

MINUTES OF THE PROCEEDINGS OF 32ND ANNUAL GENERAL MEETING OF THE COMPANY HELD AT KUMBHIVALI VILLAGE, SAVROLI KHARPADA ROAD, TALUKA – KHALAPUR, KHOPOLI, DIST RAIGAD (MAHARASHTRA) ON FRIDAY, 19TH SEPTEMBER, 2014, AT 11.00 A.M.

PRESENT :

Mr. Kamalkumar Dujodwala – Chairman and Member of the Audit Committee
Mr. Pannkaj Dujodwala – Managing Director

57 Shareholders present in Person / representatives

IN ATTENDANCE :

Mr. R. L. Kabra – Auditor
Mr. Sanjay Risbud – Practicing Company Secretary

Pursuant to the Article 143 of the Articles of Association of the Company the Chairman of the Board of Directors presided over the meeting.

The Chairman welcomed all the shareholders / members present and having found the requisite quorum being present declared the meeting properly constituted.

The Chairman announced the Register of Directors and key Management Personnel alongwith their Shareholdings under Section 170 and Register of Contracts under Section 189 of the Companies Act, 2013 and kept open and accessible during the continuance of the meeting.

Thereafter the Chairman addressed the shareholders. And the Notice convening the Annual General Meeting with the permission of the shareholders present were taken as read.

Mr. Pannkaj Dujodwala, the Managing Director of the Company read the Auditor's report.

The Chairman requested the shareholders present to express their views and ask questions, if any, on the annual accounts of the Company for the year under review.

The Chairman informed that in compliance with the Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Company had provided e-voting facilities to the shareholders to enable them to vote on all the resolutions proposed in the notice of the Annual General Meeting of the Company.

The Chairman informed that Mr. Sanjay Risbud, practicing Company Secretary was appointed as Scrutinizer for conducting the above e-voting and Postal Ballot in a fair and transparent manner and he has duly submitted his Report on the results of the e-voting in the Annual General Meeting.

The Chairman informed the shareholders that Narendra Goenka has been appointed as an Independent Director as per Item no.8 as per the e-voting, since the item no. 8 supersedes the Item no.2 of the Notice of Annual General Meeting of the Company.

No Poll were conducted at the Annual General Meeting of the Company. All the resolutions mentioned in the Notice of the Annual General Meeting was passed through the e-voting and recorded in the .

VOTING RESULTS OF RESOLUTION PASSED THROUGH THE E-VOTING PROCESS :

The Scrutinizer Mr. Sanjay Risbud, Practicing Company Secretary submitted his report on 19th September, 2014 and the same was acknowledged by the Chairman as a result of the Annual General Meeting. No poll was conducted or requested by any shareholder present at the meeting. In terms of report of e-voting and the votes casted thereon by the Shareholders on Ordinary and Special Business, the following resolutions were taken as passed in terms of the voting done for respective resolutions and these were construed to be passed by shareholders at the 32nd Annual General Meeting of the Company held on Friday, 19th September, 2014.

Item No. 1 :

As an Ordinary Resolution:

“**RESOLVED THAT** audited statement of Profit and Loss Account for the year ended 31st March, 2014 and the Balance sheet as at that date together with Report of the Directors’ and Auditors’ thereon, as circulated to the shareholders of the Company and placed before the meeting, be and are hereby adopted.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority.

ITEM NO.2 :

As an Ordinary Resolution

“RESOLVED THAT Mr. Narendra Goenka, director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority. Since the Narendra Goenka has been appointed as an Independent Director as per Item no.8, the item no. 8 supersedes the Item no.2 of the Notice.

ITEM NO.3 :

As an Ordinary Resolution

“RESOLVED THAT Mr. Kamalkumar Dujodwala, director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority

ITEM NO.4 :

As an Ordinary Resolution

“RESOLVED THAT pursuant to the Provisions of Section 139 and the Rules framed thereunder, and pursuant to the recommendations of the Audit Committee and the Board of Directors, **M/s. R Kabra & Co.**, Chartered Accountants, (Registration no.104502W), be and is hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority.

ITEM NO.5 :

As Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rajkumar Jatia (DIN : 00136303), Director of the Company be and is hereby appointed as an independent director of the Company to hold office for 5 (five) consecutive years i.e. upto 18TH September, 2019, not liable to retire by rotation.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority.

ITEM NO.6 :

As Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rajkumar Saraf (DIN : 00286748), Director of the Company be and is hereby appointed as an independent director of the Company to hold office for 5 (five) consecutive years i.e. upto 18TH September, 2019, not liable to retire by rotation.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority.

ITEM NO.7 :

As Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sharad Saraf (DIN : 00035843), Director of the Company be and is hereby appointed as an independent director of the Company to hold office for 5 (five) consecutive years i.e. upto 18TH September, 2019, not liable to retire by rotation.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority.

ITEM NO.8 :

As Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Narendra Goenka (DIN 01234889), Director of the Company be and is hereby appointed as an independent director of the Company to hold office for 5 (five) consecutive years i.e. upto 18TH September, 2019, not liable to retire by rotation.

Total No. of Votes Cast	Total No and Percentage of Votes Cast in favour	Total No. and Percentage of Votes cast against
1564340	17.28	Nil

The above resolution was carried by majority.

VOTE OF THANKS :

As there was no other business to transact the meeting ended with a vote of thanks to the Chair.

IC
For Mangalam Organics Limited
Sd/-
Chairman

Place : Mumbai
Date :

S.S.RISBUD & CO.

Company Secretaries

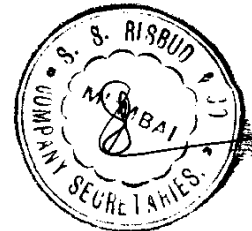
**303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com**

Scrutinizer's Report - Combined

To,
The Chairman of 32nd Annual General Meeting of the members of MANGALAM ORGANICS LIMITED (the Company) held on 19th September, 2014 at Kumbhivali Village, Savroli, Kharpada Road, Taluka Khalapur, Khopoli, Dist -Raigad(Maharashtra).

○ Dear Sir,

1. I, Sanjay S. Risbud, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of MANGALAM ORGANICS LIMITED (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizer's Report dated 15, September, 2014 on the e-voting.
- 3. I have also been appointed as Scrutinizer by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 32nd Annual General Meeting (AGM) of the members of the Company, held on the 19th, September, 2014 at Kumbhivali Village, Savroli, Kharpada Road, Taluka Khalapur, Khopoli, Dist -Raigad (Maharashtra).
4. I have issued separate Scrutinizer's Report dated 15th, September, 2014 on the poll on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the result of e-voting together with that of Poll as under:-



Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	Not Voted
	No. of Shares	% of total number of valid votes cast (Favour & Against)	No. of shares	% of total number of valid votes cast (Favour & Against)	No. of shares	No. of cases
1. Adoption of Audited Accounts (Ordinary Resolution)	1,564,340	100%	0	0	0	0
2. Reappointment of Shri Narendra Goenka who retires by rotation. (Ordinary Resolution)	1,564,340	100%	0	0	0	0
3. Reappointment of Shri Kamal Kumar Dujodwala who retires by rotation. (Ordinary Resolution)	1,564,340	100%	0	0	0	0
4. Appointment of M/s. R Kabra & Co., Chartered Accountants as Auditors and fixing their remuneration (Ordinary Resolution)	1,564,340	100%	0	0	0	0
5. Appointment of Shri. Rajkumar Jatia as an Independent Director. (Special Resolution)	1,564,340	100%	0	0	0	0
6. Appointment of Shri Rajkumar Saraf as an Independent Director (Special Resolution)	1,564,340	100%	0	0	0	0
7. Appointment Of Shri Sharad Saraf as an Independent Director (Special Resolution)	1,564,340	100%	0	0	0	0
8. Appointment of Shri Narendra Goenka as an Independent Director (Special Resolution)	1,564,340	100%	0	0	0	0



5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting & poll on the resolutions contained in the notice to the 32nd Annual General Meeting (AGM) of the members of the company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer Report of the votes cast "in favour" or "against" the resolutions stated above based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the company to provide e-voting facilities for e-voting & Universal Capital Securities Pvt Ltd (Registrar & Share Transfer Agent) also present at the time of poll at AGM.

Thanking You,

Yours faithfully,



Sanjay S. Risbud
Scrutinizer
Practicing Company Secretary
C.P. No.5117

Place: Thane
Date: 19.09.2014



Kamal kumar Dujodwala
Chairman & Director
Mangalam Organics Limited
DIN: 00546281

Place: Thane
Date: 19.09.2014