



Ref: MIFL/BSE/POSTAL BALLOT-02/MARCH-2025

Date: 11<sup>th</sup> March, 2025

Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001.

**Scrip Code: 537800**

**Script ID: MANGIND**

**Kind Attn.: Corporate Relationship Department**

**Sub: Notice of Postal Ballot of Mangalam Industrial Finance Limited**

**Listing Regulation: Disclosure under Regulation 30 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (the Listing Regulations) as amended from time to time.**

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time, we forward herewith a copy of the Postal Ballot Notice ('Notice') of the **Mangalam Industrial Finance Limited** ('the Company') dated **Monday, March 10, 2025**, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the SEBI Listing Regulations for seeking approval of the Members of the Company on the Business forming part of the Notice.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e., Purva Share Registry (India) Private Limited, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, March 07, 2025** ('Cut-off date'), Regulation 44 and other applicable Regulations of SEBI Listing Regulations, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members is being sought for items forming part of the Notice through postal ballot process.

**Please find below the schedule of events of the Postal Ballot:**

Sr. No	Activity	Date
1	Cut-off date for sending Postal ballot Notice to Members	Friday, March 07, 2025
2	Date of completion of dispatch of Postal ballot Notice	Tuesday, March 11, 2025
3	Commencement of e-Voting	<b>Thursday, March 13, 2025 at 9:00 A.M. (IST)</b>
4	Conclusion of e-Voting	<b>Friday, April 11, 2025 at 5:00 P.M. (IST)</b>
5	Scrutinizer's Report	By Tuesday, 15 <sup>th</sup> April, 2025
6	Declaration of results	By Tuesday, 15 <sup>th</sup> April, 2025

**MANGALAM INDUSTRIAL FINANCE LIMITED**

**CIN No. : L65993WB1983PLC035815**

**Reg. Office :** Old Nimta Road, Nandan Nagar, Belghoria, Kolkata West Bengal- 700083, India.

**Corporate Office :** Hall No.1, Mr Icon, Next To Milestone Vasna Bhayli, Road, Vadodra 391410. Gujarat, India

**MO :** +91 7203948909 | **Email:** compliance@miflindia.com | **Website :** www.miflindia.com



The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to its Members.

Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent and/or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting are provided in the Notice. The members who have not registered/updated their e-mail id/bank details with the Company / RTA / Depository Participants ('DP') are requested to register/update them with the Company / RTA/ DP.

The Notice is also available on the Company's website [www.miflindia.com](http://www.miflindia.com) website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take on record the above information.

Thanking You.

Yours Faithfully

**For Mangalam Industrial Finance Limited**

**Samoil Akilbhai Lokhandwala**

**Company Secretary and Compliance Officer**

**MANGALAM INDUSTRIAL FINANCE LIMITED**

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### POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with the Rules 20 and 22 of  
The Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 13 <sup>th</sup> March, 2025 at 9:00 a.m. (IST)	Friday, 11 April, 2025 at 5:00 p.m. (IST)

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Mangalam Industrial Finance Limited** ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular Nos. 09/2024 dated 19<sup>th</sup> September, 2024 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard ("MCA Circulars"), SEBI Circular No. SEBI/HO/CFD/CFD/PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October, 2024 read with earlier Circulars issued by SEBI (together "SEBI Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the MCA Circular, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. In compliance with the MCA Circulars, the Company is sending the Notice only by email to all its members who have registered their email addresses with the Company/RTA of the Company or / depository participant(s) and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on **Friday, 07<sup>th</sup> March, 2025 (i.e. the "Cut-off Date")**.

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 will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.



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The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings ("SS-2") the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, The Board of Directors of the Company at its meeting held on **Monday, 10<sup>th</sup> March, 2025** has appointed Mr. Kamal A Lalani, Practicing Company Secretary, having **Membership No. ACS 37774 and COP No. 25395** to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and he has communicated her willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 P.M. (IST) on **Friday, 11<sup>th</sup> April, 2025**. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on website of the Company ([www.miflindia.com](http://www.miflindia.com)) and on the website of NSDL ([evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)). The Results along with the Scrutinizers Report will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Friday, 11<sup>th</sup> April, 2025**, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.



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### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mr. Yatin Sanjay Gupte**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein



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conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. SOJAN VETTUKALLEL AVIRACHAN UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mr. Sojan Vettukallel Avirachan**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“**RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby



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authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. VENKATA RAMANA REVURU UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mr. Venkata Ramana Revuru**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the



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explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

**"RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

### **ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Aevas Business Solutions Private Limited**, a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act



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and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.”**

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 5: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GARUDA MART INDIA PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this



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resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Garuda Mart India Private Limited**, a related party falling within the definition of **“Related Party”** under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.”**

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 6: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the



## MANGALAM INDUSTRIAL FINANCE LIMITED

CIN: L65993WB1983PLC035815

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Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Solutions India Private Limited**, a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 ("FY 25-26")** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

**"RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

**ITEM NO. 7: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH I SECURE CREDIT AND CAPITAL SERVICES LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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



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**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **I Secure Credit and Capital Services Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”



## MANGALAM INDUSTRIAL FINANCE LIMITED

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**ITEM NO. 8: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD INNOVATIONS & MOBILITY LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Innovations & Mobility Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein



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conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 9: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD FOODS AND BEVERAGES LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Foods and Beverages Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”



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**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 10: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD MEDICARE PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Medicare Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the



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aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

**"RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

**ITEM NO. 11: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD GLOBAL PTE. LTD. UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise



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(whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Global Pte. Ltd.**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.”**

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 12: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD HEALTHCARE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be



## **MANGALAM INDUSTRIAL FINANCE LIMITED**

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constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Healthcare Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.”**

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 13 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH BLUEBELLS INSURANCE BROKING PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as



## MANGALAM INDUSTRIAL FINANCE LIMITED

CIN: L65993WB1983PLC035815

**Registered Office:** Old Nimta Road, Nandan Nagar, Belghoria,  
Kolkata, West Bengal-700083, India.

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

**Tel:** +91 7203948909

**Website:** [www.miflindia.com](http://www.miflindia.com) | **Email ID:** [compliance@miflindia.com](mailto:compliance@miflindia.com).

amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Bluebells Insurance Broking Private Limited**, a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 ("FY 25-26")** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

**"RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

**ITEM NO. 14 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH DHANWANTHARI HEALTH AND WELLNESS SOLUTIONS PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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



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**Website:** [www.miflindia.com](http://www.miflindia.com) | **Email ID:** [compliance@miflindia.com](mailto:compliance@miflindia.com).

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Dhanwanthari Health And Wellness Solutions Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”



## MANGALAM INDUSTRIAL FINANCE LIMITED

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**Website:** [www.miflindia.com](http://www.miflindia.com) | **Email ID:** [compliance@miflindia.com](mailto:compliance@miflindia.com).

### **ITEM NO. 15 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH J Z HOSPITALITY PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **J Z Hospitality Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the



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Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 16 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE SQUARE FOOT COMPANY UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **The Square Foot Company**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“**RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents,



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contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 17 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE DHAWIN & ASSOCIATES UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Dhawin & Associates**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”



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“RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 18 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE WARDWIZARD FOUNDATION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Foundation**, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of



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all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

**"RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

**ITEM NO. 19 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH YATIN GUPTA HUF UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Yatin Gupta HUF**, a related



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party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“**RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 20 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE WARDWIZARD PROPERTIES HOLDINGS PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this



## **MANGALAM INDUSTRIAL FINANCE LIMITED**

**CIN: L65993WB1983PLC035815**

**Registered Office:** Old Nimta Road, Nandan Nagar, Belghoria,  
Kolkata, West Bengal-700083, India.

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

**Tel:** +91 7203948909

**Website:** [www.miflindia.com](http://www.miflindia.com) | **Email ID:** [compliance@miflindia.com](mailto:compliance@miflindia.com).

resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Properties Holdings Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“**RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 21 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE LCL AVIATION PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the



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Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **LCL Aviation Private Limited**, a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 ("FY 25-26")** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

**"RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

**ITEM NO. 22 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE WARDWIZARD ENTERTAINMENT PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014



## MANGALAM INDUSTRIAL FINANCE LIMITED

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and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Entertainment Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”



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

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mrs. Sheetal Bhalerao**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



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“RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 24 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD RENEWABLE ENERGY PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Renewable Energy Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary



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approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**ITEM NO. 25 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH KOLUMBUS MEDICARE SERVICES PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Kolumbus Medicare Services Private Limited**, a related party falling within the definition of “**Related Party**” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“**RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) or Chief Financial Officer



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or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

**By Order of the Board  
For Mangalam Industrial Finance Limited**

**SD/-  
Samoil Akilbhai Lokhandwala  
Company Secretary and Compliance Officer  
M. No: A73225**

**CIN: L65993WB1983PLC035815**

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**Email:** [compliance@miflindia.com](mailto:compliance@miflindia.com).

**Place:** Vadodara

**Date:** 10<sup>th</sup> March, 2025



## MANGALAM INDUSTRIAL FINANCE LIMITED

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### NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, as amended from time to time setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In Compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, 07<sup>th</sup> March, 2025 (the “Cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited (“RTA”) as on the cut-off date i.e **Friday, 07<sup>th</sup> March, 2025**. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 6.
3. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **Friday, 07<sup>th</sup> March, 2025**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.miflindia.com](http://www.miflindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [compliance@miflindia.com](mailto:compliance@miflindia.com).
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the Company’s RTA, Purva Share Registry, at Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India or the scanned copies of the documents may alternatively be mailed to Purva Share Registry, Registrar of Company (RTA) on the email id of RTA i.e support@purvashare.com with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository.
7. The remote e-voting period will commence from **09:00 A.M. (IST) on Thursday, 13<sup>th</sup> March, 2025** and will end at **5.00 P.M. (IST) on Friday, 11<sup>th</sup> April, 2025**. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to



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have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e **Friday, 11<sup>th</sup> April, 2025**.

- 8. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary or Chief Financial Officer or Managing Director of the Company or any other authorized person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be uploaded along with the Scrutinizer’s Report at the Company’s website i.e [www.miflindia.com](http://www.miflindia.com). after communication to the Stock Exchange viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
- 9. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or to the Company at [compliance@miflindia.com](mailto:compliance@miflindia.com).
- 10. The instructions for Members for remote e-voting are as under:

**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 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. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial</b>



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**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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon **“Login”** which is available under **‘Shareholder/Member’** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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.



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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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### B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

#### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.



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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 [cskamal2014@gmail.com](mailto:cskamal2014@gmail.com). with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Pritam Dutta, Senior Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com).

### **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 [www.miflindia.com](http://www.miflindia.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 [www.miflindia.com](http://www.miflindia.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.



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4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### General Instructions

- i. In case Members of the Company who have not registered their e-mail address:

In terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://www.purvashare.com/email-and-phone-updation/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- ii. The Remote E-voting period commences from **9.00 A.M. on Thursday, 13<sup>th</sup> March, 2025** and will end at **5.00 P.M. (IST) on Friday, 11<sup>th</sup> April, 2025**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. **Friday, 07<sup>th</sup> March, 2025** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Friday, 11<sup>th</sup> April, 2025**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. [www.miflindia.com](http://www.miflindia.com) and will be communicated to the Stock Exchanges where the Company's shares are listed.
- v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Purva Sharegistry (India) Private Limited on <https://www.purvashare.com/email-and-phone-updation/> or mail to Company [compliance@miflindia.com](mailto:compliance@miflindia.com).



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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 25 of the accompanying Notice dated **Monday, 10<sup>th</sup> March, 2025** should be taken as forming part of this Notice.

#### **ITEM NO: 1 TO 25**

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") and with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore(Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The Shareholders' approval sought for the Material Related Party Transactions entered as given in **Item No. 1 to 25** shall be valid for the Financial year 2025-26.

The Audit Committee and Board at its meeting held on **Monday, 10<sup>th</sup> March, 2025** on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s),



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subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with Related party(s) relating 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 goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2025-26 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Shareholders.

None of the Directors or Key Managerial Personnel / Promoter except Mr. Venkata Ramana, Promoter, Chairman and Managing Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director; Mr. Vettukallel Avirachan Sojan, Promoter and Non-Executive Non Independent Director; Wardwizard Solutions India Private Limited and Garuda Mart India Private Limited, Promoters of the Company are deemed to be concerned or interested in **Item no. 1 to 25** of this Notice to the extent of their shareholding in the Company, if any

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an **Ordinary Resolution** as set out at **Item No. 1 to 25** of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.



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**Information required to be disclosed in the Explanatory Statement for Item Nos. 1 to 25 pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, are given hereunder:**

**For Item No 1,2,3 Details of Material Related Party Transactions With Mr. Yatin Sanjay Gupte, Mr. Sojan Vettukallel Avirachan and Mr. Venkata Ramana Revuru.**

SR NO.	DESCRIPTION	Related party 1	Related party 2	Related party 3
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	<b>Name of the related party</b>	Mr. Yatin Sanjay Gupte	Mr. Sojan Vettukallel Avirachan	Mr. Venkata Ramana Revuru
2.	<b>Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Promoter & Non-Executive - Non Independent Director of Mangalam Industrial Finance Limited  Holds 9.03 % shares in the Company as on date of notice	Promoter & Non-Executive - Non Independent Director of Mangalam Industrial Finance Limited  Holds 26.00 % shares in the Company as on date of notice	Promoter, Chairman and Managing Director of Mangalam Industrial Finance Limited  Holds 14.00 % shares in the Company as on date of notice
3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, Transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement		
4.	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 15,00,00,000/- (Rupees Fifteen Crores) for each related party through contracts/arrangements/Memorandum of Understanding and shall be valid for Financial Year 2025-26.		
5.	<b>Particulars of the proposed transaction</b>	As provided in Serial Number 3 above		



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6.	Value of the proposed transaction	15 crores	15 crores	15 crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	-	-	-
8.	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)	574.05%	574.05%	574.05%
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
	i. details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company		
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness • cost of funds; and • tenure	Not Applicable		
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates		



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	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

For Item No 4,5,6 Details of Material Related Party Transactions With Aevas Business Solutions Private Limited, Garuda Mart India Private Limited and Wardwizard Solutions India Private Limited.

SR NO.	DESCRIPTION	Related party 4	Related party 5	Related party 6
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	Name of the related party	Aevas Business Solutions Private Limited	Garuda Mart India Private Limited	Wardwizard Solutions India Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Aevas Business Solutions Private Limited is Promoted by Mr. Sojan Avirachan. Mr. Sojan Avirachan is Promoter & Non-Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Sojan Avirachan and Mr. Venkata	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, Chairman and Managing Director of	Wardwizard Solutions India Private Limited is Promoted by Mr. Yatin Sanjay Gupte. Wardwizard Solutions India Private Limited is promoter of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte is Promoter and



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		Ramana Revuru are Business Partners.	Mangalam Industrial Finance Limited and Director of Garuda Mart India Private Limited	Non-executive non-independent director of Mangalam Industrial Finance Limited and Director of Wardwizard Solutions India Private Limited
			Holds 4.91 % shares in the Company as on date of notice	Holds 7.74 % shares in the Company as on date of notice
3.	Type of the proposed transaction	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement		
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Recurring Nature Monetary value of transactions subject to a maximum of Rs. 15,00,00,000/- (Rupees Fifteen Crores) for each related party through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.		
5.	Particulars of the proposed transaction	As provided in Serial Number 3 above		
6.	Value of the proposed transaction	15 crores	15 crores	15 crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Sojan Vettukallel Avirachan	Mr. Venkata Ramana Revuru	Mr. Yatin Sanjay Gupte



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8.	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)	574.05%	574.05%	574.05%
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
i.	details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company		
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness • cost of funds; and • tenure	Not Applicable		
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates		
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party		
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.		



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11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

For Item No 7,8,9 Details of Material Related Party Transactions With I Secure Credit and Capital Services Limited, Wardwizard Innovations & Mobility Limited and Wardwizard Foods and Beverages Limited.

SR NO.	DESCRIPTION	Related party 7	Related party 8	Related party 9
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	Name of the related party	I Secure Credit and Capital Services Limited	Wardwizard Innovations & Mobility Limited	Wardwizard Foods and Beverages Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	(a) Mr. Venkata Ramana Revuru is Non Executive and Non Independent Director of I secure Credit and Capital Services Limited (b) Mr. Sojan Vettukallel Avirachan is Chairman and Managing Director of I secure Credit and Capital Services Limited, (c)Mr. Yatin Gupte is Non Executive and Non Independent Director of I Secure Credit and Capital Services Limited. Above mentioned Three (3) Persons are also the	Wardwizard Innovations & Mobility Limited is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is the Chairman and Managing Director of Wardwizard Innovations & Mobility Limited and Non-Executive Non-Independent Director and Promoter of Mangalam Industrial Finance Limited	Wardwizard Foods and Beverages Limited is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non-Executive Non Independent Director and Promoter of Wardwizard Foods and Beverages Limited. Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited



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		Promoters of I Secure Credit and Capital Services Limited.		
3.	Type of the proposed transaction	<p><b>The transaction involves :</b></p> <p>(a) sale, purchase or supply of any goods or materials;</p> <p>(b) selling or otherwise disposing of, or buying, property of any kind;</p> <p>(c) leasing of property of any kind;</p> <p>(d) availing or rendering of any services;</p> <p>(e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.</p> <p>(f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements.</p> <p>(g) Appointment of such related party to any office or place of profit in the Company</p> <p>(h) Any other transactions as specified in the Explanatory Statement</p>		
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>Recurring Nature</p> <p>Monetary value of transactions subject to a maximum of Rs. 15,00,00,000/- (Rupees Fifteen Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.</p>	<p>Recurring Nature</p> <p>Monetary value of transactions subject to a maximum of Rs. 10,00,00,000/- (Rupees Ten Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.</p>	<p>Recurring Nature</p> <p>Monetary value of transactions subject to a maximum of Rs. 15,00,00,000/- (Rupees Fifteen Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.</p>
5.	Particulars of the proposed transaction	As provided in Serial Number 3 above		
6.	Value of the proposed transaction	15 crores	10 crores	15 crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Venkata Ramana Revuru, Mr. Sojan Vettukallel Avirachan and Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte



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8.	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)	574.05%	382.70%	574.05%
9.	<p><b>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b></p> <p><b>i. details of the source of funds in connection with the proposed transaction,</b></p> <p><b>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</b></p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p><b>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and</b></p> <p><b>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b></p>	<p>The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company</p> <p style="text-align: center;">Not Applicable</p> <p>Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates</p> <p>Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party</p>		
10.	<b>Justification as to why the RPT is in the interest of the listed entity.</b>	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.		



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11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

For Item No 10,11,12 Details of Material Related Party Transactions With Wardwizard Medicare Private Limited, Wardwizard Global Pte. Ltd and Wardwizard Healthcare Limited.

SR NO.	DESCRIPTION	Related party 10	Related party 11	Related party 12
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	Name of the related party	Wardwizard Medicare Private Limited	Wardwizard Global Pte. Ltd	Wardwizard Healthcare Limited (Ayoki Mercantile Limited)
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Yatin Sanjay Gupte is director of Wardwizard Medicare Private Limited and Non-Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited	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., Chairman and Managing Director and Promoter of Wardwizard Innovations & Mobility Limited and Promoter, Non-Executive Non Independent Director of Mangalam Industrial Finance Limited	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)



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3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement		
4.	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 15,00,00,000/- (Rupees Fifteen Crores) for each related party through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.		
5.	<b>Particulars of the proposed transaction</b>	As provided in Serial Number 3 above		
6.	<b>Value of the proposed transaction</b>	15 crores	15 crores	15 crores
7.	<b>Name of Director(s) or Key Managerial Personnel who is related, if any.</b>	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte
8.	<b>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)</b>	574.05%	574.05%	574.05%



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9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i. details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness • cost of funds; and • tenure	Not Applicable
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



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For Item No 13,14,15 Details of Material Related Party Transactions With Bluebells Insurance Broking Private Limited, Dhanwanthari Health and Wellness solution Private Limited and J Z Hospitality Private Limited.

SR NO.	DESCRIPTION	Related party 13	Related party 14	Related party 15
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	<b>Name of the related party</b>	Bluebells Insurance Broking Private Limited	Dhanwanthari Health and Wellness solution Private Limited	J Z Hospitality Private Limited
2.	<b>Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Mr. Yatin Sanjay Gupte Promoter & Non-Executive – Non Independent Director of the Company is Director of the Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte Promoter & Non-Executive – Non Independent Director of the Company is Shareholder of Dhanwanthari Health and Wellness solution Private Limited	Mr. Yatin Sanjay Gupte Promoter & Non-Executive – Non Independent Director of the Company is Shareholder of J Z Hospitality Private Limited
3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement		
4.	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 15,00,00,000/- (Rupees Fifteen Crores) through contracts/arrangements/	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 5,00,00,000/- (Rupees Five Crores) through contracts/arrangements/	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 5,00,00,000/- (Rupees Five Crores) through contracts/arrangemen



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		Memorandum of Understanding and shall be valid for Financial Year 2025-26.	Memorandum of Understanding and shall be valid for Financial Year 2025-26.	ts/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.
5.	Particulars of the proposed transaction	As provided in Serial Number 3 above		
6.	Value of the proposed transaction	15 crores	5 crores	5 crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte is Shareholder of Dhanwanthari Health and Wellness solution Private Limited	Mr. Yatin Sanjay Gupte is Shareholder of J Z Hospitality Private Limited
8.	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)	574.05%	191.35%	191.35%
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
	i. details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company		
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness	Not Applicable		



**MANGALAM INDUSTRIAL FINANCE LIMITED**

**CIN: L65993WB1983PLC035815**

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	<ul style="list-style-type: none"> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**For Item No 16,17,18 Details of Material Related Party Transactions With The Square Foot Company, Dhawin & Associates and Wardwizard Foundation.**

SR NO.	DESCRIPTION	Related party 16	Related party 17	Related party 18
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	<b>Name of the related party</b>	The Square Foot Company	Dhawin & Associates	Wardwizard Foundation
2.	<b>Nature of relationship with the listed entity or its subsidiary, including nature of its concern or</b>	Yatin Gupte (HUF) is the partner in The Square Foot Company through its Karta,	Yatin Gupte (HUF) is the partner in Dhawin & Associates through its	Mr. Yatin Sanjay Gupte is the trustee of Wardwizard Foundation.



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	<b>interest (financial or otherwise)</b>	Yatin Sanjay Gupte	Karta, Yatin Sanjay Gupte	
3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement		
4.	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Recurring Nature Monetary value of transactions subject to a maximum of Rs. 5,00,00,000/- (Rupees Five Crores) for each related party through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.		
5.	<b>Particulars of the proposed transaction</b>	As provided in Serial Number 3 above		
6.	<b>Value of the proposed transaction</b>	5 crores	5 crores	5 crores
7.	<b>Name of Director(s) or Key Managerial Personnel who is related, if any.</b>	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte
8.	<b>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)</b>	191.35%	191.35%	191.35%



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9.	<p><b>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b></p> <p><b>i. details of the source of funds in connection with the proposed transaction,</b></p> <p><b>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</b></p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p><b>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and</b></p> <p><b>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b></p>	<p>The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company</p> <p>Not Applicable</p> <p>Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates</p> <p>Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party</p>
10.	<p><b>Justification as to why the RPT is in the interest of the listed entity.</b></p>	<p>Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.</p>
11.	<p><b>A copy of the valuation or other external party report, if any such report has been relied upon.</b></p>	<p>Not applicable</p>
12.	<p><b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.</b></p>	<p>Not Applicable</p>
13.	<p><b>Any other information that may be relevant.</b></p>	<p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>



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For Item No 19,20,21 Details of Material Related Party Transactions With Yatin Gupte HUF, Wardwizard Properties Holdings Private Limited and LCL Aviation Private Limited.

SR NO.	DESCRIPTION	Related party 19	Related party 20	Related party 21
<b>Details of Summary of information provided by the management to the Audit Committee</b>				
1.	<b>Name of the related party</b>	Yatin Gupte HUF	Wardwizard Properties Holdings Private Limited	LCL Aviation Private Limited
2.	<b>Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Yatin Gupte (HUF) is the partner in Dhawin & Associates through its Karta, Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non Independent Director of the Company is Common Director	Subsidiary of 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
3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement		
4.	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Recurring Nature  Monetary value of transactions subject to a	Recurring Nature  Monetary value of transactions subject to a	Recurring Nature  Monetary value of transactions subject to



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		maximum of Rs. 5,00,00,000/- (Rupees Five Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.	maximum of Rs. 10,00,00,000/- (Rupees Ten Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.	a maximum of Rs. 10,00,00,000/- (Rupees Ten Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.
5.	<b>Particulars of the proposed transaction</b>	As provided in Serial Number 3 above		
6.	<b>Value of the proposed transaction</b>	5 crores	10 crores	10 crores
7.	<b>Name of Director(s) or Key Managerial Personnel who is related, if any.</b>	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte
8.	<b>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)</b>	191.35%	382.70%	382.70%
9.	<b>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>			
	<b>i. details of the source of funds in connection with the proposed transaction,</b>	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company		



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	<p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	Not Applicable
	<p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and</p>	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	<p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



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For Item No 22,23 Details of Material Related Party Transactions With Wardwizard Entertainment Private Limited and Mrs. Sheetal Bhalerao.

SR NO.	DESCRIPTION	Related party 22	Related party 23
<b>Details of Summary of information provided by the management to the Audit Committee</b>			
1.	<b>Name of the related party</b>	Wardwizard Entertainment Private Limited	Mrs. Sheetal Bhalerao
2.	<b>Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Yatin Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited. Mr. Yatin Sanjay Gupte Promoter & Director of Company is a Karta of HUF	Mrs. Sheetal Bhalerao is the Chairperson and Managing Director of Wardwizard Foods & Beverages Limited. Mr. Yatin Gupte is the promoter and Non-Executive Non-Independent Director of Wardwizard Foods & Beverages Limited  Mr. Venkata Ramana Revuru and Mr. Sojan Avirachan are in the promoter groups in Wardwizard Foods and Beverages Limited
3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b>  (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement	
4.	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 10,00,00,000/- (Rupees Ten Crores) for each related party through contracts/arrangements/Memorandum of Understanding and shall be valid for Financial Year 2025-26.	



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5.	Particulars of the proposed transaction	As provided in Serial Number 3 above	
6.	Value of the proposed transaction	10 crores	10 crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte, Mr Venkata Ramana Revuru and Mr. Sojan Vetukalle Avirachan
8.	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)	382.70%	382.70%
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
	i. details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness • cost of funds; and • tenure	Not Applicable	
iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates		



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	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**For Item No 24,25 Details of Material Related Party Transactions With Wardwizard Renewable Energy Private Limited and Kolumbus Medicare Service Private Limited.**

SR NO.	DESCRIPTION	Related party 24	Related party 25
<b>Details of Summary of information provided by the management to the Audit Committee</b>			
1.	<b>Name of the related party</b>	Wardwizard Renewable Energy Private Limited	Kolumbus Medicare Service Private Limited
2.	<b>Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non Independent Director of the Company is Common Director	Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non Independent Director of the Company is Common Director
3.	<b>Type of the proposed transaction</b>	<b>The transaction involves :</b> (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 on	



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		such term(s) and condition(s) as the Board of Directors may deem fit. (f) To give premises on rent, to give donation, to give inter corporate deposits (i.e Short term loans/ borrowings), transfer of resources, services or obligations to meet its objectives/requirements. (g) Appointment of such related party to any office or place of profit in the Company (h) Any other transactions as specified in the Explanatory Statement	
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Recurring Nature  Monetary value of transactions subject to a maximum of Rs. 10,00,00,000/- (Rupees Ten Crores) for each related party through contracts/arrangements/Memorandum of Understanding and shall be valid for Financial Year 2025-26.	
5.	Particulars of the proposed transaction	As provided in Serial Number 3 above	
6.	Value of the proposed transaction	10 crores	10 crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Yatin Sanjay Gupte	Yatin Sanjay Gupte
8.	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)	382.70%	382.70%
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		



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	i. details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness • cost of funds; and • tenure	Not Applicable
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
10.	Justification as to why the RPT is in the interest of the listed entity.	Given the nature of NBFC Company, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable



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<b>13.</b>	<b>Any other information that may be relevant.</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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**By Order of the Board  
For Mangalam Industrial Finance Limited**

**SD/-  
Samoil Akilbhai Lokhandwala  
Company Secretary and Compliance Officer  
M. No: A73225**

**CIN: L65993WB1983PLC035815**

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**Email:** [compliance@miflindia.com](mailto:compliance@miflindia.com).

**Place:** Vadodara

**Date:** 10<sup>th</sup> March, 2025