

# Mangalam Drugs and Organics Limited



Regd. Office : Rupam Building, 3rd Floor, 239 P. D'Mello Road, Near G. P. O. Mumbai - 400 001.

☎ 91-22-22616200 / 6300 / 8787 ☎ 91-22-22619090 • CIN : L24230MH1972PLC116413

**REF: MDOL/CS-SE/2022-23/043**

**March 30, 2023**

**To,**

Listing Department

**BSE Ltd**

1<sup>st</sup> Floor, New Trade Wing,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001.

**Scrip Code: 532637**

Listing Department

**National Stock Exchange of India Limited**

“Exchange Plaza”, 5<sup>th</sup> Floor,

Plot No. C-1, Block G,

Bandra - Kurla Complex,

Bandra(E), Mumbai – 400 051

**Symbol: MANGALAM**

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for dispatch of Notice of Postal Ballot**

**Dear Sir / Madam,**

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management & Administration) Rules, 2014, as amended and all other applicable provisions of Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA circulars, the Company is in the process of seeking approval of shareholders of the Company by passing following Resolution as set out in the Postal Ballot Notice dated March 28, 2023.

Sr. No.	Description of the Resolution	Type of Resolution
1.	To approve the re-appointment of Mrs. Nidhi S. Mundada (DIN: 08134952) as an Independent Director of the Company for a second term of five consecutive Years	Special Resolution
2.	To approve continuation of Shri Govardhan Murlidhar Dhoot (DIN: 01240086) as a Managing Director of the Company on attaining the age of Seventy Years on 21.10.2023	Special Resolution

Accordingly, a copy of the Postal Ballot Notice is enclosed. The same is being shared with the shareholders of the Company on their registered email address whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, March 24, 2023 (cut-off date). A person whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on Friday, March 24, 2023 (cut-off date) shall be entitled to vote on the resolution proposed to be passed by Postal Ballot / remote e-voting.

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The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members. The remote e-voting period commences from Friday, March 31, 2023 at 9:00 A.M. and ends on Sunday, April 30, 2023 at 5:00 P.M. The Postal Ballot result shall be submitted within 48 hours from conclusion of the e-voting period, with the Stock Exchange in accordance with the Listing Regulations.

The aforementioned Postal Ballot Notice is also available on the Company's website viz., [www.mangalamdrugs.com](http://www.mangalamdrugs.com) and the same is also available on the website of NSDL on [www.evoting.nsdl.com](http://www.evoting.nsdl.com), which is engaged for providing the remote e-voting facility.

We request you to take the above on your records and acknowledge receipt of the same

Thanking you,

Yours faithfully,

For Mangalam Drugs and Organics Limited

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**Govardhan M. Dhoot**

Managing Director

DIN:01240086

Encl: as above

## NOTICE OF POSTAL BALLOT

**DEAR MEMBER(S).**

### **NOTICE OF POSTAL BALLOT IS BEING SENT:**

- **Only through electronic mode to those members** whose E-mail Addresses are registered with the Company / Depositories as on Friday, March 24th, 2023 to transact the following Special Businesses by passing the Special Resolutions set out below through voting by Electronic Means.
- Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration), Rules, 2014, Secretarial Standards - II ("SS-II") **AND** applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **AND** General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 08, 2021, dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 May 05, 2022 and December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), **AND** Circular dated May, 12 2020, January 15, 2021 and May 13, 2022 issued by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars").

The Company is desirous of seeking your consent to the proposals contained in the Resolution set out below. You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for Remote E-Voting	Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice
2.	Website where members can access notice of Postal Ballot	Company's Website: <a href="http://www.mangalamdrugs.com">www.mangalamdrugs.com</a> Website of BSE: <a href="http://www.bseindia.com">www.bseindia.com</a> Website of NSE: <a href="http://www.nseindia.com">www.nseindia.com</a> Website of NSDL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> Website of Company's RTA: <a href="https://linkintime.co.in">https://linkintime.co.in</a>
3.	Contact Details for Members to receive credentials for E Voting	Company Email ID : <a href="mailto:cs@mangalamdrugs.com">cs@mangalamdrugs.com</a> NSDL Email ID : <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
4.	Submission of Documents and Information by Members who are holding shares in Physical Mode to	A. Folio No B. Name of Member C. Self-attested Scanned PDF Copy of PAN



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	receive credentials for E Voting	D. Self-attested Scanned PDF Copy of AADHAR E. Scanned PDF Copy of share certificates Scanned PDF copies of documents must be sent to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> . Size of Scanned Documents should not exceed more than 2 MB.
5.	Submission of Documents and Information by members who are holding shares in Demat mode to receive credentials for E Voting	A. DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID) B. Name of Member C. Client master or copy of Consolidated Account statement D. Self-attested Scanned PDF Copy of PAN E. Self-attested Scanned PDF Copy of AADHAR Scanned PDF copies of documents must be sent to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Size of Scanned Documents should not exceed more than 2 MB

## **NOTICE VIA EMAIL:**

- The Notice along with the Statement under Section 102 of Companies Act, 2013 giving all material facts and the reasons for all Resolutions is also annexed is being sent only through electronic mode as no physical Postal Ballot Forms will be dispatched.
- In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only
- If your e-mail address is not registered with the Company / Depositories, please follow the below process in order to receive this Postal Ballot Notice and login ID and password for remote e-voting.

## **The process to be followed for registration of E-mail Address is as follows:**

The Members who have not registered their E-mail Addresses are requested to register them with the Company to receive e-communication from the Company. For registering e-mail address, the Members are requested follow the below steps:

Members holding shares in <b>physical mode</b> are requested to provide followings on <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	Members holding shares in <b>dematerialized mode</b> are requested to provide followings on <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
1. Name	1. Depository participant ID
2. Folio No	2. Client ID
3. Mobile No	3. Mobile No
4. Email Address	4. Email Address
5. Scanned Copies of Share Certificate	5. Scanned Copies of self-attested Client

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6. Self-Attested Aadhar	Master OR Consolidated Account statement
7. Self-Attested PAN	

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered E-mail address.

- The documents referred to in the Notice and the Explanatory Statement are available to facilitate online inspection until the last date of remote e-voting. Members seeking to inspect such documents can send an email to [cs@mangalamdrugs.com](mailto:cs@mangalamdrugs.com). The same will be replied to by the Company suitably.

## **E-VOTING OPTION:**

- In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility to cast your votes electronically.
- The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

## **THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

- In compliance with the provisions of Sections, Regulations and Circulars as mentioned above, assent or dissent of the members of the Company in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process and for the same Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
- Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 24th, 2023 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- The e-voting period begins on Friday, 31<sup>st</sup> March, 2023 (09:00 A.M. I.S.T) and ends on Sunday, 30th April, 2023 (5:00 P.M. I.S.T). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e., Friday, March 24th, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

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

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

Step 1: Access to NSDL e-Voting system

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

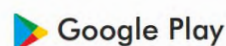
Login method for Individual shareholders holding securities in Demat mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol>

Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their 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 are <https://web.cdslindia.com/myeasinew/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/home/login>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat Mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

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

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



2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

- **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
  2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  5. Upon confirmation, the message “Vote cast successfully” will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mustafabohra@mbassociate.in](mailto:mustafabohra@mbassociate.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - Non-Individual shareholders and custodians are required to log on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and register themselves.

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- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **GENERAL NOTES:**

- The Board of Directors of the Company in its Meeting held on March 28, 2023 appointed Mr. Mustafa Bohra, (Membership No.: ACS 61727) Proprietor of M/s. Mustafa Bohra & Associates, Practicing Company Secretaries (COP No. 24345), as the Scrutinizer for conducting the Postal Ballot (E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.
- The Scrutinizer will submit his report to the Chairperson or any person as may authorized by him and the result will be declared on or before Tuesday, May 02, 2023 through the mode as the Company deems fit for such declaration. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of E-voting, i.e., on Sunday, 30th April, 2023. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
- The voting results along with the Scrutinizer’s Report will be hosted on
  - The Company's website at [www.mangalamdrugs.com](http://www.mangalamdrugs.com)
  - Website of Bombay Stock Exchange Limited (BSE) at [www.bseindia.com](http://www.bseindia.com)
  - Website of National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com)
  - Website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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 EGM 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 [mustafabora@mbassociate.in](mailto:mustafabora@mbassociate.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Such Corporate Members are requested to refer ‘General Guidelines for Members provided in this notice, for more information.
- A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate

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and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to [mustafabora@mbassociate.in](mailto:mustafabora@mbassociate.in) in with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is **Link Intime India Private Limited** ('R&TA') having its office at C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083

**FOR**  
**MANGALAM DRUGS AND ORGANICS LIMITED**

Sd/-

Jayant Barde

Company Secretary & Compliance Officer

Membership No: A61954

Place : Mumbai

Date : March 28, 2023

**REGD. OFFICE:**  
**MANGALAM DRUGS AND ORGANICS LIMITED**

CIN : L24230MH1972PLC116413

Tel : 91 22 22616200

E-mail : [contactus@mangalamdrugs.com](mailto:contactus@mangalamdrugs.com)

Website : [www.mangalamdrugs.com](http://www.mangalamdrugs.com)

Address : 3<sup>rd</sup> Floor, Rupam Building 239, P.  
D' Mello Road Mumbai City 400001, Maharashtra,  
India



**BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS**  
**BY WAY OF SPECIAL RESOLUTION**  
**THROUGH E-VOTING:**

**ITEM NO.01**

**TO APPROVE THE RE-APPOINTMENT OF MRS. NIDHI S. MUNDADA (DIN: 08134952) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:**

To consider and, if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 (10), 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder **AND** Regulation 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations, or re-enactments thereof **AND** on the recommendation of the Nomination & Remuneration Committee **AND** on the recommendation Board of Directors of the Company, Mrs. Nidhi S. Mundada (DIN: 08134952) who holds office of Independent Director up to May 27, 2023 and who has submitted a declaration that she meets the criteria for Independent provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from May 28, 2023 up to May 27, 2028;

**RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**EXPLANATORY STATEMENT**

**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Board of Directors at its meeting held on May 28, 2018 had appointed Mrs. Nidhi S. Mundada (DIN: 08134952) as an Additional Director of the Company to hold office as an Independent Director till the next Annual General Meeting.

Further, the Members at the Annual General Meeting held on September 25, 2018 appointed Mrs. Nidhi S. Mundada as an Independent Director to hold office for a term of consecutive 5 years. Accordingly, the tenure of Mrs. Nidhi S. Mundada, as an Independent Director will expire on May 27, 2023.

# Mangalam Drugs and Organics Limited

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In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ re-appointment of a Director.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company.

As per the existing Articles of Association of the Company on 'Composition of Directors', The Independent Directors shall be appointed by the Board of Directors of the Company, based on the recommendation received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mrs. Nidhi S. Mundada to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Nidhi S. Mundada during her tenure as an Independent Director since her appointment, the Nomination and Remuneration Committee at its meeting held on Tuesday, March 28, 2023 has considered, approved and recommended the re-appointment of Mrs. Nidhi S. Mundada as an Independent Directors for a second term of five years with effect from May 28, 2023, to the Board of Directors for their approval.

The Board of Directors at its meeting held on Tuesday, March 28, 2023 has approved the proposal for re- appointment of Mrs. Nidhi S. Mundada as an Independent Director for a second term of five consecutive years with effect from May 28, 2023.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Nidhi S. Mundada, the Shareholders are requested to approve the re-appointment of Mrs. Nidhi S. Mundada as an Independent Directors for a second term of five consecutive years with effect from May 28, 2023.

The Board recommends the Resolution for approval of the Members as a **SPECIAL RESOLUTION** as set out in the Item No. 1 of the Notice.

Except Mrs. Nidhi S. Mundada, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

## **ITEM NO.02**

### **TO APPROVE CONTINUATION OF SHRI GOVARDHAN MURLIDHAR DHOOT (DIN: 01240086) AS A MANAGING DIRECTOR OF THE COMPANY ON ATTAINING AGE OF SEVENTY YEARS:**

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

“**RESOLVED THAT** Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 **AND** the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) **AND** based on the recommendation of Nomination and Remuneration Committee **AND** on the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri Govardhan Murlidhar Dhoot (DIN: 01240086), as Managing Director of the Company on attaining the age of 70 Years on October 21, 2023 for remaining period of his term of ending on October 31, 2024 on the same terms of appointment and remuneration as approved by members of the Company.

**RESOLVED FURTHER THAT** Board of Directors and / or the Chief Financial Officer and / or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

As a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provisions of Section 196 (3) of Companies Act, 2013 for continuation of his employment as a Managing Director of the Company, on the same terms of appointment and remuneration as approved by members of the Company in an Annual General Meeting.

Hence a Special Resolution is proposed at Item No. 2 of the Notice.

Shri Govardhan Murlidhar Dhoot is a Promoter Director of the Company and have experience of more than four decades in the Chemical Industry, handling marketing in both domestic and export market. He has travelled to many countries and visited important Industrial & Commercial Capitals all over the world. It would be in the interest of the Company to continue the employment of Shri Govardhan Murlidhar Dhoot as Managing Director of the Company.

Except, his relatives and Shri Brijmohan M. Dhoot (DIN: 01046420) – Whole-time Director of the Company, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in any way, in this resolution.

The Board of Directors recommends the **SPECIAL RESOLUTION** for approval by the members.

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**FOR**  
**MANGALAM DRUGS AND ORGANICS LIMITED**

Sd/-

Jayant Barde

Company Secretary & Compliance Officer

Membership No: A61954

Place : Mumbai

Date : March 28, 2023

**REGD. OFFICE:**  
**MANGALAM DRUGS AND ORGANICS LIMITED**

CIN : L24230MH1972PLC116413

Tel : 91 22 22616200

E-mail : [contactus@mangalamdrugs.com](mailto:contactus@mangalamdrugs.com)

Website : [www.mangalamdrugs.com](http://www.mangalamdrugs.com)

Address : 3<sup>rd</sup> Floor, Rupam Building 239, P. D'  
Mello Road Mumbai City 400001, Maharashtra,  
India



**ANNEXURE TO NOTICE FOR  
ITEM NO. 01 AND ITEM NO. 02  
DETAILS OF DIRECTOR SEEKING APPOINTMENT  
PURSUANT TO REGULATION 36 (3) OF SEBI LODR REGULATIONS, 2015 AND  
SECRETARIAL STANDARD II ON GENERAL MEETINGS:**

<b>Name of Director</b>	Mrs. Nidhi Shantanu Mundada	Shri Govardhan M. Dhoot
<b>DIN</b>	08134952	01240086
<b>Date of Birth</b>	September 20,1988	October 21, 1953
<b>Age</b>	34 Years	69 Years
<b>Nationality</b>	Indian	Indian
<b>Occupation</b>	Professional	Business.
<b>Date of first Appointment by the Board</b>	May 28, 2018	April 16, 1996
<b>Designation</b>	Independent Director	Managing Director
<b>Terms and Conditions of Appointment</b>	As per the Item No. 01	As per resolution passed by members of the Company in the Annual General Meeting held for the respective appointment
<b>Qualifications</b>	B.E (I.T) and MBA in Marketing	Commerce Background
<b>Nature of Expertise in Specific Functional Ares</b>	Mrs. Nidhi S. Mundada brings to the board extensive experience in the areas of controllership, financial stewardship, business responsibility including sustainability, business developments and turnarounds. 10+ years of experience in diverse sectors - Financial Services, FMCG and I.T. contributed in setting up strategies and executing them end-to-end at companies like Infosys, HUL, Citi and Dinshaw's	Shri Govardhan M. Dhoot holds the position of directorship from April 16, 1996 and has over four decades of experience in the Chemical Industry, Pharma Industry and handling marketing in both domestic and international market. He has traveled to many countries and visited important Industrial & Commercial Capitals all over the world. He is enriched with vast knowledge and varied experience which is of great value to the company. He is a prudent Business man.
<b>Number of Shares held in the Company</b>	Nil	5,11,792 Equity Shares
<b>List of Directorship held in other Companies*</b>	Nil	Beastalk Retail Private Limited
<b>Chairman / Member in the Committees of the</b>	Nil	Nil

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<b>Companies in which he / she is Director</b>		
<b>Relationship between Directors inter-se</b>	None	Shri Brijmohan M. Dhoot (DIN: 01046420) – Whole-time Director of the Company is the Brother of Shri Govardhan M. Dhoot
<b>No. of Board Meetings attended during FY 2022-23</b>	8 Board meetings	8 Board Meetings
<b>Remuneration sought to be Paid</b>	Nil	Same Remuneration as already approved by the members of the Company in the Annual General Meeting held on 24 <sup>th</sup> September, 2021
<b>Remuneration Last Paid</b>	Nil	Same Remuneration as already approved by the members of the Company in the Annual General Meeting held on 24 <sup>th</sup> September, 2021

*\*Directorship includes Directorship of Public Companies.*

**FOR  
MANGALAM DRUGS AND ORGANICS LIMITED**

Sd/-  
Jayant Barde  
Company Secretary & Compliance Officer  
Membership No: A61954  
Place : Mumbai  
Date : March 28, 2023

**REGD. OFFICE:  
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