Notice

NOTICE is hereby given that the 64th Annual General Meeting of the Members of Mangal Credit and Fincorp Limited is scheduled to be held on Tuesday, September 22, 2026 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 March 31, 2026, 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 March 31, 2026.

3. Re-appointment of Mr. Hardik Meghraj Jain (DIN: 07871480), the retiring director:

To reappoint a Director in place of Mr. Hardik Meghraj Jain (DIN: 07871480), 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 ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore only), in one or more tranches, for the financial year 2026-27 and further up to the date of 65th 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 of Directors or Committee of the Board in connection with any matter referred to or contemplated in this resolution or any previous resolutions passed in the same matter or for the same purpose, 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 Meghraj 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 ₹ 50,00,00,000/- (Rupees Fifty Crore only), in one or more tranches, for the financial year 2026-27 and further up to the date of 65th 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 of Directors or Committee of the Board in connection with any matter referred to or contemplated in this resolution or any previous resolutions passed in the same matter or for the same purpose, be and are hereby approved, ratified and confirmed in all respects."

6. Approval for Increase in Authorised Share Capital and Consequential Alteration of the Memorandum of Association 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 Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty lakhs) equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 30,00,00,000 /- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) equity shares of ₹ 10/- (Rupees Ten only) each by the creation of additional 50,00,000 (Fifty lakhs) additional shares ranking pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause

(Clause V) of the Memorandum of Association of the Company is substituted with the following Clause

V.

The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT, any of the Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

7. Authorization to Create, Offer, Issue and Allot Convertible Equity Warrants on a Preferential Basis:

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

"RESOLVED THAT, pursuant to Sections 23, 42, 62(1)(c) and all other applicable provisions & Rules made there under, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited, on which the equity shares of the Company having face value of ₹ 10/- (Rupees Ten only) each ("equity shares") are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations") and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities"), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, offer, issue, and allot up to 25,00,000 (Twenty Five lakh) Convertible Equity Warrants (hereinafter referred to as "Warrant(s)") on preferential basis to the Promoters as well as Non-Promoter with each Warrant convertible into one equity share of the Company of nominal value of ₹ 10/- each at an Issue Price of ₹ 247/- which includes a premium of ₹ 237/- each determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations to the following Investors (the "Allottees"):

Sr. No.	Name of the Proposed Allottees	Category	Number of Warrants proposed to be allotted	Issue Price per warrant
1.	Mr. Meghraj Sohanlal Jain	Promoter	2,00,000	₹ 247
2.	Mr. Hardik Meghraj Jain	Promoter	5,50,000	₹ 247
3.	Ms. Indra Meghraj Jain	Promoter	5,50,000	₹ 247
4.	Ms. Seema Ajit Jain	Promoter	5,50,000	₹ 247
5.	Ms. Ritu Jain	Promoter*	5,50,000	₹ 247
6.	Ms. Disha Jagdish Jain	Non-Promoter	1,00,000	₹ 247

*post allotment categorized under Promoter group

RESOLVED FURTHER THAT, the issuance of Warrants shall be subject to the following terms and conditions:

(a) The Warrants shall be convertible (at the sole option of the Allottees) at any time from the date of allotment of Warrants up to a period of 18 months;

(b) The warrants shall be allotted in one or more tranches in dematerialized form on receipt of applicable subscription monies for issuance of the warrants within a maximum period of fifteen (15) days from the date of passing of the special resolution by the members; provided that where the allotment of warrants is subject to receipt of any approval or permission from the applicable regulatory authorities, the allotment shall be completed within a period of fifteen days (15) days from the date of receipt of last of such approvals or permission;

(c) Each Warrant shall be convertible into one equity share of nominal value of ₹ 10/- each at a price of ₹ 247/- which includes a premium of ₹ 237/- per share, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations;

(d) The Allottees shall on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per warrant;

(e) The balance 75% of the Warrant Issue Price shall be payable at the time of allotment of equity shares pursuant to exercise of the options attached to Warrants to subscribe to equity shares. The consideration shall be paid to the Company from the bank accounts of the respective allottees;

(f) The amount referred to in (c) above shall be non-interest bearing and shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of the Warrants;

(g) The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI (ICDR) Regulations for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

(h) The subscription amount shall be deposited in a separate bank account opened in accordance with the provisions of the Act;

(i) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to a lock-in requirement as prescribed under the SEBI ICDR Regulations as amended from time to time;

(j) Resulted equity shares to be allotted pursuant to such conversion shall be in dematerialized form and shall rank pari passu in all respects including dividend with other existing shareholders;

(k) The "Relevant Date" as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the equity shares shall be August 21, 2026;

(l) Resulted equity shares allotted upon the conversion shall be fully paid –up and will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(m) The issuance and allotment of equity shares pursuant to the exercise of the Warrants shall be undertaken in such a manner that the Company continues to comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, and other applicable laws, regulations, circulars, guidelines or directions issued by SEBI or any other competent authority, as amended from time to time;

(n) The Allottees shall make payment of the Warrant issue price from its own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank of the person whose name appears first in the application;

(o) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrants Allottees any rights with respect to that of an equity shareholders of the Company;

(p) The Warrants so offered, issued and allotted shall not exceed the number as approved hereinabove; and

(q) Without prejudice to the generality of the above, the issuance of the Warrants shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof."

RESOLVED FURTHER THAT, the Board be and is hereby authorised to issue and allot such number of equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/ or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT, any of the Director or Company

Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation

(a) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, 2018 or as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Convertible Equity Warrants, without being required to seek any further consent or approval of the members of the Company,

(b) making applications to the Stock Exchanges for obtaining necessary approvals,

(c) listing of shares, filing requisite documents with MCA and other regulatory authorities,

(d) filing of requisite documents with the depositories,

(e) to resolve and settle any questions and difficulties that may arise in the preferential offer,

(f) issue and allotment of the Convertible Equity Warrants and resulted equity shares, and

(g) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

8. Approval for Increase in Borrowing Limits from ₹ 750 Crore to ₹ 1,500 Crore under Section 180(1)(c) of the 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any amendment(s) modification(s), variation(s) or re-enactment(s) thereof for the time being in force) ("the Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, applicable Circulars/ Notifications /Directions issued by Reserve Bank of India, from time to time, and subject to such approvals, permissions and sanctions as may be necessary, the 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 be deemed to include, unless the context otherwise requires, any Committee, including the Loans and Advances Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to borrow, from time to time, any sum or sums of money, in one or more tranches, in such manner and upon such terms and conditions as the Board may deem fit, from any one or more of the Banks, Financial Institutions, lending agencies, Central Government, State Government, any Authority, Corporation, Company/Body Corporate, Fund, etc. whether by way of loans, credit facilities, debt instruments, advance, deposits, loans, bill discounting or any other Credit facility, securities or otherwise whether in Indian Rupees or foreign currency, secured by mortgage, charge, hypothecation, lien of the Company's assets and properties whether immovable or movable, work in progress of all or any of the undertakings of the Company or unsecured loans, notwithstanding that the moneys to be borrowed together with money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital, free reserves and security premium that is to say, reserves not set apart for any specific purpose but, so however, that the total amount to which the company may be borrowed by the Board and outstanding at any time shall not exceed the sum of ₹1,500 Crore (Rupees One Thousand Five Hundred Crore only).

RESOLVED FURTHER THAT, consent of the Members be and is hereby accorded to delegate the power to the Loans and Advance Committee of the Board to negotiate/use/modify/amend/reduce/ enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT, any of the Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution."

9. Approval for Creation of Charge on the Assets of the Company under Section 180(1)(a) of the 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 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force) ("Act"), the provisions of the Memorandum and Articles of Association of the Company, applicable directions, circulars and guidelines issued by the Reserve Bank of India and other regulatory authorities from time to time, and subject to such approvals, permissions and sanctions as may be necessary, the 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 be deemed to include, unless the context otherwise requires, any Committee, including the Loans and Advances Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution)) to create such mortgages, charges, hypothecations, pledges and/or other encumbrances, in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, in addition to the existing mortgages, charges, hypothecations, pledges and/or other encumbrances created by the Company, on all or any part of the movable and/or immovable properties, assets, receivables, book debts, investments and/or undertaking(s) of the Company, both present and future, in such manner and on such terms and conditions as the Board may deem fit, in favour of banks, financial institutions, lenders, debenture trustees, security trustees or any other persons/entities for securing the borrowings, financial assistance, loans, debentures or other credit facilities availed or to be availed by the Company.

RESOLVED FURTHER THAT, such charges, mortgages, hypothecations, pledges and/or other encumbrances may be created for securing borrowings and financial facilities, the aggregate outstanding amount of which shall not at any time exceed the borrowing limits approved by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT, consent of the Members be and is hereby accorded to delegate the power to the Loans and Advance Committee of the Board to negotiate / use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT, any of the Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing 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: August 6, 2026
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, General Circular No. 09/2024 dated 19th September, 2024 read with the latest being General Circular No. 03/ 2025 dated September 22, 2025 ("collectively referred to as "MCA Circulars"), and relevant circulars issued by the Securities and Exchange Board of India ("SEBI") ,in this regard, 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 Fourth (64th) 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 64th 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 Regulation 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 viju2209@gmail.com and 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 2025-26 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

   Those shareholders who required physical copy of the Notice of the AGM along with Annual Report for the FY 2025-26 shall sent their request at compliance@mangalfincorp.com mentioning their Folio No/DP ID and Client ID.

9. For those shareholders whose email ids are not registered, web-link of the documents is being sent via registered post. The documents are also available on the website of the Company at www.mangalfincorp.com

10. 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.

    In case of joint holders attending the Meeting, 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.

11. 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.

12. 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.

13. 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.

14. Notice is also given under Section 91 of the Act read with applicable provision(s) of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, September 15, 2026 to Tuesday, September 22, 2026 (both days inclusive).

15. The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended March 31, 2026 is Monday, September 14, 2026 and such dividend, if approved at the AGM, will be paid on or before Thursday, October 22, 2026 to those Members entitled thereto subject to deduction of tax at source.

16. SEBI vide its notification dated January 24, 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.

17. 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 Tuesday, September 22, 2026, subject to receipt of the requisite number of votes in favor of the Resolutions.

18. 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.

19. 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 compulsory 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 June 10, 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 January 25, 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.

20. 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.

21. 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 April 1, 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 121, 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') and who is liable to pay the tax 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 the year does not exceed ₹ 10,000/-

   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 41, any other document which may be required to avail the tax treaty benefits by sending an e-mail to compliance@mangalfincorp.com

22. 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.mufg.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.

23. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - 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/investerZone.aspx [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]

24. 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 Saturday, September 19, 2026 at 09:00 A.M. and ends on Monday, September 21, 2026, 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. Monday, September 14, 2026, 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, Monday, September 14, 2026,

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:

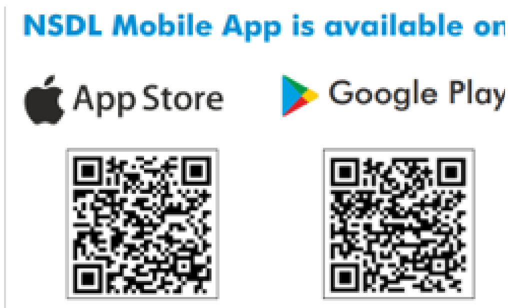
Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 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.

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.	1. 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. 2. 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. 3. 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

Type of shareholders	Login Method
	4. 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. 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	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.

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.

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. Monday, September 14, 2026, 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 user 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.

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.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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 marked to evoting@nsdl.co.in and compliance@mangalfincorp.com 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 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.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/have questions may send their questions in advance of at least 5 working days of AGM, 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. The Company reserves the rights to restrict the number of speakers, depending on the availability of time for the AGM.
7. 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.

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.

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 ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore only) and ₹ 50,00,00,000/- (Rupees Fifty Crore only), 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 ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore only) and ₹ 50,00,00,000/- (Rupees Fifty Crore only), respectively, in one or more tranches.

Disclosures in terms of SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (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 Meghraj Jain
1	Name of the related party	Mr. Meghraj Sohanlal Jain	Mr. Hardik Meghraj Jain
2	Country of incorporation of the related party	Not Applicable as the related party is an individual person	Not Applicable as the related party is an individual person

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Meghraj Jain
3	Nature of business of the related party	Not Applicable as the related party is an individual person	Not Applicable as the related party is an individual person
4	Relationship with the listed entity including nature of its concern or interest (financial or otherwise)	Mr. Meghraj Sohanlal Jain is a Chairman and Managing Director of the Company and holding 22.67% of the total paid up capital as on the date of this Notice.	Mr. Hardik Meghraj Jain is an Executive Director and holding 11.26 % of the total paid up capital as on the date of this Notice.
	(i) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable as the related party is an individual person	Not Applicable as the related party is an individual person
	(ii) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case transaction involving the subsidiary).	Not Applicable as the related party is an individual person	Not Applicable as the related party is an individual person
	(iii) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	22.67%	11.26%
5	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Loans taken: ₹ 101,03,25,000 Loans repaid: ₹ 112,75,11,505 Interest on Loans: ₹ 82,90,589 Total exposure: ₹ 214,61,27,094	Loans taken: Nil Loans repaid: Nil Interest on Loans: Nil Total exposure: Nil
6	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immedately preceding the quarter in which the approval is sought.	Loans taken: ₹ 32,59,00,000 Loans repaid: ₹ 32,89,01,967 Interest on Loans: ₹ 31,78,887 Total exposure: ₹ 65,79,80,854	Loans taken: ₹ 25,00,000 Loans repaid: ₹ 25,00,000 Interest on Loans: ₹ 616 Total exposure: ₹ 50,00,616
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiay during the last financial year.	Nil	Nil
8	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/Shareholders.	Not exceeding ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore only)	Not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore only)

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Meghraj Jain
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
10	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)	357.65%	71.53%
11	Value of the proposed transactions as a percentage of the subsidiary's standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable as the transaction is proposed to be entered between the Company and Related Party.	Not Applicable as the transaction is proposed to be entered between the Company and Related Party.
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	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.
13	Financial performance of the related party for the immediately preceding financial year: Turnover Profit after tax Net profit	Since the counter party is an individual, criteria of percentage to the annual consolidated turnover is not applicable.	Not Applicable as the counter party is an individual.
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings from Related Party	Borrowings from Related Party
15	Details of each type of the proposed transaction	Availment of unsecured Loan in one or more tranches	Availment of unsecured Loan in one or more tranches
16	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the financial year 2026-27 and further upto the date of 65th Annual General Meeting.	For the financial year 2026-27 and further upto the date of 65th Annual General Meeting.
17	Whether omnibus approval is being sought?	Yes	Yes

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Meghraj Jain
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable as the proposed transaction(s) will be executed in one or more tranches in the financial year upto the date of next annual general meeting	Not applicable as the proposed transaction(s) will be executed in one or more tranches in the financial year upto the date of next annual general meeting
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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 said contracts / arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company	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 said contracts / arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.
20	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	**Name of the director / KMP**: Mr. Meghraj Sohanlal Jain and Mr. Hardik Meghraj Jain **Shareholding of the director / KMP, whether direct or indirect, in the related party**: Not Applicable as the aforementioned directors have direct interest.	**Name of the director / KMP**: Mr. Meghraj Sohanlal Jain and Mr. Hardik Meghraj Jain **Shareholding of the director / KMP, whether direct or indirect, in the related party**: Not Applicable as the aforementioned directors have direct interest.
21	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required to take the valuation report for the proposed transactions.	Not required to take the valuation report for the proposed transactions.
22	Material covenants of the proposed transaction (Type, material terms and particulars of the proposed transaction.)	Availment of unsecured loan for a sum not exceeding ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore only) in one or more tranches, at the Interest rate of not more than 11% p.a.	Availment of unsecured loan for a sum not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore only) in one or more tranches, at the Interest rate of not more than 11% p.a.
23	Interest rate (in terms of numerical value or base rate and applicable spread)	upto 11%	upto 11%
24	Cost of borrowing Note: including all costs associated with the borrowing.	No additional cost other than interest	No additional cost other than interest
25	Maturity / due date (Tenure)	For the financial year 2026-27 and further upto the date of 65th Annual General Meeting.	For the financial year 2026-27 and further upto the date of 65th Annual General Meeting.
26	Repayment schedule & terms	On demand	On demand
27	Whether secured or unsecured	Unsecured	Unsecured
28	If secured, the nature of security & security coverage ratio	Not Applicable, as the proposed loan is unsecured	Not Applicable, as the proposed loan is unsecured
29	The purpose for which the funds will be utilized by the listed entity/ subsidiary	General corporate purpose and forward lending	General corporate purpose and forward lending

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain		Loans avail from Mr. Hardik Meghraj Jain	
30	Debt to Equity Ratio of the listed entity or it's subsidiary based on last audited financial statements.	**Before Transaction**	Not Applicable as the Company is falling under the category of NBFC.	**Before Transaction**	Not Applicable as the Company is falling under the category of NBFC.
		After Transaction		**After Transaction**	
31	Debt Service Coverage Ratio of the listed entity or its subsidiary based on latest audited financial statements	**Before Transaction**	Not Applicable as the Company is falling under the category of NBFC.	**Before Transaction**	Not Applicable as the Company is falling under the category of NBFC.
		After Transaction		**After Transaction**	
32	Other information relevant for decision making.	As mentioned herein.		As mentioned herein.	

The Audit Committee, while approving the proposed Related Party Transactions, has reviewed the certificate submitted pursuant to RPT Industry Standards dated June 26, 2026, issued by the Chairman & Managing Director and the Executive Director & CFO of the Company, confirmed that the proposed transactions are appropriate and in the interest of the Company. The said certificate can be accessed from the below mentioned weblink:

chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://www.mangalfincorp.com/uploads/investor/RPT-Compliance-Certificate.pdf

The said transactions were approved by the Audit Committee and the Board of Directors, at their respective meetings held on February 9, 2026.

Except Mr. Meghraj Sohanlal Jain and Mr. Hardik Meghraj Jain, none of the other Directors or KMPs 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 order to facilitate the future fund-raising requirements and support the growth and expansion plans of the Company, the Board of Directors, at its meeting held on August 6, 2026, approved, subject to the approval of the Members, increase in the Authorised Share Capital of the Company from ₹25,00,00,000 (Rupees Twenty-Five Crore only) divided into 2,50,00,000 equity shares of ₹10/- each to ₹30,00,00,000 (Rupees Thirty Crore Only) divided into 3,00,00,000 equity shares of ₹10/- each by creation of an additional 50,00,000 equity shares of ₹10/- each ranking pari passu in all respects with the existing equity shares of the Company.

Pursuant to Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the increase in the Authorised Share Capital of the Company and the consequent amendment to Clause V of the Memorandum of Association of the Company require approval of the Members of the Company.

Accordingly, Clause V of the Memorandum of Association relating to the Authorised Share Capital of the Company shall stand altered to reflect the revised Authorised Share Capital.

The amended set of Memorandum of Association is available for inspection at the registered office of the Company on any working day during business hours. Any member who desire to inspect the said MOA can send request by email ID mentioned in the Notice and the Company will provide the said copies by email to such member.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item no. 7

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to inter alia augment of its long term resources including for repayment of indebtness and fund their business purposes, operations and for general corporate purposes as per the Company's business related plans formulated from time to time. The Board of Directors of the Company at their meeting held on May 28, 2026, subject to member's approval and such other regulatory/statutory approvals as may be required,, has approved the issuance of up to 25,00,000 (Twenty-Five lakh) Convertible Equity Warrants ("Warrants / Equity Warrants") on a preferential basis to the following proposed allottees aggregating up to ₹61,75,00,000/-, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations")

Sr. No.	Name of the Proposed Allottees	Category	Number of Warrants proposed to be allotted	Issue Price per Warrant
1.	Mr. Meghraj Sohanlal Jain	Promoter	2,00,000	₹247/-
2.	Mr. Hardik Meghraj Jain	Promoter	5,50,000	₹247/-
3.	Ms. Indra Meghraj Jain	Promoter	5,50,000	₹247/-
4.	Ms. Seema Ajit Jain	Promoter	5,50,000	₹247/-
5.	Ms. Ritu Jain	Promoter*	5,50,000	₹247/-
6.	Ms. Disha Jagdish Jain	Non-Promoter	1,00,000	₹247/-

*post allotment categorized under Promoter / Promoter Group

Collectively referred to as proposed allottees

With the intent of the object as stated in the foregoing paragraph along with meeting the capital requirements of the Company and for the ease of operations, it is proposed that warrants convertible into equal number of equity shares of the Company be issued to the proposed allottee on preferential basis, at price of ₹ 247/- per equity share (including a Premium of ₹ 237/- per equity share), in such manner and on such terms and conditions as prescribed under the SEBI ICDR Regulations and in compliance with Section 42 and Section 62 and other applicable Provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The issue Price of the warrants convertible into equal number of equity shares is not less than the price as may be determined in accordance with the SEBI ICDR Regulations. The aforementioned approval of the Board is subject to approval of the shareholders, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

The proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottees. Hence, in terms of Regulation 166A of the SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price.

The issue price of the equity shares is the higher of the price determined under the Valuation Report from CA RV Bhavin Hinger (Reg. No. IBBI/RV/06/2019/12568) the Registered Valuer (Registered address: 612-613 The Lenora, Near Naveli Hospital, New City Light Road, Surat – 395017) and the price of the equity shares as calculated in accordance with the provisions of SEBI ICDR Regulations. Further the copy of valuation report procured under Regulation 166A of the SEBI ICDR Regulations is available under investor tab of website of the Company i.e. www.mangalfincorp.com

The consent of the members is being sought by way of a special resolution to issue and allot upto 25,00,000 Warrants convertible into or exchangeable for one (1) equity share of face value of ₹ 10/- each on preferential basis to the Proposed Allottees in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed there under including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as "Rules"), SEBI ICDR Regulations, SEBI LODR Regulations, and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs ("MCA") and other regulatory authorities, from time to time, including with.

It is to be noted that the issuance of Warrants convertible into equal number of equity shares and issuance of resulted equity shares, subject to compliance of the requirements under the SEBI ICDR Regulations is exempted from the definition of "related party transaction" specified under SEBI LODR Regulations. Therefore, the Preferential Issue is not a 'related party transaction' under the provisions of Regulation 2(zc) of the SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required. Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

1. **Purpose/ Objects of the Issue:**

   The proceeds of the Preferential Allotment are proposed to be utilized to augment the Company's long term capital resources including repayment of indebtness, strengthening the capital base to support the growth of its lending business, meeting incremental funding requirements, business expansion, working capital requirements, and for general corporate purposes. The deployment of the proceeds shall be undertaken in accordance with the applicable laws.

2. **Maximum Number of Warrants offered, the manner of issue of Warrants and the pricing of preferential issue:**

   The Company proposes to issue up to 25,00,000 (Twenty Five lakh) Warrants convertible into equal number of equity shares of the face value of ₹ 10/- (Rupees Ten only) each at a price of ₹ 247/-(including a premium of ₹ 237/- per warrant) to the proposed allottees by way of Preferential Issue on a private placement basis. Please refer to Para 4 below for the basis for determining the price for the preferential issue.

3. **Intention of the Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:**

   Except Mr. Meghraj Sohanlal Jain, Mr. Hardik Meghraj Jain, Ms. Indra Meghraj Jain, Ms. Seema Ajit Jain and Ms. Ritu Jain (Promoter to be categorized) Promoter of the Company and proposed allottees, no other member belonging from Promoter Group, Directors or Key Managerial Personnel or Senior management has given their intention to subscribe the preferential issue.

4. **Basis on which the price has been arrived and justification for the price (including premium, if any):**

The issue price has been determined based on consideration of:

The Equity Shares of the Company are listed and frequently traded on the Stock Exchanges in accordance with SEBI ICDR Regulations. In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which warrants will be allotted shall not be less than higher of the following:

(a) Valuation report of the shares of the Company from Registered Valuer, as per the said report price derived is ₹. ₹ 247/- per equity share; and

(b) Volume weighted average price of the equity shares of the Company quoted on the stock exchanges, during the 90 trading days preceding the Relevant Date i.e. August 21, 2026, which is ₹ 227.91 per equity share; or

(c) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. August 21, 2026, which is ₹ 246.96 per equity share.

Since the Company's equity shares are listed on both BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Volume weighted average price of the equity shares has been determined based on the price quoted on NSE, as the trading volume of the Company's equity shares on NSE is higher than BSE during the preceding 90 trading days prior to the relevant date.

In view of the above, the issue price of the warrants to be issued is ₹ 247/- (Two Hundred and Forty Seven only) per equity share i.e. the higher of the price determined under the price of the Warrants as calculated in accordance with the provisions of SEBI ICDR Regulations. Moreover, the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163 of the SEBI ICDR Regulations.

5. **Price/ price band at/ within which the Equity Shares are proposed to be issued:**

The price per Warrant, to be issued, is fixed at ₹ 247/- (Rupees Two Hundred and Forty Seven) which consists of ₹ 10/- (Rupees Ten only) as face value and ₹ 237/-/- (Rupees Two Hundred and Thirty Seven only) as premium per Warrant. Please see paragraph 4 above for the basis of determination of the issue price.

6. **Relevant Date:**

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

The resolution pursuant to this notice is deemed to be passed on Tuesday, September 22, 2026. The date falling 30 (thirty) days prior thereto is Sunday, August 23, 2026. Since the said date falls on Sunday, it can not be reckoned as the Relevant Date. Accordingly, in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018, Friday, August 21, 2026, being the immediately preceding working day, shall be considered as the Relevant Date for determining the floor price of the equity shares to be allotted pursuant to the preferential issue.

7. **Shareholding Pattern of the Company before and after the issue:**

The pre-issue and post-issue shareholding pattern (considering full conversion of warrants into equity) of the Company is given below:

Category	**Pre-Preferential issue**		**Post-Preferential issue**	
	No. of Shares	**Percentage**	**No. of Shares**	**Percentage**
Promoters and Promoter Group (A)	**1,16,65,847**	**55.25**	**1,40,65,847**	**59.57**
Indian Individual / HUF	1,03,23,105	48.89	1,27,23,105	53.88
Body Corporate	13,42,742	6.36	13,42,742	5.69
Foreign	-	-	-	
Public (B)	**94,48,139**	**44.75**	**95,48,139**	**40.43**
Institutions	26,079	0.13	26,079	0.11

Category	Pre-Preferential issue		Post-Preferential issue	
	No. of Shares	Percentage	No. of Shares	Percentage
Resident Individuals	47,76,826	22.62	48,76,826	20.65
Bodies Corporate	39,04,318	18.49	39,04,318	16.53
Any Other	7,40,916	3.51	7,40,916	3.14
Total (A) + (B)	**2,11,13,986**	**100**	**2,36,13,986**	**100.00**
Custodian (C)	-	-	-	
Grand Total (A) + (B) + (C)	**2,11,13,986**	**100**	**2,36,13,986**	**100.00**

Note:

1) The pre-issue shareholding pattern is as on June 30, 2026.

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

   Issuance of 25,00,000 (Twenty Five lakh) equity warrants convertible into equal number of equity shares of the Company having face value of ₹ 10/- (Rupees Ten only) each, at a price of ₹ 247/- (Two Hundred and Forty Seven) per equity share, aggregating to ₹ 61,75,00,000/- (Rupees Sixty One Crore Seventy Five lakh only)

9. **Proposed time frame within which the Preferential Issue shall be completed:**

   As required under the SEBI ICDR Regulations, the Company shall complete the allotment of warrants on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for such issuance, provided that where the issue and allotment of the warrants remain pending on account of pendency of any approval or permission by any regulatory authority or the Central Government [including but not limited to the in-principle approval of the stock exchanges for the issuance of the warrants to the Proposed Allottee(s) on a preferential basis], the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

10. **Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottee, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:**

    All the proposed allottees set forth in the table below are natural persons and shall continue to be the ultimate beneficial owners upon conversion of the warrants into equity shares;

Name of the Proposed Allottee	Category	Post-issue Shareholding (post allotment of 25,00,000 warrants and conversion of 100% Equity Warrants)		Ultimate Beneficial Owner
Mr. Meghraj Sohanlal Jain	Promoter	49,86,565	21.12%	NA
Mr. Hardik Meghraj Jain	Promoter	29,27,394	12.40%	NA
Ms. Indra Meghraj Jain	Promoter	6,13,036	2.60%	NA
Ms. Seema Ajit Jain	Promoter	6,75,276	2.86%	NA
Ms. Ritu Jain	Promoter*	5,50,000	2.33%	NA
Ms. Disha Jagdish Jain	Non-Promoter	1,08,214	0.46	NA

*post allotment categorized under Promoter / Promoter Group

Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue. There shall not be any change in control consequent to the present preferential issue of Convertible Warrants.

11. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

    There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Warrants.

12. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

    During the period from April 1, 2026 till the date of this notice, the Company has not made any allotment on preferential basis.

13.Lock-in Period:

The entire pre-preferential shareholding of the proposed allottees, if any, shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval granted for the equity shares to be allotted pursuant to the conversion of the warrants, in accordance with the provisions of the SEBI ICDR Regulations. Further, save as otherwise provided under the SEBI ICDR Regulations, the warrants proposed to be allotted shall remain locked-in for a period of one year from the date of their allotment.

Equity shares to be allotted upon conversion of warrants to persons forming part of Promoter / Promoter Group, shall remain in locked-in for a period of 18 months from the date of trading approval and 6 months for a person other than Promoter / Promoter Group from the date of trading approval.

14.Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the equity shares allotted pursuant to conversion of allotted warrants.

15.Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

Name of the Proposed Allottee	Category	Existing Pre -issue Shareholding		New Allotment of Warrants		Post -issue Shareholding (fully diluted basis)	
		Pre-issue Holding	% of Total Equity Capital	No of Warrants to be allotted	% of total number of warrants to be allotted	Post-issue Holding	% of Total Equity Capital
Mr. Meghraj Sohanlal Jain	Promoter	47,86,565	22.67	2,00,000	8.00	49,86,565	21.12
Mr. Hardik Meghraj Jain	Promoter	23,77,394	11.26	5,50,000	22.00	29,27,394	12.40
Ms. Indra Meghraj Jain	Promoter	63,036	0.30	5,50,000	22.00	6,13,036	2.60
Ms. Seema Ajit Jain	Promoter	1,25,276	0.59	5,50,000	22.00	6,75,276	2.86
Ms. Ritu Jain	Promoter*	-	-	5,50,000	22.00	5,50,000	2.33
Ms. Disha Jagdish Jain	Non-Promoter	8,214	0.04	1,00,000	4.00	1,08,214	0.46
Total	**-**	**-**	**-**	**25,00,000**	**100.00**	**-**	**-**
Promoter / Promoter Group	**Promoter / Promoter Group****	**1,16,65,847**	**55.25**	**24,00,000**	**96.00**	**1,40,65,847**	**59.57**

*post allotment categorized under Promoter / Promoter Group.

*** Post allotment shareholding of the Promoter / Promoter Group on fully diluted basis.*

All the proposed allottees belonging to Promoter / Promoter Group shall continue to be a part of Promoter / Promoter Group.

16.Practicing Company Secretary's Certificate:

The certificate from M/s. Vijay Tiwari & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations and all the applicable provisions, shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company under the Investor Zone which can be accessed at the link: https://www.mangalfincorp.com/investerZone.aspx

17. Other Disclosures:

a) The Proposed Allottees have confirmed that it has not sold any equity shares of the Company during the period of 90 trading days preceding the Relevant Date.

b) None of the Promoter or any person belonging to Promoter Group has sold / transferred their equity shares of the Company during the 90 trading days preceding the relevant date;

c) All the warrants previously allotted to Promoter during the FY 2023-24 were duly exercised within the stipulated period, hence none of the proposed allottees belonging to the Promoter / Promoter group is rendered ineligible in accordance with the Regulation 159(2) of the SEBI ICDR Regulations.

d) The entire pre-existing shareholding, if any, of the proposed allottees in the Company is held in dematerialized form.

e) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

f) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

g) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

h) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations. The relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.

i) The material terms of the proposed issue of Convertible Equity Warrants are set out in Resolution No. 7 of this Notice and form an integral part thereof.

j) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

k) In terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint Monitoring Agency.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of this Notice for the approval of the Members.

Except, Mr. Meghraj Sohanlal Jain and Mr. Hardik Meghraj Jain, who are forming part of the Board of Directors and proposed allottees, and Ms. Indra Meghraj Jain, Ms. Seema Ajit Jain and Ms. Ritu Jain, who are proposed allottees and relatives of Directors, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item no. 8 & 9

At the 61st Annual General Meeting of the Company held on September 22, 2022, the Members of the Company had approved enhancement of the borrowing limits of the Company from ₹ 500 Crore to ₹ 750 Crore pursuant to Section 180(1)(C) of the Companies Act, 2013 ("the Act"). Consequent thereto, the Members had also approved, pursuant to Section 180(1)(a) of the Act, the creation of security and/or charge on the assets of the Company for securing such borrowings and authorized the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, to the extent required for securing the borrowings within the approved limits.

Keeping in view the Company's existing and future business requirements, growth plans, expansion of lending activities, and other general corporate purposes, the Company may need to raise funds through loans, credit facilities, debentures, or other borrowing arrangements from banks, financial institutions, bodies corporate, related parties and/or other eligible lenders.

Considering the above requirements, it is proposed to revise the overall borrowing limits of the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Loans and Advances Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) from ₹ 750 Crore to ₹1,500 Crores outstanding at any point of time, for the smooth conduct of the business and operation of the Company.

The borrowings of the Company are in general required to be secured by way of mortgage, pledge, lien, and/or other encumbrances over the movable or immovable properties of the Company, present and future, in favour of lenders, trustees and/or security trustees. Since the creation of such security may be regarded as disposal of the whole or substantially the whole of the undertaking(s) of the

Company within the meaning of Section 180(1)(a) of the Act, approval of the Members by way of Special resolution is also being sought to authorize the Board to create such security interests for securing upto the limits of borrowings conferred under Section 180(1)(c) of the Act.

Accordingly, the approval of the Members is sought by way of Special Resolutions at Item No. 8 and 9 of the Notice pursuant to Sections 180(1)(c) and 180(1)(a) of the Act, respectively.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set forth in Item No 8 and 9 of the Notice for approval of Members.

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: August 6, 2026
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. Hardik Meghraj Jain
DIN	07871480
Date of Birth	September 17, 1998
Age	28
Date of first appointment	January 10, 2024
on the Board	Executive Director
Designation	
Qualifications	Bachelor of Arts in inter-Disciplinary Studies
Brief resume, Experience and Nature of his expertise in functional areas / skills and capabilities	Mr. Hardik Jain has played the role of instrumental in shaping the Company's growth strategy and strengthening its presence in the retail financial services sector. With a strong entrepreneurial orientation, strategic vision and hands-on approach to business, he has played a key role in driving business expansion, strengthening institutional relationships and building a sustainable platform for long-term growth. Under his leadership, MCFL has consistently delivered strong business growth, recording a CAGR of approximately 35% over the last five years. He holds a degree in Economics from the University of British Columbia, Canada, along with a certification in Fintech Strategy from The Wharton School. Following his education, he returned to India with the objective of contributing to the growth of the family business and has since gained experience across multiple functions within the Mangal Group. This diverse exposure has enabled him to develop a comprehensive understanding of business operations, financial services, strategic planning, market dynamics and emerging technology-led opportunities. He has a strong focus on sustainable growth, prudent expansion, operational excellence and long-term value creation. His strategic priorities include scaling the Company's Assets Under Management, expanding its geographical footprint, diversifying its lending portfolio and strengthening its funding and institutional partnerships. His understanding of financial technology and evolving customer requirements further supports MCFL's objective of building a scalable and technology-enabled retail lending platform. With his combination of financial services experience, entrepreneurial leadership, technology orientation and strategic execution capabilities, He provides strong leadership to MCFL. His track record of delivering sustained growth, together with his focus on responsible lending, institutional partnerships, customer-centricity and strengthening the Company's operating and financial platform, positions him as a key member of the management team. His leadership and long-term vision continue to support MCFL's objective of emerging as a professionally managed, well-capitalised and scalable NBFC.
No. of Board Meetings attended during the year 2025-26	6
Directorships held in other Companies	1

Name of the Director	Mr. Hardik Meghraj Jain
Names of other listed entities in which Director holds Directorship	None
The listed entities from which the Director has resigned in the past three years	None
Membership / Chairmanship of Committees of other Board*	Membership : Nil Chairmanship : Nil
Shareholding in the Company	23,77,394 equity shares
Disclosure of relationships with other directors and KMP	Mr. Hardik Meghraj Jain is the Son of Mr. Meghraj Sohanlal Jain, Chairman and Managing director 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. Hardik Meghraj Jain (DIN: 07871480), who retires by rotation and being eligible, offers himself for re-appointment.
Summary of performance evaluation report in case of reappointment of Independent Director	NA

*** 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.**

For Mangal Credit and Fincorp Limited

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

Place: Mumbai
Date: August 6, 2026
Registered Office:
1701/02, 'A'Wing, Lotus Corporate Park,
Off Western Express Highway,
Goregaon East, Mumbai- 400063.

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