

MANGALAM GLOBAL ENTERPRISE LIMITED

CIN: L24224GJ2010PLC062434

Registered Office: 101, Mangalam Corporate House, 19/B Kalyan Society,
Near M.G. International School, Mithakhali, Ahmedabad - 380 006, Gujarat, India.

Telephone: +91 79 6161 5000; Website: www.groupmangalam.com; Email: cs@groupmangalam.com



POSTAL BALLOT NOTICE

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

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and re-enactment(s) thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, Notice is hereby given that the resolution appended to this notice is proposed to be passed by the members as Special Resolution through remote electronic voting (remote e-voting).

The proposed special resolution along with the Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meeting, setting out the material facts for the proposed resolutions are appended to this Notice for your action.

Pursuant to Sections 108 and 110 of the Act read with the Companies Rules and in accordance with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 14/2020 dated April 8, 2020 issued by Ministry of Corporate Affairs and in view of current extra-ordinary circumstances due to the pandemic caused by Covid-19 prevailing in the country, the Company has provided remote e-voting facility only. The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide remote e-voting facility to the Members of the Company through *instavote platform*.

In compliance with the requirements of the aforesaid MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the shareholders for this postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility is available at the link: <https://instavote.linkintime.co.in/> from Wednesday, May 20, 2020 (09:00 A.M.) and will end on Thursday, June 18, 2020 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility through *instavote platform* of LIPL.

The board of directors of the company has appointed CS Anand Lavingia, Company Secretary in Practice (COP No. 11410) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Saturday, June 20, 2020 at the Registered Office of the Company and also by placing the same on the company's website - www.groupmangalam.com and communicated on the same day to stock exchange, depository, registrar and share transfer agent and e-voting agency.

By order of the Board of Directors,
Mangalam Global Enterprise Limited

Sd/-

Vrunda Patel
Company Secretary
Membership No. A39707

Place: Ahmedabad
Date: May 14, 2020

SPECIAL BUSINESS

Item No. 1:

To increase the Authorised Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:

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 Section 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from ₹ 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 17000000 (One Crore Seventy Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 27,00,00,000/- (Rupees Twenty Seven Crore Only) divided into 27000000 (Two Crore Seventy Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 27,00,00,000/- (Rupees Twenty Seven Crore Only) divided into 27000000 (Two Crore Seventy Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

**By order of the Board of Directors,
Mangalam Global Enterprise Limited**

Sd/-

**Vrunda Patel
Company Secretary
Membership No. A39707**

**Place: Ahmedabad
Date: May 14, 2020**

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed Special resolution is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with Link Intime India Private Limited (LIPL) for facilitating remote e-voting through *Instavote Platform*.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, May 15, 2020 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, May 15, 2020.
4. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:

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- In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for remote e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at cs@groupmangalam.com or to Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in.
 - It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400 083, India (Tel: +91 22 4918 6000; Fax: +91 22 4918 6060), by following the due procedure.
 - Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Ms. Vrunda Patel, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@groupmangalam.com or to R&TA at rnt.helpdesk@linkintime.co.in.
 6. The members have to vote through remote e-voting platform only.
 7. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting from Wednesday, May 20, 2020 (09:00 A.M.) and will end on Thursday, June 18, 2020 (05:00 P.M.) both days inclusive. Please note that E-voting module shall be disabled for voting by Link Intime India Private Limited after the said last date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, May 15, 2020 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
 8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
 9. The Scrutinizer's decision on the validity of the voting shall be final.
 10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.groupmangalam.com and Registrar and Share Transfer Agent ('RTA') viz. Link Intime India Private Limited e-voting website viz. <https://instavote.linkintime.co.in/> and at the corporate announcement sections of the websites of the Stock Exchanges on which the equity shares of the Company are listed.
 11. The Board of Directors have appointed CS Anand Lavingia, Company Secretary in Practice (COP No. 11410) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
 12. The Resolution will be taken as passed effectively on Thursday, June 18, 2020, if the result of the voting indicates that the requisite majority of the members as required for a Special resolution had assented to the Resolution. The result of the voting will be declared on or before Saturday, June 20, 2020 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.groupmangalam.com and communicated on the same day to stock exchange, depository, registrar and share transfer agent and e-voting agency.
 13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.

14. The Draft amended Memorandum of Association has been placed on the website of the Company - www.groupmangalam.com for Members' Inspection.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

[A] Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the Company records for the said demat account or folio number. <i>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</i>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

[B] Cast your vote electronically

- 1) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the company, you choose to vote.
- 2) On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
- 3) Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- 4) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- 5) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- 6) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- 7) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

GENERAL GUIDELINES FOR SHAREHOLDERS:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : +91 22 - 4918 6000.

EXPLANATORY STATEMENT

(Pursuant to Sec.102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

Item No. 1:

To increase the Authorised Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from ₹ 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 17000000 (One Crore Seventy Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 27,00,00,000/- (Rupees Twenty Seven Crore Only) divided into 27000000 (Two Crore Seventy Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only), by way of creation of an additional 10000000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each, ranking *pari passu* in all respect with existing equity shares of the company, aggregating to ₹ 10,00,00,000/- (Rupees Ten Crore only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.groupmangalam.com for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

**By order of the Board of Directors,
Mangalam Global Enterprise Limited**

Sd/-

**Vrunda Patel
Company Secretary
Membership No. A39707**

**Place: Ahmedabad
Date: May 14, 2020**