

MWL/CS/NSE/2023-24/29

Date: 20th September, 2023

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 Notice of Postal Ballot:

Dear Sir/Madam,

Please find enclosed herewith copy of the Notice of Postal Ballot dated 18th September, 2023, sent through e-mail to the shareholders of the Company on 20th September, 2023 seeking approval of the members of the Company through Postal Ballot for the following resolution:

1. Migration of Company from Emerge Platform of National Stock Exchange of India Limited (NSE) to Main Board of NSE

Kindly take the same on your record.

Thanking You,

Yours Faithfully,
For, Mangalam Worldwide Limited

Fageshkumar R. Soni
Company Secretary & Compliance Officer
Membership No.: F8218



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 Website: www.mangalamworldwide.com

MANGALAM WORLDWIDE 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 ; Email: info@groupmangalam.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment(s) thereof for the time being in force) and in terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022, the Notice is hereby given that the resolution appended to this notice is proposed to be passed by the members by means of postal ballot through remote electronic voting (e-voting).

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

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

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

The e-voting facility is available at the link: <https://instavote.linkintime.co.in/> from **Thursday, 21st September, 2023 (09:00 A.M.) and will end on Friday, 20th October, 2023 (05:00 P.M.)**. Please refer to the instructions for casting votes through e-voting given in this Notice and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the e-voting facility provided by the Company through InstaVOTE Platform of LIPL.

The Board of Directors of the Company has appointed **M/s. Sparsh Gupta & Co.**, Practising Company Secretaries, as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

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

**By order of the Board
For, Mangalam Worldwide Limited**

Place: Ahmedabad
Date: 18th September, 2023

**Fageshkumar R. Soni
Company Secretary
Membership No. F8218**

SPECIAL BUSINESS

ITEM NO. 1: MIGRATION OF COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE:

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

“RESOLVED THAT pursuant to the provisions of Regulation 280(2) under Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR Regulations’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited (‘NSE’) and paid-up share capital of the Company likely to increase beyond Rs. 25,00,00,000/- (Rupees Twenty Five Crores) by virtue of further issue of equity share capital upon conversion of 52,00,000 convertible warrants issued on 6th April, 2023 on Preferential basis to the Promoters and Persons belonging to Promoters’ Group of the Company and Person other than the Promoters and Promoters’ Group (the ‘Warrant Holders’), upon exercise of option by the Warrant Holders, within 18 months from the date of allotment of such warrants, the consent of Members of the Company be and is hereby accorded for migration of the Company’s equity shares presently listed on ‘Emerge Platform’ of National Stock Exchange of India Limited (‘NSE’) i.e. ‘NSE EMERGE’ to be migrated on the ‘Main Board’ of NSE and follow such procedures as specified under SEBI ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India (SEBI), Registrar of Companies, Registrar and Transfer Agent (RTA), National Securities Depository Limited (NSDL), Central Depository Securities (India) Limited (CDSL) to apply, modify, rectify and submit any application and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution.”

**By order of the Board
For, Mangalam Worldwide Limited**

**Fageshkumar R. Soni
Company Secretary
Membership No. F8218**

Place: Ahmedabad

Date: 18th September, 2023

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard -2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution set out at Item No. 1 is appended hereto and forms part of this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in compliance of Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has engaged Link Intime India Private Limited (‘LIPL’ or ‘e-voting agency’) for facilitating remote e-voting to the Members through InstaVOTE Platform of LIPL.

3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, 15th September, 2023** by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, 15th September, 2023**.
4. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the members/shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system (e-voting) only. Therefore, those members/shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - o In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.mwpl@groupmangalam.com.
 - o In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.mwpl@groupmangalam.com.
 - o It is clarified that for permanent submission of e-mail address, the shareholders are requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, India (Tel: +91 22 4918 6000; Fax: +91 22 4918 6060), by following the due procedure.
 - o Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Mr. Fageshkumar R. Soni, Company Secretary with respect to the voting by remote electronic means at: Email id: cs.mwpl@groupmangalam.com. or to e-voting agency at enotices@linkintime.co.in.
6. The members have to vote through e-voting platform only.
7. The Portal for e-voting will remain open for the Members for exercising their votes through remote e-voting during **Thursday, 21st September, 2023** (09:00 A.M.) to **Friday, 20th October, 2023** (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **Friday, 15th September, 2023** ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by Link Intime India Private Limited after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer's decision on the validity of the voting shall be final.

10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.mangalamworldwide.com and website of e-voting agency - Link Intime India Private Limited viz. <https://instavote.linkintime.co.in/> and at the corporate announcement section of the website of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.
11. The Board of Directors of the Company has appointed **M/s. Sparsh Gupta & Co.**, Practising Company Secretaries, to act as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner and to scrutinize the votes received through InstaVOTE Platform of LIPL. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolution will be taken as passed effectively on **Friday, 20th October, 2023**, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Resolution in accordance with Companies Act, 2013 and / or Listing Regulations, have been received assenting to the Resolution. The result of the voting will be declared within 2 days working days from conclusion of the e-voting period at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.mangalamworldwide.com and communicated, simultaneously, to Stock Exchange (i.e. NSE), Registrar and Transfer Agent and e-Voting Agency.
13. Resolution approved by the members through Postal Ballots/remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Transfer Agent of the Company.

INSTRUCTIONS FOR CASTING VOTES THROUGH INSTAVOTE PLATFORM OF LIPL

Pursuant to SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June, 2021.

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

1. The e-voting period begins on Thursday, 21st September, 2023 at 9:00 A.M. and ends on Friday, 20th October, 2023 at 5:00 P.M.
2. The e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on Cut-Off Date i.e. 15th September, 2023, 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 15th September, 2023.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated 9th 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 and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

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

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

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

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

Cast your vote electronically:

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

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43.

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

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

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

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

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution 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)

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: MIGRATION OF COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE:

As per provisions of Regulation 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘SEBI ICDR Regulations’) where the post issue face value capital of an issuer listed in a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the issuer by way of rights issue, preferential issue, bonus issue etc. the issuer shall migrate its specified securities listed on a SME Exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities as laid down by the main board and conditions provided under the said Regulation.

Further, as per first proviso of Regulation 280 of SEBI ICDR Regulations, no further issue of capital by the issuer shall be made unless:

- (a) the shareholders of the issuer have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal
- (b) the issuer has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it

Pursuant to the approval of Shareholders of the Company by passing of special resolution in the Extra Ordinary General Meeting held on 24th March, 2023 and In-principle approval of NSE vide its letter dated 16th March, 2023 in terms of Regulation 28(1) of the Listing Regulations for issue of 52,00,000 equity shares of Rs. 10/- each to be issued on conversion of warrants to be allotted under preferential basis, the Board of Directors of the Company, in its meeting held on 6th April, 2023 allotted 52,00,000 convertible warrants at an issue price of Rs. 107/- per warrant on receipt of subscription money of Rs. 13,91,00,000/- being 25% of consideration at Rs. 107/- of each warrant.

Further, 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 of such warrants on payment of balance 75% due on such warrants.

At present, the paid-up equity share capital of the Company is Rs. 24,50,06,740/- consisting of 2,45,00,674 equity shares of Rs. 10/- each and equity shares of the Company are listed on ‘NSE Emerge’. Considering the conversion of such warrants into equal number of equity shares, at any time within 18 months from the date of allotment, the post-issue face value capital of the Company is likely to be increased beyond twenty-five crore rupees. Therefore, pursuant to Regulation 280 of the SEBI ICDR Regulations, the Company shall have to migrate its equity shares listed on ‘NSE Emerge’/‘NSE SME Exchange’ to the ‘Main Board’ of NSE.

Moreover, the Company’s operations have been increasing at a rapid pace. The listing of the equity shares of the Company on the Main Board is likely to have wider participation from investors at large and trading

in the Equity Shares of the Company on Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefit of listing on the Main Board in the form of market capitalization, enhanced liquidity, large participation, visibility etc., will accrue to the members of the Company.

Pursuant to Regulation 280 of the SEBI ICDR Regulations, approval of Shareholders is required by passing a special resolution through postal ballot.

Accordingly, the Board of Directors of the Company recommends the resolution set forth in Item No. 1 for the approval of the members.

None of the 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, except to the extent of their shareholding in the Company.

**By order of the Board
For, Mangalam Worldwide Limited**

Place: Ahmedabad
Date: 18th September, 2023

**Fageshkumar R. Soni
Company Secretary
Membership No. F8218**