

**MANGLAM GLOBAL CORPORATIONS LIMITED**  
**(Formerly known as KSHITIJ INVESTMENTS LIMITED)**  
**CIN- L10613MP1979PLC074323**

Registered Office: Mangalwara Bazaar, Next to Agrawal Readymade Stores, Piparia, Hoshangabad- 461775,  
Madhya Pradesh, India

Mobile No.: +91-9340315471, E-mail: [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) Website: <https://manglamglobal.in>

**NOTICE TO THE MEMBERS**

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Manglam Global Corporations Limited (formerly known as Kshitij Investments Limited) will be held on Wednesday, 16<sup>th</sup> September, 2026 at 01:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**SPECIAL BUSINESS**

**Item No. 1: Issuance of Equity Shares on preferential basis.:**

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

**"RESOLVED THAT** pursuant to the provisions of the Section 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), as amended from time to time, and the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each ("**Equity Shares**") are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), stock exchanges, the Reserve Bank of India ("**RBI**") and /or any other competent authorities, (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, by the Applicable Regulatory Authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**") which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto **1,00,00,000** (One Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 10.25/- (Rupees Ten and Twenty Five Paise Only) per Equity Share (including premium of Rs. 0.25/- each). ("**Preferential Allotment Price**"), aggregating to Rs. **10,25,00,000** (Rupees Ten Crores Twenty Five Lakhs Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**") on a preferential issue basis ("**Preferential Allotment**") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

**Details of the Proposed Allottees**

| Sr. No. | Name of Proposed Allottees | Current Status | No. of Equity Shares | Proposed Status |
|---------|----------------------------|----------------|----------------------|-----------------|
| 1       | Rohit Agrawal              | Promoter       | 38,15,000            | Promoter        |
| 2       | Rahul Agrawal              | Promoter       | 38,15,000            | Promoter        |
| 3       | Hitesh Kumar Paliwal       | Non-Promoter   | 1,50,000             | Non-Promoter    |
| 4       | Vinay Agrawal              | Non-Promoter   | 1,50,000             | Non-Promoter    |

|    |                      |              |                    |              |
|----|----------------------|--------------|--------------------|--------------|
| 5  | Satish Paliwal       | Non-Promoter | 1,50,000           | Non-Promoter |
| 6  | Atul Kumar Agrawal   | Non-Promoter | 50,000             | Non-Promoter |
| 7  | Seema Agrawal        | Non-Promoter | 50,000             | Non-Promoter |
| 8  | Pankaj Kumar Agrawal | Non-Promoter | 1,00,000           | Non-Promoter |
| 9  | Sangita Agrawal      | Non-Promoter | 50,000             | Non-Promoter |
| 10 | Udit Agrawal         | Non-Promoter | 50,000             | Non-Promoter |
| 11 | Vishal Agrawal       | Non-Promoter | 1,50,000           | Non-Promoter |
| 12 | Geeta Agrawal        | Non-Promoter | 1,50,000           | Non-Promoter |
| 13 | Chayan Agrawal       | Non-Promoter | 1,00,000           | Non-Promoter |
| 14 | Vikrant Agrawal      | Non-Promoter | 50,000             | Non-Promoter |
| 15 | Sonali Agrawal       | Non-Promoter | 50,000             | Non-Promoter |
| 16 | Veena Agrawal        | Non-Promoter | 1,30,000           | Non-Promoter |
| 17 | Neha Agrawal         | Non-Promoter | 1,20,000           | Non-Promoter |
| 18 | Amit Agrawal         | Non-Promoter | 60,000             | Non-Promoter |
| 19 | Abhishek Agrawal     | Non-Promoter | 60,000             | Non-Promoter |
| 20 | Rekha Agrawal        | Non-Promoter | 1,00,000           | Non-Promoter |
| 21 | Akarsh Agrawal       | Non-Promoter | 1,50,000           | Non-Promoter |
| 22 | Rakesh Kumar Agrawal | Non-Promoter | 1,50,000           | Non-Promoter |
| 23 | Ranjeeta Agrawal     | Non-Promoter | 1,50,000           | Non-Promoter |
| 24 | Ansh Agrawal         | Non-Promoter | 1,00,000           | Non-Promoter |
| 25 | Shivani Mittal       | Non-Promoter | 1,00,000           | Non-Promoter |
|    | <b>Total</b>         |              | <b>1,00,00,000</b> |              |

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the “**Relevant Date**” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is August 17, 2026, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** any one of the Directors and Company Secretary & Compliance officer of the Company (“**Authorized Signatories**”) be and are hereby severally authorized to take necessary steps for listing the

equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, aforesaid authorized signatories be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

**RESOLVED FURTHER THAT** the aforesaid authorized signatories of the Company be and are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s), any officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done be and are hereby approved and ratified in all respect.”

**By order of the Board of Directors**  
**For Manglam Global Corporations Limited**  
**(Formerly known as Kshitij Investments Limited)**

**Sd/-**  
**CS Nalini Kankani**  
**Company Secretary & Compliance Officer**  
**Membership No.: A55497**

Date: 14<sup>th</sup> August, 2026  
Place: Piparia

## NOTES:

1. Explanatory Statement pursuant to Section 102, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolution, forming part of the Notice, is annexed herewith.
2. The Board of Directors of the Company ("The Board") at its meeting held on 14<sup>th</sup> August, 2026 has appointed Ravi Patidar and Associates, Practicing Company Secretaries (Membership No. A55749) to act as "The Scrutinizer" for conducting the E-voting process in accordance with the Act in a fair and transparent manner.
3. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Members are requested not to visit Corporate Office/ Registered Office to attend the EGM.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint their authorised representatives to attend the EGM through VC / OAVM and participate thereat and cast their votes through e-voting.
5. Brief Profile under sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director(s) seeking re-appointment at the Extra Ordinary General Meeting forms part of this notice.
6. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - M/s. Purva Sharegistry (India) Private Limited for assistance in this regard.
7. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Purva Sharegistry (India) Private Limited, in case the shares are held in physical form.
9. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com)
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://manglamglobal.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com>.
13. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. Shareholders present at the EGM through VC/OAVM facility and who have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the EGM and for a period of 15 minutes after the conclusion of the EGM. Shareholders who have voted through remote e-voting prior to the EGM will be eligible to attend/participate in the EGM through VC/OAVM. However, they will not be eligible to vote again during the meeting.
15. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

#### **Instructions for Voting through electronic means**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.manglamglobal.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited of India Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com/>.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

The Members may cast their votes through Purva (“Remote E-voting”).

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. The voting period begins on 13<sup>th</sup> September, 2026 9:00 AM (IST) onwards and ends on 15<sup>th</sup> September, 2026 5:00 PM (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 09<sup>th</sup> September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolution. However, it has been observed that the participation by the public non-institutional Shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders                                                      | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.</li> </ol> |

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|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                    | <p>CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> <ol style="list-style-type: none"> <li>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login   | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

|                                                 |                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| through their<br><b>Depository Participants</b> | option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

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

5. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- Click on “Shareholder/Member” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

|                                                        | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                    | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                 |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (5).</li> </ul> |

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- Click on the EVENT NO. for the relevant <Manglam Global Corporations Limited> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

11. Click on the “NOTICE FILE LINK” if you wish to view the Notice.
12. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. Facility for Non – Individual Shareholders and Custodians – Remote Voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) (designated email address by company). if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **One days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **One days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are casted by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

**GENERAL INSTRUCTIONS:**

1. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member /beneficial owner as on the cutoff date i.e. 09<sup>th</sup> September, 2026.
2. The facility for e-voting shall also be available during the EGM. Members who have already cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote at the EGM. Only those Members who attend the EGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting facility made available during the EGM. The e-voting facility shall remain open during the EGM and for a period of 15 minutes after the conclusion of the EGM.
3. Ravi Patidar and Associates, Practicing Company Secretaries (Membership No. A55749) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the EGM is conducted in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of voting at the EGM, unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against if any, to the Chairperson or a person authorized in writing, who shall counter sign the same and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company <https://manglamglobal.in/> and shall also be communicated to BSE Limited.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1:**

The Board of Directors of the Company ("Board") in its meeting held on August 14, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue allot and in one or more tranches upto 1,00,00,000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 10.25/- (Rupees Ten and Twenty Five Paise Only) per Equity Share ("**Preferential Allotment Price**"), to Promoters and Non – Promoters of the Company being Proposed Allottee as mentioned the item no. 1 of the Notice, in such form and manner and in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**").

As per Companies Act, 2013 and Rules made thereunder (the "**Act**"), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, seeks approval of the Members as set out in the item no.1 of the Notice, by way of a special resolution to issue up to 1,00,00,000 Equity shares of Rs. 10/- each at an issue price of Rs. 10.25/- (Rupees Ten and Twenty Five Paise Only) per Equity Share, aggregating up to Rs. 10,25,00,000/- (Rupees Ten Crores Twenty Five Lakhs Only).

**Information required in respect of the proposed issue of Equity Shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.**

#### **1. Purpose(s) and Object(s) of the Issue and particulars of the offer**

##### **(a) Purpose(s) and Object(s) of the Issue:**

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

| <b>Sl. No.</b> | <b>Particulars</b>                                       | <b>Total estimated amount to be utilised upto (In Rs.)</b> | <b>Tentative timeline for utilization of issue proceeds from the date of receipt of fund</b> |
|----------------|----------------------------------------------------------|------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 1.             | Repayment of loans of the Company.                       | 1,79,90,000                                                | Within 2 years                                                                               |
| 2.             | Meeting the working capital requirements of the Company. | 6,00,00,000                                                | Within 2 years                                                                               |
| 3.             | General corporate purposes of the Company. *             | 2,35,10,000                                                | Within 2 years                                                                               |
| 4.             | Issue related expenses                                   | 10,00,000                                                  | Within 2 years                                                                               |

*\* The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*

The amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

As the size of the Preferential Issue does not exceed Rs. 100 crore, the appointment of a monitoring agency under Regulation 162A of the SEBI ICDR Regulations is not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

**(b) Particulars of the offer:**

To issue and allot up to 1,00,00,000 Equity shares of Rs. 10/- each at an issue price of Rs. 10.25/- (Rupees Ten and Twenty Five Paise Only) per Equity Share, (including premium of Rs. 0.25/- each), aggregating up to Rs. 10,25,00,000 (Rupees Ten Crores Twenty Five Lakhs Only).

**2. Kind of Securities:** Equity Shares.

**3. Maximum number of specified securities to be issued, and the price at which security is being offered:**

It is proposed to issue and allot up to 1,00,00,000 (One Crore) of Rs. 10/- (Rupees Ten Only) each of the Company at an issue price of Rs. 10.25/- (Rupees Ten and Twenty Five Paise Only) per Equity Share (issue at premium of Rs. 0.25/- each) ('Preferential Allotment Price'), aggregating to Rs. 10,25,00,000/- (Rupees Ten Crores Twenty Five Lakhs Only), on a preferential basis to the proposed allottee(s).

Further the Preferential Allotment Price is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**4. Date of passing Board Resolution:** August 14, 2026.

**5. Amount which the Company intends to raise by way of such issue of securities:**

Up to Rs. 10,25,00,000/- (Rupees Ten Crores Twenty Five Lakhs Only).

**6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Shares proposed to be issued under the preferential issue except below mentioned:

| Sr. No. | Name          | Category | Designation       | Equity shares to be allotted |
|---------|---------------|----------|-------------------|------------------------------|
| 1       | Rahul Agrawal | Promoter | Managing Director | 38,15,000                    |
| 2       | Rohit Agrawal | Promoter | Director          | 38,15,000                    |

**7. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

Since the Company is a listed entity, price is in accordance with the provisions SEBI ICDR Regulations. The issue price of Rs. 10.25/- per equity share at premium of Rs. 0.25/- per Equity Share, the price which is not less than the price determined in accordance with Regulation 165 and 166A of SEBI ICDR Regulations.

As the proposed allotment shall result in allotment of more than five per cent. of the post issue fully diluted share capital of the issuer of the Company to the proposed allottees, a valuation report from an independent registered valuer, Mr. Bhavesh M Rathod, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer'), in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018 as amended and The Companies Act, 2013. Report of Mr. Bhavesh M Rathod, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') is available on our website of the Company i.e. <https://www.manglamglobal.in/update-26/VALUATION%20REPORT%20PREFERENTIAL%20ISSUE.pdf>

**Name and Address of Registered Valuer:**

Mr. Bhavesh M Rathod,

Office No. 515, 5<sup>th</sup> Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101

## 8. Pricing of Preferential Issue

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company are infrequently traded, so the price is determined pursuant to Regulation 165 and Regulation 166A of the SEBI ICDR Regulations.

The Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations for determination of the issue price of Equity Shares is August 17, 2026. The Articles of Association of the issuer do not provide for a method of determination which results in a floor price higher than that determined under the SEBI ICDR Regulations.

As the proposed allotment shall result in allotment of more than five per cent. of the post issue fully diluted share capital of the issuer of the Company to the proposed allottees, a valuation report from an independent registered valuer, Mr. Bhavesh M Rathod, Chartered Accountant (M. No. 119158) (IBBI Reg. No: IBBI/RV/06/2019/10708) (Address- Office No. 515, 5<sup>th</sup> Floor, Dimple Arcade, Thakur Complex, Kandivali East, Mumbai- 400 101, Email: [Info.cabhavesh@gmail.com](mailto:Info.cabhavesh@gmail.com); Mobile: +91 9769113490) is obtained pursuant to Regulation 165 and 166A of the SEBI ICDR Regulations.

In accordance with the provisions of the SEBI ICDR Regulations, the Equity Shares will be issued at a price of Rs. 10.25/- (Rupees Ten and Twenty Five Paise Only) per security, which is not less than the price as determined by the Registered Valuer.

The valuation report of the Registered Valuer can also be accessed on the Company's website <https://www.manglamglobal.in/update-26/VALUATION%20REPORT%20PREFERENTIAL%20ISSUE.pdf>

## 9. Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company is silent on the determination of a floor price/ minimum price of the shares proposed to be issued on preferential basis.

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 10.25/- Per share as determined in accordance with The Companies Act, 2013 and Chapter V of SEBI ICDR Regulations on preferential allotment basis.

## 10. Relevant Date with reference to which the price has been arrived at:

The Relevant Date, in accordance with SEBI ICDR Regulations is fixed, as August 17, 2026.

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

The Company has not made any preferential allotment during the year.

## 12. Shareholding Pattern of the issuer before and after the preferential issue:

| S. No. | Category                                                    | Pre-Issue        |              | *Post-Issue        |              |
|--------|-------------------------------------------------------------|------------------|--------------|--------------------|--------------|
| (A)    | Shareholding of Promoter and Promoter Group                 | No. of Shares    | % of Holding | No. of Share       | % of Holding |
| 1      | Indian                                                      |                  |              |                    |              |
| (a)    | Individuals/ Hindu Undivided Family                         | 65,94,000        | 65.94        | 1,42,24,000        | 71.12        |
| (b)    | Bodies Corporate                                            | 53,540           | 0.54         | 53,540             | 0.27         |
| (c)    | Financial Institutions/ Banks                               | 0                | 0.00         | 0                  | 0.00         |
| (d)    | Any Others (Specify)                                        | 0                | 0.00         | 0                  | 0.00         |
|        | <b>Sub Total(A)(1)</b>                                      | <b>66,47,540</b> | <b>66.48</b> | <b>1,42,77,540</b> | <b>71.39</b> |
| 2      | Foreign                                                     |                  |              |                    |              |
| (a)    | Individuals (Non-Residents Individuals/Foreign Individuals) | 0                | 0.00         | 0                  | 0.00         |
| (b)    | Bodies Corporate                                            | 0                | 0.00         | 0                  | 0.00         |
| (c)    | Financial Institutions/ Banks                               | 0                | 0.00         | 0                  | 0.00         |

|                |                                                                                         |                    |               |                    |               |
|----------------|-----------------------------------------------------------------------------------------|--------------------|---------------|--------------------|---------------|
| (d)            | Any Other (specify)                                                                     | 0                  | 0.00          | 0                  | 0.00          |
|                | <b>Sub Total(A)(2)</b>                                                                  | <b>0</b>           | <b>0.00</b>   | <b>0</b>           | <b>0.00</b>   |
|                | <b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>             | <b>66,47,540</b>   | <b>66.48</b>  | <b>1,42,77,540</b> | <b>71.39</b>  |
| <b>(B)</b>     | <b>Public shareholding</b>                                                              |                    |               |                    |               |
| <b>(B) (1)</b> | <b>Institutions</b>                                                                     |                    |               |                    |               |
| (a)            | Other Financial Institutions                                                            | 0                  | 0.00          | 0                  | 0.00          |
| (b)            | Bank                                                                                    | 0                  | 0.00          | 0                  | 0.00          |
|                | <b>Sub-Total (B)(1)</b>                                                                 | <b>0</b>           | <b>0.00</b>   | <b>0</b>           | <b>0.00</b>   |
| <b>(B) (2)</b> | <b>Non-institutions</b>                                                                 |                    |               |                    |               |
| (a)            | Individuals                                                                             | 33,52,400          | 33.52         | 57,22,400          | 28.61         |
| (b)            | Non-Resident Indians (NRIs)                                                             | 0                  | 0.00          | 0                  | 0.00          |
| (c)            | Bodies Corporate                                                                        | 50                 | 0.00          | 50                 | 0.00          |
| (d)            | Any Other (specify) (LLP)                                                               | 10                 | 0.00          | 10                 | 0.00          |
|                | <b>Sub-Total (B)(2)</b>                                                                 | <b>33,52,460</b>   | <b>33.52</b>  | <b>57,22,460</b>   | <b>28.61</b>  |
| <b>(B)</b>     | <b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>                                   | <b>33,52,460</b>   | <b>33.52</b>  | <b>57,22,460</b>   | <b>28.61</b>  |
|                | <b>TOTAL (A)+(B)</b>                                                                    | <b>1,00,00,000</b> | <b>100.00</b> | <b>2,00,00,000</b> | <b>100.00</b> |
| <b>(C)</b>     | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |                    |               |                    |               |
| 1              | Promoter and Promoter Group                                                             | 0                  | 0.00          | 0                  | 0.00          |
| 2              | Public                                                                                  | 0                  | 0.00          | 0                  | 0.00          |
|                | <b>Sub-Total (C)</b>                                                                    | <b>0</b>           | <b>0.00</b>   | <b>0</b>           | <b>0.00</b>   |
|                | <b>GRAND TOTAL (A)+(B)+(C)</b>                                                          | <b>1,00,00,000</b> | <b>100.00</b> | <b>2,00,00,000</b> | <b>100.00</b> |

### 13. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

### 14. Lock-in period:

The Equity Shares shall be locked in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Equity Shares allotted, shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

### 15. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the proposed shares. The proposed shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

### 16. Certificate of Practicing Company Secretary:

The certificate from, M/s. Ravi Patidar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is hosted on the Company's website i.e <https://www.manglamglobal.in/update-26/PCS%20certificate%20Preferential%20Issue.pdf>

**17. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sl. N o.     | Name of the proposed allottees | Name of the natural persons who are the ultimate beneficial owners | Pre- issue Category | Post- issue Category | Pre issue Shareholding |                    | No. of Equity Shares to be allotted | Post issue         |                     |
|--------------|--------------------------------|--------------------------------------------------------------------|---------------------|----------------------|------------------------|--------------------|-------------------------------------|--------------------|---------------------|
|              |                                |                                                                    |                     |                      | No of share            | % of the pre-issue |                                     | No of share        | % of the post issue |
| 1.           | Rohit Agrawal                  | Not Applicable                                                     | Promoter            | Promoter             | 32,97,000              | 32.97              | 38,15,000                           | 71,12,000          | 35.56               |
| 2.           | Rahul Agrawal                  | Not Applicable                                                     | Promoter            | Promoter             | 32,97,000              | 32.97              | 38,15,000                           | 71,12,000          | 35.56               |
| 3.           | Hitesh Kumar Paliwal           | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 85,000                 | 0.85               | 1,50,000                            | 2,35,000           | 1.18                |
| 4.           | Vinay Agrawal                  | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,50,000               | 1.50               | 1,50,000                            | 3,00,000           | 1.50                |
| 5.           | Satish Paliwal                 | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 0                      | 0.00               | 1,50,000                            | 1,50,000           | 0.75                |
| 6.           | Atul Kumar Agrawal             | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 50,000                 | 0.50               | 50,000                              | 1,00,000           | 0.50                |
| 7.           | Seema Agrawal                  | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 50,000                 | 0.50               | 50,000                              | 1,00,000           | 0.50                |
| 8.           | Pankaj Kumar Agrawal           | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,00,000               | 1.00               | 1,00,000                            | 2,00,000           | 1.00                |
| 9.           | Sangita Agrawal                | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 50,000                 | 0.50               | 50,000                              | 1,00,000           | 0.50                |
| 10.          | Udit Agrawal                   | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 50,000                 | 0.50               | 50,000                              | 1,00,000           | 0.50                |
| 11.          | Vishal Agrawal                 | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,00,000               | 1.00               | 1,50,000                            | 2,50,000           | 1.25                |
| 12.          | Geeta Agrawal                  | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,00,000               | 1.00               | 1,50,000                            | 2,50,000           | 1.25                |
| 13.          | Chayan Agrawal                 | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,00,000               | 1.00               | 1,00,000                            | 2,00,000           | 1.00                |
| 14.          | Vikrant Agrawal                | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,00,000               | 1.00               | 50,000                              | 1,50,000           | 0.75                |
| 15.          | Sonali Agrawal                 | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 50,000                 | 0.50               | 50,000                              | 1,00,000           | 0.50                |
| 16.          | Veena Agrawal                  | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 0                      | 0.00               | 1,30,000                            | 1,30,000           | 0.65                |
| 17.          | Neha Agrawal                   | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 0                      | 0.00               | 1,20,000                            | 1,20,000           | 0.60                |
| 18.          | Amit Agrawal                   | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 85,000                 | 0.85               | 60,000                              | 1,45,000           | 0.73                |
| 19.          | Abhishek Agrawal               | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 82,600                 | 0.83               | 60,000                              | 1,42,600           | 0.71                |
| 20.          | Rekha Agrawal                  | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,30,000               | 1.30               | 1,00,000                            | 2,30,000           | 1.15                |
| 21.          | Akarsh Agrawal                 | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,30,000               | 1.30               | 1,50,000                            | 2,80,000           | 1.40                |
| 22.          | Rakesh Kumar Agrawal           | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,10,000               | 1.10               | 1,50,000                            | 2,60,000           | 1.30                |
| 23.          | Ranjeeta Agrawal               | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,10,000               | 1.10               | 1,50,000                            | 2,60,000           | 1.30                |
| 24.          | Ansh Agrawal                   | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 1,85,000               | 1.85               | 1,00,000                            | 2,85,000           | 1.43                |
| 25.          | Shivani Mittal                 | Not Applicable                                                     | Non - Promoter      | Non - Promoter       | 0                      | 0.00               | 1,00,000                            | 1,00,000           | 0.50                |
| <b>Total</b> |                                |                                                                    |                     |                      | <b>84,11,600</b>       | <b>84.12</b>       | <b>1,00,00,000</b>                  | <b>1,84,11,600</b> | <b>92.06</b>        |

Further, there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

**18. Material terms of raising such securities:**

The Equity Shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 10.25/- each in accordance with provisions of The Companies Act, 2013 and SEBI ICDR Regulations to the Proposed Allottee.

The proposed shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

**19. Principle terms of assets charged as securities:**

Not Applicable

**20. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable

**21. Other Disclosures/ Undertakings**

- (a) None of the Company, its Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.
- (b) The proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- (c) The proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- (d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- (e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- (f) Issuer, proposed allottees do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- (g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.
- (h) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (i) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- (j) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (k) The Company has obtained Permanent Account Numbers of the proposed allottees;
- (l) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.

(m) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

The Board of Directors recommend passing of **Special Resolution** as set out in **Item No. 1** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

Except Mr. Rahul Agrawal (Managing Director and Promoter), Mr. Rohit Agrawal (Director and Promoter), none of the directors, key managerial personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholdings, if any, in the Company and/or to the extent of subscription by a company / body corporate in which the director / key managerial personnel, or his / her relative may be directly or indirectly interested.

**By order of the Board of Directors**  
**For Manglam Global Corporations Limited**  
**(Formerly known as Kshitij Investments Limited)**

**Sd/-**  
**CS Nalini Kankani**  
**Company Secretary & Compliance Officer**  
**Membership No.: A55497**

Date: 14<sup>th</sup> August, 2026  
Place: Piparia