

Date: February 18, 2025**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: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with reference to our letter dated February 7, 2025, we hereby enclose the Postal Ballot Notice along with the Explanatory Statement and remote e-voting instructions for seeking the approval of the Members of the Company on the following matter:

Sr. No.	Particulars	Resolution Type
1.	Approval for the Appointment and Remuneration of Mr. Mahesh Lahurao Navathar (DIN: 10936585) as the Executive Director - Works of the Company.	Special

The Company has circulated the electronic copies of the Postal Ballot Notice today (i.e. dated February 18, 2025) along with the Explanatory Statement pertaining to the proposed resolution to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Securities Limited ('CDSL') and whose e-mail addresses are available with the Company as on **February 14, 2025** ('Cut-Off date'). Members are requested to communicate their assent or dissent through the remote e-Voting system only.

Members who have not yet registered their email addresses are requested to register the same with their respective Depositories in case the shares are held in electronic form and with the Company in case the shares are held in physical form, as per the instructions given in the enclosed Notice.

The e-Voting period will commence from **Friday, February 21, 2025** at 9:00 a.m. (IST) and shall end on **Saturday, March 22, 2025** at 5:00 p.m. (IST)

The said Postal Ballot Notice has been uploaded on the website of the Company at www.mangalamorganics.com

Request you to kindly take the same on record.

Yours faithfully,
For Mangalam Organics Limited

Charmi Shah
Company Secretary & Compliance officer



MANGALAM ORGANICS LIMITED

CIN: L24110MH1981PLC024742

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

Head Office: 812, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400 021,
Maharashtra, India. Tel: 022-49204089.

Email - info@mangalamorganics.com, Website - www.mangalamorganics.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Remote e-Voting starts on	Remote e-Voting ends on
Friday, February 21, 2025	Saturday, March 22, 2025

To the Members of the Company,

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the members of Mangalam Organics Limited (the “**Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**Remote e-voting**”), pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, [including statutory modification(s) or re-enactment(s) thereof for the time being in force] (the “**Act**”), read with Rule 20 and 22, of the Companies (Management and Administration) Rules, 2014, and other applicable rules, if any, made under the Act, as amended (the “**Rules**”) and, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, 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 and 2/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, and latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with 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/ CIRP/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board

of India ("SEBI Circulars"), and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force].

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statement to Notice of Postal Ballot ("Explanatory Statement") setting out the material facts thereof is annexed for your consideration and forms part of this Postal Ballot Notice ("Notice").

The Board of Directors of the Company ("Board") at its meeting held on February 07, 2025 ("Board Meeting") has approved the appointment of **Mr. Mahesh Lahurao Navathar (DIN: 10936585) as the Executive Director - Works**, subject to the approval of the shareholders of the Company by way of a special resolution, and other approvals of statutory, regulatory or governmental authorities as may be required under applicable laws.

The Board of Directors has appointed **M/s. Yogesh Sharma & Co., a Practicing Company Secretary** (Membership No. 11305 / CP. No. 12366) as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes to be casted in the Postal Ballot shall be final.

The Company will send postal ballot notice by e-mail to all those Members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. Also, Members are required to communicate their assent or dissent through the remote e-voting system only.

- i. Accordingly, the Company has engaged the services of INSTA-VOTE, an electronic voting platform of the Company's registrar and share transfer agent, MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), as the agency to provide e-Voting facility to all its members to cast their votes electronically.

You are requested to peruse the proposed resolution along with their respective explanatory statement and thereafter record your assent or dissent to the said resolution by means of remote e-voting facility provided by the Company.

The Scrutinizer will submit his report to the Chairman or any other authorized Personnel of the Company after the completion of the scrutiny of remote e-voting. The result of the postal ballot shall be declared on or before **Tuesday, March 25, 2025** at the Registered Office of the Company.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the resolution as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for remote e-Voting i.e. **Saturday, March 22, 2025** if the same are approved by the members of the Company with requisite majority.

SPECIAL BUSINESS

- 1. Approval for the Appointment and Remuneration of Mr. Mahesh Lahurao Navathar (DIN: 10936585) as the Executive Director - Works of the Company.**

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

“RESOLVED THAT in accordance with the provisions of Sections 152, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with Schedule V of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any made under the Act, as amended (“Rules”), in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and as per the provisions of Articles of Association of the Company, as altered (“AOA”), and based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the members be and is hereby accorded to appoint Mr. Mahesh Navathar (DIN: 10936585) as the Executive Director - Works of the Company for a period of 3 (Three) years, with effect from February 07, 2025 to February 06, 2028, who has provided his consent to act as the Executive Director - Works and shall not be liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the said appointment and/ or remuneration which include but not limited to salary, perquisites, benefits, incentives and allowances and such remuneration shall not exceed Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum;

RESOLVED FURTHER THAT the approval of the Members to the appointment of Mr. Mahesh Navathar in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1C) of the Listing Regulations for serving him as the Executive Director of works;

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded for in the event of absence or inadequacy of profits in any financial year, Mr. Mahesh Navathar (DIN: 10936585) will be paid the Remuneration as specified above and the remuneration shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Act, 2013 in any Financial Year, and irrespective of amount of profits of the Company computed under Section 198 of the Act, subject to the provisions of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board of Directors or until Mr. Mahesh Navathar ceases to be in employment of the Company, whichever is earlier;

RESOLVED FURTHER THAT Mr. Mahesh Navathar, Executive Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board;

RESOLVED FURTHER THAT the Board or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient, to give effect to and implement the aforesaid resolution.”

**By Order of the Board of Directors
For Mangalam Organics Limited**

**Sd/-
Charmi Shah
Company Secretary & Compliance Officer**

Date: February 07, 2025

Place: Mumbai

NOTES:

- ii. The Board of Directors of the Company at its meeting held on **February 07, 2025** has approved the issuance of this Postal Ballot Notice. The explanatory statement pursuant to Section 102 & 110 of the Act setting forth the material facts and reasons for the proposed Special Resolution is annexed herewith. The Postal Ballot Notice shall also be available on the website of the Company www.mangalamorganics.com
- iii. This postal ballot notice is being sent by e-mail to all the Members, whose names appear on the register of Members/list of beneficial owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, February 14, 2025 (the “Cut-Off Date”)**.
- iv. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.
- v. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI Listing Regulations, the Company can serve notice through electronic mode to those Members who have registered their e-mail addresses either with the depository participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail citing subject line as “Mangalam Organics Postal Ballot - Registration of e-mail Ids” to the RTA on rnt.helpdesk@linkintime.co.in

Members holding shares in demat mode are requested to register their e-mail addresses with their depository participant(s) only. Post successful registration of the e-mail, the Members would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this postal ballot. In case of any queries, Members may write to rnt.helpdesk@linkintime.co.in

- vi. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on **Saturday, March 22, 2025** (the last day to cast vote electronically) to be eligible for being considered.
- vii. A Member cannot exercise his vote by proxy on postal ballot.
- viii. Resolution passed by the Members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

- ix. Such Resolution passed through postal ballot shall be deemed to have been passed on the last date specified for the remote e-voting (**i.e. Saturday, March 22, 2025 at 5.00 p.m.**)
- x. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper (in vernacular language) and will also be uploaded on the Company's website at <https://www.mangalamorganics.com>
- xi. The Board at its meeting held on February 07, 2025, has appointed M/s. Yogesh Sharma & Co., a Practicing Company Secretary (Membership No. 11305 / CP. No. 12366), as the scrutinizer ("Scrutinizer") for conducting the remote e-voting process in a fair and transparent manner.
- xii. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on cs@mangalamorganics.com up to the last date of e-voting i.e. March 22, 2025.
- xiii. In case of any query/grievance in connection with the postal ballot including e-Voting, Members may contact the RTA by e-mail at enotices@in.mpms.mufig.com or call on **022-4918600**.
- xiv. The postal ballot notice is also placed on the website of the Company www.mangalamorganics.com and shall also be available on the websites of the Stock Exchange where the shares of the Company are listed i.e. on BSE Limited at www.bseindia.com and on the National Stock Exchange of India Limited at www.nseindia.com.
- xv. The result of the postal ballot along with Scrutinizer's report will be posted on the Company's website - www.mangalamorganics.com and will also be communicated to the Stock Exchanges and MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*).
- xvi. Voting through electronic means:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has availed the electronic voting platform of the Company's Registrar and Share transfer

Agent, **MUFG Intime India Private Limited** for the purpose of providing e-voting facility to all its Members.

- i) The cut-off date for the purpose of remote e-Voting is **Friday, February 14, 2025**.
- ii) Date and time of commencement of remote e-Voting: **Friday, February 21, 2025 at 9.00 a.m.**
- iii) Date and time of conclusion of remote e-voting: **Saturday, March 22, 2025 at 5.00 p.m.**
- iv) The remote e-voting module shall be disabled for voting, thereafter.
- v) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 14, 2025 may cast their vote electronically, irrespective of mode of receipt of Postal Ballot notice by the shareholder.
- vi) Details of Website for remote e-voting: <https://instavote.linkintime.co.in>.
- vii) Details of Scrutinizer: **M/s. Yogesh Sharma & Co. Practicing Company Secretary. (COP No. 12366), E-mail: csymsharma@gmail.com**
- viii) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.

The instructions for Members for e-Voting are as follows:

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

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a)	Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”.
b)	Enter User ID and Password. Click on “Login”
c)	After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
d)	Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. OR

Shareholders who have not registered for NSDL IDeAS facility:

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a)	Visit URL: https://www.evoting.nsdl.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.
i.	Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
ii.	Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

	Individual Shareholders holding securities in demat mode with CDSL
	METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility
	Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:
a)	Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com .
b)	Click on New System Myeasi Tab
c)	Login with existing my easi username and password
d)	After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
e)	Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
	OR
	Shareholders who have not registered for CDSL Easi/ Easiest facility:
a)	To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b)	Proceed with updating the required fields.
c)	Post registration, user will be provided username and password.
d)	After successful login, user able to see e-voting menu.
e)	Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
	METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL
a)	Visit URL: https://www.cdslindia.com
b)	Go to e-voting tab.
c)	Enter Demat Account Number (BO ID) and PAN No. and click on “Submit” .
d)	System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e)	After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.
a)	Login to DP website
b)	After Successful login, user shall navigate through “e-voting” option.
c)	Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d)	After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register for InstaVote as under:</p> <p>a) Visit URL: https://instavote.linkintime.co.in</p> <p><u>Shareholders who have not registered for INSTAVOTE facility:</u></p> <p>b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</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>
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	<p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> <i>**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <ul style="list-style-type: none"> ❖ Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character</u> (!#\$%&*), at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>). ❖ Enter Image Verification (CAPTCHA) Code ❖ Click "Submit" (You have now registered on InstaVote).
	<p><u>Shareholders who have registered for INSTAVOTE facility:</u></p> <ul style="list-style-type: none"> a) Click on "Login" under 'SHARE HOLDER' tab. <ul style="list-style-type: none"> A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click "Submit" b) Cast your vote electronically: <ul style="list-style-type: none"> A. After successful login, you will be able to see the "Notification for e-voting". B. Select 'View' icon. C. E-voting page will appear. D. 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). E. 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.
Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")	
	<p>STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration</p> <ul style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in b) Click on "Sign Up" under "Custodian / Corporate Body/ 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
- A. 'Investor ID' -
- i. NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
- ii. CDSL demat account - User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 - Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- 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'.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) 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).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:

The Company Secretary

Ms. Charmi Shah Tel: (022) 4920 4089;

Email : cs@mangalamorganics.com

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
 - Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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 demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders 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”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARDS AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND RULES MADE THEREUNDER

Subject to the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Schedule V of the Act [including statutory modification(s), re-enactment(s) thereof for the time being in force], and in accordance enabling provisions of the Articles of Association of the Company, as altered from time to time (AOA) and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on February 07, 2025 appointed Mr. Mahesh Lahurao Navathar (DIN: 10936585) as the Executive Director - Works of the Company, with effect from February 07, 2025 for the period of three years.

Mr. Mahesh Lahurao Navathar is an experienced Chemical Engineer with 14 years of expertise in chemical plant operations, project management, and production leadership. He holds a B.E. in Chemical Engineering from Dr. D.Y. Patil College of Engineering & Technology, Kolhapur, and a Diploma in Chemical Engineering from Government Polytechnic, Jana.

Mr. Navathar brings a wealth of knowledge in chemical production, process optimization, and project execution. He has held key leadership roles, most recently as Senior Manager - Production at Deepak Nitrite Ltd., where he led the Nitro Production Division, managing a team of 122 professionals and overseeing four major production plants. His leadership has been crucial in driving capacity expansion projects such as the Nitro Toluene plant expansion (from 87 TPD to 150 TPD), Spent Acid Concentration Plant (250 TPD), and ETP Phase 2 Capex for zero discharge.

With proven expertise in handling complex processes such as Nitration, Chlorination, Hydrogenation, and Oxidation, Mr. Navathar has led initiatives to ensure compliance with regulatory standards (PESO, GPCB, DISH) while improving operational efficiency and process safety. He is also proficient in DCS operations, process automation, and plant utilities management, with a strong focus on continuous improvement and cost reduction.

In addition to his technical expertise, Mr. Navathar has demonstrated leadership in ensuring workplace safety, implementing HAZOP, JSA, PSSR, and Kaizen methodologies. His focus on employee development and training has been integral to optimizing plant operations.

Mr. Navathar is now appointed as the Executive Director - Works at Mangalam Organics Limited (MOL), bringing his extensive chemical engineering and plant management experience to the Board. His deep understanding of industrial operations, leadership skills, and commitment to safety and compliance will contribute significantly to the future growth and success of the Company.

Mr. Navathar has provided his consent to the Company to act the Executive Director of the MOL and served a notice in writing stating that he is not disqualified from appointment as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority read with Circular of NSE/CML/2018/02 dated June 20, 2018. The Company has also received other such necessary documents from Mr. Navathar.

Accordingly, it is proposed to appoint Mr. Mahesh Navathar as the Executive Director of works of the Company.

The Board of Directors at the same meeting, as per the recommendation of the Nomination and Remuneration Committee (NRC), and given the knowledge, background, experience and past performance of Mr. Mahesh Navathar decided that it would be best in the interest of the Company to appoint him on the Board as an Occupier of the Factory to efficiently handle the operations and management of the factory. In the view of the above the Board of Directors appointed Mr. Mahesh Navathar as the Executive Director - works of the Company for a period of 3 years, commencing from February 07, 2025 to February 06, 2028, subject to the approval of the Members of the Company.

Mr. Mahesh Navathar satisfies all the conditions set out in Part I of Schedule – V to the Act as also the conditions set out under Section 196 (3) of the Companies Act, 2013 for being eligible for this appointment.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution. Though, the Company has been a consistent performer for decades, however, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to the fact that the revenues may be under some pressure due to some Global economic factors. Accordingly, if the Company's profits are inadequate due to the aforesaid tough external environment, the approval of the Members by way of a Special Resolution will be required for payment of an overall remuneration exceeding the limits specified in Section 197 and Schedule V

of Companies Act, 2013. Therefore, in order to suitably remunerate Mr. Mahesh Navathar, Executive Director, keeping in view his entitlements and existing remuneration, as also the competitive market practices, approval of members is hereby sought for payment of remuneration as stated in the resolution at item no.1 of the Notice.

The Board of Directors has accordingly considered the following terms of appointment as per the recommendation of the Nomination and Remuneration Committee (NRC):

1. Terms:

3 (Three) years, with effect from February 07, 2025 till February 06, 2028. Mr. Mahesh Navathar will not be liable to retire by rotation.

2. Duties:

He shall be vested with substantial powers of management of the affairs of the Company. He shall devote his whole time and attention to the business of the Company and shall carryout his duties as may be entrusted to him by the Board of the Directors of the Company from time to time subject to the superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company and the business of its one or more of its subsidiaries.

3. Remuneration:

Basic and Gross Salary: Rs. 3,50,000/ (Rupees Three Lakhs Fifty Thousand) 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, with the maximum remuneration not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs) during the tenure of this appointment.

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.

4. 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.

5. Code of Conduct for Board of Directors & Senior Management:

The appointment of Mr. Mahesh Navathar is adherence to the code of conduct for Directors and Senior Management.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

Further, as per Section 197 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, some Parameters have been specified which are to be taken into account by the Shareholders while according their approval as given below:-

1. The Financial and operating performance of the company during the three preceding financial years.

Particulars	FY 2021-22	FY 2022-23	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	4,00,62,87,617	4,70,37,40,794	3,71,01,35,457
Profit before interest, Depreciation and tax	91,72,81,050	(2,00,99,097)	36,90,65,781
Interest (Net)	2,96,94,399	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

2. The relationship between remuneration and performance:

The proposed remuneration as set out in item no. 1 of the Notice is fully justified. Mr. Mahesh Navathar possesses following skills:

Operational Efficiency & Production Targets - Given his expertise in process optimization, plant management, and capacity expansion, his performance evaluation will include metrics such as throughput improvement, cost reduction, and yield enhancement.

Regulatory Compliance & Safety Standards - As a leader ensuring PESO, GPCB, and DISH compliance, his remuneration may be influenced by adherence to regulatory frameworks, successful audits, and implementation of best safety practices like HAZOP, JSA, and PSSR.

Project Execution & Capital Expenditures – His past role in leading plant expansions and zero-discharge initiatives highlights his ability to deliver projects on time and within budget. Compensation may be tied to the successful commissioning of new plants and efficiency in capital allocation.

Employee Development & Leadership Impact – Since he has played a key role in training and workforce management, his performance evaluation may consider team productivity, retention rates, and skills development programs within MOL.

Financial Performance & Cost Control – As Director, he will contribute to the company's profitability by optimizing raw material usage, energy efficiency, and overall cost management, ensuring his remuneration aligns with MOL's financial health and shareholder value.

3. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company:

The Principle of proportionality followed in the Company is that Whole Time & Executive Directors of the Company are paid monthly remuneration. Independent Directors on the Board are paid Sitting Fee for the Board Meetings. The sitting fee of the Independent Directors is decided by the Board based upon the qualifications, skill set and experience of the individual directors and the recommendation of the Nomination and Remuneration Committee.

Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company. Some categories of the staff are also paid incentives and variable salary which is based upon their performance. The remuneration of the directors and senior management people of the company is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Company, arithmetic principle of proportionality of remuneration within the Company is difficult to be arrived at and for the same reason, any rating methodology is also difficult to be worked out.

4. Whether remuneration policy for directors differs from remuneration policy for the employees and if so, an explanation for the difference.

As per the Nomination and Remuneration Policy of the Company, remuneration payable to the Executive Directors is based upon performance and is subject to the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company. The sitting fee payable to the independent directors is decided by the Board

based upon the qualification, skill set and experience of the individual directors and recommendation of the Nomination and Remuneration Committee. The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.

5. The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As on 31-03-2024, Mr. Mahesh Navathar does not hold any Equity Shares in the Company.

Considering the Net Profits and Limits under section 197 of the Companies Act, 2013 read with Schedule V thereof; the appointment of Mr. Mahesh Navathar as the Executive Director of Works of the Company and fixation of his salary and he shall be paid the Remuneration as specified above and such remuneration shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Act, 2013 in any Financial Year, and irrespective of amount of profits of the Company computed under Section 198 of the Act, subject to the provisions of Schedule V of the Companies Act, 2013. Thus, the approval of the Members of the Company through Postal Ballot via remote e-voting by way of Special Resolution is set out and therefore your Directors recommend the Resolution set out at Item no. 1 to be passed as Special Resolution.

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.

Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard-2 on General Meetings is given as Annexure -I.

By Order of the Board of Directors

For Mangalam Organics Limited

**Sd/-
Charmi Shah
Company Secretary & Compliance Officer**

Date: February 07, 2025

Place: Mumbai

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING
POSTAL BALLOT**

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

Particulars	Mr. Mahesh Lahurao Navathar
DIN	10936585
Designation	Executive Director - Works
Date of First Appointment	February 07, 2025
Date of Birth	31/07/1985
Age	39 Years
Qualifications	BE Chemical Engineering
Experience (including expertise in specific functional area)/ Brief Resume	<p>Mr. Mahesh Lahurao Navathar is an experienced Chemical Engineer with 14 years of expertise in chemical plant operations, project management, and production leadership. He holds a B.E. in Chemical Engineering from Dr. D.Y. Patil College of Engineering & Technology, Kolhapur, and a Diploma in Chemical Engineering from Government Polytechnic, Jana.</p> <p>Mr. Navathar brings a wealth of knowledge in chemical production, process optimization, and project execution. He has held key leadership roles, most recently as Senior Manager – Production at Deepak Nitrite Ltd., where he led the Nitro Production Division, managing a team of 122 professionals and overseeing four major production plants. His leadership has been crucial in driving capacity expansion projects such as the Nitro Toluene plant expansion (from 87 TPD to 150 TPD), Spent Acid Concentration Plant (250 TPD), and ETP Phase 2 Capex for zero discharge.</p> <p>With proven expertise in handling complex processes such as Nitration, Chlorination, Hydrogenation, and Oxidation, Mr. Navathar has led initiatives to ensure compliance with regulatory standards (PESO, GPCB, DISH) while improving operational efficiency and process safety. He is also proficient in DCS operations, process automation, and plant utilities management, with a strong focus on continuous improvement and cost reduction.</p>

	In addition to his technical expertise, Mr. Navathar has demonstrated leadership in ensuring workplace safety, implementing HAZOP, JSA, PSSR, and Kaizen methodologies. His focus on employee development and training has been integral to optimizing plant operations.
Terms and Conditions of Appointment	Appointed as the Executive Director – Works for a tenure of 3 years and his office is not liable to retire by rotation.
Date of first appointment on the Board	February 07, 2025
Remuneration Last Drawn (If applicable)	NIL
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 and the membership of Committees of the board including Listed entities from which the person has resigned in the past three years	None
Number of Meetings of the Board of Directors attended during the financial year 2024-25	NIL
Justification of Appointment	As stated above

**By Order of the Board of Directors
For Mangalam Organics Limited**

Sd/-
Charmi Shah
Company Secretary & Compliance Officer

Date: February 07, 2025

Place: Mumbai