



Ref: MIFL/BSE/POSTAL BALLOT-VOTING RESULTS/MARCH-2023

Date: 23<sup>rd</sup> March, 2023

To,  
Department of Corporate Services,  
BSE Ltd.,  
Ground Floor, P.J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Ref: Mangalam Industrial Finance Ltd (Scrip Code: BSE 537800).**

**Sub: Outcome of Postal Ballot and disclosure of Voting Results as per the requirements under Regulation 30, 44(3) and other applicable regulations of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended alongwith the Scrutinizer's Report.**

Dear Sir/Madam,

In terms of Regulation 44(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the copy of Postal Ballot Result along with the Scrutinizer's Report taken for:

1. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IND AS 24

The voting period was closed on Wednesday, 22<sup>nd</sup> March, 2023 and the Scrutinizer has submitted their report on Thursday, 23<sup>rd</sup> March, 2023. Thereafter, the result of the voting was declared by the Company on Thursday, 23<sup>rd</sup> March, 2023.

The Special Resolution in the aforesaid notice of Postal Ballot have been passed with requisite majority by the members of the Company.

Thanking You,

**For Mangalam Industrial Finance Ltd**

SAKINA  
TALIBHUSEIN  
LOKHANDWALA

**Sakina Lokhandwala**

**Company Secretary & Compliance Officer**

**Encl.: As above**

**MANGALAM INDUSTRIAL FINANCE LTD.**

Reg. Office: Old Nimta Road, Nandan  
Nagar, Belghoria, Kolkata, West Bengal  
700 083 India  
Corporate Office: HALL NO-1, M R ICON,  
NEXT TO MILESTONE VASNA BHAYLI  
ROAD, VADODARA 391410 Gujarat India

Mobile No: +91 7203948909  
Website : [www.miflindia.com](http://www.miflindia.com)  
E-mail : [mifl@miflindia.com](mailto:mifl@miflindia.com);  
: [mifl\\_1983@yahoo.co.in](mailto:mifl_1983@yahoo.co.in)  
[mangalamindustrialfinanceltd@gmail.com](mailto:mangalamindustrialfinanceltd@gmail.com)  
CIN : L65993WB1983PLC035815

## Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	15 <sup>th</sup> February, 2023
Record date	10 <sup>th</sup> February, 2023
Total number of shareholders on record date	62063 shareholders
<b>No. of shareholders present in the, meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	N.A N.A
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary/ Special)			ITEM NO. 1. SPECIAL RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IND AS 24					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	*71,67,80,880	*0	0.00	0	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	*71,67,80,880	*0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	24,48,62,620	30074043	12.28	30042994	31049	99.90	0.10
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	24,48,62,620	30074043	12.28	30042994	31049	99.90	0.10
Total		96,16,43,500	30074043	3.12	30042994	31049	99.90	0.10

**Note -: Mr. Venkata Ramana, (Managing Director) holding 13,46,30,090 Equity shares ; Mr. Yatin Gupte, (Promoter and Non-Executive Non-Independent Director) holding 13,46,30,090 (voting done by him is 84630090) Equity shares ; Mr. Vettukallel Avirachan Sojan, (Promoter and Non-Executive Non-Independent Director) holding 25,00,27,310 Equity shares ; Wardwizard Solutions India Private Limited, (Promoter) holding 13,97,94,780 Equity shares and Garuda Mart India Private Limited (Promoter) holding 5,76,98,610 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.**

**For Mangalam Industrial Finance Ltd**

**SAKINA  
TALIBHUSEIN  
LOKHANDWALA**

Digitally signed by SAKINA TALIBHUSEIN LOKHANDWALA  
DN: cn=Sakina Talibhusein Lokhandwala, o=Mangalam Industrial Finance Ltd, c=IN  
Date: 2023.05.23 10:45:45 +05'30'

**Sakina Lokhandwala**

**Company Secretary & Compliance Officer**



**POOJA AMIT GALA**

**Practicing Company Secretaries**

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

📍 Vasantleela CHS, Aarti Bldg, Flat No 104,  
Ghodbunder Road, Thane West - 400615  
✉ cspoojagala@gmail.com  
☎ 8355959800

### SCRUTINIZER'S REPORT

To,  
Board of Director,  
Mangalam Industrial Finance Limited

**CIN: L65993WB1983PLC035815**

**Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria Kolkata WB 700083.**

**Corporate Office : Hall No-1, M R Icon, Next To Milestone Vasna Bhayli Road, Vadodara GJ 391410**

Dear Sir,

I, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **15<sup>th</sup> February, 2023** of **Mangalam Industrial Finance Limited** ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **15<sup>th</sup> February, 2023** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

In view of the pandemic situation prevailing in the country and to obviate difficulties faced by corporates in providing both voting by physical ballot and e-voting provision was made for the members to vote through e-voting only. This was in accordance with the terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, MCA Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, MCA Circular No. 39/2020 dated 30<sup>th</sup> December, 2020, MCA Circular no. 10/2021 dated 23<sup>rd</sup> June, 2021 and MCA Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 and MCA Circular No. 03/2022 dated 05<sup>th</sup> May, 2022 and MCA circular 11/2022 dated 08<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **21<sup>st</sup> February, 2023** (9.00 a.m.) to **22<sup>nd</sup> March, 2023** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **22<sup>nd</sup> March, 2023**.



**POOJA AMIT GALA**

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**Special Business:**

**ITEM NO:-1 - ITEM NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IND AS 24:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder and Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and IND AS 24 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of The Companies Act, 2013 and Regulation 2 (1) (zb) of The Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at **ARM'S LENGTH BASIS** and in the **ORDINARY COURSE OF BUSINESS** of the Company for the **Financial Year 2023-24** with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowing, advances or loans on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-2024 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by Audit Committee.

Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in Rs.	Financial year
1	Mr. Yatin Sanjay Gupte	Promoter & Non-Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
2	Mr. Sojan Avirachan	Promoter & Non- Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Sojan Avirachan and Mr. Venkata Ramana	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024



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		Revuru are Business Partners.			
3	Mr. Venkata Ramana Revuru	Promoter & Chairman - Managing Director of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
4	Aveas Business Solutions Private Limited	Aveas Business Solutions Private Limited is Promoted by Mr. Sojan Avirachan. Mr. Sojan Avirachan is Director of Aveas Business Solutions Private Limited, Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	150 Crores	2023-2024
5	Garuda Mart India Private Limited	Garuda Mart India Private Limited is promoted by Mr. Venkata Ramana. Garuda Mart India Private Limited is promoter of Mangalam Industrial Finance Limited. Mr. Venkata Ramana Revuru is Promoter and Managing Director, Chairman of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	150 Crores	2023-2024
6	Wardwizard Solutions India Private Limited	Wardwizard Solutions India Private Limited is Promoted by Mr. Yatin Sanjay Gupte. Wardwizard Solutions India Private Limited is promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	150 Crores	2023-2024
7	I Secure Credit and Capital Services Limited (Formerly Known as Orchid Securities Limited)	(a) Mr. Venkata Ramana Revuru is Non Executive and Non Independent Director of I secure Credit and Capital Services Limited (b) Mr. Sojan Avirachan is Managing Director of I secure Credit and Capital Services Limited, (c) Mr. Yatin Sanjay Gupte is Non Executive and Non Independent Director of I secure Credit and Capital Services Limited. Above mentioned Three (3) Persons are also the Promoters of I Secure Credit and Capital	As per Section 188 and RPT policy of the Company	150 Crores	2023-2024






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		Services Limited.			
8	Wardwizard Innovations & Mobility Limited	Wardwizard Innovations & Mobility Limited is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is the Non-Executive Non-Independent Director and Promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
9	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	20 Crores	2023-2024
10	Wardwizard Medicare Private Limited	Mr. Yatin Sanjay Gupte is director of Wardwizard Medicare Private Limited and Non-Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	20 Crores	2023-2024
11	Wardwizard Global Pte. Ltd.	Wardwizard Global Pte. Ltd. is the wholly owned subsidiary of Wardwizard Innovations & Mobility Limited. Mr. Yatin Sanjay Gupte is director of Wardwizard Global Pte. Ltd., Non-Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	20 Crores	2023-2024
12	Wardwizard Solutions Uganda Limited	Wardwizard Solutions Uganda Limited is subsidiary of Wardwizard Solutions India Private Limited. Wardwizard Solutions India Private Limited is promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024



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**RESOLVED FURTHER THAT** any Director and/or, Company Secretary of the Company be and is hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

I, Submit the Report on Postal Ballot as under:

1. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company [www.miflindia.com](http://www.miflindia.com). The RTA has generated Electronic Voting Event Number **123500** for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of the Company.
6. As stated in sub rule 3 of Rule 20 under the Chapter on “Management and Administration “Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in “Business Standard (English newspaper; All editions- Kolkata, Ahmedabad and Mumbai) and Arthik Lipi (Bengali newspaper) on **18<sup>th</sup> February, 2023**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 62063 shareholders, 222 (Two hundred and Twenty Two) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;



**POOJA AMIT GALA****Practicing Company Secretaries**

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**Item No. 1. Special Resolution: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IND AS 24:**

Total No. of Shareholders	62063						
Total No. of Shares	961643500						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 21 <sup>st</sup> February, 2023 to 22 <sup>nd</sup> March, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	*217	30074043	198	30042994	19	31049
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	*217	30074043	198	30042994	19	31049
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	*217	30074043	198	30042994	19	31049

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	*71,67,80,880	*0	0.00	0	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	71,67,80,880	*0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	24,48,62,620	30074043	12.28	30042994	31049	99.90	0.10
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	24,48,62,620	30074043	12.28	30042994	31049	99.90	0.10
Total		96,16,43,500	30074043	3.12	30042994	31049	99.90	0.10

**\*Note :- Mr. Venkata Ramana, (Managing Director) holding 13,46,30,090 Equity shares ; Mr. Yatin Gupte, (Promoter and Non-Executive Non-Independent Director) holding 13,46,30,090 (voting done by him is 84630090) Equity shares ; Mr. Vettukallel Avirachan Sojan, (Promoter and Non-Executive Non-Independent Director) holding 25,00,27,310 Equity shares ; Wardwizard Solutions India Private Limited, (Promoter) holding 13,97,94,780 Equity shares and Garuda Mart India Private Limited (Promoter) holding 5,76,98,610 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.**



**POOJA AMIT GALA**

**Practicing Company Secretaries**

Membership No: 69693/Cop No: 25845  
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Percentage of Votes cast in favor: 99.90%

Percentage of Votes cast against: 0.10%

As the number of votes castes casted in favor of the Resolution No.1 i.e. 99.90 %, I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated **15<sup>th</sup> February, 2023** has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours Faithfully,

Pooja  
Amit  
Gala

Digitally signed by Pooja Amit Gala  
DN: c=IN, o=Pooja Amit Gala,  
2.5.4.20=Vasantleela CHS, Aarti Bldg, Flat No 104,  
Ghodbunder Road, Thane West - 400615,  
ou=Vasantleela CHS, Aarti Bldg, Flat No 104,  
Ghodbunder Road, Thane West - 400615,  
cn=Pooja Amit Gala  
Date: 2023.03.23 13:14:53 +05'30'

**Pooja Amit Gala**  
**(Practicing Company Secretary)**

**Membership No: 69393**

**Cop: 25845**

**Peer Review Number: 2423/2022**

**ICSI UDIN: A069393D003309388**

**Date: 23-03-2023**

**Place: Thane**