

MWL/CS/NSE/2023-24/66

Date: 20<sup>th</sup> February, 2024

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

**Company Symbol: MWL, ISIN: INE0JYY01011**

**Subject: Intimation of Notice convening Extra Ordinary General Meeting (EGM-01/2023-24).**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Notice of Extra Ordinary General Meeting (EGM) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") of the Company is scheduled to be held on Saturday, 16<sup>th</sup> March, 2024, as mailed to all the members of the Company on Tuesday, 20<sup>th</sup> February, 2024. The aforesaid EGM Notice is also available on the website of the Company at [www.mangalamworldwide.com](http://www.mangalamworldwide.com).

Your Company has engaged the services of Link Intime India Private Limited ("LIPL") for providing remote e-voting facility as well as well as e-voting system on the date of the EGM to the members of the Company through LIPL's InstaVOTE platform.

The remote e-voting period will be commenced on Wednesday, 13<sup>th</sup> March, 2024 at 09:00 A.M. (IST) and ends on Friday, 15<sup>th</sup> March, 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by LIPL for voting thereafter.

The cut-off date for determining the eligibility of Members to cast their votes electronically has been fixed on Saturday, 09<sup>th</sup> March, 2024.

The facility for e-voting shall be made available at the EGM and the members attending the meeting through/OAVM and who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting. The physical attendance of the Members at the EGM venue is not required and Members desirous of attending the EGM through VC/OAVM may attend the EGM by following the procedure prescribed in the EGM Notice.

Kindly take the same on your record.  
Thanking You.

Yours faithfully,

For, Mangalam Worldwide Limited



\_\_\_\_\_  
**Chandragupt Prakash Mangal**  
Managing Director  
DIN: 07408422  
Encl. As above

**Mangalam Worldwide Limited**

(Formerly known as Mangalam Worldwide Private Limited)  
(CIN: L27100GJ1995PLC028381)

Regd. Office: 102, Mangalam Corporate House, 42, Shrimali Society, Netaji Marg, Mithakhali, Navrangpura, Ahmedabad-380009, Gujarat (INDIA)  
Tel: +91 79 61615000 (10 Lines) Email: [info@groupmangalam.com](mailto:info@groupmangalam.com) Website: [www.mangalamworldwide.com](http://www.mangalamworldwide.com)

**MANGALAM WORLDWIDE LIMITED**  
**(Formerly known as Mangalam Worldwide Private Limited)**  
**CIN: L27100GJ1995PLC028381**

**Registered Office:** 102, Mangalam Corporate House, 42, Shrimali Society,  
Netaji Marg, Mithakhali, Navrangpura, Ahmedabad – 380 009, Gujarat, India.

**Telephone:** +91 79 6161 5000; **Website:** [www.mangalamworldwide.com](http://www.mangalamworldwide.com); **Email:** [info@groupmangalam.com](mailto:info@groupmangalam.com)

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given to the Shareholders (the “Shareholders” or the “Members”) of MANGALAM WORLDWIDE LIMITED (Formerly known as Mangalam Worldwide Private Limited) (“Company”) that the Extra-Ordinary General Meeting No. EGM/01/2023-24 (‘EGM’) will be held on Saturday, 16<sup>th</sup> March, 2024 at 3:00 P.M. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following Special business:

**ITEM NO. 1: Issue of Convertible Warrants on Preferential Basis:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘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 (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions and which may 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, 44,00,000 (Forty Four Lakhs only) Convertible Warrants (‘Warrants/Convertible Warrants’) in one or more tranches at an issue price of Rs. 125.40/- (Rupees One Hundred Twenty Five and Forty Paise Only) per warrant at a price in accordance with the provisions of Chapter V of SEBI ICDR Regulations upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the following Proposed Allotees and such warrants convertible into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) at a premium of Rs. 115.40/- (Rupees One Hundred Fifteen and Forty Paise Only) each 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	13,50,000
2.	Chandragupt Prakash Mangal	Promoter	16,50,000
3.	Asha Garg	Public	2,00,000
4.	Naresh Naratmal Garg	Public	2,00,000
5.	Dimple Mangal	Public	3,50,000
6.	Priyata Mangal	Public	3,50,000
7.	Hemant Ramswaroop Agrawal	Public	50,000
8.	Madhulata Hemant Agrawal	Public	50,000
9.	Basant Ramswaroop Agrawal	Public	50,000
10.	Sangeeta Basant Agrawal	Public	50,000
11.	Ramratan Ramswaroop Agrawal	Public	50,000
12.	Madhubala Ramratan Agrawal	Public	50,000

**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 Thursday, 15<sup>th</sup> February, 2024, 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.”

**By order of the Board  
For, Mangalam Worldwide Limited  
(CIN: L27100GJ1995PLC028381)**

**Date: 15<sup>th</sup> February, 2024**

**Registered Office:**

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

**Sd/-  
CHANDRAGUPT PRAKASH MANGAL  
MANAGING DIRECTOR  
DIN: 07408422**

**Notes:**

1. In view of Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 and Circular No. 02/2022 dated 05<sup>th</sup> May, 2022, Circular No. 10/2022 & 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) and all other relevant circulars issued from time to time, physical attendance of the Members at the Extra Ordinary General Meeting “EGM” venue is not required and EGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. 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. 1 is appended hereto and forms part of this notice.

3. A Member entitled to attend and vote at the EGM 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 the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Members will not be available.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to [cs.mwpl@groupmangalam.com](mailto:cs.mwpl@groupmangalam.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) and scrutinizer at [sparshmaheshgupta@gmail.com](mailto:sparshmaheshgupta@gmail.com), at least 48 hours before the commencement of EGM. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In terms of applicable provisions, the facility of participation at the EGM through VC/OAVM is available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars and SEBI Circular, the Company is providing facility of remote e-Voting to Members in respect of the business to be transacted at the EGM. For this purpose, the Company has made necessary arrangement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of EGM will be provided by Link Intime India Private Limited.
9. In line with the MCA Circulars and SEBI Circular, the Notice for calling the EGM has been uploaded on the website of the Company at [www.mangalamworldwide.com](http://www.mangalamworldwide.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in).
10. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, 16<sup>th</sup> February, 2024.
11. 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. Saturday, 9<sup>th</sup> March, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
12. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s)
13. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
14. The Company has appointed M/s. Sparsh Gupta & Co., Practicing Company Secretaries to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
15. The members who have cast their vote by remote e-voting prior to EGM may also attend the EGM through VC/OAVM but shall not be entitled to cast their vote again.

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

1. The remote e-voting period begins on **Wednesday, 13<sup>th</sup> March, 2024 (09:00 A.M. IST) to Friday, 15<sup>th</sup> March, 2024 (05:00 P.M. IST)**.
2. The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on **Cut-Off Date i.e. 9<sup>th</sup> March, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date, being **9<sup>th</sup> March, 2024**.

**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

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

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

1. **Individual Shareholders holding securities in demat mode with NSDL**
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. **Individual Shareholders holding securities in demat mode with CDSL**
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. **Individual Shareholders (holding securities in demat mode) login through their depository participants:**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.  
\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above  
\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
    - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
    - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

#### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login Type	Help Desk
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

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

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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".

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the "Company" and 'Event Date' and register with your following details: -
    - A. **Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character **DP ID followed by 8 Digit Client ID**
      - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
    - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. **Mobile No.:** Enter your mobile number.
    - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
  - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number atleast 7 days in advance with the company at **cs.mwpl@groupmangalam.com**.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.  
Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

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

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

**Note:** Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through Insta Meet 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 Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

## EXPLANATORY STATEMENT

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

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the following statement sets out the material facts relating to Item No. 1 of this Notice:

### ITEM NO. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

In terms of provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘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 (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed approval of members of the Company by way of special resolution is required for allotment of 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 Allotees 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’), in their meeting held on Thursday, 15<sup>th</sup> February, 2024, subject to members approval and other necessary approvals, have approved to create, issue, offer and allot maximum upto 44,00,000 (Forty Four Lakhs Only) Convertible Warrants at issue price of Rs. 125.40/- (Rupees One Hundred Twenty Five and Forty Paise Only) per warrant each in accordance with the relevant provisions of the SEBI ICDR Regulations, or other applicable laws in this regard, on preferential basis to the Proposed allottees and such warrants convertible in to equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) at a premium of Rs. 115.40/- (Rupees One Hundred Fifteen and Forty Paise Only) each, at an option of the Warrant Holders, at any time, in one or more tranches, within Eighteen (18) months from the date of allotment of warrants on payment of balance 75% amount due on warrants, and to issue fresh equivalent number of fully paid-up Equity Shares of Rs. 10/- each on the conversion of Warrants, to such Proposed Allotees.

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

There shall be no price band. All the convertible warrants under this preferential issue shall be made at an issue price of Rs. Rs. 125.40/- (Rupees One Hundred Twenty Five and Forty Paise Only) or as may be determined as on relevant date in accordance with the provisions of Chapter V of SEBI ICDR Regulations or such other higher price, if required.

**D. 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, for re-payment of secured and unsecured loan, for investment in subsidiary and/or LLPs and/or Bodies Corporate including group companies and the General Corporate purpose etc.

**E. The Maximum number of securities to be issued:**

Maximum upto 44,00,000 (Forty Four Lakhs Only) Convertible Warrants are proposed to be issued at a price of Rs. 125.40/- (Rupees One Hundred Twenty Five and Forty Paise Only) per warrant convertible in to equal number of equity shares of Rs. 10/- each at a premium of Rs. 115.40/- (Rupees One Hundred Fifteen and Forty Paise Only) are proposed to be issued.

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

Mr. Chanakya Prakash Mangal and Mr. Chandragupt Prakash Mangal being Promoters / Directors / Key Managerial Personnel belonging to the promoters Group have shown their intension to subscribe total 30,00,000 convertible warrants. The details of their respective subscription are provided in the resolution itself.

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

**G. 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 and persons other than Promoter / Promoter Group.

**H. 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)#		Post Issue Shareholding (assuming the full conversion of Warrants in to equity shares)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
<b>A.</b>	<b>Promoter &amp; Promoter Group</b>						
	1. Indian						
	Individuals/ Hindu Undivided Family	15674274	63.97	20674274	69.61	23674274	69.42
	Bodies Corporate	0	0.00%	0	0.00%	0	0.00%
	<b>Sub Total (A)(1)</b>	<b>15674274</b>	<b>63.97%</b>	<b>20674274</b>	<b>69.61%</b>	<b>23174274</b>	<b>69.42%</b>

2.	Foreign Promoter	-	-	-	-	-	-
	<b>Sub Total (A)(2)</b>	-	-	-	-	-	-
	<b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>15674274</b>	<b>63.97%</b>	<b>20674274</b>	<b>69.61%</b>	<b>23674274</b>	<b>69.42%</b>
<b>B.</b>	<b>Non-promoters' holding (Public shareholding)</b>						
1.	Institutions Investors	15600	0.06%	15600	0.05%	15600	0.05%
	<b>Sub-Total (B) (1)</b>	-	-	-	-	-	-
2.	Central Government/State Government(s)/President of India	-	-	-	-	-	-
	<b>Sub-Total (B) (2)</b>	-	-	-	-	-	-
3.	Non-institutions						
a)	Individuals -	2599600	10.61%	2582800	8.70%	2582800	7.57%
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.						
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	3624000	14.79%	3840800	12.93%	5240800	15.37%
	b) NBFCs registered with RBI	-	-	-	-	-	-
	c) Non-Resident Indian	20400	0.08	20400	0.07%	20400	0.06%
	d) Hindu Undivided Families	369600	1.51%	369600	1.24%	369600	1.08%
	e) Bodies Corporate	2100000	8.57%	2100000	7.07%	2100000	6.16%
	f) Any Other (Specify)						
	i. Bodies Corporate - LLPs	25200	0.10%	25200	0.08%	25200	0.07%
	ii. Clearing Members	-	-	-	-	-	-
	ii. Directors and Relatives	72000	0.29%	72000	<b>0.24%</b>	72000	0.21%
	<b>Sub-Total (B) (3)</b>	<b>8826400</b>	<b>36.03%</b>	<b>9026400</b>	<b>30.39%</b>	<b>10426400</b>	<b>30.58%</b>
	<b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>8826400</b>	<b>36.03%</b>	<b>9026400</b>	<b>30.39%</b>	<b>10426400</b>	<b>30.58%</b>
C.	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-
	<b>Sub Total (C)</b>	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>24500674</b>	<b>100.00%</b>	<b>29700674</b>	<b>100.00%</b>	<b>34100674</b>	<b>100.00%</b>

# In Financial year 2022-23, the Company has issued 52,00,000 Convertible Warrants at an issue price of Rs. 107/- per Warrant (to be converted into equivalent number of fully paid up equity shares of face value of Rs. 10/- each at a premium of Rs. 97/- each). The such warrants are entitled for conversion into equal number of equity shares, upon exercise of the option by the warrant holders, within a maximum period of 18 months from the date of allotment i.e. 6<sup>th</sup> April, 2023 of such warrants on payment of balance 75% due on such warrants. Therefore, in post holding calculation, the warrant allotted in FY. 2023-24 is also reflected which will be converted when allottees would exercise their option for conversion in prescribed time frame.

Note:

- 1) *The Pre Issue Shareholding Pattern is based on Benpos as on, Friday, 9<sup>th</sup> February, 2024.*
- 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.*
- 5) *Mr. Om Prakash Mangal, a Member of Promoter Group holds 13,61,000 equity shares of Rs. 10/- representing 5.55% of paid up Share Capital of the Company, requested vide letter dated 4<sup>th</sup> January, 2023 to re-classify him from a 'Promoter Group' category to 'Public' category Shareholder. The Board of Directors of the Company considered the request and also the shareholders approved the same by passing of ordinary resolution through postal ballot on 17<sup>th</sup> February, 2023. The category would stands changed to 'Public' category after approval of the stock exchange i.e. NSE. Upon approval of the stock exchange i.e. NSE, pre-shareholding of Promoter & Promoter group shall stand reduced, accordingly.*

**I. 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.

- J. 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 K (after this para) for proposed list of allottees.

**K. 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.	Name of the Allottee	Pre-Preferential Holding		No. of Equity Shares Proposed to be allotted post conversion of Warrants into Equity#	Post-Preferential Holding#		No. of Equity Shares Proposed to be allotted post conversion of Warrants into Equity	Post Issue Holding*		% of Holding
		No. of Shares	% of Holding		No. of Shares	% of Holding		No. of Shares	% of Holding	
1	Chanakya Prakash Mangal	3325500	13.57	1100000	4425500	14.90	1350000	5775500	16.94	
2	Chandragupt Prakash Mangal	4226574	17.25	1900000	6126574	20.63	1650000	7776574	22.80	
3	Naresh Naratmal Garg	393600	1.61	0	393600	1.33	200000	593600	1.74	
4	Asha Garg	393600	1.61	0	393600	1.33	200000	593600	1.74	
5	Dimple Mangal	68400	0.28	0	68400	0.23	350000	418400	1.23	
6	Priyata Mangal	0	0	0	0	0	350000	350000	1.03	
7	Ramratan Ramswaroop Agrawal	0	0	0	0	0	50000	50000	0.15	
8	Madhubala Ramratan Agrawal	0	0	0	0	0	50000	50000	0.15	
9	Basant Ramswaroop Agrawal	0	0	0	0	0	50000	50000	0.15	
10	Sangeeta Basant Agrawal	0	0	0	0	0	50000	50000	0.15	
11	Hemant Ramswaroop Agrawal	0	0	0	0	0	50000	50000	0.15	
12	Madhulata Hemant Agrawal	0	0	0	0	0	50000	50000	0.15	

# In Financial year 2022-23, the Company has issued 52,00,000 Convertible Warrants at an issue price of Rs. 107/- per Warrant (to be converted into equivalent number of fully paid-up equity shares of face value of Rs. 10/- each at a premium of Rs. 97/- each). The such warrants are entitled for conversion into equal number of equity shares, upon exercise of the option by the warrant holders, within a maximum period of 18 months from the date of allotment i.e. 6th April, 2023. Therefore, in post holding calculation, the warrant allotted in FY. 2023-24 is also reflected which will be converted when allottees would exercise their option for conversion in prescribed time frame.

\* The Pre-allotment shareholding held by Promoter and promoter group and Public in the Company is 63.97% and 36.03% respectively which will be increase to 69.42% and 30.58% respectively pursuant to the full conversion of all warrants (already issued warrants and proposed warrants) into equity shares of the Company by the warrant holders, subject to compliance of applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Please refer to "the shareholding pattern before and after the Preferential Issue" above Para H for further reference. Assuming the full conversion of Warrants in to equity shares.

There will be no change in the Composition of the Board nor any change in the Control of the Company consequent to the Proposed Preferential Issue.

**L. Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date is reckoned as Thursday, 15<sup>th</sup> February, 2024, i.e., 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e. 16<sup>th</sup> March, 2024 to be convened to approve issue of Convertible Warrants on Preferential Basis, in accordance with the SEBI ICDR Regulations.

**M. 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 Thursday, 15<sup>th</sup> February, 2024 .**

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](http://www.mangalamworldwide.com).

Further, floor price as per valuation report is Rs.125.15 and price as determined as per Regulation 164 (1) is Rs.125.15. Therefore, as per provisions of Regulation 166A (1) of SEBI ICDR Regulations, 2015, the floor price/ issue price is Rs.125.15.

Therefore, in terms of Regulation 164(1) and Regulation 166A of the SEBI ICDR Regulations, the warrants are proposed to be issued at a price of Rs.125.40 (Rupees One Hundred and Twenty Five & Forty Paise only) each which is not less than floor price.

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

The Company intends to raise up to a maximum of Rs. 55,17,60,000 Crores (Rupees Fifty five Crore Seventeen lakhs Sixty thousand) by way of such convertible warrants.

**O. 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.

**P. Certificate from Practicing Company Secretary:**

The Certificate from Punit Santoshkumar Lath, 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.mangalamworldwide.com](http://www.mangalamworldwide.com) for inspection of Members.

**Q. Lock in Period:**

The Warrants 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.

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

The Company has issued 52,00,000 Convertible Warrants at an issue price of Rs. 107/- per Warrant (to be converted into equivalent number of fully paid up equity shares of face value of Rs. 10/- each at a premium of Rs. 97/- each) In Financial year 2022-23 which have been allotted to six allottees on 6<sup>th</sup> April, 2023 which includes 5 promoters & promoters group persons. Equity Shares of Company are listed on NSE Emerge platform.

**S. 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.

**By order of the Board  
For, Mangalam Worldwide Limited  
(CIN: L27100GJ1995PLC028381)**

**Date: 15<sup>th</sup> February, 2024**

**Registered Office:**

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

**Sd/-  
CHANDRAGUPT PRAKASH MANGAL  
MANAGING DIRECTOR  
DIN: 07408422**