

MWL/CS/NSE/2023-24/64

Date: 15th 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 (EQ), ISIN: INE0JYY01011

Subject: Outcome of Board Meeting of the Company held today i.e. Thursday, 15th February, 2024 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company, at its meeting held on today i.e. on Thursday, 15th February, 2024 which was commenced at 4:00 P.M. at the registered office of the Company situated at 102, Mangalam Corporate House, 42, Shrimali Society, Netaji Marg, Mithakhali, Navrangpura, Ahmedabad-380009, Gujarat, India, has *inter alia*:

1. Approved to create, issue, offer and allot, upto 44,00,000 (Forty Four Lakhs) Convertible Warrants ("Warrants/Convertible Warrants") on preferential basis at a price of Rs. 125.40/- per Warrant in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) in such a manner, and upon such terms and conditions as may be deemed appropriate by the Board, on preferential basis to the Promoters and Persons belonging to Promoters' Group of the Company as well as Person other than Promoters and Promoter Group, subject to the approval of the Shareholders of the Company and applicable regulatory authorities as the case may be, in accordance with the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws.

Details as required pursuant to SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 with respect to the Preferential Issue of convertible warrants are enclosed as Annexure A.

2. Decided to convene and hold an Extra Ordinary General Meeting ("EGM") of the members of the Company to be held on Saturday, 16th March, 2024 at 03:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") organized by the Company.

Also, discussed all matters contained in the Notice of the EGM in detail and approved draft of Notice of Extra Ordinary General Meeting and authorised Executive Directors and Company Secretary to send Notice to all the members of the Company under the provisions of the Companies Act, 2013 read with rules made thereunder.

The copy of the notice of Extra Ordinary General Meeting will be submitted to the Stock Exchange, E-Voting Agency as soon as the same be emailed to the eligible Members of the Company. The notice of Extra Ordinary General Meeting will also be hosted on the website of the Company at www.mangalamworldwide.com.

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 61613000 (10 Lines) Email: info@groupmangalam.com Website: www.mangalamworldwide.com



3. Approved the appointment of M/s. Sparsh Gupta, Practising Company Secretaries (Firm Registration Number: 17390), as Scrutinizer for carrying out Remote E-voting Process in fair and transparent manner during the "EGM" process.
4. "Cut-off-Date" for the purpose of determining the eligibility of the members entitled to vote by remote e-voting shall be Saturday, 09th March, 2024. Those shareholders holding shares, as on the close of business hours on Saturday, 09th March, 2024 will be entitled to avail the facility of remote e-voting.

The meeting was concluded at 6.45 P.M.

Request you to kindly take the above on record and acknowledge the receipt.

Thanking You.
Yours faithfully,

For, Mangalam Worldwide Limited



Chandragupt Prakash Mangal
Managing Director
DIN: 07408422

Encl: A/a

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ANNEXURE A

DETAILS REGARDING PREFERENTIAL ALLOTMENT OF WARRANTS

Sr No.	Particulars	Details
1	Type of securities proposed to be issued (viz. Equity shares, convertibles etc.)	Convertible Warrants to be issued which are to be converted in the equal number of fully paid up equity shares on full payment of warrants. i.e. one equity share per warrant, maximum within a period of 18 months.
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment in accordance with the Chapter V of the SEBI ICDR Regulations and other applicable laws.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 44,00,000 (Forty Four Lakhs) warrants convertible into 44,00,000 (Forty Four Lakhs) equity shares of face value of Rs. 10/- each at a premium of Rs.115.40/- per equity share as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations in such manner and 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. In case of Split / sub-divison of equity shares of the Company, the face value of equity shares and premium shall be calculated /adjusted accordingly
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	As under

Name and Number of Investors: - Promoters/Promoter Group and Public :-

Sr No.	Name	Category	No. of convertible equity warrants proposed to be issued
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

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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
Total			44,00,000

Post Allotment of Securities-Outcome of the Subscription:

Sr No.	Category of Shareholders	Pre-Preferential Issue		Post-Preferential Issue*# (Post exercise of warrants into Equity Shares)		Post-Preferential Issue* (Post exercise of warrants into Equity Shares)(proposed to be allotted)	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
1	Promoters & Promoters' Group	15674274	63.97	20674274	69.61	23674274	69.42
2	Public	8826400	36.03	9026400	30.39	10426400	30.58
Total		24500674	100.00	29700674	100.00	34100674	100.00

* # 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 exercised their option for conversion in prescribed time frame.

* The Post Preferential Issue shareholding is calculated assuming full exercise of 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.

Issue Price:

At an issue price of Rs. 125.40/- for each warrant to be converted in to equal number of equity shares of Rs. 10/- at a premium of Rs. 115.40/- per equity share determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, in such manner and 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.

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In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument:

Each warrant is convertible into one (1) equity share of face value of Rs. 10/-each on full payment of warrants, in one or more tranches, within a period of 18 months from the date of allotment of warrants on such other terms and conditions as applicable and deemed fit by the Board of Directors of the Company.

The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, demerger, rights issue or undertakes consolidation, subdivision or reclassification of Equity Shares or such other similar events or circumstances requiring adjustments.

Thanking You,

Yours Faithfully,

For, Mangalam Worldwide Limited



Chandragupt Prakash Mangal
Managing Director
DIN: 07408422

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