

HELD AT _____ ON _____ TIME _____

MANGALAM DRUGS & ORGANICS LIMITED

MINUTES OF THE 42ND ANNUAL GENERAL MEETING OF THE OF MANGALAM DRUGS & ORGANICS LIMITED HELD AT M.C. GHIA HALL, INDIAN TEXTILE ACCESSORIES & MACHINERY MANUFACTURERS' ASSOCIATION, BHOGILAL HARGOVINDAS BLDG., 4TH FLOOR., 18/20 K.DUBASH MARG, KALA GHODA, MUMBAI - 400 001 ON THURSDAY, 3RD SEPTEMBER, 2015 AT 11.30 A.M.

Mr. Govardhan M Dhoot, Chairman of the Company welcomed all the Members at the 42ND ANNUAL GENERAL MEETING of the Company.

The following Board members were present at the Annual General Meeting:

Mr. Govardhan M Dhoot	Chairman & Managing Director;
Mr. Subhash C Khattar	Independent Director
Ms. Meenal Sukhani	Independent Director;
Mr. Brijmohan M. Dhoot	Director;
Mr. Ajay Samant	Chief Financial Officer

Present on Invitation

Mr. Rakesh K. Milwani	M/s. Milwani Associates, Chartered Accountants (Statutory Auditor)
Mrs. Shalini Shrivastav	Practising Company Secretary, (Secretarial Auditor)
Mr. Manish Baldeva	Propreitor, M Baldeva Associates, (Scrutinizer)

Total 38 (Thirty Eight) Members were present in the meeting.

CHAIRMAN:

Mr. Govardhan M Dhoot, being the Chairman of the Company, occupied the Chair.

As the time was 11.30 a.m. and the necessary quorum being present, the Chairman welcomed the members to the meeting and declared the meeting in order and commenced the proceedings.

The notice convening the 42nd Annual General Meeting was taken as read.

The Chairman informed the members that as the Auditors' Report does not have any qualification, observations or comments on financial transactions or matters which have adverse on the functioning of the company, so reading of Auditors' Report in the meeting is not required according to section 145 of the companies act, 2013 Thereafter the Auditors Report was also taken as read.



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He then explained to the members that in terms of the provisions of Clause 35B of the Listing Agreement and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Company has provided e-voting facility to vote on the resolutions as mentioned under item numbers 1 to 9 of the Notice of 42nd Annual General Meeting dated 06th August 2015 and further informed that the Company has also provided facility of voting through polling paper (Postal Ballot) form to those shareholders who do not have e-voting facility at their end. It was further informed to the members that the Company appointed CS Manish Baldeva as Scrutinizer for scrutinizing the e-voting process and voting through Postal ballot forms.

On invitation, some members addressed the meeting, gave suggestions and raised some queries on the Company's Accounts and business, which were replied by Mr. Govardhan M. Dhoot, Chairman of the Company to their satisfaction.

The Chairman thereafter placed before the Meeting, the agenda of Annual General Meeting one by one for consideration:

It was further announced that the result of the e-voting will be placed on the Company's website.

The following resolutions were passed by the Members:

Item No.	Type of Resolution	Business Transacted	Results
Ordinary Business			
1.	Ordinary Resolution	Adoption of Audited Financial Statements for the year ended March 31, 2015 and Reports of Board of Directors and Auditors thereon. <i>"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Board of Directors' and the Auditors' of the Company be and are hereby received, considered and adopted."</i>	<i>Passed with requisite majority</i> <i>Proposed by: Mr. Babulal Parekh</i> <i>Seconded by: Mr. Yusuf Ringwala</i>
2.	Ordinary Resolution	Re-appointment of Mr. Govardhan Murlidhar Dhoot, who retires by rotation and being eligible, offers himself for re- appointment <i>"RESOLVED THAT Shri Govardhan Murlidhar Dhoot, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."</i>	<i>Passed with requisite majority</i> <i>Proposed by: Mr. Aspi Bhesania</i> <i>Seconded by: Mr. Ronald Fernandes</i>
3.	Ordinary Resolution	Ratification of appointment of M/s. Milwani Associates, Chartered Accountants, as Auditors and to fix their remuneration	<i>Passed with requisite majority</i> <i>Proposed by: Mr. Nitin</i>

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		<p>"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Milwani Associates, Chartered Accountants, Mumbai, (Firm Registration No. 106405W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM), at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the Company."</p>	<p>Parekh Secoded by: Mr. Bharat Negandhi</p>
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SPECIAL BUSINESS

4.	Ordinary Resolution	<p>Ratification of remuneration of M/s Ankit Kishor Chande, Cost Accountants as Cost Auditors for the year 2015-16.</p> <p>"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies remuneration of Rs. 100,000/- (Rupees One Lac only) plus service tax, as applicable and reimbursement of out-of-pocket expenses payable to M/s. Ankit Kishor Chande, who were appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2015-16, to conduct Cost Audit relating to "Bulk Drugs" businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder.</p> <p>"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."</p>	<p>Passed with requisite majority Proposed by: Mr. Beruz Pouredehi Secoded by: Shakuntaladevi Mahajan</p>
5.	Ordinary Resolution	<p>Appointment of Ms. Meenal Sukhani as an Independent Director for a term upto five years with effect from 02 May 2015.</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory</p>	<p>Passed with requisite majority Proposed by: Mr. Bharat Shah Secoded by: Mr. Beruz</p>

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		<p>modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mrs.Meenal Sukhani (DIN: 06840007), who was appointed as an Additional Director – Non-executive of the Company by the Board of Directors with effect from 21st October, 2014 and subsequently she was appointed as an Independent director on 2nd May, 2015, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a Notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office and who is eligible for appointment, be and is hereby appointed as an Independent Director to hold the office for a period of 5 years from 02 May 2015 till 01 May 2020.”</p>	Powredehi
6.	Ordinary Resolution	<p>Appointment of Mr. Brijmohan Dhoot as Non-Executive Director liable to retire by rotation.</p> <p>“RESOLVED THAT Mr. Brijmohan M. Dhoot (DIN: 01046420) who was appointed by the Board of Directors as Additional Director of the Company, with effect from May 02, 2015 and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a Notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”</p>	<p>Passed with requisite majority</p> <p>Proposed by: Mr. Ronald Fernandes</p> <p>Seconded by: Mr. Babulal Parekh</p>
7.	Special Resolution	<p>Special resolution under section 196,197, 203 of the Companies Act, 2013 for re-appointing Mr. Goverdhan M Dhoot as Managing Director.</p> <p>“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required, the Company hereby approves the re-appointment of Mr. Govardhan M Dhoot (DIN 01240086) at a remuneration as Chairman & Managing Director of the Company for a term of five years starting from 01 November 2014 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to</p>	<p>Passed with requisite majority</p> <p>Proposed by: Mr. Bharat Negandhi</p> <p>Seconded by: Mr. Nitin Parekh</p>

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		<p><i>the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."</i></p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."</p>	
8.	Special Resolution	<p>Special resolution for increase in authorised capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crores) to Rs. 30,00,00,000 (Rupees Thirty Crores).</p> <p>"RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 55, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking <i>pari passu</i> in all respect with the existing Equity Shares."</p>	<p>Passed with requisite majority</p> <p>Proposed by: Mr. Yusuf Ringwala</p> <p>Seconded by: Mr. Beruz Pouredehi</p>
9.	Special Resolution	<p>Special resolution for creating issuing and offering 26,50,000 Warrants of Rs. 65/- each with an option to convert into each warrant into one Equity share of nominal value of Rs. 10/- at a premium of Rs. 55/- to Shri JB Pharma LLP.</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") (including any statutory modification(s) or reenactment thereof for the time being in force), and any other applicable provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association of the Company and the Listing Agreements entered into with the Bombay Stock Exchange Ltd. and the National Stock</p>	<p>Passed with requisite majority</p> <p>Proposed by: Mr. Babulal Parekh</p> <p>Seconded by: Mr. Murlidhar Kabra</p>


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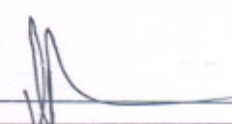
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Exchange of India Ltd., where the Company's Equity Shares are listed, Regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India ("SEBI") (Issue of Capital & Disclosure Requirements) Regulations, 2009 and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as may be modified or re-enacted from time to time (hereinafter referred as "SEBI Regulations") the applicable Rules, Notifications, Regulations issued by the Government of India, SEBI and subject to the approvals, consents, permissions and/or sanctions of the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), SEBI, the Registrar of Companies (the "RoC") or all concerned statutory and other authorities as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions, the Board of Directors of the Company (hereinafter referred to as "the Board"), which term shall be deemed to include any Committee of the Directors for the time being, exercising the power conferred to the Board, be and is hereby authorized on behalf of the Company to create, offer, issue and allot in one or more tranches upto 26,50,000 Warrants of Rs. 65/- each with an option to convert each warrant into one Equity Share of the nominal value of Rs. 10/- each at a issue price of Rs. 65/- (including premium of Rs. 55/-) determined in accordance with SEBI ICDR Regulations; on terms and conditions mentioned hereinafter in this resolution to Shri JB Pharma LLP ("Entity under Promoter Group"), with an option to the proposed allottee to convert the same into Equity Shares of the Company in one or more tranches, not later than 18 months from the date of their allotment in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at the time of allotment of Equity Shares / exercise of warrants:

"RESOLVED FURTHER THAT the Warrants shall be issued by the Company on Preferential basis on the following terms and conditions:

- i. The Warrants shall be convertible (at the option of warrant holders) at any time within a period of 18 (Eighteen) months from the date of allotment of Warrants.
- ii. Each warrant shall be convertible into one Equity Share of nominal value of Rs. 10/- (Rupees Ten only) each at a issue price of


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Rs. 65/- (including premium of Rs. 55/-) determined in accordance with SEBI ICDR Regulations.

- iii. The warrant holders are, on the date of allotment of Warrants, required to pay an amount equivalent to at least 25% (Twenty Five percent) of the total consideration per warrant.
- iv. The conversion of Warrants into Equity Shares shall be made in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of Warrants, as per the option exercised by the Warrant holders.
- v. The amount referred in point (iii) above shall be forfeited, if the option to take Equity Shares against any of the warrants held by the warrant holder is not exercised within a period of 18 (Eighteen) months from the date of allotment of Warrants.
- vi. The lock in period of Warrants and Equity Shares acquired by exercise of Warrants shall be in accordance with the SEBI Regulations.
- vii. Warrants by itself do not give to the proposed allottee any rights of the Equity Shareholders of the Company unless converted into Equity Shares of the Company.
- viii. The resultant Equity Shares will be subject to Memorandum and Articles of Association of the Company in all respects.

“RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating the minimum price for the warrants under Chapter VII of relevant SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 will be 04 August, 2015 being the date 30 days prior to the date of passing of this Resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act”.

“RESOLVED FURTHER THAT the Equity Shares, if allotted on the conversion of warrants, shall rank paripassu in all respects with the existing Equity Shares of the Company with a right to receive dividend and other distributions to be declared thereafter during the year.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors / Committee thereof be and is hereby



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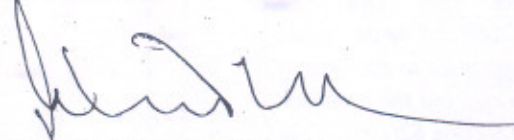
authorised, on behalf of the Company, to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and Equity Shares if allotted upon exercise of rights(s) attached to such warrants and to list such Equity Shares with the Stock Exchange(s), as may be appropriate, and to resolve and settle all question(s) or difficult(ies) or doubt(s) that may arise in connection with the proposed offer, issue and allotment of any of the said warrants and / or the Equity Shares if allotted upon exercise of option(s) attached to such warrants and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate any or all the powers conferred upon it by this Resolution, to any Committee formed thereof, or to any individual so authorized by the Board."

The resolutions were put for voting through electronic means during the period from 31st August, 2015 to 02nd September, 2015 and through poll conducted during 42nd Annual General Meeting of the Company.

After the meeting scrutinizer Mr. Manish Baldeva, Practising Company Secretary had submitted his report on E-voting as well as on voting by poll on 04th September, 2015, which taken together was placed on the company's website, confirming above resolutions as passed with requisite majority.

As there was no further business to transact, meeting was concluded at 12.50 p.m with a vote of thanks to the Chair.



GOVARDHAN M DHOOT

Chairman

DIN: 01240086

Place: Mumbai

Date: 10th September 2015



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