REF: MGEL/CS/SE/2026-27/67 **Date: November 17, 2026**

To, Listing Compliance Department, **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra, Mumbai-400 051. **NSE Symbol: MGEL (EQ)**	To, Listing Department **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 **BSE Scrip Code: 544273**

ISIN: INE0APB01032

Subject: Postal Ballot Notice

REF: MGEL vide letter reference no. MGEL/CS/SE/2026-27/63, dated November 06, 2026

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we are submitting herewith the copy of the Postal Ballot notice dated November 06, 2026 ('Postal Ballot Notice') along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the Members of the Company for the below mentioned Resolution: -

Sr. No.	Description of the Resolution	Type of Resolution
1.	Raising of funds by way of issue of convertible warrants to promoters/ promoters' group on preferential basis:	Special

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent ('RTA') as on November 13, 2026 ('Cut-Off Date').

The Company has engaged the services of MUFG Intime India Private Limited ("MIIPL") to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period will commence on Wednesday, November 18, 2026 (09:00 A.M. IST) and will end on Thursday, December 17, 2026 (05:00 P.M. IST) (Both days inclusive). During this period, Members of the Company holding shares as on the Cut-off date i.e., November 13, 2026, may cast their votes communicating assent (FOR) or dissent (AGAINST), of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting is provided in the 'Notes' section of the Notice.

A copy of the Postal Ballot Notice is available on the website of the Company viz. www.groupmangalam.com.

MANGALAM GLOBAL ENTERPRISE LIMITED GUJARAT INDIA

You are requested to kindly take the same on your record.

Thanking You.

Yours faithfully,
For, Mangalam Global Enterprise Limited

KARKI KARANSINGH IMANSINGH

Digitally signed by KARKI KARANSINGH IMANSINGH
Date: 2026.11.17 18:12:04 +05'30'



Karansingh I. Karki
कंपनी सचिव एवं अनुपालन अधिकारी
Company Secretary & Compliance Officer
Mem. No. A30021

Enclosed: As above.

POSTAL BALLOT NOTICE

MANGALAM GLOBAL ENTERPRISE LIMITED

MANGALAM GLOBAL ENTERPRISE LIMITED

CIN: L24224GJ2010PLC062434
Registered Office: 101, Mangalam Corporate House, 42, Shrimali Society,
Netaji Marg, Mithakhali, Navrangpura, Ahmedabad – 380 009, Gujarat, India.
Telephone: +91 79 6161 5000; Website**:** www.groupmangalam.com; **Email:** cs@groupmangalam.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 10/2022,11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September,2025 collectively referred to as ('MCA Circulars') and applicable SEBI Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions of the Acts, Rules, Regulations, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the item of special business set out in the Notice annexed hereto is proposed to be transacted by passing Special Resolutions through Postal Ballot as per the MCA Circulars shall mean voting only by electronic means through the remote e-voting facility ("Remote E-voting").

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

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the members/shareholders for this Postal Ballot.

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

The e-voting facility is available at the link: https://instavote.linkintime.co.in/ from **Wednesday, November 18, 2026 (09:00 A.M. IST) and will end on Thursday, December 17, 2026 (05:00 P.M. IST)**. Please refer to the instructions for casting votes through e-voting given in this Notice and the manner in which e-voting has to be carried out. Only those members entitled to vote (Refer to Point No. 3 of the Notes attached with this notice) are entitled to vote through the e-voting facility provided by the Company through InstaVOTE Platform of MIIPL.

The Board of Directors of the Company has appointed **Mr. Rajesh Parekh, Partner of RPSS & Co., Company Secretaries in Practice, (Membership No. 8073 and CP No. 2939),** as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman or any of the authorized person/official of the Company, after the completion of scrutiny of votes recorded through e-voting. The results of e-voting will be announced within 2 working days from conclusion of the e-voting period at the Registered Office of the Company and also by placing the same on the Company's website www.groupmangalam.com and communicated, simultaneously, to the stock exchange(s) and MUFG Intime India Pvt. Ltd., e-voting agency.

Update KYC Details:

SEBI, vide its circulars, has mandated that payment of corporate benefits such as dividends, interest, etc., shall be made only through electronic mode with effect from 1st April, 2024, for members who have updated their KYC details in their respective folios. Accordingly, members are requested to verify and update their KYC details with their Depository Participants (in case of shares held in demat form).

By order of the Board
For, Mangalam Global Enterprise Limited
Sd/-
Karansingh I. Karki
कंपनी सचिव एवं अनुपालन अधिकारी
Company Secretary & Compliance Officer
Membership No. A30021

Registered office:
101, Mangalam Corporate House
42, Shrimali Society,
Netaji Marg, Mithakhali, Ahmedabad-380009,
Gujarat, India.
Place: Ahmedabad
Date: November 06, 2026

SPECIAL BUSINESS

ITEM NO. 1: RAISING OF FUNDS BY WAY OF ISSUE OF CONVERTIBLE WARRANTS TO PROMOTERS / PROMOTERS GROUP ON PREFERENTIAL BASIS:

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 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations') and other applicable laws and rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the listing agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') on which the Equity Shares having face value of Rs. 1/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alteration, modification, corrections, changes, and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, from time to time 3,00,00,000 (Three Crores Only) Convertible Warrants ('Warrants/Convertible Warrants') in one or more tranches at an issue price equivalent to the price determined in accordance with the pricing formula prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), as applicable based on the Relevant Date, and on such terms and conditions as set out in the Explanatory Statement, provided that the issue price shall be equivalent to the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the following Proposed Allotees and such warrants convertible into equivalent number of fully paid up Equity Shares of face value of Rs.1/- (Rupees One only) at a premium based on the issue price determined in accordance with the pricing formula prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants on payment of balance 75% amount due on warrants, and to issue fresh Equity Shares upon the conversion of Warrants:

Sr. No.	Name of Proposed Allottees	Category of Allottees	No. of Warrants proposed to be allotted
1.	Chanakya Prakash Mangal	Promoter	1,00,00,000
2.	Chandragupt Prakash Mangal	Promoter	1,00,00,000
3.	Honey Mangal	Promoter Group	55,00,000
4.	Tanisha Mangal	Promoter Group	45,00,000
Total Warrants propose to be issued			**3,00,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Warrants shall be November 17, 2026 being the date 30 days prior to date on which the meeting is held to consider the proposed issue.

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

a) Each Warrant held by the Proposed Allottees ("Warrant Holders") shall entitle them to apply for and obtain allotment of one Equity Share for every one Warrant at any time in one or more tranches, within Eighteen (18) months from the date of allotment of warrants (the "Warrant Exercise Period").

b) The Proposed Allottees shall, before the date of allotment of Warrants, pay an amount (initial consideration) equivalent to at least 25% of the total consideration payable against the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holders at the time of submitting application for conversion of warrants for allotment of the equity shares pursuant to exercise of option attached to such Warrants.

c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Listing Regulations except to the extent and in the manner permitted there under.

d) Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of option attached to such Warrants shall be paid to the Company from the bank account of the respective Proposed Allottees.

g) In the event the Warrant Holder(s) do not exercise of option attached to such Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holders any voting rights or dividend entitlement in the Company in respect of such Warrants.

i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

j) The Equity Shares to be allotted on exercise of option attached to such Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

k) In case of Split / sub-division of equity shares of the Company, the face value of equity shares and premium shall be calculated /adjusted accordingly.

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

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

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

Registered office:
101, Mangalam Corporate House
42, Shrimali Society,
Netaji Marg, Mithakhali, Ahmedabad-380009, Gujarat, India.
Place: Ahmedabad
Date: November 06, 2026

By order of the Board
For, Mangalam Global Enterprise Limited
Sd/-
Karansingh I. Karki
कंपनी सचिव एवं अनुपालन अधिकारी
Company Secretary & Compliance Officer
Membership No. A30021

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard -2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions set out at Item No. 1is appended hereto and forms part of this notice.

2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and in Compliance with Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has engaged MUFG Intime India Private Limited ('MIIPL' or 'e-voting agency') (formerly known as Link Intime India Private Limited) for facilitating remote e-voting to the Members through Insta VOTE Platform of MIIPL.

3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday November 13, 2026 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday November 13, 2026.

4. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system (e-voting) only. Therefore, those members/shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@groupmangalam.com.

- In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@groupmangalam.com.

- It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, India (Tel: +91 22 4918 6000; Fax: +91 22 4918 6060), by following the due procedure.

- Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Transfer Agent, MUGF Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address rnt.helpdesk@in.mpms.mufg.com.

- 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@in.mpms.mufg.com.

5. Any query/grievance may please be addressed to Mr. Karansingh I. Karki, Company Secretary & Compliance Officer with respect to the voting by remote electronic means at: Email id: cs@groupmangalam.com. or to e-voting agency at enotices@in.mpms.mufg.com.

6. The members have to vote through e-voting platform only.

7. The Portal for e-voting will remain open for the Members for exercising their votes through remote e-voting during **Wednesday, November 18, 2026 (09:00 A.M. IST) and will end on Thursday, December 17, 2026 (05:00 P.M. IST)**. (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday November 13, 2026 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by MUFG Intime India Private Limited after the last date and time.

8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

9. The Scrutinizer's decision on the validity of the voting shall be final.

10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.groupmangalam.com and e-voting website of MUFG Intime India Private Limited viz. https://instavote.linkintime.co.in/ and at the corporate announcement section of the website of the National Stock Exchange of India Limited & BSE Limited on which the equity shares of the Company are listed.

11. The Board of Directors of the Company has appointed **Mr. Rajesh Parekh, Partner of RPSS & Co., Company Secretaries in Practice, (Membership No. 8073 and CP No. 2939),** to act as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner and to scrutinize the votes received through InstaVOTE Platform of MIIPL. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.

12. The Resolutions will be taken as passed effectively on **s**, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Resolutions in accordance with Companies Act, 2013 and / or Listing Regulations, have been received assenting to the Resolution. The result of the voting will be declared within 2 working days from conclusion of the e-voting at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.groupmangalam.com and communicated, simultaneously, to Stock Exchanges (i.e. NSE & BSE), Registrar and Transfer Agent and e-Voting Agency.

13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.

14. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process can be downloaded from the Company's Website www.groupmangalam.com on the website of stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of MIIPL https://instavote.linkintime.co.in.

15. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/Documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to MUFG Intime India Private Limited, Registrar and Transfer Agent of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING :-

1. The e-voting period begins **Wednesday, November 18, 2026 (09:00 A.M. IST) and will end on Thursday, December 17, 2026 (05:00 P.M. IST)** (Both days inclusive).

2. The 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 Friday November 13, 2026, 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 Friday November 13, 2026.

   In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 / HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

App Store Google Play

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

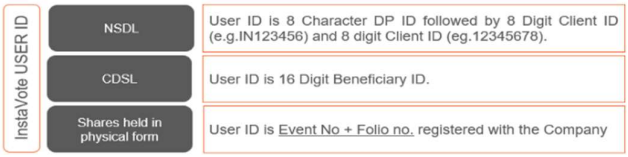
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

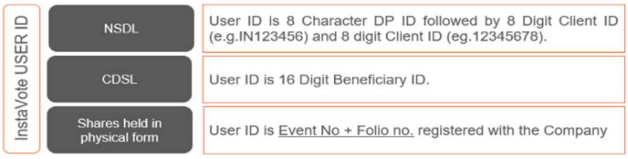
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
      (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. 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.



   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
      -
   5. 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).
   6. Enter Image Verification (CAPTCHA) Code.
   7. Click "Submit" (You have now registered on InstaVote).
      Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.

C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

Note: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ 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). 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:
   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

      NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".

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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) 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).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) 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).

Note: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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.

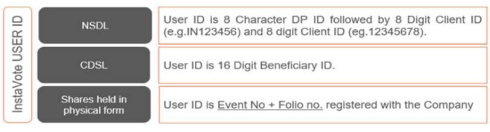
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT

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

ITEM NO. 1: RAISING OF FUNDS BY WAY OF ISSUE OF CONVERTIBLE WARRANTS TO PROMOTERS / PROMOTERS GROUP ON PREFERENTIAL BASIS

In terms of provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations') and other applicable laws and rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the listing agreement entered into by the Company with National Stock Exchange of India Limited & BSE Limited ('Stock Exchanges') on which the Equity Shares having face value of Rs. 1/- each of the Company ('Equity Shares') are listed approval of members of the Company by way of special resolution is required for allotment of Convertible Warrants (the 'Warrants/Convertible Warrants') on preferential basis, to the Promoters and Promoters Group and person(s) other than promoter / Promoter Group ('Proposed Allotees').

The Proposed Allottees have represented and declared to the Company that neither themselves nor any person belonging to promoter group, in case of proposed allottees are belonging to promoter(s) or promoter group, have sold / transferred any equity shares of the Company during the 90 trading days preceding the relevant date.

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

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

The Board of Directors of the Company (the 'Board'), at its meeting held on Friday, November 06, 2026, subject to the approval of the Members of the Company and such other statutory, regulatory and other necessary approvals, as may be required, has approved the creation, offer, issue and allotment of up to 3,00,00,000 (Three Crore) Convertible Warrants ('Warrants') on a preferential basis to the proposed allottees, at an issue price per Warrant to be determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, as applicable on the Relevant Date, and on such terms and conditions as may be approved by the Members of the Company.

Each Warrant shall be convertible into or exchangeable for one fully paid-up Equity Share of the Company having a face value of Rs. 1/- (Rupee One Only) each, at the option of the Warrant Holder, at any time within a period of 18 (Eighteen) months from the date of allotment of the Warrants, upon payment of the balance 75% (Seventy-Five Percent) of the issue price of the Warrants, after adjustment of the upfront payment of 25% (Twenty-Five Percent) of the issue price paid at the time of subscription and allotment of the Warrants. Upon exercise of the conversion option, the Company shall issue and allot an equivalent number of fully paid-up Equity Shares of face value of Rs. 1/- (Rupee One Only) each to the respective Warrant Holders, in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

The offer for the proposed allotments as mentioned above in Item No. 1 shall be made by way of Offer Letter (PAS-4) to be issued to the proposed allottees.

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

The allotment is proposed to be made for cash only

C. Valuation for consideration other than cash : Not Applicable

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

The issue price of the Convertible Warrants shall be determined in accordance with the pricing formula prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable on the Relevant Date, and shall be equivalent to the price determined in accordance with the said Regulations or other applicable laws in this regard, on preferential basis to the following Proposed Allotees and such warrants convertible into equivalent number of fully paid up Equity Shares of face value of Rs.1/- (Rupees One only) at a premium based on the issue price determined in accordance with the pricing formula prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants.

E. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to augment our capital base, to meet incremental working capital requirements or re-payment of secured and unsecured loan or investment in Wholly owned subsidiary/subsidiary including group companies and the General Corporate purpose etc.

Sl. No.	Particulars	Estimated amounts to be utilized for each Object* (Rs. in Crore)	Estimated % to be utilized for each Object*	Tentative timeline for utilization of Issue Proceeds from the date of receipt of funds
1	Incremental working capital requirements	32.13	60%	Within 12 months from the receipt of the Fund
2	Investment in Wholly owned subsidiary/subsidiary	10.71	20%	Within 12 months from the receipt of the Fund
3	General Corporate purpose	10.71	20%	Within 12 months from the receipt of the Fund
Total		**53.55**	**100.00**	

In addition to the aforesaid, the Company may interchange or reallocate the estimated amounts allocated towards the aforesaid objects of the Issue, depending upon the actual requirements of the Company, as may be determined and approved by the Board of Directors from time to time, subject to the applicable limits, conditions and regulatory requirements prescribed under the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules and regulations.

F. The Maximum number of securities to be issued:

A maximum of up to 3,00,00,000 (Three Crores) Convertible Warrants are proposed to be issued on a preferential basis, each warrant being convertible into or exchangeable for one fully paid-up Equity Share of the Company having a face value of Rs. 1/- (Rupee One Only) each, at an issue price to be determined in accordance with the pricing formula prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable on the Relevant Date, and which shall be equivalent to the price determined in accordance with the pricing formula prescribed under Chapter V of the SEBI (Issue of

Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), as applicable based on the Relevant Date, and on such terms and conditions or other applicable Rules/Regulations, if any.

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

Mr. Chanakya Prakash Mangal, Mr. Chandragupt Prakash Mangal, Ms. Honey Mangal and Ms. Tanisha Mangal being Promoters and/or members of the Promoter Group, Directors and/or Key Managerial Personnel belonging to the Promoter Group, as applicable, have expressed their intention to subscribe to an aggregate of 3,00,00,000 (Three Crores) convertible warrants. The details of their respective subscriptions are provided in the resolution itself.

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

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

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

I. Shareholding Pattern of the Company before and after the Preferential Issue / Pre Issue and Post Issue Shareholding pattern:

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

Category of Shareholders	Pre-Issue Shareholding		Post Issue Shareholding (assuming the full conversion of Warrants in to equity shares)	
	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	18,52,33,312	56.21	21,52,33,312	59.86
Bodies Corporate	4,13,92,281	12.56	4,13,92,281	11.51
Sub Total (A)(1)	**22,66,25,593**	**68.77**	**25,66,25,593**	**71.37**
2. Foreign Promoter	-	-	-	-
Sub Total (A)(2)				
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**22,66,25,593**	**68.77**	**25,66,25,593**	**71.37**
B. Non-promoters' holding (Public shareholding)	10,29,30,007	31.23	10,29,30,007	28.63
1. Institutions Investors	1,70,35,238	5.17	1,70,35,238	4.74
Sub-Total (B) (1)	**1,70,35,238**	**5.17**	**1,70,35,238**	**4.74**
2. Central Government/State Government(s)/President of India	-	-	-	-
Sub-Total (B) (2)	**5,14,763**	**0.16**	**5,14,763**	**0.14**
3. Non-institutions	-	-	-	-
a) Individuals -	-	-	-	-
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	3,19,56,808	9.70	3,19,56,808	8.89
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	3,67,15,660	11.14	3,67,15,660	10.21

Category of Shareholders	Pre-Issue Shareholding		Post Issue Shareholding (assuming the full conversion of Warrants in to equity shares)	
	No. of Equity Shares	%	No. of Equity Shares	%
b) NBFCs registered with RBI	-	-	-	-
c) Non-Resident Indian	18,43,884	0.56	18,43,884	0.51
d) Hindu Undivided Families	23,04,748	0.70	23,04,748	0.64
e) Bodies Corporate	1,21,43,249	3.68	1,21,43,249	3.38
f) Any Other (Specify)	**27,20,405**	**0.83**	**27,20,405**	**0.12**
i. Bodies Corporate - LLPs	2,50,200	0.08	2,50,200	0.07
ii. Clearing Members	1,65,457	0.05	1,65,457	0.05
ii. Directors and Relatives	-	-	-	-
Sub-Total (B) (3)	**8,53,80,006**	**25.91**	**8,53,80,006**	**23.75**
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**10,29,30,007**	**31.23**	**10,29,30,007**	**28.63**
C. Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
Sub Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	32,95,55,600	100.00	35,95,55,600	100.00

Note:

1) *The Pre-Issue Shareholding Pattern is based on Benpos as on, September 30, 2026.*
2) *The Post Issue Shareholding Pattern in the above table has been prepared assuming full exercise of option attached to such Warrants and consequent allotment of the Equity Shares of the Company, subject to compliance of applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.*
3) *In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of option attached to such Warrants, the shareholding pattern shall stand modified accordingly.*
4) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

J. Time Frame within which the Proposed Preferential Issue and Allotment Shall be completed:

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, in case of Warrants, the allotment of warrants shall be made by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then allotment shall be completed within a period of Fifteen (15) days from the date of receipt of such approvals or permissions as the case may be.

Further, upon exercise of the option by the allottee(s) to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of option attached to / to convert such Warrants in to equity shares, shall be allotted within a period of 15 days from the date of exercise of such option by the allottee(s) in compliance with provisions of Regulation 162(2) of ICDR Regulations.

K. Identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and Change in Control, if any: All Proposed Allottees are individuals

and so the ultimate beneficial owners and proposed allottees are same. Please refer Clause L (after this para) for proposed list of allottees.

L. The percentage of post preferential issue capital that may be held by Proposed Allottees and Change in Control in the Company, if any, consequent to the Preferential Issue:

Sr. No.	Proposed Name/List of the Allottee	Category of Allottees Promoter	Current/Pre-Preferential Holding		No. of Equity Shares Proposed to be allotted post conversion of Warrants into Equity	Post-Preferential Holding		Post Issue % Holding	
			No. of Shares	% of Holding		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Chanakya Prakash Mangal	Promoter	5,47,32,250	16.61%	1,00,00,000	6,47,32,250	18.00%	6,47,32,250	18.00%
2	Chandragupt Prakash Mangal	Promoter	5,72,68,200	17.38%	1,00,00,000	6,72,68,200	18.71%	6,72,68,200	18.71%
3	Honey Mangal	Promoter Group	11,42,000	0.35%	55,00,000	66,42,000	1.85%	66,42,000	1.85%
4	Tanisha Mangal	Promoter Group	0	0.00%	45,00,000	45,00,000	1.25%	45,00,000	1.25%

Note: The above shall also be considered for determining the existing (pre-preferential issue) and proposed (post-preferential issue) status of each allottee classified as a Promoter & Promoter Group, in accordance with Regulation 163(1)(j) of the SEBI (ICDR) Regulations, 2018.

M. Relevant Date:

In terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018, the Relevant Date shall be Tuesday, 17th November, 2026, being 30 (thirty) days prior to the date of the last date of the postal ballot, as applicable, to be convened for obtaining shareholders' approval for the proposed issuance of Convertible Warrants on a preferential basis, in accordance with the SEBI (ICDR) Regulations, 2018.

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

In terms of second proviso to the Sub-rule 1 of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis by a listed company is not required to be determined by the valuation report of a registered valuer.

Further, in terms of Regulation 164(1) of SEBI ICDR Regulations, the equity shares of the Company have been listed on a recognized stock exchange for a period of 90 trading days or more as on the relevant date and also the shares are frequently traded on stock exchange, and therefore, the price at which the convertible warrant shall be allotted pursuant to the preferential issue shall be not less than higher of the following:

a) The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

or

b) The 10 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

The relevant date for the purpose of pricing for this preferential issue shall be Tuesday, 17th November, 2026.

However, proposed allotment is more than 5 % of post issue fully diluted share capital of the Company. Therefore, as per provisions of Regulation 166A of the SEBI ICDR Regulations, 2015, valuation report from Independent Registered Valuer is required. The Company has obtained from Independent Valuer Mr. Abhishek Chhajed having its office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria Ahmedabad

City, Ahmedabad, Gujarat – 380001. The Valuation Report is available on website of the Company at www.mangalamworldwide.com.

O. Amount which the Company intends to raise by way of such convertible warrants.

The Company intends to raise up to a maximum of Rs. 53,55,00,000 Crores (Rupees Fifty-three Crores & Fifty Five lakhs) by way of such convertible warrants.

P. Undertaking regarding re-computation of price:

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, therefore, it is not required to recompute the price per equity share to be issued. Hence, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and (h) of the SEBI (ICDR) Regulations.

Q. Disclosure specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

R. Certificate from Practicing Company Secretary:

The Certificate from Rajesh Parekh, partner of M/s. RPSS & Co., Practicing Company Secretary, certifying that the preferential issue/ preferential allotment is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate is available on the website of the Company at www.groupmangalam.com for inspection of Members.

S. Lock in Period:

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

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

No such allotment has been made by the Company on a preferential basis during the current financial year prior to the proposed preferential issue of convertible warrants.

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

The Company, its Promoters and its Directors are not willful defaulters or a fraudulent borrower.

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

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

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