

MWL/CS/NSE/2022-23/35

Date: 18th January, 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 of the Company dated 17th January, 2023, sent to the shareholders of the Company by e-mail on 18th January, 2023 for seeking approval of the members of the Company through Postal Ballot for the following resolutions:

1. To approve appointment and remuneration of Mrs. Honey Mangal, Officer of the Company holding office or place of profit u/s 188 of Companies Act, 2013
2. To approve increase in remuneration of Mrs. Rashmi Mangal, Officer of the Company holding office or place of profit u/s 188 of Companies Act, 2013
3. Approval for granting loans, guarantees or providing securities to the companies in which directors are interested
4. To approve the requests received from Mr. Om Prakash Mangal and Mr. Sanjay Prakash Mangal, persons belonging to the Promoter Group of the Company, for re-classification from the 'Promoter Group' category to 'Public' category shareholder.

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.mangalamsaarloh.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.mangalamsaarloh.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. 20/2020 dated 5th May, 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 resolutions appended to this notice are proposed to be passed by the members by means of postal ballot through remote electronic voting (e-voting).

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

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

The Company has engaged the services of 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, 19th January, 2023 (09:00 A.M.) and will end on Friday, 17th February, 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. Chirag Shah & Associates**, 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.mangalamsaarloh.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: 17th January, 2023

**Sd/-
Fageshkumar R. Soni
Company Secretary
Membership No. F8218**

SPECIAL BUSINESS

ITEM NO. 1: TO APPROVE APPOINTMENT AND REMUNERATION OF MRS. HONEY MANGAL, OFFICER OF THE COMPANY HOLDING OFFICE OR PLACE OF PROFIT U/S 188 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the section 188(1)(f) of the Companies Act, 2013 and Other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, when applicable and on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company, be and is hereby accorded to the Board of Directors to approve the appointment and remuneration of Mrs. Honey Mangal as Officer of the Company a relative of Directors upto a maximum of Rs. 1,00,00,000 (Rupees One Crore Only) per annum effective from 1st April, 2022, as may be decided by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

ITEM NO. 2: TO APPROVE INCREASE IN REMUNERATION OF MRS. RASHMI MANGAL, OFFICER OF THE COMPANY HOLDING OFFICE OR PLACE OF PROFIT U/S 188 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT in continuation of the resolution passed by the Members at the Extra Ordinary General Meeting held on 6th April, 2020, pursuant to the provisions of Section 188(1)(f) and Other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, when applicable and on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company, be and is hereby accorded to the Board of Directors to approve increase in remuneration of Mrs. Rashmi Mangal as Officer of the Company a relative of Directors upto a maximum of Rs. 1,00,00,000 (Rupees One Crore Only) per annum effective from 1st January, 2023, as may be decided by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

ITEM NO. 3: APPROVAL FOR GRANTING LOANS, GUARANTEES OR PROVIDING SECURITIES TO THE COMPANIES IN WHICH DIRECTORS ARE INTERESTED:

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

“RESOLVED THAT pursuant to provision of Section 185 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and rules made there under, approval of the Members of the Company be and is hereby accorded to the Board of Directors for granting loans or give any guarantees or provide any securities in connection with any loan taken, in one or more tranches to the following companies for the maximum amount as

mentioned in the corresponding column and on the terms and conditions as may be finalized by the Board of Directors of the company in the best interest of the Company, during any calendar year:

Sr. No.	Name of the Company	Maximum amount (Rupees in Crores)
1	Hindprakash Overseas Private Limited	25.00
2	Shagun Marbles Private Limited	25.00
TOTAL		50.00

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for the purpose of making loan within the limits as aforesaid and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

ITEM NO. 4: TO APPROVE THE REQUESTS RECEIVED FROM MR. OM PRAKASH MANGAL AND MR. SANJAY PRAKASH MANGAL, PERSONS BELONGING TO THE PROMOTER GROUP OF THE COMPANY, FOR RE-CLASSIFICATION FROM THE ‘PROMOTER GROUP’ CATEGORY TO ‘PUBLIC’ CATEGORY SHAREHOLDER

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

“**RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendments made thereto) and other applicable laws and subject to necessary approvals from the stock exchange where the equity shares of the Company is listed namely, National Stock Exchange of India Limited and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the following persons from the ‘Promoter Group’ category to the ‘Public’ category shareholder:

Sr. No.	Name	‘Promoter/ Promoter Group’ category	Number of equity shares held	% of shareholding
1	Mr. Om Prakash Mangal	Promoter Group	13,61,000	5.55
2	Mr. Sanjay Prakash Mangal	Promoter Group	0	0.00

RESOLVED FURTHER THAT each of the above persons have separately confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange for reclassification of the above persons any other appropriate statutory authorities, if any, the Company shall effect such re-classification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr. Vipin Prakash Mangal (DIN: 02825511), Chairman, Mr. Chanakya Prakash Mangal (DIN 06714256), Managing Director, Mr. Chandragupt Prakash Mangal (DIN: 07408422), Managing Director, Mr. Mohit Kailash Agrawal (DIN: 09696637), Whole Time Director & CFO and Mr. Fageshkumar R. Soni, Company Secretary & Compliance Officer, be and are hereby severally authorized on behalf of the Company to do, either by themselves or

through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchange to seek their approval for the re-classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.”

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

**Sd/-
Fageshkumar R. Soni
Company Secretary
Membership No. F8218**

Place: Ahmedabad
Date: 17th January, 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 resolutions set out at Item No. 1 to 4 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 & 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 ('LI IPL' or 'e-voting agency') for facilitating remote e-voting to the Members through InstaVOTE Platform of LI IPL.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, 13th January, 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, 13th January, 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 however

requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, 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, 19th January, 2023** (09:00 A.M.) to **Friday, 17th February, 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, 13th January, 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.mangalamsaarloh.com and e-voting website of 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. Chirag Shah & Associates**, 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 Resolutions will be taken as passed effectively on **Friday, 17th February, 2023**, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Resolutions in accordance with Companies Act, 2013 and / or Listing Regulations, have been received assenting to the Resolution. The result of the voting will be declared within 2 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.mangalamsaarloh.com and communicated, simultaneously, to Stock Exchange (i.e. NSE), Registrar and Transfer Agent and e-Voting Agency.
 13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.

14. The 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, 19th January, 2023 at 9:00 A.M. and ends on Friday, 17th February, 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. 13th January, 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 13th January, 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.nsd.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.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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 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](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 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)

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 to 4 of this Notice:

ITEM NO. 1: TO APPROVE APPOINTMENT AND REMUNERATION OF MRS. HONEY MANGAL, OFFICER OF THE COMPANY HOLDING OFFICE OR PLACE OF PROFIT U/S 188 OF COMPANIES ACT, 2013:

Pursuant to the provisions of the Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the Company is required for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on 17th January, 2023 approved the appointment and remuneration of Mrs. Honey Mangal as Officer of the Company a relative of Directors upto a maximum of Rs. 1,00,00,000 (Rupees One Crore Only) per annum effective from 1st April, 2022, as may be decided by the Board of Directors of the Company.

Mrs. Honey Mangal is qualified Chartered Accountant. She has completed her graduation from JNV University, Jodhpur. She has good experience in the field of accountancy and taxation.

Related Party Transaction- (Remuneration to related parties holding office or place of profit)

Name of Related Parties	Name of the director or KMP who is related	Nature of Relationship with the related party	Nature, material terms, monetary value and particulars of contract or arrangement.
Mrs. Honey Mangal	Mr. Chanakya Prakash Mangal, Managing Director	Wife	Remuneration to be paid upto a maximum of Rs. 1,00,00,000/- per annum effective from 1 st April, 2022, as may be decided by the Board of Directors of the Company.
	Mr. Vipin Prakash Mangal, Chairman	Daughter in Law	
	Mr. Chandragupt Prakash Mangal, Managing Director	Brother’s Wife	

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Mr. Vipin Prakash Mangal and Mr. Chanakya Prakash Mangal and their relatives are deemed to be interested or concerned, financially or otherwise in the proposed resolution. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the proposed resolution.

ITEM NO. 2: TO APPROVE INCREASE IN REMUNERATION OF MRS. RASHMI MANGAL, OFFICER OF THE COMPANY HOLDING OFFICE OR PLACE OF PROFIT U/S 188 OF COMPANIES ACT, 2013:

Pursuant to the provisions of the Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the Company is required for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees.

The Members of the Company, in the Extra Ordinary General meeting held on 6th April, 2020 passed the resolution for increase in remuneration of Mrs. Rashmi Mangal, employee of the Company. Now, on the recommendation of the Nomination and Remuneration Committee, in continuation of above mentioned resolution passed by the Members of the Company, the Board of Directors, in its meeting held on 17th January, 2023 approved increase in remuneration of Mrs. Rashmi Mangal as Officer of the Company a relative of Directors upto a maximum of Rs. 1,00,00,000 (Rupees One Crore Only) per annum effective from 1st January, 2023, as may be decided by the Board of Directors of the Company.

Mrs. Rashmi Mangal is commerce graduate and she has good experience in the field of accountancy and administration.

Related Party Transaction- (Remuneration to related parties holding office or place of profit)

Name of Related Parties	Name of the director or KMP who is related	Nature of Relationship with the related party	Nature, material terms, monetary value and particulars of contract or arrangement.
Mrs. Rashmi Mangal	Mr. Vipin Prakash Mangal, Chairman	Wife	Increase in remuneration upto a maximum of Rs. 1,00,00,000/- per annum, effective from 1 st January, 2023, as may be decided by the Board of Directors of the Company.
	Mr. Chanakya Prakash Mangal, Managing Director	Mother	
	Mr. Chandragupt Prakash Mangal, Managing Director	Mother	

The Board recommends the Ordinary Resolution as set out at item no. 2 of the accompanying Notice for approval by the Members of the Company.

Mr. Vipin Prakash Mangal, Mr. Chanakya Prakash Mangal and Mr. Chandragupt Prakash Mangal and their relatives are deemed to be interested or concerned, financially or otherwise in the proposed resolution. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the proposed resolution.

ITEM NO. 3: APPROVAL FOR GRANTING LOANS, GUARANTEES OR PROVIDING SECURITIES TO THE COMPANIES IN WHICH DIRECTORS ARE INTERESTED:

Pursuant to provisions of Section 185 of the Companies Act, 2013, a company is not eligible to advance any loan or give any guarantee or provide any security in connection with any loan taken by any company/body corporate in which one or more Directors are interested unless obtaining approval from members of the Company by way of passing special resolution is obtained.

The Company has received requests from two companies falling under related parties to give loans for

their business entities. The Board of Directors of the Company proposes to give such loans with the approval of members and such loan provided by the Company will be utilized for the principal business purposes by such Company(ies).

This item relates to granting of loans or providing guarantees to, or securities in connection with any loan taken by the company/body corporate in which Directors are interested. Accordingly, your Directors recommend passing of the proposed Special resolution as set out at Item No. 3 of accompanying notice for approval of the Members.

Mr. Anil Kumar Agrawal and Mrs. Pritu Gupta and their relatives are deemed to be concerned or interested directly or indirectly in proposed resolution. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4: TO APPROVE THE REQUESTS RECEIVED FROM MR. OM PRAKASH MANGAL AND MR. SANJAY PRAKASH MANGAL, PERSONS BELONGING TO THE PROMOTER GROUP OF THE COMPANY, FOR RE-CLASSIFICATION FROM THE 'PROMOTER GROUP' CATEGORY TO 'PUBLIC' CATEGORY SHAREHOLDER:

The Company has received separate request letters dated 4th January, 2023 from the following persons belonging to the promoter and promoter group of the Company for re-classification from the 'Promoter Group' category to 'Public' category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"):

Sr. No.	Name	'Promoter/ Promoter Group' category	Number of equity shares held	% of shareholding
1	Mr. Om Prakash Mangal	Promoter Group	13,16,000	5.55
2	Mr. Sanjay Prakash Mangal	Promoter Group	0	0.00

Each of the aforesaid persons have in their respective request letters informed the Company that they are neither apart of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, Mr. Om Prakash Mangal and Mr. Sanjay Prakash Mangal, in their respective request letters, have separately confirmed that each of them along with persons related to them seeking re-classification shall not –

- I. together, hold more than ten percent of the total voting rights in the Company;
- II. exercise control over the affairs of the Company directly or indirectly;
- III. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. be represented on the board of directors (including not having a nominee director) of the listed entity;
- V. act as a key managerial person in the listed entity;
- VI. be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- VII. be a fugitive economic offender.

In view of the above, and on the basis of the rationale and the confirmations received from each of Mr. Om Prakash Mangal and Mr. Sanjay Prakash Mangal, the Board of Directors of the Company, at its meeting held on 17th January, 2023, analyzed the requests made by Mr. Om Prakash Mangal and Mr. Sanjay Prakash Mangal and in compliance with Regulation 31A of the Listing Regulations, approved the request for re-classification, inter alia subject to approval by the members, the stock exchange where the shares of the Company is listed namely National Stock Exchange of India Limited and/or such other approval, if any as may be necessary in this regard.

As required under Regulation 31A(8) of the Listing Regulations, the Company has intimated the Stock Exchange of receipt of reclassification request from Mr. Om Prakash Mangal and Mr. Sanjay Prakash Mangal on 5th January, 2023 and the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchange on 17th January, 2023.

In accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations, the reclassification of status of a shareholder holding more than one percent of the total voting rights in the Company, from the 'Promoter and Promoter Group' category to the 'Public' category, *inter alia* requires approval of the members of the Company by way of an ordinary resolution. Therefore, the aforesaid requests for re-classification of Mr. Om Prakash Mangal and Mr. Sanjay Prakash Mangal are being placed before the members of the Company for approval by way of an ordinary resolution.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchange and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange or the depositories. If any payment(s) are pending, the same will be paid immediately as and when we will be informed by aforesaid authorities. Further, the promoter(s) seeking reclassification and persons related to them shall not vote to approve such reclassification request.

The Board of Directors of the Company recommends the resolution as set out in item No. 4 of the Notice for the approval of the members of the Company as an ordinary resolution.

None of the directors or key managerial personnel of the Company, Except Vipin Prakash Mangal, are in anyway concerned or interested in the proposed resolution as set out in Item No. 4 of the Notice.

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

Place: Ahmedabad
Date: 17th January, 2023

**Sd/-
Fageshkumar R. Soni
Company Secretary
Membership No. F8218**