

Date: August 21, 2024

BSE Limited
Listing & Compliance Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001.

Scrip: 514418

The National Stock Exchange of India Limited
Listing & Compliance Department
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: MANORG

Dear Sir/Madam,

Sub: Notice of the 42nd Annual General Meeting ('AGM') of the Company as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations')

We hereby wish to inform you that the 42nd Annual General Meeting ("AGM") of the members of the Company will be held on **Saturday, September 14, 2024 at 3.00 p.m. (IST)**. through video conferencing ("VC") or other audio-visual means ("OAVM").

Pursuant to Regulation 30 read with Para A, Part A Schedule III of the Listing Regulations, we hereby submit the Notice along with the Explanatory Statement of the 42nd AGM of the Company. The notice of the AGM and Annual Report are also available on the website of the Company i.e. www.mangalamorganics.com

Request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Mangalam Organics Limited

Kamalkumar Dujodwala
Chairman
DIN: 00546281

Encl: As above



MANGALAM ORGANICS LIMITED

CIN: L24110MH1981PLC024742

Regd Office: Kumbhivali Village, Savroli Kharpada Road, Taluka – Khalapur, Khopoli - 410 202, Dist : Raigad, Maharashtra.

Head Office: 812/813, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400 021, Maharashtra, India.

Tel: 022-49204089, Email - info@mangalamorganics.com, Website - www.mangalamorganics.com

NOTICE

NOTICE is hereby given that the Forty-Second (42nd) Annual General Meeting ('AGM') of the Members of MANGALAM ORGANICS LIMITED will be held on Saturday, September 14, 2024, at 3.00 p.m. through Video Conferencing ('VC') / Other AudioVisual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors Report thereon.
2. To appoint a Director in place of Mr. Kamalkumar Dujodwala (DIN: 00546281), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Ratification of remuneration of Cost Auditor appointed by the Board of Directors of the Company for the financial year 2024-25 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules 2014, as amended to date, payment of Rs. 50,000/- (Rupees Fifty Thousand only), reimbursement of out-of-pocket expenses at actuals plus applicable taxes thereon incurred in connection with the audit, payable to M/s. NKJ & Associates, Cost Accountants (Firm Registration No. 101893), who have been appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the accounts for the Financial Year 2024-25 be and is hereby ratified.”

4. **To approve existing as well as new material related party transactions with the Mangalam Brands Private Limited, the Material Unlisted Subsidiary 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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and based on the recommendation/approval of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Mangalam Brands Private Limited, related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the FY 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹175 crores in a FY 2024-25, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. **To approve Borrowing powers of the Company U/s 180(1)(c) of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company’s Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the total borrowing shall not exceed Rs. 1000 Crores (Rupees One Crores only) excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings containing such conditions and covenants as the Directors may think fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds /writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/ Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary fit and proper.”

6. **Appointment of Mr. Sudarshan Kumar Saraf (DIN: 00035799) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Sudarshan Kumar

Saraf (DIN: 00035799), who was appointed as an Additional Director (Independent) by the Board of Directors of the Company at its meeting held on August 10, 2024 and who holds office upto the conclusion of this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) along with Regulation 17 (1A) and 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from August 10, 2024 till August 09, 2029.”

7. **Approval for waiver of excess managerial remuneration paid to Mr. Pannkaj Dujodwala, Managing and Whole Time Director of the Company.**

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

“RESOLVED THAT upon recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board of Directors of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the waiver of excess managerial remuneration paid to Mr. Pannkaj Dujodwala (DIN: 00546353), the Whole-time Director designated as Managing Director of the Company for the period beginning from October 01, 2023 to March 31, 2024;

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegation of all or any of its powers herein conferred to any Committee of Directors and/ or any person, to give effect to the above resolution.”

8. **Approval For Remuneration of Mr. Pannkaj Dujodwala**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded to reconsider the remuneration of Mr. Pannkaj Dujodwala (DIN:00546353) as Whole-time Director designated as Managing Director (MD) of the Company for the remaining tenure of his office with effect from April 01, 2024 to August 12, 2025 upon the following terms:



Basic and Gross Salary: Rs. 25,00,000/- per month (including basic salary, allowances, and perquisites) with such annual increment in salary as may be decided by the Board or any Committee thereof. For the purpose of calculating the allowances and perquisites, valuation shall be done as per Income Tax Act and Rules made thereunder, wherever applicable and in the absence of any such rule, allowance and perquisites shall be valued at actual cost.

Computation of ceiling: The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors

Sd/-

Mr. Kamalkumar Dujodwala

Chairman

DIN: 00546281

Place: Mumbai

Date: August 10, 2024

NOTES:

- In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 42nd AGM of the Company is being conducted through VC/OAVM on Saturday, September 14, 2024, at 3.00 p.m. (IST).
- In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P//2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars") and the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories" Pursuant to Section 101 and Section 136 of the Act, read with relevant Rules made there under, Members may note that the Notice and the Annual Report will also be available on the Company's website at www.mangalamorganics.com, on the website of the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com and on the website of Link Intime India Private Limited viz., rnt.helpdesk@linkintime.co.in.
- Furthermore, the members who have not registered their e-mail ID with the Company can access the Annual Report on the website of the Company www.mangalamorganics.com. Members who would like to obtain pdf copy on their e-mail ID, may write an e-mail to cs@mangalamorganics.com
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
- The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice, is annexed hereto. The relevant details with respect to Item Nos. 3, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
- To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent ('RTA') / their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

7. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI LODR, the Company is pleased to offer its Members, facility to exercise their right to vote in respect of the businesses to be transacted through E-Voting Services.
8. The Company has entered into an agreement with Link Intime India Pvt. Ltd, ("LIPL") for availing Electronic Voting facility in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014. E-voting instructions, user ID & Password are being informed by LIPL, to those members who have registered their e-mail ID. Further members who are already in possession of user ID & Password may use the same.
9. Members of the Company holding shares either in physical form or in electronic form as on the Record date (Cut-off date) of September 07, 2024 shall be eligible to cast their votes by remote e-voting. The Share Transfer Books and Register of Members of the Company will remain closed from September 07, 2024 to September 14, 2024 (both days inclusive).
10. The facility for voting through InstaMeet (VC/OAVM) shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through InstaMeet (VC/OAVM). The necessary details for joining the meeting are given at **Form -A**.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Link Intime (India) Private Limited, at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form.
12. In compliance with the SEBI circular, the Company has assigned all the work related to share registry in terms of both physical and electronic to –

Link Intime India Pvt. Ltd. (LIPL, RTA of the Company)
 (Unit: West Coast Paper Mills Ltd.,)
 C-101, 247 Park,
 LBS Marg, Vikhroli (West)
 Mumbai - 400 083.
 Ph: (022) 49186000; Fax: (022) 49186060;
 E-mail: rnthelpdesk@linkintime.co.in
13. All the members are requested to send/deliver their documents/correspondence relating to the Company's Share Transfer/Demat/Remat requests to the above Registrar and Share Transfer Agent. Members holding shares in physical form are requested to notify promptly any change in their address, to the Registrar and Share Transfer Agent.
14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their bank mandates immediately to the LIPL.
15. Members are requested to register their Permanent Account Number (PAN), E-mail ID and Mobile number with their Depository Participants, in case shares are held in dematerialized form.
16. Shareholders holding share in physical form are requested to register their PAN, E-mail ID, Mobile Number and Bank Account details on Web portal Link https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html or send the hard copy to LIPL.
17. Members holdings shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent.
18. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
19. In view of SEBI Circulars: SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July,2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August,2023, Shareholder if not satisfied with the resolution provided by RTA/Company(Level 1) or SEBI Scores Portal(Level 2), then the online resolution can be availed by lodging the grievances/ complaints/ disputes through the ODR Portal (Online Dispute Resolution) within the time frame under law at <https://smartodr.in/login>. Detailed process to access ODR Portal and the link for the ODR are also hosted on the website of the Company (under Investor Information) at https://assets-global.website-files.com/6173d2812ea50ef2de67463e/664f369a2ea3243537860c83_Online%20Dispute%20Redressal%20Mechanism_MOL.pdf
20. Link Intime India Private Ltd (RTA) has launched 'SWAYAM', is a secure, user-friendly web-based application that empowers shareholders to effortlessly access various services. Shareholders are requested to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.linkintime.co.in>.
21. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):



Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time. Members who have not yet encashed the dividend warrants are requested to forward their claims to the Company or its Registrar and Share Transfer Agent. Kindly refer the Directors' Report / Corporate Governance Report in respect of the unclaimed dividends.

22. Members are requested to update their bank mandate/ NECS/ Direct credit details / name / address / power of attorney and their Core Banking Solutions enabled account number
 - For shares held in physical form: with the Registrar and Share Transfer Agent of the Company.
 - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.'
23. Members are requested to kindly note that the Company has not declared final dividend for the financial year 2023-24.
24. In all correspondence with the Company, members are requested to quote their folio numbers and in case their shares are held in dematerialized form, they must quote their DP ID and Client ID number.
25. Members are requested to notify immediately any change of address:
 - a. to their Depository Participants ('DPs') in respect of the shares held in electronic form, and
 - b. to the RTA of the Company, in respect of the shares held in physical form together with a proof of address of any of the documents viz., Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
26. Non-Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about:
 - a. the change in the residential status on return to India for permanent settlement;
 - b. the particulars of the NRE account with a bank in India, if not furnished earlier.
27. The members who are holding shares in physical form and who have not registered their e-mail ID with the Company, can write to evoting.investors@linkintime.co.in by providing their name and folio number and obtain default PAN (if PAN is not registered with the Company) for the purpose of e-voting and exercise their vote through remote e-voting or vote electronically during the AGM. The credentials will be provided to the members after verification of all details.
28. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.
29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form
30. As per SEBI notification SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 & BSE circular No. List/COMP/15/2018-19 dated 5th July, 2018; no request for effecting transfer of securities (except in case of transmission of securities) has been processed after March 31, 2019 unless the securities are held in the dematerialized form with the depositories. Hence, Members who continue to hold shares in physical form, are requested to dematerialize their shares at the earliest and avail various benefits of dealing in securities in electronic / dematerialized form.
31. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Governing Body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csymsharma@gmail.com with copies marked to the Company at cs@mangalamorganics.com and to its RTA at rnt.helpdesk@linkintime.co.in
32. Instructions for e-voting and joining the AGM are provided in section 'Request to Members'.

FORM A

REQUEST TO MEMBERS:

1. E-Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, the Company is providing facility for remote e-voting and e-voting at the AGM to all members as on the cut-off date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The remote e-voting and e-voting facility at AGM are being provided through e-voting platform provided by Link Intime India Private Limited (LI IPL). The instructions for members for voting by electronic means are given in below paragraphs:

- A. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Saturday, September 07, 2024 may cast their vote by remote e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- B. The remote e-Voting period commences on Wednesday, September 11, 2024 at 9.00 a.m. (IST) and ends on Friday, September 13, 2024 at 5.00 p.m. (IST). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Saturday, September 07, 2024.
- C. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
- D. Login instructions for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Instructions
Individual Shareholders holding securities in demat mode with NSDL	<p>Method 1: Users who have registered for NSDL IDeAS facility</p> <p>a) Visit URL: https://eservices.nsd.com and click on “Beneficial Owner” icon under “Login”.</p> <p>b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.</p> <p>c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com/> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Method 2: By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

Method 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/my-easitoken/Home/Login>
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.



	<p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>Method 2 - By directly visiting the e-voting website of CDSL.</p> <p>a) Visit URL: https://www.cdslindia.com/</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>	<p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company- in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>E. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <p>F. Shareholders holding shares in NSDL form, shall provide ‘D’ above</p> <ul style="list-style-type: none"> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click ‘confirm’ (Your password is now generated). <p>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. <ol style="list-style-type: none"> a) Login to DP website b) After Successful login, members shall navigate through “e-voting” tab under Stocks option. c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. d) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. 	
<p>Individual Shareholders holding securities in Physical mode & evoting service (Provider is LINKINTIME).</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on ‘Sign Up’ under ‘SHARE HOLDER’ tab and register with your following details: <ul style="list-style-type: none"> - <p>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p>	<p><u>Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):</u></p> <p>STEP 1 – Registration</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” c) Fill up your entity details and submit the form. d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.

- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’-
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name- Enter full name of the entity.
 - c. ‘Investor PAN’- Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

FORGOT PASSWORD:

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.



In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account: 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL: demat account is 16 Digit Beneficiary ID.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular 'Event'.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 225533

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in/> under Help section or send an email to enotices@linkintime.co.in or contact on:- Tel: 022- 4918 6000.

- Any person who becomes a member of the Company after dispatch of the Notice of the 42nd AGM and holding shares as on the cut-off date may obtain the User ID and Password by writing to the Company Secretary at cs@mangalamorganics.com or to Link Intime Private Limited at <mailto:enotices@linkintime.co.in>
- A copy of this notice has been/ shall be placed on the website of the Company and the website of Link Intime India Private Limited.
- Mr. Yogesh M Sharma, Proprietor of Yogesh Sharma & Co., Practicing Company Secretaries (Membership No. FCS 11305/ Certificate of Practice No. 12366) has been appointed as the Scrutinizer to scrutinize the voting by instapoll and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same.
- The facility for e-voting shall be made available at the meeting and members attending the meeting through VC/OAVM who have not already casted their vote by remote e-Voting shall be able to exercise their voting right at the meeting.
- The members who have casted their votes by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- The consolidated results of remote e-voting and e-voting at the AGM shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.mangalamorganics.com/> within 2 (two) days of conclusion of the AGM and will be communicated to National Stock Exchange of India Limited and BSE Limited, the same shall also be placed on the website of Link Intime India Private Limited.

2. Video Conferencing

Instructions for Shareholders/Members to attend the AGM through InstaMeet (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the AGM

through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available to the Members on first come first serve basis.

B. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the AGM. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first-serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

C. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the AGM as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click 'Go to Meeting'

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or call at:- Tel: (022-49186175), may also email to the Company at cs@mangalamorganics.com

Instructions for Shareholders/Members to register themselves as Speakers during AGM:

1. Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id and mobile number at cs@mangalamorganics.com on Wednesday, September 11, 2024 from 9.00 A.M. (IST) to 5.00 P.M. (IST).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id and mobile number at cs@mangalamorganics.com. The same will be replied by the Company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/ Against' for voting.



4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet 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 facility during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding-voting, you can write an email to instameet@linkintime.co.in or call on:- Tel: 022-49186175.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

In conformity with the provisions of section 102 of the Companies Act, 2013 the following explanatory statements set out all material facts in respect of Item No. 3 to 8

Item No. 3

Ratification of appointment of the Cost Auditor

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, is required to appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor. The remuneration of the Cost Auditor is required to be approved by the Board of Directors and ratified by the members.

At its meeting held on July 26, 2024 the Board had considered and approved appointment of Mr. Naresh Jethwani, Cost Accountants (Membership No.18869) to conduct the audit of the Company's cost records for financial year 2024-25 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus taxes as applicable and reimbursement of out-of-pocket expenses, if any.

The Members are requested to approve the same.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 4

To approve existing as well as new material related party transactions with the Mangalam Brands Private Limited, the Unlisted Material Subsidiary of the Company.

As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity, whichever is lower and such material related party transactions exceeding the limits, would require prior approval of Members by means of an ordinary resolution.

Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders.

Mangalam Brands Private Limited (MBPL) is a wholly owned unlisted Material subsidiary of Mangalam Organics Limited (MOL). The MBPL currently sources raw materials of Camphor & Isoborneol Powder from MOL. The Company proposes entering and/ or continuing with Material Related Party Transactions/ contracts/arrangements/ agreements with MOL up to an amount not exceeding Rs. 175 crores for the FY 2024-25, the Company hereby seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with MOL will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations, as reviewed by our Statutory auditor and the Audit Committee.

Information required to be disclosed in the Explanatory Statement for this Item pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given as **Annexure-3**

Item No. 5

To approve Borrowing powers of the Company U/s 180(1)(c) of the Companies Act, 2013

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 1000 Crores.

It is recommended that the resolution be passed as Special resolution. None of the Directors is interested or concerned in the resolution.

Item No. 6

Appointment of Mr. Sudarshan Kumar Saraf (DIN: 00035799) as an Independent Director

Mr. Sudarshan Kumar Saraf (DIN: 00035799) was appointed as an Additional Directors (Non-Executive and Independent) on the Board of the Company w.e.f. August 10, 2024 to hold office till the conclusion of the ensuing Annual General Meeting and subject to the approval of the members for appointment as Independent Directors to hold office for a term upto 5 (Five) consecutive years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the performance evaluation had proposed to the members for appointment of Mr. Sudarshan Kumar Saraf (DIN: 00035799) as an Independent Directors for a period of 5 (five) years on the Board of the Company in accordance with the provision of Section 149(10) of the Act.

Mr. Sudarshan Kumar Saraf (DIN: 00035799) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Independent Directors.

The Company has received declaration from Mr. Sudarshan Kumar Saraf that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Sudarshan Kumar Saraf (DIN: 00035799) fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Mr. Sudarshan Kumar Saraf (DIN: 00035799) is independent of the management. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience, it is desirable to appoint them as an Independent Directors.

Accordingly, it is proposed to appoint Mr. Sudarshan Kumar Saraf (DIN: 00035799) as Independent Directors of the Company, not

liable to retire by rotation and to hold office for a period of 5 (five) consecutive years on the Board of the Company.

Details of Directors whose appointment as Independent Directors is proposed at Item No.6 is provided in the “Annexure- 2” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Sudarshan Kumar Saraf setting out the terms and conditions of appointment is available for inspection by the members of the Company.

The Board recommends the Special Resolution set out at Item Nos. 6 of the Notice for approval by the members. Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment / continuation of appointment of any Non-Executive Director who has exceed the age of 75 (Seventy-Five) years.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members.

Item No. 7

Approval for waiver of excess managerial remuneration paid to Mr. Pannkaj Dujodwala, Managing and Whole Time Director of the Company.

Mr. Pannkaj Dujodwala was appointed as the Managing Director of the Company for a period of five years with effect from August 13, 2020 to August 12, 2025 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on September 29, 2020;

The remuneration paid to Mr. Pannkaj Dujodwala (DIN: 00546353), the Whole-time Director designated as Managing Director of the Company, for the period beginning from October 01, 2023 to March 31, 2024, requires to be waive off as pursuant to Schedule –V, Part -II of the Companies Act, 2013 read with Section 197 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Special Resolution passed for the payment of remuneration as per item (b) of Schedule –V at the general meeting of the Company is valid for a period of not exceeding three years.

Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution. The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Pannkaj Dujodwala is justified in terms of his key role within the Company.

Considering the critical role played by Mr. Pannkaj Dujodwala, his responsibilities, contribution and his on-going efforts towards



corporate growth and Profitability during his association with the Company, the Nomination & Remuneration Committee and the Board, subject to the approval of the members of the Company.

Accordingly, the consent of the Members is sought for passing a Special Resolution as set out in Item No. 7 of the Notice for the waiver of recovery of excess remuneration paid to Mr. Pannkaj Dujodwala.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kamalkumar Dujodwala, being the brother of Mr. Pannkaj Dujodwala and the entire Promoter group may be deemed to be interested in the proposed resolution at Item no. 7.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

GENERAL INFORMATION:

- Nature of Industry:** The Company is engaged in the business of manufacturing chemical and has Terpenes and Synthetic Resins as primary segment, which falls under single segment of chemicals.
- Date of commencement of commercial production:** 03/07/1981
- In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable as the Company is an existing Company.
- Financial Performance based on given indicators:**

Particulars	FY 2021-22	2022-2023	FY 2023-24
Total Income	4,92,35,68,667	4,68,36,41,697	4,07,92,01,238
Expenditure other than interest and Depreciation	3,99,71,20,886	4,70,37,40,794	3,71,01,35,457
Profit before interest, Depreciation and tax	92,64,47,781	(2,00,99,097)	36,90,65,781
Interest (Net)	3,88,61,130	12,68,45,463	14,61,76,509
Profit before Depreciation and Tax	88,75,86,651	(14,69,44,560)	22,28,89,272
Depreciation	14,91,28,959	16,63,98,819	18,81,62,933
Profit before Tax and Exceptional Items	73,84,57,692	(31,33,43,379)	3,47,26,339
Provision for Current Tax	18,00,00,000	-	-

Provision for Deferred Tax	1,55,29,856	(7,43,28,688)	72,36,694
Net Profit	54,23,10,459	(25,27,32,860)	4,07,57,484

- Foreign investments and collaboration, if any:** The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year

INFORMATION ABOUT THE APPOINTEE:

1. Background Details of Mr. Pannkaj Dujodwala:

Mr. Pannkaj Dujodwala holds an MBA degree from Landsdown College, New Hampshire University, UK and is a Graduate in Commerce. He has been involved in the Pine Chemicals Industry for over 30 years and brings with him wide experience to oversee day-to-day activities at Mangalam Organics Limited.

2. Past remuneration:

For the Financial year ended March 31, 2024 Mr. Pannkaj Dujodwala was in receipt of Remuneration amounting to Rs. 3,00,00,000.

3. Recognition / Awards / Accolades : -

Expertise in the Pine Chemicals Industry: With an impressive track record spanning over three decades, Mr. Pannkaj has been deeply entrenched in the Pine Chemicals Industry. His wealth of experience uniquely positions him to oversee the day-to-day operations at MOL.

Leadership beyond Business: Beyond his business acumen, Mr. Pannkaj has also made significant contributions to education. As the Past President of the esteemed *Akhil Bharatvarshia Marwadi Agrawal Jatiya Kosh*, he has played a pivotal role in shaping educational institutions, including schools and colleges.

International Education Background: Mr. Pannkaj's pursuit of knowledge extends across borders. He holds a degree in Business Administration from Landsdown College, New Hampshire University in the United Kingdom.

4. Job profile and his Suitability:

Job Profile: Mr. Pannkaj Dujodwala, Managing Director looks after the overall management of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.

Suitability: Considering the qualification and experience of Mr. Pannkaj Dujodwala and his excellent performance as the "Executive & Managing Director" of the Company (since May 20, 2009), the Nomination and Remuneration Committee and thereafter the Board of Directors, have recommended waiver of recovery of excess managerial remuneration paid to him.

5. Remuneration:

The approval of the Members is being sought for waiver of excess managerial remuneration paid to Mr. Pannkaj

Dujodwala, for the period beginning from October 01, 2023 to March 31, 2024.

	Particulars	Amount (In Rs.)
(A)	Remuneration Approved as per Special Resolution of Shareholders dated September 29, 2020	Rs.3,00,00,000/- p.a
	Particulars	Amount (In Rs.)
(B)	Ceiling on Managerial Remuneration as per the Companies Act, 2013*	Rs. 3,00,00, 000/- p.a.
(C)	Ceiling applicable as per Section 178(1)	Rs. 1,50,00,000/- p.a.
(D)	Amount actually paid as remuneration	Rs. 3,00,00,000/- p.a.
(E)	Excess Remuneration	Rs. 1,50,00,000/- p.a.

Pursuant to Schedule –V, Part-II of the Companies Act, 2013 read with Section 197 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Special Resolution passed for the payment of remuneration as per item (b) of Schedule –V at the general meeting of the Company is valid for a period of not exceeding three years.

Mr. Pannkaj Dujodwala was re-appointed as the Managing Director of the Company for a period of five years with effect from August 13, 2020 to August 12, 2025 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on September 29, 2020.

In compliance with the above provision, approval of the Shareholders is hereby accorded to waive off the excess remuneration paid from the period beginning from October 2023 to March 2024.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

a) Comparative remuneration profile with respect to industry:

The remuneration of Mr. Pannkaj Dujodwala, Managing Director is in tune with the remuneration in similar sized industries in same segment of business. The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background.

The remuneration is considered to be appropriate, having regard to factors such as past experience, position held, his contribution as Managing Director to the growth of the Company, its business and its profitability, age and merits of Mr. Pannkaj Dujodwala.

b) Size of the Company:

The Revenue from Operations of the Company for the Financial Year ended March 31, 2024 is Rs. 4,05, 43, 35,256.

c) Profile of the Position and Person:

Apart from job profile as stated at Point no. (4) above, Mr. Pannkaj Dujodwala provides guidance and professional advice to the associates and subsidiaries companies of the Company as he is on the Board of these companies and is actively pursuing their business objectives.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Other than the remuneration stated above, Mr. Pannkaj Dujodwala has no other pecuniary relationship directly or indirectly with the Company, except that he is holding 1.53 % of the Paid-up Equity Share Capital of the Company.

III. OTHER INFORMATION:

Reasons of loss or inadequate profitability / Steps taken / proposed to be taken for improvement of Performance / Expected increase in productivity and profitability in measurable terms:

Mr. Pannkaj Dujodwala was re-appointed as the Managing Director of the Company for a period of five years with effect from August 13, 2020 to August 12, 2025 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on September 29, 2020.

It may be noted that the excess remuneration has arisen only on account of validity of approval granted was for 5 years whereas allowed as per the Companies Act, 2013 for 3 years, Hence, Members are hereby requested to waive off the remuneration beyond the term as prescribed under the Companies Act, 2013.

Item No. 8

Approval For Remuneration of Mr. Pannkaj Dujodwala

Mr. Pannkaj Dujodwala was appointed as the Managing Director of the Company for a period of five years with effect from August 13, 2020 to August 12, 2025 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on September 29, 2020;

Pursuant to Schedule –V, Part-II of the Companies Act, 2013 read with Section 197 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Special Resolution passed for the payment of remuneration as per item (b) of Schedule –V at the general meeting of the Company is valid for a period of not exceeding three years.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') Audit committee the Board of Directors ('Board') in their meeting held as on August 10,



2024, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Members of the Company be and is hereby requested to reconsider the remuneration of Mr. Pannkaj Dujodwala (DIN:00546353) as Whole-time Director designated as Managing Director (MD) of the Company for the remaining tenure of his office with effect from April 01, 2024 to August 12, 2025 upon the following terms:

1. **Term:** For a period commencing from April 01, 2024 to August 12, 2025.
2. **Gross Salary:** Rs. 25,00,000/- per month (including basic

salary, allowances, and perquisites). For the purpose of calculating the allowances and perquisites, valuation shall be done as per Income Tax Act and Rules made thereunder, wherever applicable and in the absence of any such rule, allowance and perquisites shall be valued at actual cost.

The Board commends the resolution at Item No. 8 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kamalkumar Dujodwala, being the brother of Mr. Pannkaj Dujodwala and the entire Promoter group may be deemed to be interested in the proposed resolution at Item no. 8.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[Pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard-2 on General Meetings]

Particulars	Mr. Kamalkumar Dujodwala
DIN	00546281
Designation	Executive Director and Chairman
Date of Birth	April 01, 1951
Age	74 Years
Qualifications	B.Sc Graduate and extensive training at National Chemical Laboratory.
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Kamalkumar has over 40 years' experience in the chemical Industry and has spearheaded commissioning and operations at various facilities across India. He has been the president of the All India Manufacturers Organization and is presently the Vice President of the Indo-China Chamber of Commerce.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 28, 2022. Mr.Kamalkumar Dujodwala was re-appointed as a Chairman designated as Executive Director, liable to retire by rotation
Date of first appointment on the Board	July 03, 1981
Shareholding in the Company as on March 31, 2024	157216 (1.83%)
Relationship with other Directors/ Key Managerial Personnel	Brother of Managing Director, Mr. Pannkaj Dujodwala
Directorships held in other listed companies and the membership of Committees of the board including Listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of Committees of other public companies	NIL
No. of Board meetings attended during the year	5
Details of remuneration last drawn (FY 2023-24)	Rs. 3.00 Crores



DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[Pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard-2 on General Meetings]

Particulars	Mr. Sudarshan Kumar Saraf
DIN	00035799
Designation	Non-Executive Independent Director
Date of Birth	07/06/1949
Age	75 Years
Qualifications	Bachelors in Mechanical Engineering, Indian Institute of Technology, Mumbai
Experience (including expertise in specific functional area)/	The largest producer and supplier of drum closures in China entirely for the extremely competitive Chinese market in competition against 22 domestic producers.
Skills and capabilities and the manner in which the Independent Director meet such requirements	<ul style="list-style-type: none"> Conferred the distinguished service award for the year 1999 by the Institute of Technology, Bombay. Pioneered the development of interval thread rolling process, developed and built SPM's, toolings, innovative processes, automation, control panels in house to give operations a strong competitive edge. Holds four PATENTS in process, products and tooling for drum closures. Turned around tube division setup in 2000 by converting it to value added and world class quality scaffold and Formwork systems that now uses original product tube as an intermediate product.
Terms and Conditions of Appointment	Appointed as a Non-Executive Independent Director for a tenure of 5 years
Date of first appointment on the Board	August 10, 2024
Shareholding in the Company including Shareholding as a beneficial owner	Nil
Relationship with other Directors/Key Managerial Personnel	None
Directorships held in other listed companies	01 Co-Chairman & Managing Director at Technocraft Industries (India) Limited
The membership of Committees of the board including Listed entities from which the person has resigned in the past three years	01 Member of Stakeholders' Relationship Committee at Technocraft Industries (India) Limited

For and on behalf of the Board of Directors

Sd/-

Kamalkumar Dujodwala

Chairman

DIN: 00546281

Date: August 10, 2024

Place: Mumbai

TO APPROVE EXISTING AS WELL AS NEW MATERIAL RELATED PARTY TRANSACTIONS WITH THE MANGALAM BRANDS PRIVATE LIMITED, THE UNLISTED MATERIAL SUBSIDIARY OF THE COMPANY.

Information required to be disclosed in the Explanatory Statement for Item Nos. 4 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr.no.	Description	Particulars
1.	Name of the related party	Mangalam Brands Private Limited (MBPL)- Wholly owned material unlisted Subsidiary of the Mangalam Organics Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
3.	Type of the proposed transaction	Sourcing of the raw materials of Camphor & Isoborneol Powder from Mangalam Organics Limited (MOL)
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions through contracts/arrangements which are entered for a duration of 1 year, shall be subject to a maximum Rs. 175 crores during the financial year. This transaction with related party is amounting to 35.50 percent of the consolidated turnover of the Company for F.Y. 2023-24
5.	Particulars of the proposed transaction	As provided in Serial no. 3
6.	Tenure of the transaction	For the duration of 1 year
7.	Value of the proposed transaction	As provided in Serial no. 4
8.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Monetary value of transactions through which are entered for a duration of 1 year, shall be subject to a maximum of 35.50 percent of the consolidated turnover of the Company for F.Y. 2023-24
9.	Justification of the proposed transaction	The Company, being world's largest manufacturer of Camphor, sources raw materials primarily Camphor & Isoborneol Powder to its subsidiary company at the competitive and at arm's length price, leveraging Mangalam's global scale and proximity to source supply of Camphor.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors and by the Audit committee.
11.	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this explanatory statement setting out material facts.
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	Not Applicable
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness 	Not Applicable



Sr.no.	Description	Particulars
C	Terms of the loan, inter-corporate deposits, advances or investment made or given <i>(including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</i>	Not Applicable
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

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

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.