

NOTICE TO ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting (“AGM”) of the Members of Mangalam Alloys Limited will be held on Wednesday, 28th August, 2024 at 03:00 P.M. at the Registered office of the Company situated at M/s. Plot No. 3123-3126, GIDC Phase III, Chhatral, Dist. Gandhinagar, Gujarat, India, 382729 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 comprising of the Balance Sheet as at March 31, 2024, Statement of Profit & Loss Account and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors’ and Auditors’ thereon.
2. To appoint a director in place of Ms. Pushpa Uttamchand Mehta (DIN: 00153558), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider the Re-Appointment of M/s. KPSJ & Associates LLP (Firm Registration No. 124845W/W100209), Chartered Accountant as a Statutory Auditor of the company:

To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors Rules, 2014), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to re-appoint, M/s. KPSJ & Associates LLP, Chartered Accountants (Firm Registration No. 124845W/W100209), as the Statutory Auditors of the Company for a term of 5 years from 01st April, 2024 to 31st March 2029 and to hold office until the conclusion the Annual General Meeting to be in the year 2029, on such remuneration plus tax, out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby empowered and authorized singly or jointly to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution.”

SPECIAL BUSINESS:

4. Regularization of Additional Director, Ms. Karuna Santosh Kumar Khatri (DIN:10171747) as Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or reenactment thereof for the time being in force), Ms. Karuna Santosh Kumar Khatri (DIN: 10171747), who was appointed by the Board of Directors as an Additional Director of the Company effective from May 23, 2023 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Non- Executive Independent Director of the Company be and is hereby appointed as a Director of the Company and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and are hereby appointed as an Independent Director of the Company, not liable to retire by rotation for term of five (5) consecutive years commencing with effect from 23rd May, 2023 to 23rd May, 2028.

RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby singly or jointly authorized to take all necessary action in this regard making necessary application(s) to the Registrar of Companies, Gujarat and such other actions, matters and deeds as he may consider necessary for effective implementation of this resolution and matters incidental thereto.

5. To ratify the remuneration payable to the Cost Auditor appointed by the Board Of Directors of the Company for the Financial Year 2024-25 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, and pursuant to the recommendation of the Audit Committee and the Board of Directors, the remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) including GST to M/s. KVM & Co., Cost Accountants, Ahmedabad for

conducting cost audit of the Company for the financial year 2024-25, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby empowered and authorized singly or jointly to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution.”

6. To approve Related Party Transactions with M/s. Chandanpani Private Limited for Contract/Agreement:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(a) of the Companies Act, 2013(“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, , as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/transaction(s) of purchase, sale or supply of goods or services with **M/s.Chandanpani Private Limited** (Company), in which Managing Director of the Company, Mr. Tushar Uttamchand Mehta is interested directly or through his relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of Director or Key Managerial Personnel who is related
1.	M/s. Chandanpani Private Limited Mr. Tushar Uttamchand Mehta is brother of Mr. Tirth Mehta who is Director of Chandanpani Private Limited and he is also having stake in the said company.	Purchase, Sale or supply of Goods or services.	Not more than Rs.200 Crore (Rupees Two Hundred Crore Only)	Mr. Tushar Uttamchand Mehta

RESOLVED FURTHER THAT, the total value of contracts/arrangement/transactions of Purchase, sale or supply of goods or services with M/s. Chandanpani Private Limited (Company) in any financial year should not exceed Rs. 200 Crore.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.

RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

7. To approve Related Party Transactions with M/s. Unison Metals Limited for Contract/Agreement:

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

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase, sale or supply of goods or services with M/s. Unison Metals Limited (Company), in which Mr. Uttamchand Chandanmal Mehta is interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of Director or Key Managerial Personnel who is related
1.	M/s. Unison Metals Limited Mr. Tushar Uttamchand Mehta is brother of Mr. Tirth Mehta who is Director of Unison Metals Limited and he is also having stake in the said company. And Mr. Uttamchand Chandanmal Mehta is father of Mr. Tirth Mehta who is Director of Chandanpani Private Limited and he is also having stake in the said company.	Purchase, Sale or supply of Goods or services.	Not more than Rs.200 Crore (Rupees Two Hundred Crore Only)	Mr. Tushar Uttamchand Mehta and Mr. Uttamchand Chandanmal Mehta

RESOLVED FURTHER THAT, the total value of contracts/arrangement/transactions of Purchase, sale or supply of goods or services with M/s. Unison Metals Limited (Company) in any financial year should not exceed Rs. 200 Crore.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.

RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

8. Authority to the Board of Directors to make Loans, give Guarantees and make Investments in other Bodies Corporate:

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

RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and such other approvals, consents, permissions or sanctions of any other appropriate authorities or entities, including Banks/ Financial Institutions, as per the case may be, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by the Resolution), to:

- a) make loan to any company (including subsidiary / overseas subsidiaries) or any other person;
- b) give any guarantee, or provide security, in connection with a loan made by any other person to any company (including subsidiary / overseas subsidiaries) and;
- c) acquire by way of subscription, purchase or otherwise, the securities of any company (including subsidiary / overseas subsidiaries)

up to an aggregate amount not exceeding Rs. 200 crore (Rupees Two Hundred Crore Only) for each of the above (a), (b) and (c) at any time, irrespective of aggregate of such loan, guarantee, security and investment in securities exceed sixty percent of the Company’s paid up capital and free reserves and securities premium or one hundred percent of the Company’s free reserves and securities premium, on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director and company secretary of the Company be and are hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents,

deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution.”

9. Approval under Section 180(1)(a) of Companies Act, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the rules framed thereunder and other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or re-enactment thereof, for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance, consent of the Shareholders/members of the Company be and is hereby accorded to the Board of Directors of the Company to sell or transfer of whole or substantially whole undertaking of the Company provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 200 Crore (Rupees Two Hundred Crore Only) at any time.

RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby authorised to take all such actions and to give such direction as may be necessary or desirable and all authorised to finalize with banks/Financial Institutions the documents for creating aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution.”

10. Approval for giving Loan or Corporate Guarantee or providing Security in connection with loan availed by Chandanpani Private Limited under Section 185 of Companies Act, 2013:

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by Chandanpani Private Limited covered under the category of “a person in whom any of the director of the Company is interested” as specified in the explanation to Section 185(2)(b) of the Act, upto an aggregate amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only)

outstanding at any point of time, provided that such loans are utilized by the company for their respective principal business activities only and such other details as mentioned in the explanatory statement excluding loan/guarantee/security exempted or to be exempted under the section 185(3) of the Companies Act, 2013 in one or more tranches, from time to time.

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

PLACE: Gandhinagar
DATE: 30th July, 2024

By Order of the Board
For, MANGALAM ALLOYS LIMITED

Sd/-

SONAM PANDEY
Company Secretary and Compliance Officer
Mem. No.: A67964

Regd. Office: -Plot No. 3123-3126,
GIDC Phase III, Chhatral, Dist. Gandhinagar,
Gujarat, India, 382729.
Website: www.mangalamalloys.com
CIN: L27109GJ1988PLC011051

NOTES:

1. A member entitled to attend and vote at the 36th Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him/ herself and such proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No.4 and 5 given above as Special Business in the forthcoming AGM
4. Details of the Directors seeking appointment/re-appointment at the 36th AGM are provided as an annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013, and the rules made thereunder.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11:00 a.m. and 05:00 p.m. up to the date of the meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of ten (10) days from Monday, 19th August, 2024, to Wednesday, 28th August, 2024 (both days inclusive)
7. The voting rights of Members as on the cut-off date of Friday, 23rd August, 2024 shall only be entitled for availing the remote E-voting facility and voting facility during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only and attend the AGM and shall not be entitled to any voting rights
8. The Company has appointed Mr. Gaurang R Shah (CPN: 14446) Practicing Company Secretary, to act as the scrutinizer for conducting the voting process in a fair and transparent manner.
9. The Scrutinizer shall after the conclusion of 36thAGM, thereafter unblock the votes cast at meeting and shall make a scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 36thAGM, who shall then countersign and declare the result of the voting forthwith.

10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.mangalamalloys.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the NSE Limited, where the equity shares of the Company are listed.
11. Members are requested to contact Registrar and Transfer Agent (RTA), namely Skyline Financial Services Private Limited, A/506, Dattani Plaza, Andheri Kurla Road, Safeed Pool Andheri East, Mumbai – 400 072, Maharashtra, India, Tel No.: 022-6263 8200, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
12. All equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's shares in electronic form may approach their depository participants.
13. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
14. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
15. Members/Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
16. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
17. Members, who have multiple accounts in identical names or joint names in the same order, are requested to intimate M/s. Skyline Financial Services Private Limited the Ledger Folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
18. As per the mentioned circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 26, 2022 and in continuation thereof SEBI/HO/CFD/PoD-2/P/CIR/2024/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (the "SEBI Circular") and General Circular No.09/2023 dated September 25, 2023 (the "MCA Circular") (the "SEBI Circular"), Companies can serve Annual Reports and other communications through electronic mode to

those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

19. The route maps showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

20. VOTING THROUGH ELECTRONIC MEANS (EVSN:240729014):

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”)and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circulars, theCompany is providing (i) facility of remote e-voting for voting before the AGM and (ii)facility of e-voting at the AGM to its Members in respect of the business to be transactedat the AGM.
- The Company has engaged the services of Central Depository (India) Services Limited, as the authorized agency for conducting the AGM and providing remote e-Voting and e Voting facility for/ during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
- Members attending the AGM, who have not cast their votes by remotee-voting shall be able to exercise their vote through e-voting during the AGM. Members,who have cast their vote by remote e-voting prior to the AGM, may attend the AGMbut shall not be entitled to cast their vote again.

21. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

As per the mentioned circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and in continuation thereofSEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (the “SEBI Circular”),Companies can serve Annual Reports and other communications through electronic modeto those Members who have registered their e-mail address either with the Company orwith the Depository.

We desire members to support ‘Green Initiative’ by receiving the Company’sCommunication through email. Members who have not registered their email addresses andmobile number so far are requested to validate/register their details with the DepositoryParticipant in case of shares held in electronic form and with the Registrar viz. Skyline Financial Services Pvt. Ltd.in case the shares are held in physical form for receiving all communication includingAnnual Report and other Notices from the Company electronically. The Members will beentitled to receive physical

copy of the Annual Report for the financial year ended on March 31, 2024, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company.

In terms of the MCA Circulars and SEBI Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2023-24 including therein the Audited Financial Statement for the Financial Year 2023-24 has been uploaded on the website of the Company at www.mangalamalloys.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com. The AGM Notice is also available on the website of Skyline Financial Services Pvt. Ltd at www.skylinerta.com.

This Notice is being sent to all the Members whose names appear as on Friday, 26th July, 2024, in the Register of Members or in the Register of beneficial owners as received from Skyline Financial Services Pvt. Ltd the Registrar and Transfer Agent (“RTA”) of the Company.

22. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on Friday, 23rd August, 2024, (“Cut-Off date”) only shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.
23. In case of joint holders attending the AGM, 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.
24. In case of joint holders attending the AGM, 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.

25. GENERAL INSTRUCTIONS FOR VOTING THROUGH REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The remote e-Voting period begins on Sunday, 25th August, 2024 at 9:00 A.M. IST and ends on Tuesday, 27th August, 2024 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
- A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
 - i) The voting period begins on 25th August, 2024 at 09:00 AM and ends on 27th August, 2024 at 05:00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) 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' resolutions. 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After

	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at :1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

related to login through Depository i.e. CDSL and NSDL

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii)** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; cs@mangalamalloys.com(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOUMBER 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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

ITEM NO. 4:REGULARIZATION OF ADDITIONAL DIRECTOR, MS. KARUNA SANTOSH KUMAR KHATRI (DIN: 10171747) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors (“Board”) on the recommendation of Nomination and Remuneration Committee appointed Ms. Karuna Santosh kumar Khatri as an Additional Independent Director of the Company with effect from May 23, 2023. Pursuant to the provisions of Section 161 of the Act, Ms. Karuna Santosh kumar Khatri will hold office up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Ms. Karuna Santosh kumar Khatri for the office of Director.

In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence.

The Company has received from Ms. KarunaSantoshkumar Khatri (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

In the opinion of the Board, Ms. KarunaSantoshkumar Khatri fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for being eligible for his appointment.

The Board is of the view that the appointment of Ms. KarunaSantoshkumarKhatrion the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

The Sitting fees payable to Ms. KarunaSantoshkumar Khatri shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company.

The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;

- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives except their shareholding, except Ms. Karuna Santoshkumar Khatri, to whom the resolution relates, are concerned or interested in the Resolution mentioned.

The Board recommends the said resolution to be passed as a Special Resolution.

ITEM NO. 5: TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013:

The Board of Directors on the recommendation of the Audit Committee, has approved in its Board Meeting held on 30th May, 2024, the appointment of M/s KVM & Co., Cost Accountants, Ahmedabad at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) including GST to conduct the Cost Audit of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the said resolution to be passed as an Ordinary Resolution.

ITEM NO. 6: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR CONTRACT/AGREEMENT:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1st April, 2022, a transaction with a

related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To ensure stability of business activities, the Company proposes to enter into contract or transaction(s) with M/s. Chandanpani Private Limited (Company), involving purchase, sale or supply of goods or services. All the transactions with M/s. Chandanpani Private Limited (Company) will be based on arm's length price. The total value from M/s. Chandanpani Private Limited (Company) could reach up to maximum Rs. 200 Crore.

The Members are apprised that pursuant to the Section 188 of the Companies Act, 2013 and applicable Rules framed there under and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Chandanpani Private Limited (Company) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Chandanpani Private Limited (Company).

a particular of the transaction(s) with M/s. Chandanpani Private Limited is as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	M/s. Chandanpani Private Limited
2.	Type of transaction	Purchase, sale or supply of goods or services
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr. Tushar Uttamchand Mehta is brother of Mr. Tirth Mehta who is Director of Chandanpani Private Limited and he is also having stake in the said company.

5.	Tenure of the Proposed transaction	In any of the financial year
6.	Value of the proposed transaction (not to exceed)	Rs. 200 Crore
7.	Value of RPT as % of Company's audited annual consolidated turnover of Rs. 30455.22Lakhs for the financial year 2032-24	0.97%
8.	<p>If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) Details of financial indebtedness Incurred</p> <p>ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>

9.	Justification as to why the RPT is in the interest of the Company.	The Board considers that the proposed related party transactions are in ordinary course of business and at arm's length basis and play a vital role in the growth of business of the entity.
10.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board recommends the said resolution to be passed as an Ordinary Resolution.

ITEM NO. 7: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. UNISON METALS LIMITED FOR CONTRACT/AGREEMENT:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company by and at an arm's length basis. Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To ensure stability of business activities, the Company proposes to enter into contract or transaction(s) with M/s. Unison Metals Limited (Company), involving purchase, sale or supply of goods or services. All the transactions with M/s. Unison Metals Limited (Company) will be based on arm's length price. The total value from M/s. Unison Metals Limited (Company) could reach up to maximum Rs. 200 Crore.

The Members are apprised that pursuant to the Section 188 of the Companies Act, 2013 and applicable Rules framed there under and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Unison Metals Limited (Company) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Unison Metals Limited (Company).

a particular of the transaction(s) with M/s. Unison Metals Limited is as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	M/s. Unison Metals Limited
2.	Type of transaction	Purchase, sale or supply of goods or services
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr. Tushar Uttamchand Mehta is brother of Mr. Tirth Mehta who is Director of Unison Metals Limited and he is also having stake in the said company. and Mr. Uttamchand Chandanmal Mehta is father of Mr. Tirth Mehta who is Director of Chandanpani Private Limited and he is also having stake in the said company.
5.	Tenure of the Proposed transaction	In any of the financial year
6.	Value of the proposed transaction (not to exceed)	Rs. 200 Crore
7.	Value of RPT as % of Company's audited annual consolidated turnover of Rs. 30455.22 Lakhs for the financial year 2023-24	0.14%
8.	If the transaction relates to any loans, inter - corporate deposits,	

	<p>advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) Details of financial indebtedness Incurred</p> <p>ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
9.	Justification as to why the RPT is in the interest of the Company.	The Board considers that the proposed related party transactions are in ordinary course of business and at arm's length basis and play a vital role in the growth of business of the entity.
10.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board recommends the said resolution to be passed as an Ordinary Resolution.

ITEM NO. 8: AUTHORITY TO THE BOARD OF DIRECTORS TO MAKE LOANS, GIVE GUARANTEES AND MAKE INVESTMENTS IN OTHER BODIES CORPORATE:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to companies (including subsidiary /overseas subsidiaries) for an amount not exceeding as follows:

Transaction	Maximum Limit
Give any loan to any person or other body corporate;	Rs. 200 Crore (Rupees Two Hundred Crore Only)
Give any guarantee or provide security in connection with a loan to any other body corporate or person;	Rs. 200 Crore (Rupees Two Hundred Crore Only)
Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,	Rs. 200 Crore (Rupees Two Hundred Crore Only)

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/ internal accruals and/ or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends to pass a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 9: APPROVAL UNDER SECTION 180(1) (A) OF COMPANIES ACT, 2013:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may enter into an agreement related to sell or dispose off the whole or substantially the whole undertakings of the company. The Audit Committee of the Company proposes the matter to the Board and the Board further place the resolution among member to be passed as a Special Resolution.

As proposed by the Audit Committee of the Company to the Board and pursuant to Section 180(1) (a) of the Companies Act, 2013 which provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, it is proposed to increase the maximum borrowing limits to Rs. 200 Crore for the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 10: APPROVAL FOR GIVING LOAN OR CORPORATE GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY CHANDANPANI PRIVATE LIMITED UNDER SECTION 185 OF COMPANIES ACT, 2013:

Pursuant to Section 185 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), a company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity/ (ies) covered under the category of "a person in whom any of the director of the Company is interested" as specified in the explanation to Section 185(2)(b) of the Act, subject to compliance with the following conditions:

- a. If a special resolution is passed by the company; and
- b. The loan(s) are utilised by the borrowing companies for their principal business activities

The Company may have to render support for the business requirements of its Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company seek consent of the Members by way of a Special Resolution to extend financial assistance for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by Chandanpani Private Limited under the category of "a person in whom any of the director of the Company is interested" as specified in the explanation to Section 185(2)(b) of the Act, upto an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crore Only) outstanding at any point of time, provided that such loans are utilized by the company for their general business operations/ or working capital requirements.

The Board of Directors recommend the resolution given item no. 10 of this Notice for member's approval as a Special Resolution.

Except Mr. Tushar Uttamchand Mehta and his relatives none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

PLACE: Gandhinagar

DATE: 30th July, 2024

By Order of the Board

For, MANGALAM ALLOYS LIMITED

Sd/-

SONAM PANDEY

Company Secretary and Compliance Officer

Mem. No.: A67964

Regd. Office: -Plot No. 3123-3126,
GIDC Phase III, Chhatral, Dist. Gandhinagar,
Gujarat, India, 382729.

Website: www.mangalamalloys.com

CIN:L27109GJ1988PLC011051

Form No. MGT-11

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: L27109GJ1988PLC011051

Name of the Company: MANGALAM ALLOYS LIMITED

Registered office: Plot No. 3123-3126, GIDC Phase III, Chhatral, Dist. Gandhinagar, Gujarat,
India, 382729.

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We, being the member (s) of _____ shares of the above named company, hereby
appoint

1. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

2. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

3. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 36th Annual
General Meeting of members of the Company, to be held on Wednesday, 28th August, 2024 at
03:00 PM. at the Registered office situated at Plot No. 3123-3126, GIDC Phase III, Chhatral, Dist.
Gandhinagar, Gujarat, India, 382729 and at any adjournment thereof in respect of such resolutions
as are indicated below:

Ordinary Business:

1. To receive consider and adopt the audited financial statements including Balance Sheet as at March 31, 2024, Statement of Profit & Loss Account for financial year ended March 31, 2024, and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a director in place of Ms. Pushpa UttamchandMehta (DIN: 00153558), who retires by rotation and being eligible offer herself for re-appointment
3. To consider the Re-Appointment of M/s. KPSJ & Associates LLP (Firm Registration No. 124845W/W100209), Chartered Accountant as a Statutory Auditor of the company.

Special Business:

4. Regularization of Additional Director, Ms. Karuna Santosh Kumar Khatri (DIN: 10171747) as Non-Executive Independent Director of the Company.
5. To ratify the remuneration payable to the Cost Auditor Appointed by the board of directors of the company for the financial year 2024-25 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.
6. To approve Related Party Transactions with M/s. Chandanpani Private Limited for Contract/ Agreement.
7. To approve Related Party Transactions with M/s. Unison Metals Limited for Contract/ Agreement.
8. Authority to the Board of Directors to make Loans, give Guarantees and make Investments in other Bodies Corporate.
9. Approval under Section 180(1) (a) of Companies Act, 2013.
10. Approval for giving Loan or Corporate Guarantee or providing Security in connection with loan availed by Chandanpani Private Limited under Section 185 of Companies Act, 2013.

Signed this ____ day of..... 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I hereby record my presence at the 36th Annual General Meeting of the Company convened on Wednesday, 28th August, 2024 at 03:00 PM. at the registered office of the Company situated at Plot No. 3123-3126, GIDC Phase III, Chhatral, Dist. Gandhinagar, Gujarat, India, 382729.

Registered Folio No	
No. of Shares	

Name and Complete Address of the Equity Shareholder	
Signature	

Name of the Proxy Holder/Authorized Representative:	
Signature	

NOTE: Equity shareholders attending the meeting in Person or by Proxy or through Authorized Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Venue.

The details required to be disclosed for appointment of M/s. KPSJ & Associates LLP(Firm Registration No. 124845W/W100209), Chartered Accountant as a Statutory Auditor under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

A. Proposed fees payable to the Statutory Auditor(s):The fees proposed to be paid to M/s KPSJ & Associates LLP towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) to Rs. 8,00,000/- (Rupees Eight Lakhs Only)plus applicable taxes for the financial year.

B. Terms of appointment:Pursuant to Section 139(8) (i) of the Companies Act,2013, M/s KPSJ & Associates LLP,Statutory Auditors of the Company, shall hold 01stApril, 2024 to 31st March 2029.

C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:Not Applicable

D. Basis of recommendation for appointment: The Board of Directors of Directors and the Audit Committee, at their respective meetings, based onthe eligibility criteria prescribed under section 141 of the Companies Act, 2013 have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience across the industries, market standing of the firm, clientele served technical knowledge, governance standards, etc., and found M/s. KPSJ & Associates LLP, Chartered Accountants suitable for this appointment and accordingly, recommended the same.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

Particulars	Ms. Pushpa Uttamchand Mehta
DIN	00153558
Date of Birth	20/01/1960
Date of Appointment	10/01/2018
Qualifications	Bachelors of Commerce
Expertise in specific functional areas	Ms. PushpaUttamchand Mehta has a long associationwith the Company andshe has a very goodexperienceinAdministration and management.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	MeghjyotiImpex Private Limited
Memberships / Chairmanships of committees of other public companies	NIL (Member)
Number of shares held in the Company	Nil
Inter-se Relationship between Directors	She is wife of Mr. UttamchandChandanmal Mehta, Whole-time director of the Company.
Listed entities in which the person holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL

Particulars	Ms. KarunaSantoshkumar Khatri
DIN	10171747
Date of Birth	02/09/1994
Date of Appointment	23/05/2023
Qualifications	Qualified Company Secretary
Expertise in specific functional areas	Secretarial Compliance
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA
Memberships / Chairmanships of committees of other public companies	NA
Number of shares held in the Company	Nil

Inter-se Relationship between Directors	NA
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<p>Person having wide experience in the secretarial and legal field.</p> <p>Ms. Karuna has deep understanding of company law, governance principles and regulatory requirements which is very essential and has the ability to uphold and integrate good corporate governance practices.</p>
Listed entities in which the person holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL

ROUTE MAP TO VENUE

