

**PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF
MANGALAM ORGANICS LIMITED
HELD ON 24TH SEPTEMBER, 2015**

The 33rd Annual General Meeting of the Company was held on Friday, 24th September, 2015 at 11.00 A.M. at Kumbhivali Village, Savroli Kharpada Road, Taluka – Khalapur, Khopoli – 410 202, District Raigad, Maharashtra

Welcome Address :

The Chairman Shri Kamalkumar Dujodwala welcomed the Shareholders, Statutory Auditor Mr. Kabra, Secretarial Auditor Mr. Yogesh Sharma and other participants to the meeting. The Chairman shared the overall performance of the Company and appraised the members about the fire incidence taken place in in the factory. The Chairman thanked the members for their support and requested to continue the same in future as well.

Notice Convening the Meeting :

Notice dated 14/08/2015 convening the 33rd Annual General Meeting of the Company at Kumbhivali Village, Savroli Kharpada Road, Taluka – Khalapur, Khopoli – 410 202, District Raigad, Maharashtra, was read at the meeting.

Passing of resolution :

There after the Chairman took the following resolutions for discussion for discussion and approval.

The Auditors Report was read and all the resolutions to be passed by the Meeting and after reading all the resolutions Chairman announced the poll with the assistance of the Scrutinizer for all the members who were present but not cast their votes electronically using the remote e-voting facility. A secured Computer assisted poll was conducted and before commencing the poll, Company Secretary explained in detail the polling process for the benefit of the members to understand the process and cast the votes. Mr. Yogesh Sharma, Practicing Company Secretary appointed as the Scrutinizer had submitted a consolidated Scrutinizer's Report of the total votes cast in favour of or against of the poll as well as the e-voting to the Chairman of the meeting. Based on the results Chairman declared that the following resolution were passed with the requisite majority.



Ordinary Business :

Item No. : To receive, consider and adopt the Audited Financial Statements of Profit and Loss for the year financial ended 31st March, 2015 together with the reports of the Auditors' thereon.

Item No. 2 : To appoint a Director in the place of Mr. Rajkumar Saraf, who retires by rotation and being eligible, offers himself for re-appointment

Item No. 3 : To appoint a Director in the place of Mr. Sharad Saraf, who retires by rotation and being eligible offers, himself for re-appointment

Item No. 4 : To ratify the appointment of Statutory Auditors

Special Business :

Item No. 5 : Appointment of Shri Naresh Jethwani, (Membership No.18869) as the Cost Auditor for the financial year 2015-2016

Item No. 6 : Appointment of Mr. Pannkaj Dujodwala as the Managing Director of the Company for the period of five years from 13th August, 2015

Item No. 7 : Appointment of Mrs. Anita Shriya (Din 06992663I as an Independent Director of the Company

Item No. 8 : Limit the Borrowing Power of the Company upto 1000 crore

Meeting concluded with a vote of thanks to the Chair.

This summary of the proceeding is issued pending the approval of the Minutes by the Chairman.



YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322

Email ID: csymsharma@gmail.com

Mob No. 9833124864

B-1, Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai – 400 078.

To,
The Chairman,
MANGALAM ORGANICS LIMITED,
Kumbhivali Village, Savroli Kharpada Road,
Taluka- Khalapur, Khopoli
Dist- Raigad, Maharashtra

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at 33rd Annual General Meeting (AGM) held on 24th September, 2015.

The Board of the Company at its meeting held on 14th August, 2015 had appointed me as a scrutinizer for the remote e-voting held from 21st September, 2015 at 09.00 a.m. and ended on 23rd September, 2015 at 5.00 p.m. and the Chairman of 33rd Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 24th September, 2015.

The Company had appointed Central Depository Services Limited ("CDSL") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 21st September, 2015 at 09.00 a.m. and ended on 23rd September, 2015 at 5.00 p.m. The remote e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting process kindly refer my scrutinizer's report dated 24th September, 2015.

At the AGM of the Company held on 24th September, 2015, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 24th September, 2015.

I hereby submit my following consolidated report on remote e-voting together with the poll.



CONSOLIDATED REPORT

1) Resolution No. 1:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100

2) Resolution No. 2:

To appoint a Director in place of Mr. Rajkumar Saraf, who retires by rotation and being eligible, offers himself for reappointment:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100



3) Resolution No.3:

To appoint a Director in place of Mr. Sharad Saraf, who retires by rotation and being eligible, offers himself for reappointment:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100

4) Resolution No.4:

To re-appoint M/s. R. Kabra & Company, Chartered Accountants, retiring auditors of the Company as the Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of Next Annual General Meeting of the Company:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100



5) Resolution No.5:

To appoint Mr. Naresh Jethwani, Cost Accountant for conducting Audit of Cost Records and to fix his Remuneration;

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100

6) Resolution No.6:

To appoint Shri. Pannkaj Dujodwala (DIN: 00546353), as the Managing Director of the Company;

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100



7) Resolution No.7:

To regularize the appointment of Mrs. Anita Shriya (DIN: 06992663), as the Director of the Company in terms of Section 161(1) of Companies Act, 2013:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100

8) Resolution No.8:

To Borrow money exceeding Paid up Capital and Free Reserves of the Company under section 180(1)(c) upto Rs. 1000 Crores:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1739499	2815723	4555222	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	1739499	2815723	4555222	100



From the above report I state that the entire resolutions stated above stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary.

Thanking You,
Yours Faithfully,

Yogesh Sharma

Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366



Date: 24th September, 2015
Place: Mumbai