MANGAL ELECTRICAL INDUSTRIES LTD.
(Formerly Known as Mangal Electrical Industries Private Limited)
CIN : L31909RJ2008PLC026255
+91-141-403-6113 | www.mangals.com
info@mangals.com
Registered Office: C-61, C-61 (A&B), Road No. 1-C,
V.K.I. Area, Jaipur 302 013, Rajasthan, India

August 04, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001, Maharashtra, India

Scrip Code: 544492

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051, Maharashtra, India

Symbol: MEIL

Sub: Notice of 18th AGM of the Company

Dear Sir/Madam,

In terms of the provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 18th AGM of the Company scheduled to be held through video conferencing/other audio visual means. The Integrated Annual Report 2025-2026 along with Notice and other relevant details are available on the company's website at https://mangals.com/investor-relations/investor-relations-files/general-meeting-notices/AGM-Notice.pdf

Kindly take above in your records and oblige
Thanking you,
Yours faithfully,

For Mangal Electrical Industries Limited

NARESH KUMAR SHARMA

Digitally signed by NARESH KUMAR SHARMA
Date: 2026.08.04 18:50:45 +05'30'

Naresh Kumar Sharma
Company Secretary & Compliance Officer
Membership No. A12005

Encl.A/a

MANGAL ELECTRICAL INDUSTRIES LIMITED
(Formerly known as Mangal Electrical Industries Private Limited)
CIN: L31909RJ2008PLC026255
Registered Office: C-61, C-61 (A&B), Road No. 1-C, V.K.I. Area, Jaipur, Rajasthan-302013
Tel.: +91-141-403-6113 Email: compliance@mangals.com; Website: www.mangals.com

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **18th Annual General Meeting (AGM)** of the Members of **Mangal Electrical Industries Limited** ("the Company") will be held on **Wednesday, the 26th day of August, 2026 at 2.00 P.M. Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI, to transact the following business:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS.

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors ("the Board") and auditors thereon. In this regard, pass the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

ITEM NO. 2 – APPOINTMENT OF MR. ASHISH MANGAL (DIN: 00432213) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To re-appoint Mr. Ashish Mangal (DIN: 00432213), who retires by rotation and being eligible, seeks re-appointment, in this regard, pass the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, the rules made there under and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Ashish Mangal (DIN: 00432213) who retires at this 18th Annual General Meeting, offers himself for re-appointment, be and is hereby approved to be re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 3 – APPOINTMENT OF MR. SUMER SINGH PUNIA (DIN: 08393562) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To re-appoint Mr. Sumer Singh Punia (DIN: 08393562), who retires by rotation and being eligible, seeks re-appointment, in this regard, pass the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, the rules made there under and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Sumer Singh Punia (DIN: 08393562) who retires at this 18th Annual General Meeting, offers himself for re-appointment, be and is hereby approved to be re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

ITEM NO. 4 – RATIFICATION OF THE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY.

To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2027 and to Consider and, if thought fit, to pass, the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of

Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Maharwal & Associates, Cost Accountants (Firm Registration No. 101556), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to ₹50,000 plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

ITEM NO. 5: APPOINTMENT OF M/S SKMG & CO., PRACTICING COMPANY SECRETARIES, FIRM REGISTRATION NO. 4063, HAVING ITS OFFICE AT K-11, 206, SECOND FLOOR, LUHADIA TOWER, ASHOK MARG, C-SCHEME, JAIPUR – 302001 (RAJASTHAN), AND HOLDING PEER REVIEW CERTIFICATE NO. 1978/2022, AS SECRETARIAL AUDITORS OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and Section 179(3) of the Companies Act, 2013, read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, including any statutory modification(s) or re-enactment thereof for the time being in force, and based on the recommendations of the Audit Committee and the Board of Directors, M/s SKMG & Co., Practicing Company Secretaries, Firm Registration No. 4063, Peer Review Certificate No. 1978/2022, having its office at K-11, 206, Second Floor, Luhadia Tower, Ashok Marg, C-Scheme, Jaipur – 302001 (Rajasthan), be and are hereby appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the Financial Year 2026-27, at a remuneration of Rs. 2,31,000/- (Rupees Two Lakh Thirty-One Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, on the terms and conditions contained in the proposal letter submitted by the Secretarial Auditors.

RESOLVED FURTHER that Mr. Rahul Mangal, Chairman & Managing Director and Mr. Naresh Kumar Sharma, Company Secretary and Compliance Officer of the Company, be and are hereby authorized severally to file requisite e-forms with the Ministry of Corporate Affairs as may be prescribed, and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose to give effect to the aforesaid resolution.

ITEM NO.6: TO CONSIDER AND APPROVE THE ADOPTION AND IMPLEMENTATION OF _ "MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025"

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules**") and other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company ((hereinafter referred to as the **'Board'** which term shall be deemed to include the Nomination and Remuneration Committee of the Board which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), consent of the shareholders be and is hereby accorded to introduce, adopt and implement the **"MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025" ("MEIL - ESOP 2025" or "the Scheme")**, the salient features of which are detailed in the explanatory statement to this notice and to authorize the Board to create, grant, offer, issue and allot from time to time in one or more tranches, to or for the benefit of eligible Employees and Directors (present or future), whether working in India or outside India and such other persons as may from time to time be determined by the Board to be eligible for the benefit in accordance with the SEBI SBEB and SE Regulations (hereinafter collectively referred to as "**Employee(s)**"), such number of stock options convertible in one or more tranches, into not more than 15,00,000 (Fifteen Lakhs) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each ("**Options**"), on such terms and conditions as the Board may decide under the Scheme in accordance with the **SEBI SBEB and SE Regulations** and other applicable laws.

RESOLVED FURTHER THAT the MEIL - ESOP 2025 may also envisages provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act and SEBI (SBEB and Sweat Equity) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the MEIL - ESOP 2025 and such equity shares shall rank *pari- passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, any other change in capital structure, if any, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them and the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupee Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT. the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the MEIL - ESOP 2025 on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the MEIL - ESOP 2025 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to MEIL - ESOP 2025 and to do all other things incidental to and ancillary thereof.

ITEM NO.7 : TO EXTEND APPROVAL OF "MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025" TO THE EMPLOYEES OF HOLDING COMPANY, ITS SUBSIDIARY COMPANY (IES) AND/ OR ASSOCIATE COMPANY(IES), GROUP COMPANY(IES) [PRESENT AND FUTURE]

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules**") and other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the **Board**" which term shall be deemed to include the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers in relation hereto, including the powers conferred by this Resolution), the consent of the members be and is hereby accorded to extend the benefits of **"MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025" ("MEIL - ESOP 2025" or "the Scheme")** referred to in Resolution No. 1 above and to authorize the Board to create, grant, offer, issue and allot from time to time in one or more tranches, to or for the benefit of eligible Employees and Directors (present or future), whether working in India or outside India of the Company's holding company, subsidiary company(ies), group company(ies), associate company(ies) (present or future) and such other persons as may from time to time be determined by the Board to be eligible for the benefit in accordance with the SEBI SBEB and SE Regulations (hereinafter collectively referred to as "**Employee(s)**"), such number of stock options convertible in one or more tranches, into not more than 15,00,000 (Fifteen Lakhs) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each ("**Options**"), on such terms and conditions as the Board may decide under the Scheme in accordance with the **SEBI SBEB and SE Regulations** and other applicable laws.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and Company's holding company, subsidiary company(ies), group company(ies), associate company(ies) (present or future) under the **MEIL - ESOP 2025** shall not cumulatively exceed such number of stock options convertible in one or more tranches, into not more than 15,00,000 (Fifteen Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupee Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT. the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations and in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to MEIL - ESOP 2025 and to do all other things incidental to and ancillary thereof

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the MEIL - ESOP 2025 on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the MEIL - ESOP 2025 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives or officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

ITEM NO.8 : TO APPOINT MS. NEHA RATHI (DIN: [11814524) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, Regulation 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and pursuant to the provisions of the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Neha Rathi (DIN: 11814524), who has been appointed as an Additional Director (Independent) of the Company with effect from July 29, 2026, in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing his candidature for the office of Non-Executive, Independent Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of five (5) consecutive years commencing from 29th July, 2026, to 28th July, 2031 (both days included), and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By order of the Board of Directors of
For **Mangal Electrical Industries Limited**
(Formerly known as Mangal Electrical Industries
Private Limited

Sd/-
Naresh Kumar Sharma
Company Secretary & Compliance Officer
ICSI M. No.: A12005
Jaipur, Rajasthan

Place : Jaipur
Date : July 29, 2026

Registered Office:
C-61, C-61 (A&B), Road No. 1-C, V.K.I. Area,
Jaipur, Rajasthan-302013
CIN: L31909RJ2008PLC026255
Tel.: +91-141-403-6113
E-mail: compliance@mangals.com
Website: www.mangals.com

NOTES:

1. Since this AGM will be held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.

2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 03/2025 dated 22 September 2025, read with the relevant earlier circulars issued in this regard (collectively referred to as the "MCA Circulars"), and Securities and Exchange Board of India ("SEBI"), vide its applicable circulars (collectively referred to as the "SEBI Circulars"), have permitted companies to hold their Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars and SEBI Circulars, the 18th Annual General Meeting ("AGM") of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Notice convening this **18th AGM** along with the Annual Report for Financial Year (FY) 2025-26 is being sent by electronic mode to those Members whose e-mail address is registered with the Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Annual Report for FY 2025-26 will also be available on the Company's website **www.mangals.com**, website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at **www.bseindia.com** and **www.nseindia.com**, respectively and also available on the website of Bigshare i-Vote E-Voting System (agency for providing the Remote e-Voting facility) i.e. **https://ivote.bigshareonline.com**. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id, Cut-off date for e-voting, Record Date etc.

   Further, in terms of Regulation 36(1)(a) of the Listing Regulations, for those shareholders whose email id is not registered, a letter providing the weblink, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.

4. Members attending the meeting through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Monday, August 17, 2026("Cut-off date") may join the AGM anytime 15 minutes before the scheduled time, by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.

5. Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first-come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first-come-first-serve basis.

6. Appointment of Proxy and Attendance Slip:

   Since the 18th AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, as per the MCA Circulars and Regulation 44 of the Listing Regulations, the facility of appointment of proxy would not be available to the Members for attending the 18th AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

7. The Board of Directors has appointed Ms Neha Mathur, COP-24896 (Membership No.:ACS54845), Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the 18th AGM in a fair and transparent manner.

8. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified 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 remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to nmsoniya10@gmail.com with a copy marked to compliance@mangals.com. Institutional shareholders 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.

9. In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

10. Members may kindly note that **Monday, August 17, 2026** has been fixed as the **"Record Date"** for the purpose of determining the Members eligible to vote through remote e-voting and e-voting during the **18th Annual General Meeting.**

11. Inspection of Documents:

    The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the Certificate from the Secretarial Auditor of the Company, wherever applicable, and the Memorandum and Articles of Association of the Company will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to compliance@mangals.com.

12. Members who wish to raise query at the **18th AGM** may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address to e-mail ID: **compliance@mangals.com,** quoting their name, DP Id. and Client Id./Folio number, on or before Monday, August 17, 2026. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions

13. **Facility for Non-Speakers**

    Members who wish to obtain any information on the Annual Report or have questions on the financial statements and/or matters to be placed at the **18th AGM**, may send a communication from their registered e-mail address to the e-mail ID **compliance@mangals.com**, quoting their name, DP Id. and Client Id./Folio number, on or before **Monday, August 17, 2026**.

    The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

14. Declaration of results of voting:

    The Scrutinizer will submit her report to the Chairman and Managing Director or as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting process and e-voting at the AGM within 2 working days from the date of completion of said e-voting. The result of the voting will be announced by the Chairman and Managing Director or the Company Secretary of the Company consequently. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at **https://www.mangals.com**. The results shall be communicated to the Stock Exchanges simultaneously.

15. **Online Dispute Resolution Portal**

    SEBI vide its notification dated SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated July 31, 2023 (as amended), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the link given on Company's website www.mangals.com.

Details of e-voting and joining AGM through VC:

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the Listing Regulations, the Company has extended the facility of voting through electronic means including Remote e-voting (e-voting other than at the AGM) to transact the business mentioned in the Notice convening the AGM.

  Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned AGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the AGM.

- For this purpose, the Company has entered into an agreement with **Bigshare Services Pvt. Ltd.** for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by **Bigshare Services Pvt. Ltd.**

- Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the Cut-off date.

- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.

- The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.
- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.
- Members present at the AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.
- However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- 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 attendance of the Members attending the **18th AGM** through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

The details of the process and manner for remote e-Voting and joining AGM through VC are as under:

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on on August 22, 2026 at 10.00 A.M (IST) and ends on August 25, 2026 at 05.00 P.M (IST)During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

xvi.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

xvii.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

_Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared

separately on you register email id.

- o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.

- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
  - o Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
  - o Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act")

ITEM NO. 2:

Mr. Ashish Mangal (Aged 50 years) is a Non-Executive Director of our Company. He holds a bachelor's degree in commerce from University Commerce College, University of Rajasthan, Jaipur. He has over 29 years of experience in the power cable and conductor industry including as one of the partners of the erstwhile partnership firm under the name 'Mangal Electrical Industries' (now converted into our Company). He is responsible for overseeing production, finance, marketing and customer relationships.

Mr. Ashish Mangal (DIN: 00432213) has been associated with the Company since April 1, 2008. In terms of Section 152 and any other applicable provisions of the Companies Act, 2013, as amended, Mr. Ashish Mangal being eligible and offering himself for re-appointment, is proposed to be re-appointed as Non-Executive Director of Mangal Electrical Industries Limited.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except Mr. Ashish Mangal, being the appointee, and Mr. Rahul Mangal, Chairman & Managing Director, and Mr. Aniketa Mangal, Executive Director, being related to Mr. Ashish Mangal within the meaning of Section 2(77) of the Companies Act, 2013, save and except the above, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

ITEM NO. 3:

Sumer Singh Punia (Aged 59 years) is an Executive Director of our Company. He holds a bachelor's degree in degree in arts from University of Rajasthan. He joined our Board on March 25, 2019, and brings over 15 years of experience to his role. Previously, he held the position of Manager in our Company from 2010 till 2019. He is responsible for providing valuable insights on the operations of the management. He is also handling import and export matters, including compliance under the Customs Act and other applicable laws and regulations relating thereto

In terms of Section 152 and any other applicable provisions of the Companies Act, 2013, as amended, Mr. Sumer Singh Punia being eligible and offering himself for re-appointment, is proposed to be re-appointed as Executive Director of Mangal Electrical Industries Limited.

Concern or interest, financial or otherwise of Directors, Key Managerial Personnel and their relatives:

Except Mr. Sumer Singh Punia, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, as set out at Item No. 3 of the Notice.

Disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) can be referred below as Annexure-1.

Annexure to the Notice

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED AND EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

Ordinary Business:

Item no. 2 & 3: Re-appointment of Mr.Ashish Mangal (DIN: 00432213) and Mr Sumer Singh Punia (DIN :08393562) :

Annexure -1

Name of Director	Mr. Ashish Mangal	Mr Sumer Singh Punia
DIN	**00432213**	**08393562**
Age (Years)	**50**	**59**
Experience (including expertise in a specific functional area)/ brief Resume/ Qualification	He holds a bachelor's degree in commerce from University Commerce College, University of Rajasthan, Jaipur. He has over 29 years of experience in the power cable and conductor industry including as one of the partners of the erstwhile partnership firm under the name 'Mangal Electrical Industries' (now converted into our Company). He is responsible for overseeing production, finance, marketing and customer relationships.	He holds a bachelor's degree in degree in arts from University of Rajasthan. He joined our Board on March 25, 2019, and brings over 15 years of experience to his role. Previously, he held the position of manager in our Company from 2010 till 2019. He is responsible for providing valuable insights on the operations of the management. He is also handling import and export matters, including compliance under the Customs Act and other applicable laws and regulations relating thereto
Expertise in specific functional areas	Production, finance, marketing and customer relationships.	Operations of the management, handling export & import
Date of First Appointment on the Board	**01-04-2008**	**25-03-2019**
Shareholding in the Company as on March 31, 2026	**40,32,500**	**-**
Terms and Conditions of Appointment/ Re-Appointment	Re-appointment pursuant to Section 152 of the Companies Act, 2013	Re-appointment pursuant to Section 152 of the Companies Act, 2013
Details of Remuneration last drawn (FY 2025-26)	-	Rs.15,56,400/-
Details of proposed remuneration	-	The remuneration shall be as determined by the Managing Director from time to time, in accordance with the Remuneration Policy of the Company
Relationship with other Directors / Key Managerial Personnel	He is the brother of Rahul Mangal; and He is the uncle of Aniketa Mangal	-
Number of meetings of the Board attended during the financial year 2025-26	11	11

Name of Director	Mr. Ashish Mangal	Mr Sumer Singh Punia
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	Stakeholders Relationship Committee	-
Directorship of other Board as on March 31, 2026 excluding Directorship in Private and Section 8 Companies. (along with listed entities from which the person has resigned in the past three years)	• Indo Krates Private Limited • Dynamic Cables and Conductors Private Limited • Mangal Powertech Private Limited • Krishan Kripa Holiday Resorts Private Limited • Dynamic Cables Limited • Rams Creative Technologies Private Limited • Shiv Kripa Pipes Private Limited	• Dynamic Cables Limited
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2026 excluding Directorship in Private and Section 8 Companies (along with listed entities from which the person has resigned in the past three years)	01	-

Special Business:

Item No.4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Maharwal & Associates, Cost Accountants (Firm Registration No. 101556), as Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2026-27, at a remuneration of ₹50,000/- (Rupees Fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

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

The Board of Directors recommends the resolution set out at Item No.04 of the Notice for approval by the Members.

Item No. 5 :

The Members are informed that pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Practising Company Secretary as Secretarial Auditor for conducting the Secretarial Audit of the Company. Accordingly, the appointment of the Secretarial Auditor is placed before the Members for their approval.

As per Section 204 of the Companies Act, 2013 and Section 179(3) of the Companies Act, 2013, read with Rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, every Listed Company / shall appoint a Practicing Company Secretary to issue Secretarial Audit Report (Secretarial Audit). The said Audit Report shall form part of Boards' Report as Annexure.

The Board of Directors, at its meeting held on July 29, 2026, considered and approved the appointment of M/s SKMG & Co., Practicing Company Secretaries, Firm Registration No. 4063, Peer Review Certificate No. 1978/2022, as Secretarial Auditors of the Company for the Financial Year 2026-27, subject to the approval of the Members of the Company, at a remuneration of Rs. 2,31,000/- (Rupees Two Lakh Thirty-One Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, on the terms and conditions contained in their proposal letter.

The scope of Secretarial Audit shall, inter alia, include examination and reporting on compliances under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable SEBI Regulations, Secretarial Standards issued by the Institute of Company Secretaries of India and such other laws, rules, regulations and guidelines as may be applicable to the Company.

Accordingly, the consent of the Members is sought to pass an Ordinary Resolution as set out in Item No.5 of the Notice for appointment and payment of remuneration to the Secretarial Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in Item No.5 of the Notice for approval by the Members.

Additional information M/s. SKMG & Co., Practicing Company Secretaries can be referred below as Annexure-2.

Annexure -2

Further information in respect of M/s. SKMG & Co., Practicing Company Secretaries is encapsulated in the table below:

Sl No.	Particulars	Details
1.	Number of years of experience of the individual / Firm proposed to be appointed as Secretarial Auditor	More than 15 years of experience.
2.	Details of orders passed against the proposed Secretarial Auditor by ICSI/SEBI/MCA/any other competent authority / Court, both in India or outside India, in past 5 (five) years	No orders have been passed against the Secretarial Auditor by ICSI/SEBI/MCA or any other competent authority or Court in India or abroad during the past 5 years.
3.	Whether proposed Secretarial Auditor has rendered any services as prohibited under SEBI Circular dated 31st December, 2024 directly or indirectly to the Company or its holding company or subsidiary or any associate? If yes, then provide details and actions, if any taken against the Firm, and	No, the Secretarial Auditor has not rendered any services prohibited under SEBI Circular dated December 31, 2024 to the Company, its holding or subsidiary company or any other associate.
4.	Proposed fees payable to the Firm	INR 2,31,000 per year plus taxes
5.	Total Fees paid to previous/outgoing auditor	--
6.	Rationale for material change in the audit fees proposed to be paid to the proposed secretarial auditor as compared to the previous / outgoing auditor	Considering the experience, expertise, and responsibilities associated with the assignment, the proposed fee is considered reasonable and commensurate with the scope of work to be undertaken by the proposed Secretarial Auditor.
7.	Disclosure of % of non-audit fees, paid/ payable to the proposed Secretarial Auditor or/and its associate concerns, over audit fees paid/payable to the said auditor	NA
8.	Total remuneration/fees, etc. received by the proposed Secretarial Auditor from the Company or group companies (holding, subsidiary, associate, joint ventures) in the last financial year along with details.	Nil
9.	Past association (name and number of years to bed is closed) of the proposed Secretarial Auditor with: (i) Promoter / Promoter Group during the last 3 years (ii) Group companies (holding, subsidiary, associate, joint ventures) of the listed entity during the last 3 years.	The Secretarial Auditor was not associated with the Promoter / Promoter group or Group companies of the listed entity during the last 3 years.
10.	Rationale of the Board of Directors for recommending the individual / Firm with past orders, if applicable, against them for appointment as Secretarial Auditor	NA

Sl No.	Particulars	Details
11.	Basis of recommendations	The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for Members' approval considering their eligibility, qualification, background, proven track record and industry reputation, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of their staff and Company's previous experience with the proposed appointee based on the evaluation of the quality of audit work done by them in the past.
12.	Credentials of the Secretarial Auditor:	M/s SKMG & Co., Practicing Company Secretaries (Firm Registration No. 4063 and Peer Review Certificate No.: 1978/2022) is a firm registered with the Institute of Company Secretaries of India (ICSI) since 2012 and engaged in practice of Company Secretarial and Corporate Law services. The firm provides advisory and compliance services under the Companies Act, 2013, SEBI Regulations, IPR, and other corporate laws. The firm is headed by FCS Monika Gupta, Fellow Member of ICSI (Membership No. 8208, COP No. 8551) having extensive experience in IPO Advisory, Secretarial Audit, SEBI Compliances, Due Diligence, Corporate Governance reviews and Certification Services for listed and unlisted companies across diverse sectors. The firm has a proven track record of assisting companies in ensuring compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable corporate and securities laws. With its team of qualified professionals and structured methodology, the firm is well-equipped to conduct the Secretarial Audit and issue the Secretarial Audit Report (Form MR-3) for listed companies.

Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations, the Company has received written consent & eligibility letters from M/s SKMG & Co., Practicing Company Secretaries .

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members

Item Nos. 6 and 7 :

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present or future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

Keeping in line with the above, **“MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025” (“MEIL - ESOP 2025”)** has been formulated by the Company to be implemented by Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**the SEBI SBEB and SE Regulations**”), issued by Securities and Exchange Board of India (SEBI) and other applicable laws.

Based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company (NRC), the Board at their meeting held on Wednesday, May 13, 2026, has approved the **“MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025” (“MEIL - ESOP 2025”) subject to the approval of Members.**

The MEIL - ESOP 2025 will be operated and administered under the superintendence of the Company’s Board of Directors and Nomination and Remuneration Committee of Board of Directors, the majority of whose members are Independent Directors as per the applicable Act/Regulations.

The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the MEIL - ESOP 2025 including:

a. the quantum of options, shares or benefits as the case may be, per employee and in aggregate under a scheme;

b. the kind of benefits to be granted under this scheme;

c. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;

d. The schedule for Vesting of the Options granted to Employees;

e. The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);

f. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;

g. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;

h. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;

i. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the Board/ committee:

   the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;

   the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;

j. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;

k. eligibility to avail benefits under this scheme in case of employees who are on long leave;

l. the procedure for funding the exercise of options;

m. the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:

   (i) permissible sources of financing for buy-back;

   (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and

   (iii) limits upon quantum of specified securities that the company may buy-back in financial year.

   For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

n. Amend any terms and conditions of any Options granted under the Scheme to the extent it is not inconsistent with the terms of the Scheme and not prejudicial to the interest of the Option Grantee.

o. frame suitable policies and procedures to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair

Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time, by the trust, the company and its employees, as may be applicable.

p. Approve forms, writings and/or agreements for use in pursuance of the MEIL - ESOP 2025.

n. Any other related or incidental matters.

The relevant details of the Scheme pursuant to Part C of Schedule I of SEBI (SBEB) Regulations is provided hereunder:

a) Brief Description of the MEIL - ESOP 2025 scheme:

MANGAL ELECTRICAL INDUSTRIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2025 has been formulated by the Company and to be implemented by its Board and Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India (**the "SEBI"**) and other applicable laws. The MEIL - ESOP 2025 has been approved by the Board of Directors at their meeting held on May 13, 2026, subject to the approval of the members

The objective of MEIL - ESOP 2025 is to reward the eligible Employees of the Company and its Holding Company, its Subsidiary Company(ies), Group Company(ies), Associate Company(ies) (present or future)

After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the MEIL - ESOP 2025.

The Company also intends to use this Scheme to attract and retain talents in the organization. The Company views Employee Stock Options as a means that would enable the Employees to get a Share in the value they create for the Company in future

b) The total number of options to be offered and granted

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto 15,00,000 (Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested / unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Board of Directors or Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of MEIL - ESOP 2025.

c) Identification of classes of employees entitled to participate and be beneficiaries in the MEIL - ESOP 2025.

Following class / classes of employees are entitled to participate in MEIL - ESOP 2025:

Employee/s as may be determined by the committee of the Board out of the following: -

(i) an employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include—

(a) an Employee who is a Promoter or a person belonging to the Promoter group; or

(b) a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of Employees eligible for participating in the MEIL - ESOP 2025 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board of Directors/Compensation/ Nomination and Remuneration Committee of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

d) *Requirements of vesting and period of vesting*

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter subject to maximum period of 7 years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options as stipulated in the MEIL - ESOP 2025. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the MEIL - ESOP 2025.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising*:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day or before the expiry of the Exercise period with the Company, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Termination (Without cause)	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.

Sr. No.	Separations	Vested Options	Unvested Options
5	Death	All Vested Options, granted under a Scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Employee, as the case may be and such Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Death.
6	Permanent Disability	All Vested Options, granted to him/her under a Scheme as on the date of permanent incapacitation shall vest in him/her on that day and such Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such disability.	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7	Abandonment**	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Any other reason not specified above	The Committee or any other Board Committee as due authorized shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

**In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.*

***The Board/Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the MEIL - ESOP 2025 in any manner which may be detrimental to the interests of the Employees.*

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 7 (seven) Years from the date of respective grant of Options, unless otherwise decided by the Board/ Compensation/ Nomination and Remuneration Committee.

The Nomination and Remuneration Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

f) Exercise price or pricing formula

Exercise Price means the price, payable by an employee for exercising the option granted to such an employee in pursuance of MEIL - ESOP 2025.

The Exercise Price shall be as may be decided by the Nomination & Remuneration Committee as is allowed under the Companies Act, 2013 and SEBI SBEB and SE Regulations which in any case will not be lower than the face value and and shall not be more than the Market Price ('MP') of the equity share of the Company at the time of grant of option. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates and shall be in the conformity with the applicable accounting policies/standards, if any.. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable laws.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized companying channels or in such other manner and subject to such procedures as the Committee may decide.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

g) Exercise period and process of exercise

The exercise period shall not be more than Seven (7) years from the date of respective vesting of Options. The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the Nomination and Remuneration Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

h) Appraisal Process for determining the eligibility of Employees to the MEIL - ESOP 2025

The appraisal process for determining the eligibility of the Employee(s) will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

i) Maximum number of Options to be offered and issued per Employee and in the aggregate

The maximum number of options to be granted to an eligible employee will be determined by Nomination and Remuneration Committee on case-to-case basis and shall not exceed 1% of the issued capital of the company at the time of grant. However that may be exceeded subject to approval of shareholders.

The maximum number of Stock Options, in aggregate, that may be granted pursuant to this Scheme shall not exceed 15,00,000 (Fifteen Lakh).

j) Maximum quantum of benefits to be provided per Employee under the MEIL - ESOP 2025

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each employee, per grant and in aggregate.

No benefit other than grant of Options under MEIL - ESOP 2025, and any consequential issue of equity shares of the Company is contemplated under MEIL - ESOP 2025. Therefore, the maximum quantum of benefits under MEIL - ESOP 2025 is the difference between the market value of the equity shares of the Company as on the date of exercise and the exercise price of the Options,.

k) Whether MEIL - ESOP 2025 is to be implemented and administered directly by the Company or through a trust

The MEIL - ESOP 2025 will be implemented and administered directly by the Company under the guidance of the Nomination and Remuneration Committee.

l) Whether MEIL - ESOP 2025 involves new issue of shares by the Company or secondary acquisition by the trust

The MEIL - ESOP 2025 will involve only new issue of shares by the Company.

m) The amount of loan to be provided for implementation of the MEIL - ESOP 2025 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust

for the purposes of the MEIL - ESOP 2025

Not Applicable

o) *Disclosure and accounting policies*

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to SEBI (SBEB and Sweat Equity) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features/Scheme document of the MEIL - ESOP 2025 in a format as prescribed under **SEBI SBEB and SE Regulations**

The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure thereof as prescribed under **SEBI SBEB and SE Regulations** or any other Applicable Laws as in force.

The company shall be free to determine the exercise price subject to conforming to the accounting policies specified in regulation 15 of SEBI SBEB and SE Regulations

p) Method of valuation of Options

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

The Company shall adopt fair value method for valuation of options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time. The Company will follow IFRS and IND AS and any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement as required under SEBI SBEB and SE Regulations, will not be applicable viz.

"In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report."

q) Lock-in period, if any

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise except such restrictions as may apply under the applicable laws/regulatory authority from time to time. Further, the Board or Nomination & Remuneration Committee as may be authorised by the Board may, in some cases, provide for lock-in of Shares issued upon exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

r) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and Sweat Equity) Regulations

The procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted at any time in compliance with applicable laws which shall also include:

(i) permissible sources of financing for buy-back;

(ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and

(iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and as amended from time to time.

s) Rights of the Option holder

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Option granted to him, till shares are allotted upon exercise of Option.

t) Consequence of failure to exercise Option

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

u) Certificate from Secretarial Auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

v) Terms of the scheme:

1) The Company shall not vary the terms of the MEIL - ESOP 2025 in any manner, which may be detrimental to the interests of the Option grantees: Provided that the Nomination and Remuneration Committee shall be entitled to vary the terms of the MEIL - ESOP 2025 to meet any regulatory requirements without seeking shareholder's approval by special resolution in terms of regulation 7 of SEBI (SBEB and Sweat Equity) Regulations.

2) Subject to clause (a) of sub-rule (5) of Rule 12 of Companies SCD Rules and relevant regulation of SEBI (SBEB and Sweat Equity) Regulations, the Company may by special resolution in a general meeting vary the terms of the scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Option grantees.

3) The notice for passing special resolution for variation of terms of the MEIL - ESOP 2025 scheme shall disclose full details of the variation, the rationale therefore and the details of the Option grantees who are beneficiaries of such variation.

4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the Option grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

w) Transferability of Employee Stock Options:

1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.

2) In the event of resignation or termination of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.

3) In the event that an Option grantee who has been granted benefits under a MEIL - ESOP 2025 scheme is transferred or deputed to holding company or its subsidiary company or associate company or group company (present or future) prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed Employee, even after the transfer or deputation.

x) Other terms

The Board of Directors shall have the absolute authority to vary, modify or alter the terms of the MEIL - ESOP 2025 in accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board of Directors may, if it deems necessary, modify, change, vary, amend, suspend or terminate the MEIL - ESOP 2025, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the MEIL - ESOP 2025 and such MEIL - ESOP 2025 may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

Consent of the members is sought pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of regulation 6 of the SEBI SBEB and SE Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 6 and 7, except to the extent of their entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 6 and 7 of the Notice for adoption by the Shareholders as special resolution.

ITEM NO.8 : TO APPOINT MS. NEHA RATHI (DIN: [11814524) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

The Board of Directors of the Company at its meeting held on July 29, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Ms. Neha Rathi (DIN: 11814524) as an Additional Director (Independent) subject to the approval of members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from July 29, 2026, up to July 28, 2031 (both days included). The Company has received a Notice under Section 160 of the Act from a Member proposing her candidature to the office of Independent Director of the Company.

The Company has received requisite declarations and disclosures from Ms. Neha Rathi confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. She has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties, in terms of Regulation 25(8) of the Listing Regulations. Ms. Neha Rathi has confirmed her compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Neha Rathi is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred to hold the office of Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as Director of the Company. Further, there are no inter se relationship between her and any other member of the Board and Key Managerial Personnel of the Company.

Ms. Neha Rathi is a qualified Company Secretary and Law Graduate with over 10 years of experience in corporate governance, secretarial compliances, Board advisory, SEBI regulations, the Companies Act, and investor relations. She is presently serving as the Company Secretary & Compliance Officer of Raghav Productivity Enhancers Limited and brings extensive experience in governance, compliance, risk management, and regulatory affairs.

The NRC and Board of Directors views that the appointment of Ms. Neha Rathi as an Independent Director would be in the interest of the Company considering her expertise in corporate governance, strategic leadership, financial management, stakeholder engagement, and sustainability.

Pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of the members at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier. In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV to the Act and the rules framed thereunder and in terms of Regulations 17, 25 and other applicable provisions of the Listing Regulations, appointment of Ms. Neha Rathi as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from July 29, 2026, up to July 28, 2031 (both days included) is being placed before the members for their approval by means of a Special Resolution.

The terms and conditions of appointment of Ms. Neha Rathi as an Independent Director for inspection by the Members would be made available at the registered office of the Company and also on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at compliance@mangals.com.

Except Ms. Neha Rathi, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, as set out at Item No.8 of the Notice.

Additional information for appointment as required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards are provided in Annexure-3.

Accordingly, the Board of Directors recommends the Special Resolution as set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

By order of the Board of Directors of
For **Mangal Electrical Industries Limited**
(Formerly known as Mangal Electrical Industries Private Limited

Sd/-
Naresh Kumar Sharma
Company Secretary & Compliance Officer
ICSI M. No.: A12005
Jaipur, Rajasthan

Place : Jaipur
Date : July 29, 2026

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of Director	Ms. Neha Rathi
DIN	11814524
Age (Years)	32
Experience (including expertise in a specific functional area)/ brief Resume/ Qualification	Ms. Neha Rathi is an Associate Company Secretary (ACS), LL.B. and Bachelor of Commerce (B.Com.) with over 10 years of experience in corporate governance, secretarial compliances, Board advisory, SEBI regulations, the Companies Act, investor relations and regulatory affairs. She is currently serving as the Company Secretary & Compliance Officer of Raghav Productivity Enhancers Limited and has extensive experience in Board and Committee management, secretarial audits, governance frameworks, policy formulation and compliance management.
Expertise in specific functional areas	Corporate Governance, Companies Act, 2013, SEBI Regulations, Board Advisory, Compliance Management, Secretarial Audit, Risk Governance, Policy Frameworks, Stakeholder Management and Investor Relations.
Date of First Appointment on the Board	29-07-2026
Shareholding in the Company as on March 31, 2026	Nil
Terms and Conditions of Appointment/ Re-Appointment	Appointment as an Independent Woman Director for a term of five (5) consecutive years pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Details of Remuneration last drawn (FY 2025-26)	Not Applicable
Details of proposed remuneration	Sitting Fees for attending meetings of the Board and Committees thereof and reimbursement of expenses, as approved by the Board/Shareholders from time to time.
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2025-26	Not Applicable
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	None.

Name of Director	Ms. Neha Rathi
Directorship of other Board as on March 31, 2026 excluding Directorship in Private and Section 8 Companies. (along with listed entities from which the person has resigned in the past three years)	**None.**
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2026 excluding Directorship in Private and Section 8 Companies (along with listed entities from which the person has resigned in the past three years)	**None.**

Notes

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