



MWL/CS/NSE/2025-26/30

Date: July 12, 2025

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: MWL (EQ), ISIN: INE0JYY01011

Subject: Submission of 29th Annual Report of the Company for the FY – 2024-25 and Notice of 29th AGM:

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 29th Annual Report of the Company for the financial year 2024-25 together with Notice of 29th Annual General Meeting (AGM) to be held on Monday, August 04, 2025 at 2:00 P.M. IST through Video Conferencing/Other Audio Visual Means (VC/OAVM) in accordance with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 & 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") (hereinafter collectively referred to as "MCA 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 Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the 29th Annual Report of the Company for the financial year 2024-25 together with Notice of 29th AGM is being sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The 29th Annual Report and Notice of 29th AGM are also being made available on the website of the Company at: www.mangalamworldwide.com

Kindly take this information on your record.

Thanking You,

Yours Faithfully,

For, Mangalam Worldwide Limited

Apexa Panchal
Company Secretary & Compliance Officer
Membership No.: A35725



Encl: A/a.

Mangalam Worldwide Limited

(CIN: L27100GJ1995PLC028381)

વડા અધિકારી પાસે
રજીસ્ટર્ડ સુધારક:

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of MANGALAM WORLDWIDE LIMITED having its registered office situated at 102, Mangalam Corporate House, 42, Shrimali Society, Netaji Marg, Mithakhali, Navrangpura, Ahmedabad – 380 009, Gujarat (deemed venue for the meeting), will be held on Monday, August 04, 2025 at 02:00 P.M. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) organized by the Company to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, together with the Report of the Auditors thereon.

2. To declare final dividend of Re. 0.20/- (Twenty paise only) per equity share of Rs. 10/- each for the financial year ended on March 31, 2025.

3. To appoint a director in place of Mr. Chanakya Prakash Mangal (DIN: 06714256), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint Mr. Mohit Kailash Agrawal (DIN: 09696637) as a Whole-time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act) and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or reenactment (s) thereof, the Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) respectively, consent of the Shareholders of the Company be and is hereby accorded to the reappointment of Mr. Mohit Kailash Agrawal (DIN: 09696637) as Whole Time Director of the Company designated as “Whole Time Director & Chief Financial Officer (CFO)” for a term of three (3) consecutive years, effective from August 06, 2025, on terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration, as may be mutually agreed with Mr. Mohit Kailash Agrawal from time to time, without being required to seek further approval of the members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the payment of remuneration as set out in the Explanatory Statement annexed hereto or such other remuneration as may be mutually agreed in the manner as set out above, as minimum remuneration for a period not exceeding three (3) years or such other period as may be statutorily permitted, in the event of inadequacy or absence of profits as contemplated under Section 197 and all other applicable provisions of the Act read with Schedule V of the Act.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper or expedient”.

5. To appoint of Mr. Susanta Kumar Panda (DIN: 07917003) as Non-Executive and Independent Director of the Company.

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

“RESOLVED THAT Mr. Susanta Kumar Panda (DIN: 07917003), who was appointed as an Additional Director of the Company with effect from June 28, 2025 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting

of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Susanta Kumar Panda, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from June 28, 2025 upto June 27, 2030 (both days inclusive), be and is hereby approved."

6. To appoint Secretarial Auditors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, M/s. Manoj Hurkat & Associates, Practising Company Secretaries (Firm Registration Number: P2011GJ025800) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

7. To ratify/approve the remuneration payable to M/s. V. M. Patel & Associates, Cost Accountants, Surat (Firm Registration Number: 101519), Cost Auditor of the Company for the Financial Year ending on March 31, 2026:

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to 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 for payment of remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. V. M. Patel & Associates, Cost Accountants, Surat (Firm Registration Number: 101519), who were appointed by the Board of Directors as Cost Auditor for conducting the audit of cost records of the Company for the financial year ending on March 31, 2026."

Date : June 28, 2025

Place : Ahmedabad

Registered Office:

102, Mangalam Corporate House,
42, Shrimali Society, Netaji Marg,
Mithakhali, Navrangpura,
Ahmedabad - 380 009, Gujarat, India.

BY ORDER OF THE BOARD
FOR, MANGALAM WORLDWIDE LIMITED

VIPIN PRAKASH MANGAL
CHAIRMAN
DIN: 02825511

NOTES:

1. Information regarding appointment/re-appointment of Director under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Explanatory statement(s) pursuant to Section 102(1) of the Companies Act, 2013, relating to Ordinary and Special Business(es) to be transacted at the 29th AGM is annexed hereto.
2. In view of Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 & 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members at the Annual General Meeting "AGM" venue is not required and AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Incompliance with aforesaid MCA Circulars and the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars") has granted the relaxation in respect of sending physical copies of annual report to members till September 30, 2025. The Notice of 29th AGM along with the Annual Report for the Financial Year 2024-25 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that 29th AGM Notice and Annual Report 2024-25 will also be available on the Company's website at www.mangalamworldwide.com, websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>. Members who have not registered their email address with the Company can register the same by following the procedure as mentioned in point 20 below. Post successful registration of email address, the Member will receive the soft copy of the Notice of AGM and the Annual Report.
4. The Company has availed VC facility provided by MUFG Intime India Private Limited ('MIPL'), Register & Transfer Agent (RTA) of the Company, for Members to participate in the 29th AGM of the Company. The instructions for participation by the Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-serve basis.
5. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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 THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 29TH ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.
6. There being no shareholders holding shares in physical mode in the Company, the Register of members and share transfer books of the Company is not required to 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. Monday, July 28, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting 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.
7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Company at cs@mangalamworldwide.com.
8. The final Dividend of Re. 0.20/- (Rupee Twenty paise only) on Equity Shares having face value of Rs. 10/- each of the Company as recommended by the Board of Directors of the Company at their meeting held on 28th June, 2025 for the financial year ended March 31, 2025, if declared at the AGM, will be paid on or before September 03, 2025 to those members whose names appear in the Register of Members as on Friday, July 18, 2025 ("the Record Date"). In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, July 18, 2025, as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
9. Pursuant to amendments introduced by the Finance Act, 2020, the dividend income will be taxable in the hands of the Shareholders and the Company is required to deduct the Tax at Source from Dividend paid to the

shareholders at the prescribed rates as per Income Tax Act, 1961 (“the IT Act”). The procedure and details for deduction of tax on dividends and submission of documents are sent by email to all the shareholders of the Company.

10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies, Act 2013 (the Act).
11. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 relating special business in respect of Item No. 4 to 7 of the Notice to be transacted at the AGM is annexed hereto.

The relevant details with respect to Item Nos. 4, 5, 6 and 7 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’) in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.

12. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mangalamworldwide.com.
14. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, members seeking any information with regard to the accounts or any matter to be placed at the AGM, are encouraged to write to the Company through email on cs@mangalamworldwide.com. The same will be replied by the Company suitably.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending email from their registered email id mentioning their name, demat account number/ folio number, mobile number to cs@mangalamworldwide.com on or before 29th July, 2025. The Company reserves the right to restrict number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
16. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, July 28, 2025, may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com.
17. Online Dispute Resolution Portal (“ODR Portal”):

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/ 2023/145 dated July 31, 2023 (updated as of 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 the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the 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://mangalamworldwide.com/investor-grievance/> by clicking “Link to SMART ODR PORTAL”

18. Pursuant to the provisions of Section 125 of the Companies Act, 2013 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund, set up by the Government of India. Kindly note that once unclaimed and unpaid dividends are transferred to the Investor Education and Protection Fund, Members will have to approach IEPF Authority for such dividend.
19. Members holding shares in electronic form are requested to intimate any changes in their registered address, name, PAN details, etc. to their Depository Participant (DP) with whom they are maintaining their demat account. In case of any queries/difficulties in registering the e-mail address, Members may write to rnt.helpdesk@in.mpms.mufg.com.
20. Registration of email ID and Bank Account details: In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, the log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and have not updated the Bank Account mandate for receipt of dividend, the shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

21. The Board of Directors have appointed Mr. Manoj Hurkat (FCS: 4287) Partner, M/s Manoj Hurkat & Associates, Practicing Company Secretaries, to act as the Scrutiniser for conducting the e-voting at the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and be available for the said purpose.
22. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny. The result of voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorised by him. The results declared along with the Scrutiniser's Report, will be posted on the website of the Company www.mangalamworldwide.com and on the website of MIIPL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorised by him and simultaneously communicated to the Stock Exchange i.e. National Stock Exchange of India ('NSE').
23. Voting through electronic means
 - The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with the Companies [Management and Administration] Rules, 2014, Secretarial Standards-2 issued by the Institute of Companies Secretaries of India on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The Company has made necessary arrangements with MUFG Intime India Private Limited (RTA) to facilitate the members to cast their votes from a place other than the venue of the AGM [remote e-voting].
 - A person whose name is 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. July 28, 2025 shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not Members as on the cut-off date should treat this Notice for information purpose only.
 - The Notice will be displayed on the website of the Company www.mangalamworldwide.com and on the website of MIIPL <https://instavote.linkintime.co.in/>
 - 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.
 - The Members whose names appear in the Register of Members / List of Beneficial Owners prior to cut off date i.e. 28th July, 2025 are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach RTA for issuance of the USER ID and Password for exercising their right to vote by electronic means.
 - The remote e-voting period will commence at 9:00 a.m. (IST) on Friday, August 01, 2025, and will end at 5:00 p.m. (IST) on Sunday, August 03, 2025. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, July 28, 2025, may cast their vote by remote e-voting. The e-voting module shall be disabled by RTA for voting thereafter.
 - In case the shareholders have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@in.mpms.mufg.com or call on 022-49186000.

24. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

I. INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company" and 'Event Date' and register with your following details:

- A. Demat Account No. or Folio No:**
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.
Shareholders holding shares in physical form – shall provide Folio Number.
- 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. Mobile No:** Enter your Mobile No.
- D. Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- 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
- Click on 'Submit'.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- 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’.
- 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. 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

II. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders 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. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- 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.

OR

Shareholders who have not registered for NSDL 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) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, 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 - Individual Shareholders directly visiting the e-voting website of NSDL

- 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 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 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 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password

- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ 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.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / 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 - Individual Shareholders 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 “Link InTime / 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 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) After successful authentication, click on “Link InTime / 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

- a. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
- b. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- c. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

- a. Enter your 10-digit Permanent Account Number (PAN)
- b. (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:

- a. 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:

- a. Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "Login" under 'SHARE HOLDER' tab.
- A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
- A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. 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 ("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:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

- B. 'Investor's Name - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. 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 – Voting through remote e-voting

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.: 250322" 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." 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "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).

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 a 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Forgot Password:

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 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.
- Click “forgot passwordRs.”
- Enter User ID, select Mode 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, Bank Account Number (last four digits) 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.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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
- Click “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.

- 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: 4: Re-appointment of Mr. Mohit Kailash Agrawal (DIN: 09696637) as a Whole-time Director of the Company:

Mr. Mohit Kailash Agrawal (DIN: 09696637) was appointed as a Whole-time Director of the Company w.e.f. August 06, 2022 for a period of 3 years on the remuneration and terms and conditions approved by the shareholders of the Company at the 26th Annual General Meeting held on 20th August, 2022. Accordingly, his term as a Whole-time Director would expire on

August 05, 2025. Mr. Mohit Kailash Agrawal is also the Chief Financial Officer of the Company and has made important and sustained contributions to the Company's performance. His extensive experience, expertise and valuable insights have been instrumental in driving the Company's efforts towards transformation and growth. It becomes imperative to prioritize the continuity and stability of our current leadership. In recognition of his contributions and in the best interests of the Company, it is proposed to retain him in his current role as Whole-Time Director. Based on the performance evaluation, the Nomination and Remuneration Committee ("NRC") and the Board of Directors at their respective meetings held on June 28, 2025 have recommended the re-appointment of Mr. Mohit Kailash Agrawal as a Whole-time Director of the Company designated as "Whole Time Director and Chief Financial Officer" for a further period of 3 years i.e. from August 06, 2025 to August 05, 2028 on the terms and conditions including remuneration, as contained in this explanatory statement. For details pertaining to brief resume of Mr. Mohit Kailash Agrawal and the relevant details and disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided for Item No. 4 of this Notice and the Corporate Governance Report forming part of the Annual Report. The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Mohit Kailash Agrawal as Whole-time Director of the Company in terms of Section 190 of the Act. Mr. Mohit Kailash Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority. In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 3 years. Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder:

GENERAL INFORMATION:

- (i) **Nature of Industry:** The Company is presently engaged in the business of manufacturing and exports of Stainless Steel (SS) Billets and Ingots, rolling of SS Flat & Round Bars, Bright bars, Seamless Pipes & Tubes and U – Bend Tubes.
- (ii) **Date or expected date of commencement of commercial production:** The Company has already started the commercial production.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (iv) **Financial performance based on given indicators:**

Financial Performance of the Company on Standalone and Consolidated basis is as follows; (₹ in Lakhs)

| PARTICULARS | STANDALONE | | CONSOLIDATED | |
|--|--------------------|------------------|--------------------|------------------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Revenue from operations | 1,06,070.94 | 81,810.80 | 1,06,070.94 | 81,810.80 |
| Other Income | 532.25 | 436.14 | 532.43 | 436.28 |
| Total Income | 1,06,603.19 | 82,246.94 | 1,06,603.37 | 82,247.08 |
| Total Expenses (including depreciation) | 103846.99 | 80214.54 | 103837.70 | 8,020.38 |
| Profit / (Loss) Before Taxation and after exceptional items | 2941.70 | 2032.40 | 2951.17 | 2,045.70 |
| Tax Expenses: | | | | |
| Current Income Tax | 1.08 | 2.07 | 1.08 | 2.07 |
| Deferred Tax | (0.86) | 20.00 | (2.46) | (254.02) |
| Income Tax (Prior Period)/ | - | - | - | - |
| Profit / (Loss) After Taxation | 2941.48 | 2010.33 | 2,952.55 | 2297.65 |

(v) **Foreign investments or collaborations, if any:** Not Applicable

(vi) **BRIEF DETAILS/ INFORMATION ABOUT THE APPOINTEE:**

Information about Mr. Mohit Kailash Agrawal (DIN: 09696637):

Background Details/Brief profile:

Mr. Mohit Kailash Agrawal, aged about 48 Years, is a Chartered Accountant. He is a Fellow Member of Institute of Chartered Accountants of India. He has completed his graduation in Commerce stream from Gujarat University, Ahmedabad. He has over all 27 years of experience in Finance, Accounts, Legal and Commercial matters.

Past Remuneration: Remuneration was paid of Rs. 2.25 Lakhs P.M. for March-2025.

Recognition of Award: None

Job Profile and his suitability:

Mr. Mohit Agrawal (DIN: 02825511) is Chartered Accountant. With his rich experience in the Finance and accounts field, he would be a valuable asset for the Company in his role as a Whole Time Director & Chief Financial Officer.

Remuneration Proposed: Please refer to the Explanatory Statement above.

Annually, maximum up to Rs. 295.90 Lakhs by way of salary lumpsum or otherwise and/or commission within 5% of Net profit of the Company or 10% of Net profit to all the managerial persons / executive Directors taken together as per the provisions of Section 197 of the Companies Act, 2013 as amended from time to time. In the event of inadequate profit or loss, the appointee will be paid maximum ceiling limit as per the terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013. The Board of Directors shall be entitled to decide the remuneration and its breakup in salary, perquisites, commission or other benefits within overall limit so approved.

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

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

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

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

The proposed/current remuneration of Mr. Mohit Kailash Agrawal, Whole Time Director is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. The proposed remuneration of Mr. Mohit Kailash Agrawal, Whole Time Director is determined by the Board, based on the recommendations of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of the aforesaid Whole Time Director and other relevant factors.

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

Mr. Mohit Kailash Agrawal (DIN: 09696637) is Chief Financial Officer of the Company since 1st January, 2022. Except being employee of the Company, he has no pecuniary relationship directly or indirectly with the Company. He holds 10,800 equity shares of the Company.

None of the Directors of the Company, are related to Mr. Mohit Kailash Agrawal (DIN: 09696637).

(vii) **OTHER INFORMATION:**

Reasons of loss or inadequate profits:

During the financial year ended March 31, 2025, Company is earning profits which may be deemed inadequate, therefore the remuneration payable to the Managing Directors/Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

Steps taken or proposed to be taken for improvement: Not applicable

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 regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard is annexed as Annexure A to Notice of 29th Annual General Meeting.

ITEM NO: 5: Appointment of Mr. Susanta Kumar Panda (DIN: 07917003), as Non-Executive and Independent Director of the Company.

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors appointed Mr. Susanta Kumar Panda (DIN: 07917003) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from June 28, 2025 upto June 27, 2030 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association of the Company, Mr. Susanta Kumar Panda shall hold office upto the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Susanta Kumar Panda are provided as Annexure to this Notice. Mr. Susanta Kumar Panda has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (ii) is not debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgement and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Susanta Kumar Panda is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Susanta Kumar Panda on the Board of the Company and accordingly the Board recommends the appointment of Mr. Susanta Kumar Panda as an Independent Director as proposed in the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members. Electronic copy of the terms and conditions of appointment of the Independent Directors is available for and is also available on the website of the Company at <https://mangalamworldwide.com/wp-content/uploads/2022/03/Draft-of-Appointment-Independent-Director.pdf>. Please refer to Note 13 given in the Notice on inspection of documents. Except for Mr. Susanta Kumar Panda and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The information as required under regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard is annexed as Annexure A to Notice of 29th Annual General Meeting.

ITEM NO: 6: To appoint Secretarial Auditors of the Company:

The Board at its meeting held on June 28, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Manoj Hurkat & Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P2011GJ025800) as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Manoj Hurkat & Associates is a partnership firm ("firm") of Practising Company Secretaries based at Ahmedabad. The firm has been having deep and sound knowledge and experience in dealing with matters pertaining to Corporate Laws, Securities Laws, Secretarial Audit, Due diligence, Compliances of listing regulations including SEBI-LODR, Compliances under FEMA/RBI, NBFC compliances, registration of trade mark, NCLT related matters, assistance in conducting Board meetings, General meetings and various other aspects pertaining to workings of the corporates. The firm has been registered with ICSI and having Firm Registration Number P2011GJ025800. The firm is also peer reviewed firm bearing peer review certificate number 5985/2024 dated 19th August, 2024 (valid upto 31st August, 2029) issued by peer review board of ICSI. The partners of the firm are peer reviewed partners of the firm. M/s. Manoj Hurkat & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Manoj Hurkat & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The proposed fees in connection with the secretarial audit shall be Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Manoj Hurkat & Associates. In addition to the secretarial audit, M/s. Manoj Hurkat & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 6 of this Notice.

ITEM NO: 7: To ratify/approve the remuneration payable to M/s. V. M. Patel & Associates, Cost Accountants, Surat (Firm Registration Number: 101519), Cost Auditor of the Company for the Financial Year ending on March 31, 2026:

The Board of Directors of the Company, in its meeting held on April 30, 2025, on the recommendation of the Audit Committee, approved the appointment of M/s. V. M. Patel & Associates, Cost Accountants, Surat (FRN: 101519), as Cost Auditor to conduct audit of the Cost records of the Company for the financial year ending on March 31, 2026 at a remuneration of Rs. 30,000/- (Rupees thirty Thousand Only) excluding all applicable taxes and reimbursement of out of pocket expenses.

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/approved by the Members of the Company.

The Board recommends the resolution set out under Item No. 7 for the approval of the Members by way of passing an Ordinary Resolution.

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.

Date : June 28, 2025

Place : Ahmedabad

BY ORDER OF THE BOARD
FOR, MANGALAM WORLDWIDE LIMITED

Registered Office:

102, Mangalam Corporate House,
42, Shrimali Society, Netaji Marg,
Mithakhali, Navrangpura,
Ahmedabad - 380 009, Gujarat, India.

VIPIN PRAKASH MANGAL
CHAIRMAN
DIN: 02825511

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

ANNEXURE A

| Name of Director | Mr. Chanakya Prakash Mangal (DIN: 06714256) | Mr. Mohit Kailash Agrawal (DIN: 09696637) | Mr. Susanta Kumar Panda (DIN: 07917003) |
|---|--|---|--|
| Date of Birth | August 09, 1995 | 25th December, 1976 | 15th April, 1959 |
| Qualification | He holds a Bachelor's degree in Commerce. | FCA and B.com. | B. A. (Hons), M.A. and LL.B |
| Experience - Expertise in specific functional areas - Job profile and suitability | <p>Mr. Chanakya Prakash Mangal, aged 29 years, is one of the promoter and also Director of the Company since November 15, 2013. He holds a Bachelor's degree in Commerce. He is having more than 10 years of experience in operations, accounts & finance and administration. He is involving in day to day operations of the Company and looks after the accounts & finance sales and administration department of the Company.</p> <p>He has been involved in family business for last several years. He has always been interested in working for the remarkable growth of the company. He holds a pivotal role in the company's administration, and under his guidance, our company has fostered strong public relations. At present, he has been actively involved in operations, accounts & finance and administration of the Company.</p> | <p>Mr. Mohit Kailash Agrawal, aged about 48 Years, is a Chartered Accountant. He is a Fellow Member of Institute of Chartered Accountants of India. He has completed his graduation in Commerce stream from Gujarat University, Ahmedabad. He has over all 27 years of experience in Finance, Accounts, Legal and Commercial matters.</p> <p>Mr. Susanta Kumar Panda, aged about 61, is a member of 1982 batch of Indian Revenue Services (Customs & Excise).</p> | <p>Mr. Susanta Kumar Panda is B. A. (Hons) from Ravenshaw College, Utkal University and M.A. from Hindu College, Delhi University. He has also done LL.B from Chaudhary Charan Singh University, Meerut.</p> <p>During his long professional carrier, he has worked in various capacities with the Central Government, including:</p> <ul style="list-style-type: none"> Served as Commissioner (Customs & Excise) in Gujarat; Special Director - Enforcement Directorate, Delhi - wherein he was in charge of intelligence and investigation of the whole directorate; Participated in the drafting of Prevention of Money Laundering Act; Departmental representative of the CBEC for defending the government cases before the CESTAT Authority; Served as the Chief Commissioner (Customs/ Service Tax / Excise / Goods & Service Tax) for the eastern zone; Served as Special Secretary, Department of Revenue, Ministry of Finance, Government of India facilitating the implementation of Goods & Service Tax in the country. <p>Mr. Susanta Kumar Panda superannuated on April 30, 2019.</p> |

| Name of Director | Mr. Chanakya Prakash Mangal (DIN: 06714256) | Mr. Mohit Kailash Agrawal (DIN: 09696637) | Mr. Susanta Kumar Panda (DIN: 07917003) |
|--|---|--|--|
| No. of Shares held as on March 31, 2025 | 4425500 Equity shares | 10,800 Equity shares | NIL |
| Terms & Conditions of appointment | As given above | As given above | As given above |
| Remuneration Last Drawn | Rs. 5.00 Lakhs P.M. for March-2025 | Rs. 2.25 Lakhs P.M. for March-2025 | NIL |
| Remuneration sought to be paid | As given above | As given above | As given above |
| Number of Board Meetings held and attended during the Financial Year 2024-25 | 08 out of 09 | 09 out of 09 | NIL |
| Date of Original appointment | 15th November, 2013 | 6th August, 2022 | 28th June, 2025 |
| Directorships held in public companies including deemed public companies (Excluding Subsidiary Companies, Foreign Companies and Section 8 Companies) | Mangalam Global Enterprise Limited | NIL | <ol style="list-style-type: none"> 1. Paytm Payments services Limited 2. Tiger Logistics(India) Limited 3. Zee Media Corporation Limited 4. Nandan Terry Limited 5. Vishal Fabrics Limited 6. Shanti Educational Initiatives Limited |
| Memberships/Chairmanships of committees of public companies* (Excluding Foreign Companies and Section 8 Companies) | <ol style="list-style-type: none"> 1. Mangalam Global Enterprise Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Member | NIL | <ol style="list-style-type: none"> 1. Paytm Payments services Limited <ul style="list-style-type: none"> • Audit Committee – Member 2. Tiger Logistics(India) Limited <ul style="list-style-type: none"> • Audit Committee – Member 3. Zee Media Corporation Limited <ul style="list-style-type: none"> • Audit Committee – Member 4. Nandan Terry Limited <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholder Relationship Committee –Member 5. Vishal Fabrics Limited <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholder Relationship Committee – Member 6. Shanti Educational Initiatives Limited <ul style="list-style-type: none"> • Audit Committee – Chairman • Stakeholder Relationship Committee – Member |

| Name of Director | Mr. Chanakya Prakash Mangal (DIN: 06714256) | Mr. Mohit Kailash Agrawal (DIN: 09696637) | Mr. Susanta Kumar Panda (DIN: 07917003) |
|--|--|--|--|
| Inter-se Relationship with other Directors and KMPs. | Mr. Chanakya Prakash Mangal (DIN: 06714256) is son of Mr. Vipin Prakash Mangal, Managing Director designated as 'Chairman' of the Company and brother of Mr. Chandragupt Prakash Mangal, Managing Director of the Company. | None | None |

*Includes only Audit Committee and Stakeholders Relationship Committee.

Date : June 28, 2025

Place : Ahmedabad

Registered Office:

102, Mangalam Corporate House,
42, Shrimali Society, Netaji Marg,
Mithakhali, Navrangpura,
Ahmedabad - 380 009, Gujarat, India.

BY ORDER OF THE BOARD
FOR, MANGALAM WORLDWIDE LIMITED

VIPIN PRAKASH MANGAL
CHAIRMAN
DIN: 02825511