

NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of **Mangal Credit and Fincorp Limited** is scheduled to be held on Thursday, 25th September, 2025 at 12.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the below mentioned business:

Ordinary Business:

1. Adoption of Annual Accounts:

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Board of Directors and Statutory Auditors thereon;

2. Declaration of dividend:

To declare the final dividend of ₹ 0.75 per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2025;

3. Re-appointment of Mr. Meghraj Sohanlal Jain (DIN: 01311041), the retiring director:

To reappoint a Director in place of Mr. Meghraj Sohanlal Jain (DIN: 01311041), who retires by rotation and being eligible, offers himself for re-appointment;

Special Business:

4. Approval for Material Related Party Transactions:

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), read with Section 188 of the Companies Act, 2013 ("the Act"), read with the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's 'Policy on Materiality of Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing

with Material Related Party Transactions with Mr. Meghraj Sohanlal Jain, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of the SEBI Listing Regulations for availment of Loan upto a sum of ₹ 70,00,00,000/- (Rupees Seventy Crore only), in one and more tranches, for the financial year 2025-26 and further up to the date of 64th Annual General Meeting of the Company, provided that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. Approval for Material Related Party Transactions:

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), read with Section 188 of the Companies Act, 2013 ("the Act"), read with the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's 'Policy on Materiality of Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions with Mr. Hardik Jain, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of the SEBI Listing Regulations for availment of Loan upto a sum of ₹ 30,00,00,000/- (Rupees Thirty Crore only), in one and more tranches, for the financial year 2025-26 and further up

to the date of 64th Annual General Meeting of the Company, provided that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director of the Company:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, all applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and the Board of Directors, and such other approvals, permissions and sanctions, as may be required, Mr. Sriram Sankaranarayanan (DIN: 00146563), who holds office as an Independent director upto 10th November, 2025, be and is hereby reappointed as an Independent director for a second term of 5 (five) years from the conclusion of his first term, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do

all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. Revision in remuneration of Mr. Nilesh Jain (DIN : 08788781), Executive Director (designated as Executive Director and Chief Financial Officer) of the Company:

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 Sections 178, 196, 197, 198 and 200 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), provisions of the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, and such other approvals, permissions and sanctions, as may be required, approval of the members be and is hereby accorded to the revision of remuneration of Mr. Nilesh Jain (DIN: 08788781), as an Executive Director (designated as Executive Director and Chief Financial Officer) of the Company, by increasing the remuneration from ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) to draw up to ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1st April, 2025, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 (1)(i) of the Act.

RESOLVED FURTHER THAT, except for the revision in the remuneration as an Executive Director all other terms and conditions of appointment of Mr. Nilesh Jain (DIN: 08788781), as an Executive Director (designated as an Executive Director and Chief Financial Officer) of the Company as approved earlier by the members, and which are not dealt with in this Resolution,

shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT, where in any financial year during the tenure of Mr. Nilesh Jain, as Director (designated as an Executive Director and Chief Financial Officer), the Company has no profits or its profits are inadequate, the Company may pay to Mr. Nilesh Jain, as an Executive Director (designated as an Executive Director and Chief Financial Officer) the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and execute all such documents, instruments and writings as may be required in this connection at their sole and absolute discretion deem fit, to give effect to this resolution without being required to seek any further consent or approval of the shareholders.”

8. Appointment of Secretarial auditor of the Company:

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded for the appointment of Vijay S. Tiwari & Associates, Practicing Company Secretaries, (Peer Review Certificate no. 1679/2022), as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the financial year 2025-26 till including financial year 2029-2030 at such remuneration and on

such terms and conditions as may be determined by the Board of Directors (including Committee thereof), and to avail any other services, certificates, or reports as may be permissible under the laws.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committees thereof) be and are hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above said resolution and matters, incidental, consequential and connected therewith.”

9. Alteration in the Articles of Association of the Company:

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

RESOLVED THAT, pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications thereof and consent of Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article after the existing Article 117 (d):-

117 (e)

Appointment of Director nominated by Debenture Trustee(s)

“Subject to the provisions of the Companies Act, 2013 and such any other regulatory provisions, as may be applicable from time to time (including any amendments enacted), whenever the debenture trustee(s) nominate(s) a person to be appointed as a director on the Board of the Company in exercise of its duties under Regulation 15 (1) (e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with regulation 23 (6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,

2021 (together “SEBI Regulations”), as amended from time to time, the Board shall appoint such person as a Director.

Provided, if more than one debenture trustee(s) is entitled to appoint a director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article. The Director so appointed shall not be liable to retire by rotation and shall hold office

so long as the default subsists. Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person.”

RESOLVED FURTHER THAT, any of the Executive Directors or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary and to take all such steps that may be required to give effect to this resolution.”

**By order of the Board of Directors
For Mangal Credit and Fincorp Limited**

**Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041**

Place: Mumbai
Date: 5th August, 2025

Registered Office:
1701/02, 'A' Wing, Lotus Corporate Park,
Off Western Express Highway,
Goregaon East, Mumbai- 400063.
Tel.: +91 22-42461300
E-mail: compliance@mangalfincorp.com

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated 8th April, 2020, 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 read with the latest being 09/2024 dated 19th September, 2024 ("collectively referred to as "MCA Circulars"), and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated 3rd October, 2024, have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue and has granted relaxation in respect of sending physical copies of the annual report to members. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Sixty Third (63rd) AGM of the Company is being held through VC/OAVM. The Registered Office of the Company i.e. 1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (E), Mumbai: 400063, shall be deemed to be the venue for the AGM.
2. In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 63rd AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained in the Notes.
4. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors who retire by rotations and being eligible, offer themselves for re-appointment at this AGM are also annexed to this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") and the SEBI Listing Regulations, for business at Item no. 4 to Item no. 9 as set out in the Notice convening the AGM ("AGM Notice") is annexed hereto.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting process. The said Resolution/ Authorization shall be sent by email through its registered email address to compliance@mangalfincorp.com and with a copy marked to evoting@nsdl.com.
7. The Notice of the AGM has been uploaded on the website of the Company at www.mangalfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories/ Depository Participant(s). Annual Report can also be downloaded from Company's website on www.mangalfincorp.com.

Physical copy of the Notice of the AGM along with Annual Report for the FY 2024-25 shall be sent to those shareholders who request for the same at compliance@mangalfincorp.com mentioning their Folio No/DP ID and Client ID.
9. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI Listing Regulations are provided as "Annexure-A" to this notice.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. 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), SS-2 and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
13. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 18th September, 2025 to Thursday, 25th September, 2025 (both days inclusive).
14. The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2025 is Wednesday, 17th September, 2025 and such dividend, if approved at the AGM, will be paid on or before Saturday, 25th October, 2025 to those Members entitled thereto subject to deduction of tax at source.
15. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with the physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for assistance in this regard.
16. The Board of Directors has appointed Mr. Vijay Tiwari (Membership No. A33084 and CP No. 12220) Proprietor of Vijay S. Tiwari & Associates, Practicing Company Secretary to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

The Results of remote e-Voting and voting at the Meeting shall be declared by the Chairman or by any other director or Company Secretary duly authorized in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website www.mangalfincorp.com and also be displayed on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e Thursday, 25th September, 2025, subject to receipt of the requisite number of votes in favor of the Resolutions.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection during the AGM. All the relevant documents referred to in the accompanying Notice are made available for inspection by members at the Registered Office of the Company, situated at 1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon(East), Mumbai City: 400063 on all working days (From Monday to Friday) during the business hours up to the date of AGM.
18. As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules and SEBI Circular, the

facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 respectively. The said forms can be downloaded from the Company's website at www.mangalfincorp.com

Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held in physical form.

SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Further, all members holding shares in physical mode are required to compulsorily link their PAN Card and Aadhaar Card to avoid freezing of folios. Pursuant to SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, for existing investors/ unit holders it has been decided that –

- Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts,
- Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders,
- Dividend, interest or redemption payment withheld presently, only for want of 'choice of nomination' shall be processed accordingly. However, all new investors/ unit holders shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

Pursuant to SEBI Notification No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, the Company shall issue securities in dematerialized form only while processing service requests viz. issue of duplicate

securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, format of which is available on the Company's website at: www.mangalfincorp.com. Further, members holding shares in physical form are requested to take action to dematerialize the Equity Shares, promptly to avoid inconvenience in future.

19. Pursuant to the SEBI Listing Regulations, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends, etc. Members are requested to register / update their Bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode.
20. TDS on dividend in accordance with the provisions of the Income Tax Act, 1961 ("IT Act"), as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company with effect from 1st April, 2020, is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to the Shareholders at the applicable rates. The Company shall consider the requests received by it from its shareholders as on the Record date fixed by the Company in relation to its proposed dividend(s);
 - a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to compliance@mangalfincorp.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% and 10% in case of Members having valid Permanent Account Number ('PAN') or as notified by the Government of India. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2024 does not exceed ₹ 5,000/- and also in cases where members provide Form 15G (Applicable to

any person other than a Company or a Firm) / Form 15H (Applicable to an individual above the age of 60 years) subject to conditions specified in the IT Act.

- b. For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, Non-resident shareholders[including Foreign Institutional Investors(FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to compliance@mangalfincorp.com

21. Unclaimed Dividends / Coupon:

- Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividend not encashed/ claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF") and all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by MCA ('IEPF Demat Account').
- Members/claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time.
- Details of Unclaimed Dividend and Shares attached thereto on Website:

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.mangalfincorp.com it is in the Members' interest to claim any unclaimed dividend and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who wish to claim unclaimed dividend are requested to contact the Registrar and Share Transfer Agents, at rnt.helpdesk@in.mpms.mufig.com.

- SEBI has released a procedural framework for dealing with unclaimed interest, dividend and redemption amounts lying with entities having listed nonconvertible securities and manner of claiming such amounts by investors.
- 22. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - [https:// smartodr.in/login](https://smartodr.in/login)") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website <https://www.mangalfincorp.com/investorZone.aspx> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_ IAD-3/P/CIR/2023/195 dated July 31, 2023]
- 23. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular.

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

The remote e-voting period begins on Monday, 22nd September, 2025 at 09:00 A.M. and ends on Wednesday, 24th September, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 17th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Wednesday, 17th September, 2025,

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Wednesday, 17th September, 2025, may obtain the login ID and password by sending request at evoting@nsdl.com or contact Company's RTA.

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvijaytiwari@gmail.com / viju2209@gmail.com with a copy with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 evoting@nsdl.co.in / compliance@mangalfincorp.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in / compliance@mangalfincorp.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@mangalfincorp.com. The same will be replied by the company suitably.

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

Item no. 4 & 5

Section 177 of the Companies Act, 2013 ("the Act") read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), provide that all related party transactions and subsequent material modifications shall require prior approval of the Audit Committee and further in sub-regulation (4) of Regulation 23 of the SEBI Listing Regulations provides that all the material related party transactions and subsequent material modifications shall require prior approval of the Shareholders through resolution.

Disclosures in terms of SEBI Circulars (including statutory modifications and reenactment thereof for the time being in force) for approval of Related Party Transactions are as follows;

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Jain
1.	Type, material terms and particulars of the proposed transaction.	Availment of unsecured loan for a sum not exceeding ₹70,00,00,000/- in one and more tranches. Interest rate: upto 11% p.a.	Availment of unsecured loan for a sum not exceeding ₹30,00,00,000/- in one and more tranches. Interest rate: upto 11% p.a.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Mr. Meghraj Sohanlal Jain Relationship with the listed entity: Chairman and Managing Director of the Company and holding 24.47% of the total paid up capital as on the date of this Notice.	Name: Mr. Hardik Jain Relationship with the listed entity: Executive Director and holding 4.23 % of the total paid up capital as on the date of this Notice.
3.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and further up to the date of 64 th Annual General Meeting of the Company	For the financial year 2025-26 and further up to the date of 64 th Annual General Meeting of the Company
4.	Value of the proposed transaction.	Not exceeding ₹ 70,00,00,000/- (Rupees Seventy Crores only)	Not exceeding ₹ 30,00,00,000/- (Rupees Thirty Crores only)

As the Company involved in the business of Non-Banking Financial Company and considering the funding requirements for both short term and long term goals, the Company may require to borrow from the related parties to mitigate instant needs. The threshold limit to attract the requirements of material related party transactions, stipulated under the SEBI Listing Regulations, may likely to be achieved in near future.

In light of the aforesaid provisions, the Audit Committee and Board of Directors of the Company has approved to avail loans from Mr. Meghraj Sohanlal Jain, Managing Director & Promoter and Mr. Hardik Jain, Executive Director & Promoter of the Company, for a sum not exceeding ₹ 70,00,00,000/- and ₹ 30,00,00,000/-, respectively, in one or more tranches. The said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

Accordingly, it is proposed to seek the approval of Shareholders to approve material related party transactions for availment of loans from Mr. Meghraj Sohanlal Jain and Mr. Hardik Jain amounting to not exceeding ₹ 70,00,00,000/- and ₹ 30,00,00,000/-, respectively, in one or more tranches.

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Jain
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	141.20%	60.51%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
	Details of the source of funds in connection with the proposed transaction.	Not Applicable	Not Applicable
	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 	Not Applicable	Not Applicable
	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable	Not Applicable
	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity.	<p>As the Company involved in the business of Non-Banking Financial Company and considering the funding requirements for both short term and long term goals, the Company may require to borrow from the related parties to mitigate instant needs.</p> <p>The said contracts / arrangements / transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company</p>	<p>As the Company involved in the business of Non-Banking Financial Company and considering the funding requirements for both short term and long term goals, the Company may require to borrow from the related parties to mitigate instant needs.</p> <p>The said contracts / arrangements / transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.</p>

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Jain
8.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not required to take valuation for the proposed transaction.	Not required to take valuation for the proposed transaction.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Since the counter party is an individual, criteria of percentage to the annual consolidated turnover is not applicable.	Since the counter party is an individual, criteria of percentage to the annual consolidated turnover is not applicable.
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not required to take valuation for the proposed transaction.	Not required to take valuation for the proposed transaction.
11.	Any other information that may be relevant.	Not Applicable	Not Applicable

Except Mr. Meghraj Sohanlal Jain and Mr. Hardik Jain, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in the resolutions stated in Item No. 4 and 5 of the Notice.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 4 and 5 of the accompanying Notice for the approval of the members.

Item no. 6

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Sriram Sankaranarayanan (DIN: 00146563) was appointed as an Independent Director of the Company on 11th November, 2020, for a term of 5 years. Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee and the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director for a second term of five years from 11th November, 2025 to 10th November, 2030.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director, to be reappointed under the provisions of Section 149(10) of the Act. Mr. Sriram Sankaranarayanan has also consented to act as an Independent Director and has submitted declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He has also confirmed that he is not disqualified from being reappointed as a director in terms of Section 164 of the Act and is not debarred from holding the office of director pursuant to any order issued by SEBI or any other such authority.

In the opinion of Nomination and Remuneration Committee and Board, Mr. Sriram Sankaranarayanan fulfils the conditions specified in the Act and SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management.

Details required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) including his profile, nature of expertise in specific functional areas, directorships and committee positions held in other companies, shareholding, and inter-se relationship with other directors, are provided in the "Annexure-A" to this Notice.

A copy of the draft letter for the re-appointment Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

The Nomination and Remuneration Committee and Board are of the view that his continued association would be of immense benefit to the Company and therefore, the Board recommends the resolution set forth in Item No. 6 relating to the re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Mr. Sriram Sankaranarayanan (DIN: 00146563) no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 7

Mr. Nilesh Jain (DIN: 08788781) is serving as Executive Director and Chief Financial Officer of the Company. Over the years, he has played vital role in expanding the Company's operation across multiple states by opening of several new branches and strengthening the Company's presence in key geographies. The Board is of the view that he has provided dedicated and meritorious services and made significant contribution towards the overall growth of the Company, therefore by considering the increased responsibility and projected future growth of the Company under the guidance and leadership of Mr. Meghraj Sohanlal Jain as Chairman and Managing Director, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, have approved the revision in the terms of remuneration of Mr. Nilesh Jain (DIN: 08788781) from ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum to draw upto ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1st April, 2025. The revision also includes the release of arrears of salary from 1st April, 2025 to the deemed date of approval of this resolution by the

Members. Accordingly, the resolution under Item no. 7 of the accompanying Notice has been placed before the members for their approval by way of Special Resolution.

Except for the revision in the remuneration of Mr. Nilesh Jain (DIN: 08788781) as Executive Director (designated as Executive Director and Chief Financial Officer), mentioned in resolution under Item no. 7 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.

The Company as on date is not in default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditors of the Company and accordingly, their prior approval is not required, for approval of the proposed special resolutions.

The Explanatory Statement attached to resolution no.5 passed at the 60th Annual General Meeting of the Company held on 30th September, 2022 and further modified by the Explanatory Statement attached to the resolution no.7 of this notice may be treated as a written memorandum setting out the terms of remuneration of Mr. Nilesh Jain, Executive Director (designated as Executive Director and Chief Financial Officer) of the Company in terms of Section 190 of the Act.

The other disclosures as required under the Companies Act, 2013 ("the Act") read with the rules made thereunder and Schedule V to the Act, and as per Secretarial Standard- 2 (SS-2), regarding Special Resolutions under Item No. 7 of the accompanying Notice, are annexed as "Annexure-A" to this notice.

Except, Mr. Nilesh Jain, designated as Executive Director and Chief Financial Officer, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in resolution stated in Item No. 7 of the Notice.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 7 of the accompanying Notice for the approval of the members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013-

I. General Information:

Nature of Industry	The Company engaged in the business of Non-Banking Financial Company without accepting public deposits.
Date or expected date of commencement	Existing company in operation since 1961
In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators: For the year ended 31 st March, 2025	(₹ In Lakhs)
➤ Total Income	4,957.62
➤ Total Expenditure	3,103.77
➤ Profit Before Tax	1,820.54
➤ Tax Expenses	513.78
➤ Profit after tax	1,306.76
Foreign Investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

Name	Mr. Nilesh Jain (DIN : 08788781)
Background details	Mr. Nilesh Jain, designated as Executive Director and Chief Financial Officer of Mangal Credit and Fincorp Limited. He holds an MBA degree with dual specialisation in Finance and Marketing. With over 12 years of Professional Experience in the financial sector with in depth knowledge of Gold Loans, Housing Loans, Mortgages and Construction Finances. His area of expertise includes sales, Marketing & strategic Planning. Mr. Nilesh Jain has played a significant role in driving business growth and strengthening the Company's financial and operational frameworks.
Past remuneration	During the Financial year 2024-25 he has drawn ₹ 24 Lakhs per annum as remuneration.
Recognition or awards	Nil
Job profile and his suitability	Mr. Nilesh Jain, designated as an Executive Director and Chief Financial Officer of the Company and associated with the Company since 30 th October, 2021. His role includes to monitor the business operations and Strategy as well as control the finance and monitor the use of funds.
Remuneration proposed	Draw upto ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1 st April, 2025.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the position held and the responsibility shouldered by Mr. Nilesh Jain as Executive Director (designated as Executive Director and Chief Financial Officer) of the Company, the enhanced business activities of the Company and the plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for drawing remuneration as Executive Director and Chief Financial Officer, Mr. Nilesh Jain does not have any pecuniary relationship whether directly or indirectly with the Company.

III. Other information:

Reasons of loss or inadequate profits	During the financial year Company has earned a Profit of ₹ 1306.76 Lakhs after tax, represents growth of 23.91% as compared to previous year.
Steps taken or proposed to be taken for improvement	During the Financial year 2024-25, the Company has opened 6 new branches across multiple states of India and planning to open more than 18 branches during the Financial year 2025-26 across multiple states to optimise the profitability.
Expected increase in productivity and profits in measurable terms	The Management is confident about the growth in the business and expecting increase in business and profits.

Item no. 8

Pursuant to Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, Company shall require to appoint peer reviewed Company Secretary firm / Individual for a term of 5 (five) consecutive years commencing from the financial year 2025-26. Vijay S. Tiwari & Associates, Practising Company Secretary (Peer review Certificate no. 1679/2022) is eligible for appointment for a term of five consecutive years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on 5th August, 2025, approved the appointment of Vijay S. Tiwari & Associates, Practising Company Secretary as secretarial auditors of the Company to conduct secretarial audit for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Vijay S. Tiwari & Associates, Practising Company Secretary, a leading firm of practicing company secretaries with over 15 years of experiencing in delivering comprehensive professional services across corporate laws and SEBI Regulations. Vijay S. Tiwari & Associates, Practising Company Secretary has given the consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits

specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Vijay S. Tiwari & Associates, Practising Company Secretary has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed fees to be paid for secretarial audit services for the financial year ending 31st March, 2026 is Rs. 50,000/- (Rupees Fifty thousand only) plus applicable taxes and out of pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from Vijay S. Tiwari & Associates, Practising Company Secretary under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they may charge separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The Board of Directors and the Audit Committee shall approve revision to the fees for the part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including fees, in such manner and to such extent as may be mutually agreed with Vijay S. Tiwari & Associates, Practising Company Secretary.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in the resolutions stated in Item No. 8 of the Notice.

The Board of Directors recommends the passing of Ordinary Resolution as set out in Item No. 8 of the accompanying Notice for the approval of the members.

Item no. 9

The Securities and Exchange Board of India ('SEBI') vide its notification no. SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023, ("Amendment Notification") has amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation") wherein it mandated that Articles of Association ("AOA") of an issuer of debt securities shall contain a clause authorizing the Board of Directors of such issuer company to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

The right to appoint a nominee director on the Board of Directors of the Company ('Board') shall be exercised by the debenture trustee(s) only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

- a. two consecutive defaults in payment of interest to the debenture holders; or
- b. default in creation of security for debentures; or
- c. default in redemption of debentures.

The Company has recently issued Non-Convertible Debentures ("NCDs"), and currently has one series of outstanding NCDs which are listed on BSE Limited. Catalyst Trusteeship Limited acts as the Debenture Trustee for these NCDs. The NCDs have been assigned a credit rating of "Crisil BBB Stable" by Crisil Ratings Limited. The Company is in compliance with the terms of the NCDs and there has not been any default as mentioned above. Therefore, in compliance with the above Amendment Notification, and as the Company has listed its debt securities, the Board has considered and approved the amendment in Articles of Association ('AOA') of the Company subject to the approval of Members of the Company by inserting new Article 117(e) after the existing Article 117(d) as mentioned in the Item No. 9 to the Notice.

In terms of sections 5, 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the amendment in the AOA of the Company.

A copy of AOA of the Company with the proposed alteration is available for inspection at the Corporate Office of the Company at any working day during business hours. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Special resolution set out at item no 9 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of this notice for approval of the Members.

**By the Order of the Board of Directors
For Mangal Credit and Fincorp Limited**

**Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041**

Place: Mumbai
Date: 5th August, 2025

Registered Office:
1701/02, 'A'Wing, Lotus Corporate Park,
Off Western Express Highway,
Goregaon East, Mumbai- 400063.
Tel.: +91 22-42461300
E-mail: compliance@mangalfincorp.com

ANNEXURE-A

Additional Information of Directors for appointment / re-appointment / revision of remuneration as per regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are as follows:

Name of the Director	Mr. Meghraj Sohanlal Jain	Mr. Nilesh Jain	Mr. Sriram Sankaranarayanan
DIN	01311041	08788781	00146563
Date of Birth	25.06.1970	16.01.1988	01.08.1968
Age	55	37	67
Date of first appointment on the Board	14.08.2013	30.10.2021	11.11.2020
Designation	Chairman and Managing Director	Executive Director and Chief Financial Officer	Non-Executive Independent Director
Qualifications	Graduate	MBA in Finance and Marketing	Chartered Accountant, Cost Accountant and Certified Information System Auditor
Brief resume, Experience and Nature of his expertise in functional areas / skills and capabilities	Mr. Meghraj Sohanlal Jain is an Entrepreneur and Businessman, having more than three decades of experience. He is a co-founder & promoter of the Company. His area of expertise include marketing planning, business development, strategic business relationships, etc.	Mr. Nilesh Jain has more than 12 years of experience in the financial sector with in-depth knowledge of Gold Loan, Housing Loan, Mortgages and Construction Finance. His area of expertise includes sales, marketing & Strategic planning.	Mr. Sriram Sankaranarayanan is specialising in creating innovative, cutting-edge software, using the latest technologies, in the fast-paced Stock Broking segment. He has more than three decades of varied experience in finance, accounting, equity/ sector research, and IT Management.
No. of Board Meetings attended during the year 2024-25	5	5	5
Directorships held in other Companies	None	None	- Venture Securities Limited; - Xtremsoft Technologies Private Limited
Names of other listed entities in which Director holds Directorship	None	None	None

Name of the Director	Mr. Meghraj Sohanlal Jain	Mr. Nilesh Jain	Mr. Sriram Sankaranarayanan
The listed entities from which the Director has resigned in the past three years	None	None	None
Membership / Chairmanship of Committees of other Board*	Membership : 1 Chairmanship : Nil	Membership : 2 Chairmanship : Nil	Membership : Nil Chairmanship : Nil
Shareholding in the Company	47,86,565 Equity shares	2,000 Equity shares	Nil
Disclosure of relationships with other directors and KMP	Mr. Meghraj Sohanlal Jain is the father of Mr. Hardik Jain, Executive director of the Company	Not related with any director, Manager or KMP of the Company	Not related with any director, Manager or KMP of the Company
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the resolution at item no. 3 of this Notice, Mr. Meghraj Jain (DIN: 08788781), who retires by rotation and being eligible, offers himself for re-appointment.	It is proposed to revise in the terms of remuneration of Mr. Nilesh Jain from ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum to draw upto ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1 st April, 2025. Except for the revision in the remuneration of Mr. Nilesh Jain as an Executive Director (Director and Chief Financial Officer), mentioned in resolution under Item no. 7 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective. Last drawn Remuneration: ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum	Re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director for a second term of five years from 11 th November, 2025 to 10 th November, 2030. Mr. Sriram Sankaranarayanan entitled to receive sitting fees for attending meetings of the Board and its Committees as approved by the Board within the limits prescribed under the Companies Act, 2013. Last drawn Remuneration: ₹ 1,25,000/- in the form of sitting fees.

Name of the Director	Mr. Meghraj Sohanlal Jain	Mr. Nilesh Jain	Mr. Sriram Sankaranarayanan
Summary of performance evaluation report in case of reappointment of Independent Director	NA	NA	<p>Performance was evaluated on the basis of role and responsibilities towards the Board, attendance and active participation in the Meeting, guidance provided to the Management, independent view on the material affairs, benefits to the Company and Governance as well as Compliance.</p> <p>Based on the above attributes and considering the high level of engagement in the deliberations of the Board, the Board is of the view that the continued association of Mr. Sriram Sankaranarayanan would be in the best interest of the Company and recommends the reappointment for a second term.</p>

* In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

**By the Order of the Board of Directors
For Mangal Credit and Fincorp Limited**

**Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041**

Place: Mumbai

Date: 5th August, 2025

Registered Office:

1701/02, 'A' Wing, Lotus Corporate Park,
Off Western Express Highway,
Goregaon East, Mumbai- 400063.

Tel.: +91 22-42461300

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