

# NOTICE OF AGM

**NOTICE** is hereby given that the 15th Annual General Meeting of the Members of **Mangal Compusolution Limited ("the Company")** is scheduled to be held on Wednesday, 17th September, 2025 at 01:00 P.M., through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the below mentioned business:

## Ordinary Business:

### 1 Adoption of Annual Accounts:

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

### 2 Declaration of dividend:

To declare the final dividend of ₹ 0.50/- per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2025;

### 3 Re-appointment of Mrs. Binny Pathik Desai (DIN: 10330413), the retiring director:

To appoint a Director in place of Mrs. Binny Pathik Desai (DIN: 10330413), who retires by rotation and being eligible, offers herself for re-appointment;

## Special Business:

### 4 To approve and confirm the appointment of Statutory Auditors of the Company and 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 and guidelines and circulars issued by the Ministry of Corporate Affairs ("MCA") in this regard and from time to time, including any amendments, modifications, variations or re-enactments thereof, for the time being in force, consent of the Members of the Company be and is hereby accorded for the appointment of M/s. Kothawade & Laddha, Chartered Accountants (Firm Registration Number: 105339W) Statutory Auditor the Company to fill the casual vacancy caused by the resignation of M/s. MGB & CO. LLP, Chartered Accountants, to hold office from the conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors for the purpose of the audit of the Company's financial statements for the financial years 2025-26 to 2029-30.

**RESOLVED FURTHER THAT** the Board, including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the resolution, including but not limited to determination of roles and responsibilities / scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company."

**RESOLVED FURTHER THAT** Mr. Pathik Desai, Managing Director, Mr. Mukesh Desai, Executive Director of the Company be and are hereby authorised to do all such acts, deeds, and things as may be required to give effect to the resolution including filing of requisite e forms with the Registrar of Companies."

### 5 Revision in remuneration of Mr. Pathik Desai

(DIN : 03048590), Managing Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 198 and 200 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), provisions of the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, and such other approvals, permissions and sanctions, as may be required, approval of the members be and is hereby accorded to the revision of remuneration of Mr. Pathik Desai, as a Managing Director of the Company, by increasing the remuneration from ₹ 48,00,000/- (Rupees Forty Eight Lakhs only) upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 01st April, 2025, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 (1)(i) of the Act.

**RESOLVED FURTHER THAT** except for the revision in the remuneration as a Managing Director all other terms and conditions of appointment of Mr. Pathik Desai, as a Managing Director of the Company as approved earlier by the members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Pathik Desai, as a Managing Director of the Company has no profits or its profits are inadequate, the Company may pay to Mr. Pathik Desai, as a Managing Director of the Company, the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary.

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

### 6 Revision in remuneration of Mr. Mukesh Desai

(DIN : 03048577), Executive Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 198 and 200 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), provisions of the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, and

such other approvals, permissions and sanctions, as may be required, approval of the members be and is hereby accorded to the members be and is hereby accorded to the revision of remuneration of Mr. Mukesh Desai, as an Executive Director of the Company, upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 01st April, 2025, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 (1)(i) of the Act.

**RESOLVED FURTHER THAT** except for the revision in the remuneration as an Executive Director all other terms and conditions of appointment of Mr. Mukesh Desai, as an Executive Director of the Company as approved earlier by the members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Mukesh Desai, as an Executive Director of the Company has no profits or its profits are inadequate, the Company may pay to Mr. Mukesh Desai, as an Executive Director of the Company, the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary.

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

#### 7 Revision in professional fees of Mrs. Binny Pathik Desai (DIN: 10330413), Non-Executive Non- Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 178, 197, 198 and 200 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), provisions of the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, and such other approvals, permissions and sanctions, as may be required, approval of the members be and is hereby accorded to the revision of professional fees of Mrs. Binny Pathik Desai (DIN: 10330413), Non-Executive Non- Independent Director, upto ₹ 40,00,000/- (Rupees Forty Lakhs only) per annum with effect from 01st April, 2025, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 of the Act.

**RESOLVED FURTHER THAT** except for the revision in the professional fees as a Non-Executive Non- Independent Director all other terms and conditions of appointment of Mrs. Binny Desai, as a Non-Executive Non- Independent Director of the Company as approved earlier by the members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

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

#### 8 To consider and approve borrowing money(ies) for the purpose of business of the company.

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

**"RESOLVED THAT** in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as recommended by Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores Only) and / or in equivalent foreign currency;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

#### 9 Approval for making Investment, Granting Loan, Security, Guarantee Under Section 186 of the Companies Act, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100 Crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

**For and on behalf of the Board of Directors of  
Mangal Compusolution Limited**

**Sd/-**  
**Pathik Mukesh Desai**  
Managing Director  
DIN: 03048590

**Sd/-**  
**Mukesh Desai**  
Executive Director  
DIN: 03048577

Date: 20/08/2025  
Place: Mumbai

# NOTES

- 1 The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, 10/2022 dated 28th December, 2022 read with the latest General Circular No. 09/2023 dated 25th September, 2023 ("collectively referred to as "MCA Circulars"), and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/163 dated 7th October, 2023, have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue and has granted relaxation in respect of sending physical copies of the annual report to members. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Fifteenth (15th) AGM of the Company is being held through VC/OAVM. The Registered Office of the Company i.e. Unit No. 03, Satguru Nanak Industrial Estate, Off Western Express Highway, Goregaon (East), Mumbai -400063, shall be deemed to be the venue for the AGM.
- 2 In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 15th AGM, Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 3 The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained in the Notes.
- 4 The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors who retire by rotations and being eligible, offer themselves for re-appointment at this AGM are also annexed to this Notice.
- 5 The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") and the SEBI Listing Regulations, for business at Item no. 5 to Item no. 9 as set out in the Notice convening the AGM ("AGM Notice") is annexed hereto.
- 6 Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting process. The said Resolution/Authorization shall be sent by email through its registered email address to [compliance@mangalcompusolution.com](mailto:compliance@mangalcompusolution.com) and with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- 7 The Notice of the AGM has been uploaded on the website of the Company at [www.mangalcompusolution.com](http://www.mangalcompusolution.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8 In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories/ Depository Participant(s). Annual Report can also be downloaded from Company's website on [www.mangalcompusolution.com](http://www.mangalcompusolution.com)
- Physical copy of the Notice of the AGM along with Annual Report for the FY 2024-25 shall be sent to those shareholders who request for the same at [compliance@mangalcompusolution.com](mailto:compliance@mangalcompusolution.com) mentioning their Folio No/DP ID and Client ID.
- 9 The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
- 10 A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI Listing Regulations are provided as annexure to this notice.
- 11 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 12 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 13 The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2025 is Tuesday, 09th September, 2025, and such dividend, if approved at the AGM, will be paid on or before Friday, 17th October, 2025, to those Members entitled thereto subject to deduction of tax at source.
- 14 The Board of Directors has appointed Mr. Vijay Tiwari (Membership No. A33084 and CP No. 12220) of M/s. Vijay S. Tiwari & Associates, Practicing Company Secretary to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

The Results of remote e-Voting and voting at the Meeting shall be declared by the Chairman or by any other director or Company Secretary duly authorized in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website [www.mangalcompusolution.com](http://www.mangalcompusolution.com) and also be displayed on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are communicated to the Stock Exchange in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 17th September, 2025, subject to receipt of the requisite number of votes in favor of the Resolutions.

15 The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection during the AGM. All the relevant documents referred to in the accompanying Notice are made available for inspection by members at the Registered Office of the Company, situated at Unit No. 03, Satguru Nanak Industrial Estate, Off Western Express Highway, Goregaon (East), Mumbai - 400063 on all working days (From Monday to Friday) during the business hours up to the date of AGM.

16 As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

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

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

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

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

Pursuant to SEBI Notification No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022, the Company shall issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, format of which is available on the Company's website at: [www.mangalcompusolution.com](http://www.mangalcompusolution.com). Further, members holding shares in physical form are requested to take action to dematerialize the Equity Shares, promptly to avoid inconvenience in future.

17 Pursuant to the SEBI Listing Regulations, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends, etc. Members are requested to register / update their Bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode.

18 TDS on dividend in accordance with the provisions of the Income Tax Act, 1961 ("IT Act"), as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company with effect from 1st April, 2020, is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to the Shareholders at the applicable rates. The Company shall consider the requests received by it from its shareholders as on the Record date fixed by the Company in relation to its proposed dividend(s);

a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [www.mangalcompusolution.com](mailto:compliance@mangalcompusolution.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% and 10% in case of Members having valid Permanent Account Number ("PAN") or as notified by the Government of India. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2024 does not exceed ₹ 5,000/- and also in cases where members provide Form 15G (Applicable to any person other than a Company or a Firm) / Form 15H (Applicable to an individual above the age of 60 years) subject to conditions specified in the IT Act.

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

19 AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular.

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

The remote e-voting period begins on Sunday, 14<sup>th</sup> September, 2025 at 09:00 A.M. and ends on Tuesday, 16<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 09<sup>th</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Tuesday, 09<sup>th</sup> September, 2025.

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





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

### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">    <b>App Store</b> </div> <div style="text-align: center;">    <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <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> </ol>

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration> and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or 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 at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- 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 and join General Meeting on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csvijaytiwari@gmail.com](mailto:csvijaytiwari@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 or send a request to or send a request to Mr. Suketh Shetty at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@mangalcompusolution.com](mailto:compliance@mangalcompusolution.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 [compliance@mangalcompusolution.com](mailto:compliance@mangalcompusolution.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@mangalcompusolution.com](mailto:compliance@mangalcompusolution.com). The same will be replied by the company suitably.

## EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS PURSUANT TO REGULATION 36 (5) OF SEBI LISTING REGULATIONS

### ITEM NO. 4

Disclosures pursuant to Regulation 36(5) of the SEBI Listing Regulations are as follows:

<b>Name of the Auditor</b>	Kothawade & Laddha, Chartered Accountants
<b>Terms of Appointment</b>	For the first term of five Financial Years from the conclusion of ensuring 15th Annual General Meeting until the conclusion of 20th Annual General Meeting.
<b>Proposed Fees payable and material change in the fee payable</b>	The proposed fees to be paid to M/s. Kothawade & Laddha, Chartered Accountants, shall be Rs. 2,36,000/- (Including GST) plus reimbursement of out-of-pocket expenses.
<b>Basis of recommendation for appointment</b>	On the recommendation of the Audit Committee, the Board has considered the appointment of M/s. Kothawade & Laddha, Chartered Accountants as statutory Auditors of the Company to fill casual vacancy caused due to resignation of M/s. MGB & CO. LLP, Chartered Accountants
<b>Brief Credentials of the Auditor</b>	M/s. Kothawade & Laddha is a firm of Practicing Chartered Accountants providing services of Taxation, Accounting, Auditing, Advisory & Consultancy, Valuation and other services.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the Resolution set out above.

The Board recommends the ordinary resolution for appointment of Kothawade & Laddha, Chartered Accountants as Statutory Auditor for 5 consecutive years.

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

### ITEM NO. 5

Mr. Pathik Desai is serving as Managing Director of the Company. Mr. Pathik Desai is one of the founding Directors of our Company and a subscriber to the Memorandum and Articles of Association. He has been associated with the Company since its inception in April 2011 and has played a pivotal role in its growth and strategic direction. Initially designated as Whole-Time Director with effect from August 01, 2015, he has been re-designated as Managing Director with effect from January 09, 2024.

Holding a Bachelor's degree in Commerce from Mumbai University, Mr. Desai brings with him more than a decade of extensive experience in the IT Services industry. His expertise spans across business development, logistics operations, and overall business strategy. Under his leadership, the Company has consistently strengthened its market position, expanded its client base, and achieved sustainable growth. The Board is of the view that he has provided dedicated and meritorious services and made significant contribution towards the overall growth of the Company, therefore the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, have approved the revision in the terms of remuneration of Mr. Pathik Desai from ₹ 48,00,000/- (Rupees Forty Eight Lakhs only) per annum to draw upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025. The revision also includes the release of arrears of salary from 1st April, 2025 to the deemed date of approval of this resolution by the Members. Accordingly, the resolution under Item no. 5 of the accompanying Notice has been placed before the members for their approval by way of Special Resolution.

Except for the revision in the remuneration of Mr. Pathik Desai as a Managing Director, mentioned in resolution under Item no. 5 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.

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

The other disclosures as required under the Companies Act, 2013 ("the Act") read with the rules made thereunder and Schedule V to the Act, and as per Secretarial Standard- 2 (SS-2), regarding Special Resolutions under Item No. 5 of the accompanying Notice, are annexed as "Annexure-A" to this notice.

Except, Mr. Pathik Desai as a Managing Director, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in resolution stated in Item No. 5 of the Notice.

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

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

## I. General Information:

Nature of Industry	Operates a comprehensive business model centered on providing flexible and complete IT hardware solutions.
Date or expected date of commencement	Existing company in operation since 2011
In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators:	
For the year ended 31st March, 2025	(₹ In Lakhs)
• Total Income	2,732.84
• Total Expenditure	2151.13
• Profit Before Tax	656.71
• Tax Expenses	199.84
• Profit after tax	456.87
Foreign Investments or collaborations, if any.	Not Applicable

## II. Information about the appointee:

Name	Mr. Pathik Desai (DIN : 03048590)
Background details	<p>Mr. Pathik Desai, designated as a Managing Director of Mangal Compusolution Limited. He holds Bachelor's degree in Commerce from Mumbai University. With over 10 years of Professional Experience in IT Services Industry. He oversees overall business operations of the Company with focus on business development and Logistics verticals.</p> <p>Mr. Pathik Desai has played a significant role in driving business growth and strengthening the Company's financial and operational frameworks.</p>
Past remuneration	During the Financial year 2024–25 he has drawn ₹ 36 Lakhs per annum as remuneration.
Recognition or awards	Nil
Job profile and his suitability	Mr. Pathik Desai, designated as a Managing Director of the Company and associated with the Company since 01st April, 2011. He oversees overall business operations of the Company with focus on business development and Logistics verticals.
Remuneration proposed	Draw upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the position held and the responsibility shouldered by Mr. Pathik Desai as a Managing Director of the Company, the enhanced business activities of the Company and the plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Mr. Pathik Desai draws remuneration as the Managing Director.</p> <p>He is holding 19,99,950 equity shares as a Promoter in the Company.</p> <p>He is son of Mr. Mukesh Desai.</p> <p>Except as stated above, Mr. Pathik Desai does not have any pecuniary relationship whether directly or indirectly with the Company</p>

### III. Other information:

Reasons of loss or inadequate profits	During the financial year Company has earned a Profit of ₹ 456.87 Lakhs after tax, represents growth of 18% as compared to previous year.
Steps taken or proposed to be taken for improvement	Mangal Compusolution Limited has expanded its presence to over eight cities and forayed into the service automation space beyond its core IT infrastructure rental business. The Company has introduced intelligent automation solutions, now deployed in leading five-star hotels in Mumbai, enhancing guest experiences with smart concierge services and contactless deliveries. This strategic move underscores its commitment to technological advancement and service excellence in high-touch environments.
Expected increase in productivity and profits in measurable terms	The Management is confident about the growth in the business and expecting increase in business and profits.

### ITEM NO. 6

Mr. Mukesh Desai is serving as an Executive Director of the Company. He was appointed as an Executive Director on the Board of our Company on January 05, 2024. He is an undergraduate. He has more than 3 decades of experience in this industry. Mr. Desai brings with him more than 3 decades of extensive experience in the Business. Mr. Mukesh Desai is one of the founding Directors of our Company and a subscriber to the Memorandum and Articles of Association. He has been associated with the Company since its inception in August 2012 and has played a pivotal role in its growth and strategic direction. The Board is of the view that he has provided dedicated and meritorious services and made significant contribution towards the overall growth of the Company, therefore the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, have approved the revision in the terms of remuneration of Mr. Mukesh Desai to draw upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025. The revision also includes the release of arrears of salary from 1st April, 2025 to the deemed date of approval of this resolution by the Members. Accordingly, the resolution under Item no. 6 of the accompanying Notice has been placed before the members for their approval by way of Special Resolution.

Except for the revision in the remuneration of Mr. Mukesh Desai as an Executive Director, mentioned in resolution under Item no. 6 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.

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

The other disclosures as required under the Companies Act, 2013 ("the Act") read with the rules made thereunder and Schedule V to the Act, and as per Secretarial Standard- 2 (SS-2), regarding Special Resolutions under Item No. 6 of the accompanying Notice, are annexed as "Annexure-A" to this notice.

Except, Mr. Mukesh Desai as an Executive Director, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in resolution stated in Item No. 6 of the Notice.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 6 of the accompanying Notice for the approval of the members.

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

## I. General Information:

Nature of Industry	Operates a comprehensive business model centered on providing flexible and complete IT hardware solutions.
Date or expected date of commencement	Existing company in operation since 2011
In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators:  For the year ended 31st March, 2025	(₹ In Lakhs) 2,732.84 2151.13 656.71 199.84 456.87
Foreign Investments or collaborations, if any.	Not Applicable

## II. Information about the appointee:

Name	Mr. Mukesh Khandubhai Desai (DIN : 03048577)
Background details	Mr. Mukesh Desai, designated as an Executive Director of Mangal Compusolution Limited. With over 30 years of Professional Experience in IT Services Industry and in Business. He is the Business Head of the Company.  Mr. Mukesh Desai has played a significant role in driving business growth and strengthening the Company's financial and operational frameworks.
Past remuneration	During the Financial year 2024-25 he has drawn ₹ 33.60 Lakhs per annum as remuneration.
Recognition or awards	Nil
Job profile and his suitability	Mr. Mukesh Desai is one of the founding Directors of our Company and a subscriber to the Memorandum and Articles of Association. He has been associated with the Company since its inception in August 2012 and has played a pivotal role in its growth and strategic direction. Mr. Mukesh Desai, designated as an Executive Director of the Company and associated with the Company from 05th January, 2024. He is the Business Head of the Company with over 30 years of Professional Experience
Remuneration proposed	Draw upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the position held and the responsibility shouldered by Mr. Mukesh Desai as an Executive Director of the Company, the enhanced business activities of the Company and the plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses. His vast industry experience of over three decades, contributing significantly to the growth and stability of the business.  His leadership in managing and overseeing the Company's core operations with consistency and efficiency.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Mukesh Desai draws remuneration as the Executive Director.  He is a part of Promoter's Group in the Company.

He is the father of Mr. Pathik Desai.

Except as stated above, Mr. Mukesh Desai does not have any pecuniary relationship whether directly or indirectly with the Company

### III. Other information:

Reasons of loss or inadequate profits	During the financial year Company has earned a Profit of ₹ 456.87 Lakhs after tax, represents growth of 18% as compared to previous year.
Steps taken or proposed to be taken for improvement	Mangal Compusolution Limited has expanded its presence to over eight cities and forayed into the service automation space beyond its core IT infrastructure rental business. The Company has introduced intelligent automation solutions, now deployed in leading five-star hotels in Mumbai, enhancing guest experiences with smart concierge services and contactless deliveries. This strategic move underscores its commitment to technological advancement and service excellence in high-touch environments.
Expected increase in productivity and profits in measurable terms	The Management is confident about the growth in the business and expecting increase in business and profits.

### ITEM NO. 7

Mrs. Binny Pathik Desai is the Chairperson & Non-Executive Director of our Company. She has been associated with our Company since September 22, 2023 and has been appointed as Chairperson of the Company since January 05, 2024. She worked as Senior Executive, in Regulatory Affairs Department of a private limited Company for 5 years, before joining our Company in the year 2018. As a Non-Executive Director, Mrs. Desai plays an important role in guiding the Company's strategic direction, ensuring adherence to corporate governance practices, and providing independent judgment on key matters, therefore the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, have approved the revision in the terms of professional fees of Mrs. Binny Pathik to draw upto ₹ 40,00,000/- (Rupees Forty Lakhs only) per annum with effect from 1st April, 2025. The revision also includes the release of arrears of salary from 1st April, 2025 to the deemed date of approval of this resolution by the Members. Accordingly, the resolution under Item no. 7 of the accompanying Notice has been placed before the members for their approval by way of Special Resolution.

Except for the revision in the remuneration of Mrs. Binny Pathik Desai as a Chairperson & Non-Executive Director, mentioned in resolution under Item no. 7 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.

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

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

Except, Mrs. Binny Pathik Desai as a Chairperson & Non-Executive Director, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in resolution stated in Item No. 7 of the Notice. The Board of Directors recommends the passing of Special Resolution as set out in Item No. 7 of the accompanying Notice for the approval of the members.

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

## I. General Information:

Nature of Industry	Operates a comprehensive business model centered on providing flexible and complete IT hardware solutions.
Date or expected date of commencement	Existing company in operation since 2011
In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators:	
For the year ended 31st March, 2025	(₹ In Lakhs)
• Total Income	2,732.84
• Total Expenditure	2151.13
• Profit Before Tax	656.71
• Tax Expenses	199.84
• Profit after tax	456.87
Foreign Investments or collaborations, if any.	Not Applicable

## II. Information about the appointee:

Name	Mrs. Binny Pathik Desai (DIN : 10330413)
Background details	<p>Mrs. Binny Pathik Desai, has been associated with our Company since September 22, 2023 and has been appointed as Chairperson of the Company since January 05, 2024. She worked as Senior Executive, in Regulatory Affairs Department of a private limited Company for 5 years, before joining our Company in the year 2018.</p> <p>As a Non-Executive Director, Mrs. Desai plays an important role in guiding the Company's strategic direction, ensuring adherence to corporate governance practices, and providing independent judgment on key matters. Her position as Chairperson requires her to lead Board meetings, facilitate balanced decision-making, and oversee the functioning of the Board in alignment with statutory and regulatory requirements</p>
Past remuneration	During the Financial year 2024-25 she has drawn ₹ 30 Lakhs per annum as Professional fees.
Recognition or awards	Nil
Job profile and his suitability	<p>Mrs. Binny Pathik Desai, has been associated with our Company since September 22, 2023 and has been appointed as Chairperson of the Company since January 05, 2024.</p> <p>As a Non-Executive Director, Mrs. Desai plays an important role in guiding the Company's strategic direction, ensuring adherence to corporate governance practices, and providing independent judgment on key matters.</p>
Remuneration proposed	Draw upto ₹ 40,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>Considering the position held and the responsibility shouldered by Mrs. Desai as a Chairperson and a Non-Executive Director of the Company, The need to bring her professional fees in line with prevailing industry benchmarks for similar roles and responsibilities. Her active participation in Board deliberations, providing independent oversight and strategic inputs.</p> <p>Her leadership as Chairperson, ensuring effective Board functioning and compliance with good governance standards.</p>

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Mrs. Binny Pathik Desai draws professional fees as Chairperson and Non- Executive Non- Independent Director.</p> <p>She is holding 50 equity shares as a Promoter in the Company.</p> <p>She is spouse of Mr. Pathik Desai, Managing Director of the Company.</p> <p>Except as stated above, Mrs. Binny Pathik Desai does not have any pecuniary relationship whether directly or indirectly with the Company</p>
III. Other information:	
Reasons of loss or inadequate profits	During the financial year Company has earned a Profit of ₹ 456.87 Lakhs after tax, represents growth of 18% as compared to previous year.
Steps taken or proposed to be taken for improvement	Mangal Compusolution Limited has expanded its presence to over eight cities and forayed into the service automation space beyond its core IT infrastructure rental business. The Company has introduced intelligent automation solutions, now deployed in leading five-star hotels in Mumbai, enhancing guest experiences with smart concierge services and contactless deliveries. This strategic move underscores its commitment to technological advancement and service excellence in high-touch environments.
Expected increase in productivity and profits in measurable terms	The Management is confident about the growth in the business and expecting increase in business and profits.

#### ITEM NO. 8

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder. The borrowings of the Company may in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee of the Company from time to time, in consultation with the lender(s). It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out at item no. 8 of the Notice, to enable the Board of Directors to borrow money upto Rs. 200 Crores (Rupees Two Hundred Crores) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends the Special Resolution as set out at item no. 8 for the approval of the shareholder.

#### ITEM NO. 9

The provisions of section 186 of the Companies Act, 2013 states that the Board of Directors of a Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise of anybody corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for exceeding the limit specified in the Act, the approval of the members of the Company in General Meeting by way of Special resolution has to be obtained.

As you know that for business and investment purpose of Company, the Company may require to give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise of anybody corporate in excess of the limit specified in the Act. Therefore, it is proposed that an authority may be given to the Board of Directors in excess of the limit specified in the Act upto the limit of Rs. 100 Crore.

The Board recommends the resolution set out at Item No. 9 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the AGM Notice, except to the extent of any transaction that may be executed by the Company with any entity in which any of the Directors of the Company or their relatives may be concerned or interested in any capacity and to the extent of their shareholding in the Company.

## ANNEXURE-A

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

Name of the Director	Mrs. Binny Pathik Desai	Mr. Pathik Desai	Mr. Mukesh Desai
DIN	10330413	03048590	03048577
Date of Birth	January 18, 1989	March 06, 1988	August 15, 1958
Age	36 Years	37 Years	67 Years
Date of first appointment on the Board	22.09.2023	08.08.2012 Managing Director w.e.f 05.01.2024	05.01.2024
Designation	Chairperson & Non- Executive Director	Managing Director	Executive Director
Qualifications	Bachelors of Pharmacy	Bachelors of Commerce	Undergraduate
Brief resume, Experience and Nature of his Expertise in functional areas	She has been associated with our Company since September 22, 2023 and has been appointed as Chairperson of the Company since January 05, 2024. She worked as Senior Executive, in Regulatory Affairs Department of a private limited Company for 5 years, before joining our Company in the year 2018.	He is one of the first Directors of our Company and subscriber to the Memorandum and Articles of Association of the Company. He has been continuing as a Director of our Company since April 01, 2011. He was designated as Whole Time Director of the Company w.e.f. August 01, 2015 and has been re-designated as Managing Director of our Company w.e.f. January 09, 2024. He holds a Bachelor in Commerce Degree from Mumbai University. He has more than a decade of experience in this industry. He oversees overall business operations of the Company with focus on business development and Logistics verticals. He has more than a decade experience in IT Services Industry. He oversees overall business operations of the Company with focus on business development and Logistics verticals.	He was appointed as an Executive Director on the Board of our Company on January 05, 2024. He is an undergraduate. He has more than 3 decades of experience in this industry. He was appointed as an Executive Director on the Board of our Company on January 05, 2024. He is an undergraduate. He has more than 3 decades of experience in this industry.
No. of Board Meetings attended during the year 2024-25	7 (Seven)	7 (Seven)	6 (Six)
Directorships held in other Companies	NIL	NIL	NIL
Names of other listed entities in which Director holds Directorship	NIL	NIL	NIL
Membership / Chairmanship of Committees of other Board*	Chairperson – 1 Membership – 0	Chairperson – 0 Membership – 1	Chairperson – 0 Membership – 0
No. of Equity shares held in the Company as on 31.03.2025	50 Shares representing 0% in the Company	19,99,950 Shares representing 14.70% in the Company	NIL
Disclosure of relationships with other directors and KMP	Spouse of Mr. Pathik Desai	Spouse of Mrs. Binny Pathik Desai and Son of Mr. Mukesh Desai	Father of Mr. Pathik Desai

<b>Key Terms and Conditions of the appointment/re-appointment</b>	<p>As per the resolution at item no. 3 of this Notice, Mrs. Binny Desai (DIN: 10330413), who retires by rotation and being eligible, offers herself for re-appointment.</p> <p>It is proposed to revise in the terms of Professional fees of Mrs. Binny Desai upto ₹ 40,00,000/- (Rupees Forty Lakhs only) per annum with effect from 1st April, 2025.</p> <p>Except for the revision in the Professional fees of Mrs. Binny Desai as an Executive Director mentioned in resolution under Item no. 7 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.</p>	<p>Mr. Pathik Desai from ₹ 48,00,000/- (Rupees Forty Eight Lakhs only) per annum to draw upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025.</p> <p>Except for the revision in the remuneration of Mr. Pathik Desai as a Managing Director), mentioned in resolution under Item no. 5 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.</p>	<p>It is proposed to revise in the terms of remuneration of Mr. Mukesh Desai upto ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum with effect from 1st April, 2025.</p> <p>Except for the revision in the remuneration of Mr. Mukesh Desai as an Executive Director mentioned in resolution under Item no. 6 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.</p>
<b>Remuneration last drawn by such person</b>	30.00 Lakhs p.a. (Professional fees)	36.00 Lakhs p.a.	33.60 Lakhs p.a.
<b>Remuneration sought to be paid</b>	Not more than 40.00 Lakhs p.a.	Not more than 50.00 Lakhs p.a.	Not more than 50.00 Lakhs p.a.

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

For and on behalf of the Board of Directors of  
Mangal Compusolution Limited

Sd/-  
Pathik Mukesh Desai  
Managing Director  
DIN: 03048590

Sd/-  
Mukesh Desai  
Executive Director  
DIN: 03048577

Date: 20/08/2025  
Place: Mumbai