle East countries. He has a rich knowledge of sourcing & selling of various products in different markets globally. Developing innovative ideas along with mature administration for the mutual benefits of customers & suppliers has enabled him to lead the group successfully. Looking to the vast experience of Mr. Vipin Prakash Mangal (DIN: 02825511), he is a fit and proper person as the Chairman and Executive Director of the Company.

Remuneration Proposed:

A. Salary:

Rs. 84.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

B. Perquisites, allowances and benefits:

- Housing: Rent free furnished residential accommodation with free gas, electricity and water as per Company's policy. In case no accommodation is provided by the Company the Managing Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a maximum limit of 50% of basic salary.
- Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

- d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- e. Encashment of leave at the end of the tenure.
- f. Insurance premium for medical and hospitalization and Personal Accident insurance cover.
- g. Medical reimbursement: Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- h. Club Fees: Fees of clubs subject to a maximum of two clubs
- i. Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.
- j. Telephone and mobile facility at residence for official purposes.
- k. Servant: Reimbursement of servant's salary subject to a maximum of four servants.
- l. Watchman: Reimbursement of watchman's salary subject to a maximum of two watchmen.
- m. Gardener: Reimbursement of gardener's salary subject to a maximum of one gardener.
- n. Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- o. Any other one time, periodic retirement allowances / benefits as may be decided by the board at the time of retirement.

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

Provided further that perquisites mentioned in point "c" to "e" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

C. Commission:

10.00% p.a. on the net profit computed under Section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

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. Vipin Prakash Mangal (DIN: 02825511) and the responsibilities shouldered on him and the industry bench marks, the proposed remuneration is well below as compared to the comparable Companies.

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

Mr. Vipin Prakash Mangal (DIN: 02825511) has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of a Chairman and Executive Director and receipt of interest on the unsecured loan granted by him to the Company. He holds 17938900 equity shares of the Company.

Mr. Vipin Prakash Mangal (DIN: 02825511) is father of our Managing Director– Mr. Chandragupt Prakash Mangal and Managing Director– Mr. Chanakya Prakash Mangal.

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 to be given is decided based on industry standards, looking to their profile the remunerations is justified.

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.

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. Vipin Prakash Mangal
Date of Birth	December 25, 1967
Qualification	Commerce Graduate
Experience - Expertise in specific functional areas - Job profile and suitability	<p>Mr. Vipin Prakash Mangal (DIN: 02825511) is a commerce graduate with business experience of more than 36 years. He has successfully managed businesses in manufacturing, trading & consultancy services.</p> <p>One of the major business activities has been the contract manufacturing of Dye Intermediate at large scale for MNCs. Due to which he has got first-hand experience of Import & Export businesses & have diversified the business areas like Dyes, Dye Intermediates, Specialized Chemicals etc.</p> <p>He is also a director in Mangalam Global (Singapore) Pte Ltd., a wholly owned subsidiary Company incorporated in Singapore.</p> <p>Mr. Vipin Prakash Mangal (DIN: 02825511) has been well connected with various corporate houses of India, China, Europe, South East Asia & Middle East countries. He has a rich knowledge of sourcing & selling of various products in different markets globally. Developing innovative ideas along with mature administration for the mutual benefits of customers & suppliers has enabled him to lead the group successfully. Looking to the vast experience of Mr. Vipin Prakash Mangal (DIN: 02825511), he is a fit and proper person as the Chairman and Executive Director of the Company.</p>
No. of Shares held as on March 31, 2024	17938900 Equity shares
Terms & Conditions	As given above
Remuneration Last Drawn	NIL for F.Y. 2023-24
Remuneration sought to be paid	As given above
Number of Board Meetings attended during the Financial Year 2023-24	7/10
Date of Original Appointment	September 03, 2019
Date of Appointment in current terms	September 18, 2019
Directorships held in public companies including deemed public companies	Mangalam Global Enterprise Limited Mangalam Worldwide Limited Mangalam Saarloh Private Limited
Memberships/ Chairmanships of committees of public companies*	NIL
Inter-se Relationship with other Directors.	Father of our Managing Director(s) – Mr. Chandragupt Prakash Mangal and Mr. Chanakya Prakash Mangal

*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

The Board of Directors is of the view that the appointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as Chairman and Executive Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

All the Directors of the Company and their relatives to the extent their shareholding in the Company are interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Vipin Prakash Mangal will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Vipin Prakash Mangal (DIN: 02825511) as Chairman and Executive Director of the Company.

ITEM NO. 6

The members of the Company had approved, vide their resolution passed at the Extra Ordinary General Meeting of the Company held on September 23, 2019, for appointment of Mr. Chanakya Prakash Mangal, as the “Joint Managing Director & Chief Operating Officer (COO) of the Company for a period of five years w.e.f. September 18, 2019; subsequently change in designation Mr. Chanakya Prakash Mangal (DIN: 06714256), from “Joint Managing Director and COO” to “Managing Director” of the Company w.e.f. February 14, 2022;

So, the term of office of Mr. Chanakya Prakash Mangal as Managing Director is upto September 17, 2024. Accordingly, recommendation by Nomination and Remuneration Committee & Board of Directors at its meeting held on Thursday, June 20, 2024 has approved the reappointment of Mr. Chanakya Prakash Mangal as the Managing Director of the Company for a further period of 3 (Three) years w.e.f. September 18, 2024 upto September 17, 2027, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027 as mentioned below.

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

It is proposed to seek the members’ approval for the appointment of and remuneration payable to Mr. Chanakya Prakash Mangal as Managing Director of the Company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Chanakya Prakash Mangal (DIN: 06714256), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 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 reappointment of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

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

4. GENERAL INFORMATION:

Nature of Industry:

The Company is engaged mainly in Manufacturing, trading and import of Edible Oil/ Non-edible oil and Agricultural Products i.e. Soya Oil, Soya Meal, Soya De Oiled Cake, Mustard Oil, Mustard Meal, Mustard De Oiled Cake, Refined Soyabean Oil, Refined Vegetable Oil, Pungent Mustard Oil, Refined Castor Oil First Special Grade (FSG), Castor De- Oiled Cake and High Protein Castor De-Oiled Cake, Cotton Bales, Cotton Cake Cattle Feed, Cotton Wash Oil, processing of wheat and rice. Also, the Company is engaged in Trading including domestic and export of Agricultural Products i.e. Wheat, Rice etc.

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 is as follows;

(₹ in Lakhs)

PARTICULARS	STANDALONE-YEAR ENDED		CONSOLIDATED-YEAR ENDED	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
I. Revenue from Operations	1,66,914.13	1,22,584.78	1,83,880.32	1,42,519.58
II. Other Income	1,168.28	559.04	1,388.69	524.45
III. Total Revenue (I+II)	1,68,082.41	1,23,143.82	1,85,269.01	1,43,044.03
IV. Earnings Before Interest, Taxes, Depreciation and Amortization Expense	4,620.43	3,011.54	4,929.93	3,353.49
V. Finance Cost	2,385.28	1,213.78	2,540.55	1,378.80
VI. Depreciation and Amortization Expense	279.73	302.50	297.55	312.44
VII. Profit Before Tax (IV-V-VI)	1,955.42	1,495.26	2,091.83	1,606.96
VIII. Tax Expense:				
a) Current Tax (Adjusted)	2.48	NIL	8.71	31.81
b) Deferred Tax (Asset)/Liabilities	233.74	300.17	233.74	300.17
c) Income Tax (Prior Period)	NIL	5.32	NIL	5.34
Total Tax Expense	236.22	305.49	242.45	337.32
IX. Profit After Tax (VII-VIII)	1,890.66	1,189.77	2,020.84	1,269.64

Foreign investments or collaborations, if any: Not Applicable

1. BRIEF DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING ALONG WITH TERMS AND CONDITIONS OF APPOINTMENT AND REMUNERATION:

Information about Mr. Chanakya Prakash Mangal (DIN 06714256): Background Details:

Mr. Chanakya Prakash Mangal (DIN: 06714256), elder son of Mr. Vipin Prakash Mangal, and the 4th generation in the family business joined the company at the young age of seventeen. He holds Bachelor's degree in Commerce from Gujarat University. He is also a Director in a Wholly owned subsidiary Company in Singapore, namely Mangalam Global (Singapore) Pte Ltd., which operates in international trade structures. He is well versed with the day-to-day operations of the Company and looks after the sales, finance and administration department of our Company.

Past Remuneration: NIL for the F.Y. 2023-24

Recognition of Award: None

Job Profile and his suitability:

Alongside fulfilling his educational aspirations, he has always been interested with working. He is a workaholic who likes to take responsibilities and not rest until all is fulfilled. He initially started as a management trainee in the company to understand the ground operations but now successfully handles everything related to Finance, Banking and Operations. He also possesses knowledge in the agricultural business, mainly in castor other allied products and also looks after a day-to-day operation of the Company. He is well versed with the sales, finance and administration department of our Company.

Remuneration Proposed:

A. Salary:

Rs. 84.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

B. Perquisites, allowances and benefits:

- a. Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- b. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- c. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d. Encashment of leave at the end of the tenure.
- e. Insurance premium for medical and hospitalization and Personal Accident insurance cover.
- f. Medical reimbursement: Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- g. Club Fees: Fees of clubs subject to a maximum of two clubs
- h. Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.
- i. Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- j. Any other one time, periodic retirement allowances / benefits as may be decided by the board at the time of retirement.

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

Provided further that perquisites mentioned in point "b" to "d" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

C. Commission:

5.00% p.a. on the net profit computed under Section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

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. Chanakya Prakash Mangal (DIN: 06714256) and the industry bench marks, the proposed revised remuneration is 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. Chanakya Prakash Mangal (DIN: 06714256) has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of a Managing Director of the Company and receipt of interest on the unsecured loan granted by him to the Company. He holds 25206125 Equity shares of the Company.

Mr. Chanakya Prakash Mangal (DIN: 06714256) is son of our Chairman– Mr. Vipin Prakash Mangal and brother of our Managing Director– Mr. Chandragupt Prakash Mangal.

2. 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 to be given is decided based on industry standards, looking to their profile the remunerations is justified.

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.

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. Chanakya Prakash Mangal
Date of Birth	August 09, 1995
Qualification	Graduate in Finance
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Chanakya Prakash Mangal (DIN: 06714256), elder son of Vipin Prakash Mangal, and the 4th generation in the family business joined the Company at the young age of seventeen. He graduated with a degree in Finance. Alongside fulfilling his educational aspirations, he has always been interested with working. He is a workaholic who likes to take responsibilities and not rest until all is fulfilled. He initially started as a management trainee in the Company to understand the ground operations but now successfully handles everything related to Finance, Banking and Operations. He also possesses knowledge in the agricultural business, mainly castor and also looks after sales. He is also a director in a wholly owned subsidiary Company in Singapore, namely Mangalam Global (Singapore) Pte Ltd., which operates in international trade structures.
No. of Shares held as on March 31, 2024	25206125 Equity shares
Terms & Conditions	As given above
Remuneration Last Drawn	NIL for F.Y. 2023-24
Remuneration sought to be paid	As given above
Number of Board Meetings attended during the Financial Year 2023-24	9/10
Date of Original Appointment	November 15, 2013
Date of Appointment in current terms	September 18, 2019
Directorships held in public companies including deemed public companies	(i) Mangalam Global Enterprise Limited (ii) Mangalam Worldwide Limited (iii) Mangalam Saarloh Private Limited
Memberships/ Chairmanships of committees of public companies*	(i) Member of Stakeholder Relationship Committee (ii) Mangalam Global Enterprise Limited (iii) Mangalam Worldwide Limited
Inter-se Relationship with other Directors.	Son of our Chairman– Mr. Vipin Prakash Mangal and brother of our Managing Director– Mr. Chandragupt Prakash Mangal

*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

The Board of Directors is of the view that the appointment of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

All the Directors of the Company and their relatives to the extent their shareholding in the Company are interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Chanakya Prakash Mangal (DIN: 06714256) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Chanakya Prakash Mangal as Managing Director of the Company.

ITEM NO. 7

The Members of the Company had approved, vide their resolution passed at the Extra Ordinary General Meeting of the Company held on September 23, 2019, for appointment of Mr. Chandragupt Prakash Mangal, as the "Joint Managing Director & Chief Executive Officer (CEO) of the Company for a period of five years w.e.f. September 18, 2019; subsequently change in designation Mr. Chandragupt Prakash Mangal (DIN: 07408422), from "Joint Managing Director and CEO" to "Managing Director" of the Company with effect from February 14, 2022;

So, the term of office of Mr. Chandragupt Prakash Mangal as Managing Director is upto September 18, 2024. Accordingly, recommendation by Nomination and Remuneration Committee & Board of Directors at its meeting held on Thursday June 20, 2024 has approved the reappointment of Mr. Chandragupt Prakash Mangal as the Managing Director of the Company for a further period of 3 (Three) years w.e.f. September 18, 2024 upto September 17, 2027, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years w.e.f. September 18, 2024 upto September 17, 2027 as mentioned below.

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

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the maximum Remuneration payable to Mr. Chandragupt Prakash Mangal (DIN: 07408422), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 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 reappointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

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

5. GENERAL INFORMATION:

Nature of Industry:

The Company is engaged mainly in Manufacturing, trading and import of Edible Oil/ Non-edible oil and Agricultural Products i.e. Soya Oil, Soya Meal, Soya De Oiled Cake, Mustard Oil, Mustard Meal, Mustard De Oiled Cake, Refined Soyabean Oil, Refined Vegetable Oil, Pungent Mustard Oil, Refined Castor Oil First Special Grade (FSG), Castor De- Oiled Cake and High Protein Castor De-Oiled Cake, Cotton Bales, Cotton Cake Cattle Feed, Cotton Wash Oil, processing of wheat and rice. Also, the Company is engaged in Trading including domestic and export of Agricultural Products i.e. Wheat, Rice etc.

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 is as follows;

(₹ in Lakhs)

PARTICULARS	STANDALONE-YEAR ENDED		CONSOLIDATED-YEAR ENDED	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
I. Revenue from Operations	1,66,914.13	1,22,584.78	1,83,880.32	1,42,519.58
II. Other Income	1,168.28	559.04	1,388.69	524.45
III. Total Revenue (I+II)	1,68,082.41	1,23,143.82	1,85,269.01	1,43,044.03
IV. Earnings Before Interest, Taxes, Depreciation and				
Amortization Expense	4,620.43	3,011.54	4,929.93	3,353.49
V. Finance Cost	2,385.28	1,213.78	2,540.55	1,378.80
VI. Depreciation and Amortization Expense	279.73	302.50	297.55	312.44
VII. Profit Before Tax (IV-V-VI)	1,955.42	1,495.26	2,091.83	1,606.96
VIII. Tax Expense:				
a) Current Tax (Adjusted)	2.48	NIL	8.71	31.81
b) Deferred Tax (Asset)/Liabilities	233.74	300.17	233.74	300.17
c) Income Tax (Prior Period)	NIL	5.32	NIL	5.34
Total Tax Expense	236.22	305.49	242.45	337.32
IX. Profit After Tax (VII-VIII)	1,890.66	1,189.77	2,020.84	1,269.64

Foreign investments or collaborations, if any: Not Applicable

1. BRIEF DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING ALONG WITH TERMS AND CONDITIONS OF APPOINTMENT AND REMUNERATION:

Information about Mr. Chandragupt Prakash Mangal (DIN 07408422):

Background Details:

Mr. Chandragupt Prakash Mangal (DIN: 07408422), younger son of Mr. Vipin Prakash Mangal, is the 4th generation entering into the family business. He holds degree in Supply Chain Management from Kelley School of Business, Indiana University and also holds level II badge in CFA from CFA Institute. He is having more than 7 years of experience in operations, finance, marketing and administration. Under his leadership our company has established good public relations. Alongside fulfilling his educational aspirations, he joined the family business at the age of 18 years old.

Gradually, he got more interested in structured trade and started researching and exploring opportunities in the same. Under the guidance of his adept father, he is now working full time and handling all business operations including a subsidiary established in Singapore.

Past Remuneration: Nil for the F.Y. 2023-24

Recognition of Award: None

Job Profile and his suitability:

Mr. Chandragupt Prakash Mangal (DIN: 07408422) has been involved in family business for last several years. He is having more than 7 years of experience in operations, finance, marketing and administration. He has improved Supply Chain Processes by setting up Purchase of raw material, Production and Inventory Control System. He is director in our Wholly owned subsidiary Company in Singapore (WOS) namely Mangalam Global (Singapore) Pte Ltd., which operates in international trade structures. He has very good knowledge of foreign trade and has been involved in the development of Overseas business operations. He always brings, use and implement innovative ideas and technology to improve profitability.

Remuneration Proposed:

A. Salary:

Rs. 84.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

B. Perquisites, allowances and benefits:

a. Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.

- b. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- c. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d. Encashment of leave at the end of the tenure.
- e. Insurance premium for medical and hospitalization and Personal Accident insurance cover.
- f. Medical reimbursement: Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- g. Club Fees: Fees of clubs subject to a maximum of two clubs
- h. Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.
- i. Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- j. Any other one time, periodic retirement allowances / benefits as may be decided by the board at the time of retirement.

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

Provided further that perquisites mentioned in point "b" to "d" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

C. Commission:

5.00% p.a. on the net profit computed under Section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

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. Chandragupt Prakash Mangal (DIN: 07408422) and the industry bench marks, the proposed revised 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. Chandragupt Prakash Mangal has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Managing Director of the Company, receipt of interest on the unsecured loan granted by him to the Company and payment of management consultancy charges. He holds 26374100 Equity shares of the Company.

Mr. Chandragupt Prakash Mangal (DIN: 07408422) is son of our Chairman and Executive Director – Mr. Vipin Prakash Mangal and brother of our Managing Director– Mr. Chanakya Prakash Mangal.

2. 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 to be given is decided based on industry standards, looking to their profile the remunerations is justified.

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.

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. Chandragupt Prakash Mangal
Date of Birth	December 08, 1997
Qualification	Graduate in Supply Chain Management from Kelley School of Business, Indiana University and level III badge in CFA from CFA Institute.
Experience - Expertise in specific functional areas - Job profile and suitability	<p>Chandragupt Prakash Mangal, younger son of Vipin Prakash Mangal, is the 4th generation entering into the family business. He is a graduate from Indiana University – Kelley School of Business in Supply Chain Management and also qualified as a level III badge in CFA from CFA Institute.</p> <p>He was a part of the College’s prestigious Real Estate Workshop where he got a chance to work with highly Qualified Real estate professionals in the US, which helped him gain experience in Private equity market and value properties over \$100 million.</p> <p>Alongside fulfilling his educational aspirations, he joined the family business at the age of 18 years old. His initial focus was to understand and deal in the real estate market wherein along with his brother he set up two of his family owned commercial properties on rent.</p> <p>Gradually, he got more interested in Structured trade and started researching and exploring opportunities in the same. Under the guidance of his adept father, he is now working full time and handling all business operations including a subsidiary established in Singapore.</p>
No. of Shares held as on March 31, 2024	26374100 Equity shares
Terms & Conditions	As given above
Remuneration Last Drawn	Nil for F.Y. 2023-24
Remuneration sought to be paid	As given above
Number of Board Meetings attended during the Financial Year 2023-24	7/10
Date of Original Appointment	January 18, 2016
Date of Appointment in current terms	September 18, 2019
Directorships held in public companies including deemed public companies	(i) Mangalam Global Enterprise Limited (ii) Mangalam Worldwide Limited (iii) Mangalam Saarloh Private Limited
Memberships / Chairmanships of committees of public companies*	(i) Member of Audit Committee (ii) Mangalam Global Enterprise Limited (iii) Mangalam Worldwide Limited
Inter-se Relationship with other Directors.	Son of our Chairman and Executive Director – Mr. Vipin Prakash Mangal and brother of our Managing Director – Mr. Chanakya Prakash Mangal

*Includes only Audit Committee and Stakeholders’ Grievances and Relationship Committee.

The Board of Directors is of the view that the appointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

All the Directors of the Company and their relatives to the extent their shareholding in the Company is interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Chandragupt Prakash Mangal will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Chandragupt Prakash Mangal as Managing Director of the Company.

ITEM NO. 8

Mr. Anilkumar Shyamlal Agrawal (DIN: 00528512) is currently an Independent Director of the Company, Chairperson of the Audit Committee.

Mr. Anilkumar Shyamlal Agrawal was appointed as an Independent Director of the Company by the Members at the 11th Annual General Meeting of the Company held on September 30, 2021 for a period of 5 (five) consecutive years commencing from November 01, 2020 upto October 31, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on Thursday, June 20, 2024, proposed the re-appointment of Mr. Anilkumar Shyamlal Agrawal as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from November 01, 2024 upto October 31, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The brief profile of Mr. Anilkumar Shyamlal Agrawal is as under:

Mr. Anilkumar Shyamlal Agrawal (DIN: 00528512) is having vast experience in Non-Banking Finance Business. He is associated with Suman Finstock Private Limited, a Non-Banking Financial Company since last 28 years. Further, he is also associated with VSD Infratech Limited. Currently he is Independent Director on the Board of Mangalam Global Enterprise Limited and Mangalam Worldwide Limited. He is also registered as Independent Director in Independent Director's Data Bank.

The Company has received Consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members and also received declaration from Mr. Anilkumar Shyamlal Agrawal confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and also, 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 also confirmed that he 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 Mr. Anilkumar Shyamlal Agrawal. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Anilkumar Shyamlal Agrawal 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 he is independent of the management and considering his vast experience and knowledge, it would be beneficial to appoint him on the Board of the Company. The term of appointment of Mr. Anilkumar Shyamlal Agrawal as Non-Executive Independent Director is not liable to retired by rotation.

A copy of the draft letter for the appointment of Mr. Anilkumar Shyamlal Agrawal 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 and Secretarial Standard - 2 regarding appointment of Mr. Anilkumar Shyamlal Agrawal is attached hereto.

Further, as per Regulation 25(2A) of the SEBI (LODR) Regulations, 2015 (amended on August 03, 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. 8 for the approval of the Members by way of passing a Special Resolution.

Except Mr. Anilkumar Shyamlal Agrawal, 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.

ITEM NO. 9

Mr. Praveen Kumar Gupta (DIN: 00415491) is currently an Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee.

Mr. Praveen Kumar Gupta was appointed as an Additional Independent Director of the Company in the meeting of the board of directors dated September 18, 2019 for a period of 5 years and said was appointed by the members of the Company at the Extra ordinary General Meeting of the Company held on September 23, 2019 for a period of 5 (five) consecutive years commencing from September 23, 2019 upto September 22, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on Thursday, June 20, 2024, proposed the re-appointment of Mr. Praveen Kumar Gupta as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 23, 2024 upto September 22, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The brief profile of Mr. Praveen Kumar Gupta is as under:

Mr. Praveen Kumar Gupta (DIN: 00415491) is bachelor of Engineering (Electronics) from Pune University. He is a Multi-faceted professional with more than 30 years of national and international exposure in stones and marbles industries. He is experienced in leading and managing Human Resources as well as managerial decisions. Currently he is associated with Shagun Marbles Private Limited, a leading Company in international exotics stones.

The Company has received Consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members and also received declaration from Mr. Praveen Kumar Gupta confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and also, 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 also confirmed that he 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 Mr. Praveen Kumar Gupta. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Praveen Kumar Gupta 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 he is independent of the management and considering his vast experience and knowledge, it would be beneficial to appoint him on the Board of the Company. The term of appointment of Mr. Praveen Kumar Gupta as Non-Executive Independent Director is not liable to retire by rotation.

A copy of the draft letter for the appointment of Mr. Praveen Kumar Gupta as Non-Executive Independent Director setting out the terms and conditions are uploaded on the website of the Company i.e. www.groupmangalam.com 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 and Secretarial Standard - 2 regarding appointment of Mr. Praveen Kumar Gupta 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. 9 for the approval of the Members by way of passing a Special Resolution.

Except Mr. Praveen Kumar Gupta, 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.

ITEM NO. 10

Pursuant to provisions of Section 188 of the Companies Act, 2023 and SEBI Listing Regulations, the related party transactions which are beyond the threshold limits are required to be approved by the Shareholders of the Company. Further, Regulation 23 of the SEBI Listing Regulations as amended and effective from April 1, 2022, all Material Related Party Transactions shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. The Audit committee of the Company has approved the related party transactions. In view of the applicable provisions of the SEBI Listing Regulation and the Companies Act, 2013, the ordinary resolution as set out under Item no. 10 is placed for approval of the members.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMDI/CIR/P/2021/662 dated November 22, 2021, the requisite information is given below:

S.N.	Particulars	Details
1	Name of the Related Party and its relationship with the listed entity	Mangalam Multi Businesses Private Limited (MMBPL) Nature of Relationship:- Mr. Vipin Prakash Mangal, Promoter of the Company holds 5000 equity shares i.e. 50.00% in Mangalam Multi Businesses Private Limited as the Promoter of the said Company.
2.	Type of transaction	Sale and/or Purchase of Goods or providing and/or availing services (directly or through an agent), others.
3.	Material terms and particulars of the proposed Transaction	The Company & MMBPL have entered into/propose into the following RPTS during FY & 2024-25, for an aggregate value not exceeding Rs. 400 Crore. <ul style="list-style-type: none"> • Purchase of Raw materials and/or goods. • Availing / rendering any services. • Sale of Raw materials and/or goods.

S.N.	Particulars	Details
4.	Tenure of the proposed transaction	FY 2024-25
5.	Value of the proposed transaction (not to exceed)	Rs. 400 Crores
6.	Value of RPT as % (appx.) of Company's preceding audited annual turnover.	24% appx
7.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business
8.	Justification as to why the RPTs are in the interest of the Company	In order smoothen business operations and consistent flow of desired quality and quantity of various goods / raw material for uninterrupted operations, it is proposed to procure / sale goods and/or raw material and availing/ rendering various services from/to MMBPL.
9.	Any other information that may be relevant	All relevant informations are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on June 20, 2024, in terms of Section 177 of the Companies Act, 2013 and Regulation 18 and 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With respect to the above matter, the Shareholders/ Members are requested to note following disclosures of Interest:

S.N.	Name of Related Party	Nature of Concern or Interest
1	Mangalam Multi Businesses Private Limited	Mr. Vipin Prakash Mangal, Chairman of the Company is also the Directors of Mangalam Multi Businesses Private Limited. Mr. Vipin Prakash Mangal, Promoter of the Company holds 5000 equity shares i.e. 50.00% in Mangalam Multi Businesses Private Limited as the Promoter of the said Company.

Mr. Vipin Prakash Mangal, Chairman; Mr. Chanakya Prakash Mangal, Managing Director and Mr. Chandragupt Prakash Mangal, Managing Director of the Company and their relatives are concerned or interested, financial or otherwise, in the Ordinary resolution as set out at Item No. 10 except as members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 10.

The Board recommends resolution set out under Item No. 10 for the approval of the Members by way of passing a Ordinary Resolution.

Registered office:

101, Mangalam Corporate House,
42, Shrimali Society, Netaji Marg, Mithakhali,
Navrangpura, Ahmedabd-380009, Gujarat, India.

For and on behalf of Board of Directors

Mangalam Global Enterprise Limited
CIN: L24224GJ2010PLC062434

Date : June 20, 2024
Place : Ahmedabad

Vipin Prakash Mangal
Chairman
DIN: 02825511

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

Name of Director	Mr. Vipin Prakash Mangal (DIN: 02825511)	Mr. Chanakya Prakash Mangal (DIN: 06714256)	Mr. Chandragupt Prakash Mangal (DIN: 07408422)
Date of Birth/ Age	December 25, 1967 56 Years	August 09, 1995 28 Years	December 08, 1997 26 Years
Date of Initial Appointment	September 03, 2019	November 15, 2013	January 18, 2016
Date of Appointment (at current term)	September 18, 2019	September 18, 2019	September 18, 2019
Educational Qualifications	He holds Bachelor's degree in Commerce from University of Ajmer.	He holds Bachelor's degree in Commerce.	He holds degree in supply Chain Management from Kelley School of Business, Indiana University and also holds Level-II badge in CFA from CFA Institute.
Expertise in specific functional areas- Job profile and suitability	He is having more than 36 years of experience in manufacturing and trading of various commercial commodities and affiliated consultancy services. He is also having vast experience in business management, formulation of business strategies, planning and implementation. He is a third-generation industrialist and has played a significant role in the development of our business. He plays a vital role in formulating business strategies and effective implementation of the same. He is also responsible for expansion and overall management of the business of our Company.	He has been actively involved in the day-to-day operations of the Company and looks after the sales and administration department of the Company. Under his leadership our Company has established good public relations.	He has been actively involved in the day-to-day operations of the Company and He is having more than 7 years of experience in operations, finance, marketing and administration. Under his leadership our Company has established good public relations.
Directorships held in public companies including deemed public companies	Mangalam Global Enterprise Limited Mangalam Worldwide Limited Mangalam Saarloh Private Limited	Mangalam Global Enterprise Limited Mangalam Worldwide Limited Mangalam Saarloh Private Limited	Mangalam Global Enterprise Limited Mangalam Worldwide Limited Mangalam Saarloh Private Limited
Memberships/ Chairmanships of committees of public Companies (including listed Company)	NIL	Member of Stakeholders Relationship Committee Mangalam Global Enterprise Limited Mangalam Worldwide Limited	Member of Audit Committee Mangalam Global Enterprise Limited Mangalam Worldwide Limited

Name of Director	Mr. Vipin Prakash Mangal (DIN: 02825511)	Mr. Chanakya Prakash Mangal (DIN: 06714256)	Mr. Chandragupt Prakash Mangal (DIN: 07408422)
		Member of Corporate Social Responsibility Committee Mangalam Global Enterprise Limited Member of Management Committee Mangalam Global Enterprise Limited Mangalam Worldwide Limited	Member of Corporate Social Responsibility Committee Mangalam Global Enterprise Limited Chairman of Management Committee Mangalam Global Enterprise Limited Mangalam Worldwide Limited
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Shareholding in the Company #	17938900 Equity Shares of Rs. 2/- each	25206125 Equity Shares of Rs. 2/- each	26374100 Equity Shares of Rs. 2/- each
Inter-se Relationship with other Directors	Father of Mr. Chanakya Prakash Mangal (Promoter and Managing Director) and Mr. Chandragupt Prakash Mangal (Promoter and Managing Director)	Son of Mr. Vipin Prakash Mangal (Promoter and Chairman) and Brother of Mr. Chandragupt Prakash Mangal (Promoter and Managing Director)	Son of Mr. Vipin Prakash Mangal (Promoter and Chairman) and Brother of Mr. Chanakya Prakash Mangal (Promoter and Managing Director)
No. of meetings of the board attended during the year ended on March 31, 2024	7/10	9/10	7/10
Remuneration sought to be paid and the remuneration as drawn	Nil	Nil	Nil

Due to allotment of shares in Rights issue in June 2024, Shareholding of Mr. Vipin Prakash Mangal, Mr. Chankya Prakash Mangal & Mr. Chandragupta Prakash Mangal are increased 19338900, 27366125 & 28634100 respectively.

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

Name of Director	Mr. Anilkumar Shyamlal Agrawal (DIN: 00528512)	Mr. Praveen Kumar Gupta (DIN: 00415491)
Date of Birth/ Age	March 30, 1962 62 Years	June 02, 1968 56 Years
Date of Initial Appointment	November 01, 2020	September 18, 2019
Date of Appointment (at current term)	September 30, 2021	September 23, 2019
Educational Qualifications	He holds a Bachelor's degree in Commerce.	He holds Bachelor's degree in Electronics (B.E.) from University of Poona.
Expertise in specific functional areas- Job profile and suitability	He is having almost 27 years of experience in the field of Non-Banking Finance Business, manufacturing, Infrastructure and trading of chemicals. He is promoter and Whole Time Director of Non-Banking Financial Company since last 27 years.	He is having almost 29 years of experience in the field of stones and marbles industry. He is director of Shagun Marbles Private Limited.
Directorships held in public companies including deemed public companies	Mangalam Global Enterprise Limited Mangalam Worldwide Limited	Mangalam Global Enterprise Limited
Memberships / Chairmanships of committees of public Companies (including listed Company)	Chairman of Audit Committee Mangalam Global Enterprise Limited Mangalam Worldwide Limited Chairman of Nomination and Remuneration Committee Mangalam Worldwide Limited Member of Stakeholder Relationship Committee Mangalam Global Enterprise Limited	Chairman of Nomination and Remuneration Committee Mangalam Global Enterprise Limited Member of Audit Committee Mangalam Global Enterprise Limited
Listed entities from which the person has resigned in the past three years	NIL	NIL
Shareholding in the Company	6800 Equity Shares of Rs. 2/- each	229250 Equity Shares of Rs. 2/- each
Inter-se Relationship with other Directors	Not Applicable	Not Applicable
No. of meetings of the board attended during the year ended on March 31, 2024	9/10	10/10
Remuneration sought to be paid and the remuneration as drawn	Not Applicable	Not Applicable

Registered office:

101, Mangalam Corporate House,
42, Shrimali Society, Netaji Marg, Mithakhali,
Navrangpura, Ahmedabd-380009, Gujarat, India.

For and on behalf of Board of Directors

Mangalam Global Enterprise Limited

CIN: L24224GJ2010PLC062434

Date : June 20, 2024

Place : Ahmedabad

Vipin Prakash Mangal

Chairman

DIN: 02825511