

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of MANGALAM WORLDWIDE LIMITED having its registered office situated at 102, Mangalam Corporate House, 42, Shrimali Society, Netaji Marg, Mithakhali, Navrangpura, Ahmedabad – 380 009, Gujarat (deemed venue for the meeting), will be held on Wednesday, August 21, 2024 at 2:00 P.M. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) organized by the Company to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Report of the Auditors thereon.
- (2) To declare final dividend of Re. 1.00/- (One Rupee only) per equity share of Rs. 10/- each for the financial year ended on March 31, 2024.
- (3) To appoint a Director in place of Mr. Vipin Prakash Mangal (DIN: 02825511), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- (4) **To ratify/approve the remuneration payable to M/s. V. M. Patel & Associates, Cost Accountants, Surat (Firm Registration Number: 101519), Cost Auditor of the Company for the Financial Year ending on March 31, 2025:**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and any other applicable provision(s), if any, of the Companies Act, 2013, read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for payment of remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. V. M. Patel & Associates, Cost Accountants, Surat (FRN: 101519), who were appointed by the Board of Directors as Cost Auditor for conducting the audit of cost records of the Company for the financial year ending on March 31, 2025.”

- (5) **Re-appointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as Managing Director Designated as ‘Chairman’ of the Company:**

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 Section 196, 197, 198, 200 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs (including any statutory amendments, modifications or re-enactment thereof for time being in force), Regulation 17(6)(e) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended and to the extent applicable, the Memorandum and Articles of Association of the Company and subject to other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee (hereinafter referred to as “the Committee”) and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as Managing Director designated as ‘Chairman’ of the Company for a period of three (3) years w.e.f. March 01, 2025 to March 01, 2028, liable to retire by rotation with such terms and conditions including such remuneration as set out in the explanatory statement annexed to this notice with the power to the Board to alter and modify the said appointment/remuneration, in such manner as deem fit necessary, in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vipin Prakash Mangal (DIN: 02825511), Managing Director designated as Chairman, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Vipin Prakash Mangal (DIN: 02825511),

Managing Director designated as Chairman, by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the appointee and that the approval of the members is also specifically given for the payment of remuneration in terms of this resolution even if the same exceeds the limit specified in regulation 17(6)(e) of SEBI Listing Regulations.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Vipin Prakash Mangal (DIN: 02825511), being Managing Director designated as Chairman in two companies, shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Vipin Prakash Mangal (DIN: 02825511) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration to Mr. Vipin Prakash Mangal (DIN: 02825511) as Managing Director designated as Chairman of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

(6) Re-appointment of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company:

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 Section 196, 197, 198, 200, 203 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof for time being in force), Regulation 17(6)(e) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended and to the extent applicable, the Memorandum and Articles of Association of the Company and other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee (hereinafter referred to as “the Committee”) and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company for a period of three (3) years w.e.f. March 01, 2025 to March 01, 2028, liable to retire by rotation with such terms and conditions including such remuneration as set out in the explanatory statement annexed to this notice with the power to the Board to alter and modify the said appointment / remuneration, in such manner as deem fit necessary, in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Chanakya Prakash Mangal (DIN: 06714256), Managing Director of the Company shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Chanakya Prakash Mangal (DIN: 06714256), Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the appointee and that the approval of the members is also specifically given for the payment of remuneration in terms of this resolution even if the same exceeds the limit specified in regulation 17(6)(e) of SEBI Listing Regulations.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Chanakya Prakash Mangal (DIN: 06714256), being Managing Director in two companies, shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Chanakya Prakash Mangal (DIN: 06714256) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

(7) Re-appointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company:

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 Section 196, 197, 198, 200, 203 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof for time being in force), Regulation 17(6)(e) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended and to the extent applicable, the Memorandum and Articles of Association of the Company and other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee (hereinafter referred to as “the Committee”) and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company for a period of three (3) years w.e.f. March 01, 2025 to March 01, 2028, liable to retire by rotation with such terms and conditions including such remuneration as set out in the explanatory statement annexed to this notice with the power to the Board to alter and modify the said appointment / remuneration, in such manner as deem fit necessary, in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Chandragupt Prakash Mangal (DIN: 07408422), Managing Director of the Company shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Chandragupt Prakash Mangal (DIN: 07408422), Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the appointee and that the approval of the members is also specifically given for the payment of remuneration in terms of this resolution even if the same exceeds the limit specified in regulation 17(6)(e) of SEBI Listing Regulations.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Chandragupt Prakash Mangal (DIN: 07408422), being Managing Director in two companies shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Chandragupt Prakash Mangal (DIN: 07408422) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

Place : Ahmedabad
Date : July 18, 2024

BY ORDER OF THE BOARD
FOR, MANGALAM WORLDWIDE LIMITED

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

VIPIN PRAKASH MANGAL
CHAIRMAN
DIN: 02825511

NOTES:

1. In view of Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 & 11/2022 dated December 28, 2022 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 Annual General Meeting “AGM” venue is not required and AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. Further, the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, has granted the relaxation in respect of sending physical copies of annual report to members till September 30, 2024.
2. Information regarding appointment/re-appointment of Director and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. Pursuant to the MCA Circulars read with SEBI Circular dated January 05, 2023 (“SEBI Circular”), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM 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 AGM 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@mangalamworldwide.com** with a copy marked to **enotices@linkintime.co.in** and scrutinizer at **sparsmaheshgupta@gmail.com**, at least 48 hours before the commencement of AGM. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
4. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
5. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 relating special business in respect of Item No. 4 to 7 of the Notice to be transacted at the AGM is annexed hereto.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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 its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by Link Intime India Private Limited.
8. In line with the MCA Circulars and SEBI Circular, the Notice for calling the AGM has been uploaded on the website of the Company at **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 and the AGM 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**.
9. AGM is to be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circular.
10. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company is not required to be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, August 09, 2024**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

11. 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.
12. 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.
13. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

1. The remote e-voting period begins on **Sunday, August 18, 2024 at 9:00 A.M. and ends on Tuesday, August 20, 2024 at 5:00 P.M.**
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. Friday, August 09, 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 Friday, August 09, 2024.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 09, 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:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.

- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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 ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "**Corporate Body/ Custodian/Mutual Fund**"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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	Help Desk
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

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”.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.
 - ▶ 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 General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
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 panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist 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 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 InstaMEET 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 General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

INFORMATION ON DIVIDEND:

- i. The Board of Directors in their meeting held on April 19, 2024 has recommended a Final Dividend of Re. 1.00/ - per equity share for the Financial Year ended March 31, 2024. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e. Friday, August 02, 2024, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
- ii. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reason, Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
- iii. Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
- iv. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to **cs@mangalamworldwide.com** by Friday, August 02, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/ JPG Format) by e-mail to **cs@mangalamworldwide.com**. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, August 02, 2024.

- v. The Company has fixed Friday, August 02, 2024 as the 'Record Date' for determining entitlement of members to receive dividend for the F.Y. 2023-24, if approved at the AGM.

Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before September 20, 2024, subject to applicable TDS.

- vi. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

EXPLANATORY STATEMENT

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

ITEM NO: 4:

The Board of Directors of the Company, in its meeting held on April 19, 2024, on the recommendation of the Audit Committee, approved the appointment of M/s. V. M. Patel & Associates, Cost Accountants, Surat (FRN: 101519), as Cost Auditor to conduct audit of the Cost records of the Company for the financial year ending on March 31, 2025 at a remuneration of Rs. 30,000/- (Rupees thirty Thousand Only) excluding all applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified/approved by the Members of the Company.

The Board recommends the resolution set out under Item No. 4 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 5

The Members of the Company, at the Extra Ordinary General Meeting held on March 02, 2022, appointed Mr. Vipin Prakash Mangal (DIN: 02825511) as Managing Director designated as 'Chairman' for the period of three (3) years effective from March 01, 2022 to February 28, 2025. Therefore, on expiry of his tenure as a Managing Director designated as 'Chairman' of the Company, Mr. Vipin Prakash Mangal (DIN: 02825511) shall be re-appointed for a further period of 3 (three) years effective from March 01, 2025 to March 01, 2028 at the remuneration as may be mutually decided by the Board in consultation with Mr. Vipin Prakash Mangal. As such, as per the requirement of provisions of the Companies Act, 2013 (the 'Act') and rules thereof, subject to approval of the Members in the General Meeting, on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, in their Meeting held on July 18, 2024, approved the re-appointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as Managing Director designated as 'Chairman' of the Company at the remuneration set out as under.

The Company has received declaration from Mr. Vipin Prakash Mangal (DIN: 02825511), Managing Director designated as 'Chairman' of the Company, confirming that he is not disqualified from being appointed as Managing Director designated as 'Chairman' in terms of provisions Section 164 of the Companies Act, 2013 and also, he is not debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory Authorities. Further, he satisfies the conditions set out in Part -I of Schedule V to the Act and under Section 196(3) of the Act for being eligible for such re-appointment.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum remuneration payable to Mr. Vipin Prakash Mangal (DIN: 02825511), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 and pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Vipin Prakash Mangal (DIN: 02825511), being Managing Director designated as Chairman in two companies, shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person. In order to comply with the requirement of Regulation 17(6)(e) of the SEBI Listing Regulations, the approval of the members is being sought by way of a special resolution for the payment of remuneration if exceeds the limit specified in regulation 17(6)(e) of SEBI Listing Regulations.

Pursuant to Section 196, 197, 198, 200, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013, the re-appointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as Managing Director designated as 'Chairman' of the Company is being placed before the Members for their approval by way of Special Resolution.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

The information as required under Schedule V to the Companies Act, 2013, is provided below:

1. GENERAL INFORMATION:

Nature of Industry:

The Company is presently engaged in business of manufacturing and trading of Stainless Steel Billets, Flats, Bright Bars and Strips of various Engineering Grades.

Date or expected date of commencement of commercial production:

The Company has already started the commercial production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

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

PARTICULARS	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	81,810.80	64,448.70	81,810.80	64,448.70
Other Income	436.14	204.36	436.28	206.45
Total Income	82,246.94	64,653.06	82,247.08	64,655.15
Total Expenses (including depreciation)	80,214.54	63,449.10	80,201.38	63,443.23
Profit / (Loss) Before Taxation	2,032.40	1,555.64	2,045.70	1,211.92
Tax Expenses:				
Current Income Tax	2.07	1.95	2.07	1.95
Income Tax (Prior Period)	20.00	(114.84)	(254.02)	(195.92)
Profit / (Loss) After Taxation	2,010.33	1,668.53	2,297.65	1,757.57

Foreign investments or collaborations, if any: Not Applicable

2. BRIEF DETAILS/ INFORMATION ABOUT THE APPOINTEE:

Information about Mr. Vipin Prakash Mangal (DIN: 02825511):

Background Details/Brief profile:

Mr. Vipin Prakash Mangal, aged 56 years, is the Promoter and Chairman & Executive Director of the Company. He holds a Bachelor's degree in Commerce from the University of Ajmer. He has more than 36 years of business experience in manufacturing, trading of various commercial commodities and affiliated consultancy services. He is also having vast experience in business management, formulation of business strategies, planning and implementation. He has high-level connections in the international market with multinational companies of Europe, China, Korea, Taiwan and USA etc.

He has a powerful vision and an outstanding history of managing project from initial conception, through development, implementation and successful completion within defined time schedule. His strong analytical reasoning and financial market knowledge helps in organizational development, strategic policy for companies, business system including database, accountancy, budget and expansion.

Past Remuneration: Remuneration was paid of Rs. 5.00 Lakhs P.M. for March-2024.

Recognition of Award: None

Job Profile and his suitability:

Mr. Vipin Prakash Mangal has been well connected with various corporate houses of India, China, Europe, South East Asia & Middle East Countries. He is also well-versed in business management, strategy development, planning, and implementation. As a third-generation industrialist, he has been a key contributor to the growth and development of our business. Looking to the utmost experience of Mr. Vipin Prakash Mangal (DIN: 02825511), he is a fit and proper person as the Chairman of the Company.

Remuneration Proposed:

A. Salary:

Rs. 84.00 Lakhs per annum or 5% of Net profit of the Company or 10% of Net profit to all the managerial persons / executive Directors whichever is higher, as per the provisions of Section 197 of the Companies Act, 2013 as amended from time to time and regulation 17(6)(e) and other applicable regulations, if any, SEBI Listing Regulations, as amended and to the extent applicable. In the event of inadequate profit or loss, the appointee will be paid maximum ceiling limit as per the terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 and pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Vipin Prakash Mangal (DIN: 02825511), being Managing Director designated as Chairman shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person.

B. Perquisites, allowances and benefits:

- Housing: Rent free furnished residential accommodation with free gas, electricity and water as per Company's policy. In case no accommodation is provided by the Company the Chairman shall be

entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a maximum limit of 50% of basic salary.

- b. Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- c. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- e. Encashment of leave at the end of the tenure.
- f. Insurance premium for medical and hospitalization and Personal Accident insurance cover.
- g. Medical reimbursement: Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- h. Club Fees: Fees of clubs subject to a maximum of two clubs
- i. Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.
- j. Telephone and mobile facility at residence for official purposes.
- k. Servant: Reimbursement of servant's salary subject to a maximum of four servants.
- l. Watchman: Reimbursement of watchman's salary subject to a maximum of two watchmen.
- m. Gardener: Reimbursement of gardener's salary subject to a maximum of one gardener.
- n. Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- o. Any other one time, periodic retirement allowances / benefits as may be decided by the board at the time of retirement.

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

Provided further that perquisites mentioned in point "c" to "e" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

C. Commission:

5.00% p.a. on the net profit computed under Section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

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

Taking into consideration the size of the Company, the profile of Mr. Vipin Prakash Mangal (DIN 02825511) and the responsibilities shouldered on him and the industry bench marks, the proposed remuneration well below in compared to the comparable Companies.

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

Mr. Vipin Prakash Mangal (DIN: 02825511) has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of a Chairman and Executive Director and receipt of interest on the unsecured loan granted by him to the Company. He holds 4230600 equity shares of the Company as on March 31, 2024.

Mr. Vipin Prakash Mangal (DIN: 02825511) is a father of Mr. Chanakya Prakash Mangal and Mr. Chandragupt Prakash Mangal, Managing Directors of the Company.

3. OTHER INFORMATION:

Reasons of loss or inadequate profits:

During the financial year ended March 31, 2024, Company is earning profits which may be deemed inadequate, therefore the remuneration payable to the Managing Directors/Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

Steps taken or proposed to be taken for improvement:

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

Expected increase in productivity and profits in measurable terms:

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The information as required under regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard is annexed as Annexure A to Notice of 28th Annual General Meeting.

The Board of Directors is of the view that the appointment of Mr. Vipin Prakash Mangal (DIN: 02825511) as a Managing Director designated as 'Chairman' of the Company will be beneficial to the overall business operations of the Company and remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution as set out at Item no. 5 of the accompanying Notice for approval by the Members of the Company.

As such, it is proposed to seek the members' approval for re-appointment and remuneration of Mr. Vipin Prakash Mangal (DIN: 02825511) as a Managing Director designated as 'Chairman' of the Company, in terms of the applicable provisions of the Act.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Vipin Prakash Mangal (DIN: 02825511) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration payable to Mr. Vipin Prakash Mangal (DIN: 02825511) as Chairman of the Company.

Mr. Vipin Prakash Mangal, Mr. Chanakya Prakash Mangal and Mr. Chandragupt Prakash Mangal and their relatives, may be deemed to be interested or concerned, financially or otherwise in the proposed resolution. Except above, 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. 6

APPOINTMENT OF MR. CHANAKYA PRAKASH MANGAL (DIN: 06714256) AS MANAGING DIRECTOR OF THE COMPANY:

The Members of the Company, at the Extra Ordinary General Meeting held on March 02, 2022, appointed Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director for the period of three (3) years effective from March 1, 2022 to February 28, 2025. Therefore, on expiry of his tenure as a Managing Director of the Company. Mr. Chanakya Prakash Mangal was re-appointed for a further period of 3 (three) years effective from March 01, 2025 to March 01, 2028 at the remuneration as may be mutually decided by the Board in consultation with Mr. Chanakya Prakash Mangal. As such, as per the requirement of provisions of the Companies Act, 2013 (the 'Act') and rules thereof, subject to approval of the Members in the General Meeting, on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, in their Meeting held on July 18, 2024, approved the re-appointment of Mr. Chanakya Prakash Mangal as Managing Director of the Company at the remuneration set out as under.

The Company has received declaration from Mr. Chanakya Prakash Mangal confirming that he is not disqualified from being appointed as Managing Director in terms of provisions Section 164 of the Companies Act, 2013 and also, he is not debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory Authorities. Further, he satisfies the conditions set out in Part -I of Schedule V to the Act and under Section 196(3) of the Act for being eligible for such re-appointment.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum remuneration payable to Mr. Chanakya Prakash Mangal (DIN: 06714256), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 and pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Chanakya Prakash Mangal (DIN: 06714256), being Managing Director in two companies, shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person. In order to comply with the requirement of Regulation 17(6)(e) of the SEBI Listing Regulations, the approval of the members is being sought by way of a special resolution for the payment of remuneration if exceeds the limit specified in regulation 17(6)(e) of SEBI Listing Regulations..

Pursuant to Section 196, 197, 198, 200, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013, the appointment of

Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company is being placed before the Members for their approval by way of Special Resolution.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

The information as required under Schedule V to the Companies Act, 2013, is provided below;

1. GENERAL INFORMATION:

Nature of Industry:

The Company is presently engaged in business of manufacturing and trading of Stainless Steel Billets, Flats, Bright Bars and Strips of various Engineering Grades.

Date or expected date of commencement of commercial production:

The Company has already started the commercial production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

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

PARTICULARS	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	81,810.80	64,448.70	81,810.80	64,448.70
Other Income	436.14	204.36	436.28	206.45
Total Income	82,246.94	64,653.06	82,247.08	64,655.15
Total Expenses (including depreciation)	80,214.54	63,449.10	80,201.38	63,443.23
Profit / (Loss) Before Taxation	2,032.40	1,555.64	2,045.70	1,211.92
Tax Expenses:				
Current Income Tax	2.07	1.95	2.07	1.95
Income Tax (Prior Period)	20.00	(114.84)	(254.02)	(195.92)
Profit / (Loss) After Taxation	2,010.33	1,668.53	2,297.65	1,757.57

Foreign investments or collaborations, if any: Not Applicable

2. BRIEF DETAILS/ INFORMATION ABOUT THE APPOINTEE:

Information about Mr. Chanakya Prakash Mangal (DIN: 06714256):

Background Details/Brief profile:

Mr. Chanakya Prakash Mangal, aged 28 years, is one of the promoter and also Director of the Company since November 13, 2013. He holds a Bachelor's degree in Commerce. He is having more than 9 years of experience in operations, accounts & finance and administration. He is involving in day to day operations of the Company and looks after the accounts & finance sales and administration department of the Company.

Past Remuneration: Remuneration was paid of Rs. 5.00 Lakhs P.M. for March-2024.

Recognition of Award: None

Job Profile and his suitability:

Mr. Chanakya Prakash Mangal has been involved in family business for last several years. He has always been interested in working for the remarkable growth of the company. He is director in our Company since November 15, 2013. He holds a pivotal role in the company's administration, and under his guidance, our company has fostered strong public relations. At present, he has been actively involved in operations, accounts & finance and administration of the Company.

Remuneration Proposed:

A. Salary:

Rs. 84.00 Lakhs per annum or 5% of Net profit of the Company or 10% of Net profit to all the managerial persons / executive Directors whichever is higher, as per the provisions of Section 197 of the Companies Act, 2013 as amended from time to time regulation 17(6)(e) and other applicable regulations, if any, SEBI Listing Regulations, as amended and to the extent applicable. In the event of inadequate profit or loss, the appointee will be paid maximum ceiling limit as per the terms of provisions of Section II of Part II

of Schedule V to the Companies Act, 2013 and pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Chanakya Prakash Mangal (DIN: 06714256) Managing Director shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person.

B. Perquisites, allowances and benefits:

- a. Housing: Rent free furnished residential accommodation with free gas, electricity and water as per Company's policy. In case no accommodation is provided by the Company the Managing Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a maximum limit of 50% of basic salary.
- b. Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- c. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- e. Encashment of leave at the end of the tenure.
- f. Insurance premium for medical and hospitalization and Personal Accident insurance cover.
- g. Medical reimbursement: Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- h. Club Fees: Fees of clubs subject to a maximum of two clubs
- i. Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.
- j. Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- k. Any other one time, periodic retirement allowances / benefits as may be decided by the board at the time of retirement.

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

Provided further that perquisites mentioned in point "c" to "e" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

C. Commission:

5.00% p.a. on the net profit computed under Section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

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

Taking into consideration the size of the Company, the profile of Mr. Chanakya Prakash Mangal (DIN: 06714256) and the industry bench marks, the proposed remuneration well below in compared to the comparable Companies.

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

Mr. Chanakya Prakash Mangal (DIN: 06714256) has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of a Director of the Company, receipt of interest on the unsecured loan granted by him to the Company and lease rent paid to him. He holds 36,55,500 equity shares of the Company as on March 31, 2024.

Mr. Chanakya Prakash Mangal (DIN 06714256) is son of Mr. Vipin Prakash Mangal, Chairman and Brother of Mr. Chandragupt Prakash Mangal, Managing Director of the Company.

3. OTHER INFORMATION:

Reasons of loss or inadequate profits:

During the financial year ended March 31, 2024, Company is earning profits which may be deemed inadequate, therefore the remuneration payable to the Managing Directors/Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

Steps taken or proposed to be taken for improvement:

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

Expected increase in productivity and profits in measurable terms:

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The information as required under regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard is annexed as Annexure A to Notice of 28th AGM.

The Board of Directors is of the view that the appointment of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution as set out at Item no. 6 of the accompanying Notice for approval by the Members of the Company.

As such, it is proposed to seek the members' approval for appointment and remuneration of Mr. Chanakya Prakash Mangal (DIN: 06714256) as a Managing Director of the Company, in terms of the applicable provisions of the Act.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Chanakya Prakash Mangal (DIN: 06714256) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Chanakya Prakash Mangal (DIN: 06714256) as Managing Director of the Company.

Mr. Chanakya Prakash Mangal, Mr. Vipin Prakash Mangal and Mr. Chandragupt Prakash Mangal and their relatives, may be deemed to be interested or concerned, financially or otherwise in the proposed resolution. Except above, 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. 7**APPOINTMENT OF MR. CHANDRAGUPT PRAKASH MANGAL (DIN: 07408422) AS MANAGING DIRECTOR OF THE COMPANY:**

The Members of the Company, at the Extra Ordinary General Meeting held on March 02, 2022, appointed Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director for the period of three (3) years effective from March 1, 2022 to February 28, 2025. Therefore, on expiry of his tenure as a Managing Director of the Company, Mr. Chandragupt Prakash Mangal (DIN: 07408422) shall be re-appointed for a further period of 3 (three) years effective from March 01, 2025 to March 01, 2028 at the remuneration as may be mutually decided by the Board in consultation with Mr. Chandragupt Prakash Mangal. As such, as per the requirement of provisions of the Companies Act, 2013 (the 'Act') and rules thereof, subject to approval of the Members in the General Meeting, on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, in their Meeting held on July 18, 2024, approved the re-appointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422), as Managing Director of the Company at the remuneration set out as under.

The Company has received declaration from Mr. Chandragupt Prakash Mangal confirming that he is not disqualified from being appointed as Managing Director in terms of provisions Section 164 of the Companies Act, 2013 and also, he is not debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory Authorities. Further, he satisfies the conditions set out in Part -I of Schedule V to the Act and under Section 196(3) of the Act for being eligible for such re-appointment.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Chandragupt Prakash Mangal, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 and pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Chandragupt Prakash Mangal(DIN: 07408422), being Managing Director in two companies, shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person. In order to comply with the requirement of Regulation 17(6)(e) of the SEBI Listing Regulations, the approval of the members is being sought by way of a special resolution for the payment of remuneration if exceeds the limit specified in regulation 17(6)(e) of SEBI Listing Regulations.

Pursuant to Section 196, 197, 198, 200, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013, the appointment of Mr. Chandragupt Prakash Mangal as Managing Director of the Company is being placed before the Members for their approval by way of Special Resolution.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

The information as required under Schedule V to the Companies Act, 2013, is provided below:

1. GENERAL INFORMATION:

Nature of Industry:

The Company is presently engaged in business of manufacturing and trading of Stainless Steel Billets, Flats, Bright Bars and Strips of various Engineering Grades.

Date or expected date of commencement of commercial production:

The Company has already started the commercial production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

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

PARTICULARS	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	81,810.80	64,448.70	81,810.80	64,448.70
Other Income	436.14	204.36	436.28	206.45
Total Income	82,246.94	64,653.06	82,247.08	64,655.15
Total Expenses (including depreciation)	80,214.54	63,449.10	80,201.38	63,443.23
Profit / (Loss) Before Taxation	2,032.40	1,555.64	2,045.70	1,211.92
Tax Expenses:				
Current Income Tax	2.07	1.95	2.07	1.95
Income Tax (Prior Period)	20.00	(114.84)	(254.02)	(195.92)
Profit / (Loss) After Taxation	2,010.33	1,668.53	2,297.65	1,757.57

Foreign investments or collaborations, if any: Not Applicable

2. BRIEF DETAILS/ INFORMATION ABOUT THE APPOINTEE:

Information about Mr. Chandragupt Prakash Mangal (DIN: 07408422):

Background Details/Brief profile:

Mr. Chandragupt Prakash Mangal, aged 26, is one of the Promoter and also a Director of the Company since January 18, 2016 He holds degree in Supply Chain Management from Kelley School of Business, Indiana University and also holds level II badge in CFA from CFA Institute. He is having more than 7 years of experience in operations, finance, marketing and administration. He is involved in the day-to-day operations and looks after the finance and overall administration and management of the Company.

Past Remuneration: Remuneration was paid of Rs. 5.00 Lakhs P.M. for March-2024.

Recognition of Award: None

Job Profile and his suitability:

Mr. Chandragupt Prakash Mangal has been involved in family business for last several years. He has improved Supply Chain Processes by setting up Purchase of raw material, Production and Inventory Control System. He is director in our Company since January 18, 2016. He has very good knowledge of Foreign trade and Overseas business operations Development. He always bring, use and implement innovative ideas and technology to improve profitability. He leads the procurement, manufacturing & marketing teams of the company. Additionally, he is also influential in building strong public relations for the company.

Remuneration Proposed:

A. Salary:

Rs. 84.00 Lakhs per annum or 5% of Net profit of the Company or 10% of Net profit to all the managerial persons / executive Directors whichever is higher, as per the provisions of Section 197 of the Companies Act, 2013 as amended from time to time and regulation 17(6)(e) and other applicable regulations, if any, SEBI Listing Regulations, as amended and to the extent applicable. In the event of inadequate profit or loss, the appointee will be paid maximum ceiling limit as per the terms of provisions of Section II of Part II

of Schedule V to the Companies Act, 2013 and pursuant to Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Chandragupt Prakash Mangal (DIN: 07408422) Managing Director shall be eligible to draw remuneration from the both the companies not exceeding maximum higher admissible limit from any of the Company in which he is managerial person.

B. Perquisites, allowances and benefits:

- a. Housing: Rent free furnished residential accommodation with free gas, electricity and water as per Company's policy. In case no accommodation is provided by the Company the Managing Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a maximum limit of 50% of basic salary.
- b. Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- c. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- d. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- e. Encashment of leave at the end of the tenure.
- f. Insurance premium for medical and hospitalization and Personal Accident insurance cover.
- g. Medical reimbursement: Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- h. Club Fees: Fees of clubs subject to a maximum of two clubs
- i. Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.
- j. Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- k. Any other one time, periodic retirement allowances / benefits as may be decided by the board at the time of retirement.

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

Provided further that perquisite mentioned in point "c" to "e" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

C. Commission:

5.00% p.a. on the net profit computed under Section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

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

Taking into consideration the size of the Company, the profile of Mr. Chandragupt Prakash Mangal (DIN: 07408422) and the industry bench marks, the proposed remuneration well below in compared to the comparable Companies.

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

Mr. Chandragupt Prakash Mangal (DIN: 07408422) has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of a Director of the Company and receipt of interest on the unsecured loan granted by him to the Company. He holds 5246574 equity shares of the Company as on March 31, 2024.

Mr. Chandragupt Prakash Mangal (DIN: 07408422) is son of Mr. Vipin Prakash Mangal, Chairman and brother of Mr. Chanakya Prakash Mangal, Director of the Company.

3. OTHER INFORMATION:

Reasons of loss or inadequate profits:

During the financial year ended March 31, 2024, Company is earning profits which may be deemed inadequate, therefore the remuneration payable to the Managing Directors/Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

Steps taken or proposed to be taken for improvement

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

Expected increase in productivity and profits in measurable terms:

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The information as required under regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard is annexed as Annexure A to Notice of 28th AGM.

The Board of Directors is of the view that the appointment of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item no. 7 of the accompanying Notice for approval by the Members of the Company.

As such, it is proposed to seek the members' approval for appointment and remuneration of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as a Managing Director of the Company, in terms of the applicable provisions of the Act.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Chandragupt Prakash Mangal (DIN: 07408422) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Chandragupt Prakash Mangal (DIN: 07408422) as Managing Director of the Company.

Mr. Chandragupt Prakash Mangal, Mr. Vipin Prakash Mangal and Mr. Chanakya Prakash Mangal and their relatives, may be deemed to be interested or concerned, financially or otherwise in the proposed resolution. Except above, 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.

Place : Ahmedabad
Date : July 18, 2024

BY ORDER OF THE BOARD
FOR, MANGALAM WORLDWIDE LIMITED

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

VIPIN PRAKASH MANGAL
CHAIRMAN
DIN: 02825511

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

ANNEXURE A

Name of Director	Mr. Vipin Prakash Mangal (DIN: 02825511)	Mr. Chanakya Prakash Mangal (DIN: 06714256)	Mr. Chandragupt Prakash Mangal (DIN: 07408422)
Date of Birth/ Age	December 25, 1967	August 09, 1995	December 08, 1997
Qualification	He holds Bachelor's degree in Commerce from University of Ajmer.	He holds a Bachelor's degree in Commerce.	He holds degree in Supply Chain Management from Kelley School of Business, Indiana University and also holds level II badge in CFA from CFA Institute.
Experience - Expertise in specific functional areas - Job profile and suitability	<p>Mr. Vipin Prakash Mangal, aged 56 years, is the Promoter and Chairman & Executive Director of the Company. He holds a Bachelor's degree in Commerce from the University of Ajmer. He has more than 36 years of business experience in manufacturing, trading of various commercial commodities and affiliated consultancy services. He is also having vast experience in business management, formulation of business strategies, planning and implementation. He has high-level connections in the international market with multinational companies of Europe, China, Korea, Taiwan and USA etc.</p> <p>He has been well connected with various corporate houses of India, China, Europe, South East Asia & Middle East Countries. He is also well-versed in business management, strategy development, planning, and implementation. As a third-generation industrialist, he has been a key contributor to the growth and development of our business. Looking to the utmost experience of Mr. Vipin Prakash Mangal (DIN: 02825511), he is a fit and proper person as the Chairman of the Company.</p>	<p>Mr. Chanakya Prakash Mangal, aged 28 years, is one of the promoter and also Director of the Company since November 13, 2013. He holds a Bachelor's degree in Commerce. He is having more than 9 years of experience in operations, accounts & finance and administration. He is involved in day to day operations of the Company and looks after the accounts & finance sales and administration department of the Company.</p> <p>He has been involved in family business for last several years. He has always been interested in working for the remarkable growth of the company. He is director in our Company since November 15, 2013. He holds a pivotal role in the company's administration, and under his guidance, our company has fostered strong public relations. At present, he has been actively involved in operations, accounts & finance and administration of the Company.</p>	<p>Mr. Chandragupt Prakash Mangal, aged 26, is one of the Promoter and also a Director of the Company since January 18, 2016. He holds degree in Supply Chain Management from Kelley School of Business, Indiana University and also holds level II badge in CFA from CFA Institute. He is having more than 7 years of experience in operations, finance, marketing and administration. He is involved in the day-to-day operations and looks after the finance and overall administration and management of the Company.</p> <p>He has been involved in family business for last several years. He has improved Supply Chain Processes by setting up Purchase of raw material, Production and Inventory Control System. He is director in our Company since January 18, 2016. He has very good knowledge of Foreign trade and Overseas business operations Development. He always bring, use and implement innovative ideas and technology to improve profitability. He leads the procurement, manufacturing & marketing teams of the company. Additionally, he is also influential in building strong public relations for the company.</p>

Name of Director	Mr. Vipin Prakash Mangal (DIN: 02825511)	Mr. Chanakya Prakash Mangal (DIN: 06714256)	Mr. Chandragupt Prakash Mangal (DIN: 07408422)
No. of Shares held	4230600 Equity shares	3655500 Equity shares	5246574 Equity shares
Terms & Conditions of appointment	As given above	As given above	As given above
Remuneration Last Drawn	Rs. 5.00 Lakhs per month for March-2024	Rs. 5.00 Lakhs P.M. for March-2024	Rs. 5.00 Lakhs P.M. for March-2024
Remuneration sought to be paid	As given above	As given above	As given above
Number of Board Meetings held and attended during the Financial Year 2020-21	14 out of 15	14 out of 15	13 out of 15
Date of Original appointment	January 01, 2022	November 15, 2013	January 18, 2016
Directorships held in public companies including deemed public companies (Excluding Subsidiary Companies, Foreign Companies and Section 8 Companies)	Mangalam Global Enterprise Limited	Mangalam Global Enterprise Limited	Mangalam Global Enterprise Limited
Memberships/Chairmanships of committees of public companies* (Excluding Foreign Companies and Section 8 Companies)	NIL	Member of Stakeholders Relationship Committee - Mangalam Global Enterprise Limited	Member of Audit Committee Mangalam Global Enterprise Limited - Member
Inter-se Relationship with other Directors and KMPs.	Mr. Vipin Prakash Mangal (DIN: 02825511) is a father of Mr. Chanakya Prakash Mangal and Mr. Chandragupt Prakash Mangal, Managing Director of the Company.	Mr. Chanakya Prakash Mangal (DIN: 06714256) is son of Mr. Vipin Prakash Mangal, Chairman and brother of Mr. Chandragupt Prakash Mangal, Managing Director of the Company.	Mr. Chandragupt Prakash Mangal (DIN: 07408422) is son of Mr. Vipin Prakash Mangal, Chairman and brother of Mr. Chanakya Prakash Mangal, Managing Director of the Company.

*Includes only Audit Committee and Stakeholders Relationship Committee.

Place : Ahmedabad
Date : July 18, 2024

BY ORDER OF THE BOARD
FOR, MANGALAM WORLDWIDE LIMITED

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

VIPIN PRAKASH MANGAL
CHAIRMAN
DIN: 02825511