

# Mangalam Drugs and Organics Ltd.

Regd. Office : Rupam Building, 3rd Floor, 239 P. D'Mello Road, Near G. P. O. Mumbai - 400 001.  
Phone : 91-22-22616200 / 6300 / 8787 • Fax : 91-22-22619090 • CIN : L24230MH1972PLC116413



06<sup>th</sup> September, 2016

To  
**DCS-CRD**  
The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

To,  
**National Stock Exchange of India Limited**  
“Exchange Plaza”,  
Bandra - Kurla Complex,  
Bandra(E), Mumbai – 400 051

**Subject: Notice of AGM and Remote E-voting details.**

**Scrip Code:532637**

**Symbol: MANGALAM**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the Notice of 43<sup>rd</sup> Annual General Meeting setting out the business to be transacted at the Meeting of the Members of the Company scheduled to be held on Friday, September 30, 2016 at 4.00 p.m. at KILACHAND CONFERENCE ROOM, 2<sup>nd</sup> Floor, Indian Merchant Chamber, Churchgate, Mumbai- 400020 .

We also wish to inform you that pursuant' to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is providing Remote e-voting facility to all its Members holding shares in Physical and dematerialized form as on the cut-off date of 23<sup>rd</sup> September, 2016 to enable them to exercise their right to vote by electronic means on the resolutions proposed at the 43<sup>rd</sup> Annual General Meeting. For availing the e-voting facility the shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com), details of the same forms part of the notice.

E-Voting Dates: The voting through electronic means shall commence on Tuesday, 27<sup>th</sup> September, 2016 at 09.00A.M. (IST) and shall end on Thursday, 29<sup>th</sup> September, 2016 at 05:00 P.M. (IST), voting through electronic means shall not be allowed beyond 05.00 P.M. on 29<sup>th</sup> September, 2016. The e-voting module shall be disabled by CDSL thereafter.

Book Closure Dates: The Register of Members and the Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of AGM.

Thanking You.  
Yours faithfully,  
For **Mangalam Drugs & Organics Ltd**

*Nikita Bavishi*



**Nikita Bavishi**  
Company Secretary



Works: at Vapi (Gujarat) India • E-Mail : [contactus@mangalamdrugs.com](mailto:contactus@mangalamdrugs.com) • Website : <http://www.mangalamdrugs.com>



## NOTICE

**NOTICE** is hereby given that the Forty-Third Annual General Meeting of the Members of **Mangalam Drugs & Organics Limited** will be held at the Kilachand Conference Room, 2nd Floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai- 400020, on 30<sup>th</sup> September, 2016 at 04.00 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 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 thereon.
2. To appoint a Director in place of Mr. Govardhan Murlidhar Dhoot (DIN: 01240086) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"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, pursuant to recommendations of the audit committee of Board of Directors and pursuant to the resolutions passed by the members at the AGM held on 29<sup>th</sup> September, 2014, the appointment of M/s. Milwani Associates, Chartered Accountants, Mumbai, (Firm Registration No. 106405W) as the Statutory Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held for the financial year 2016-2017 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit for the financial year ending 31<sup>st</sup> March, 2017 as may be approved by the Audit Committee / Board of Directors of the Company."

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"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. 110,000/- (Rupees One Lac Ten Thousand 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 2016-17, 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."

**"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."

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"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 modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mrs. Anuradha Sukhani (DIN: 07543091), who was appointed as an Additional Director Independent of the Company by the Board of Directors with effect from 16<sup>th</sup> May, 2016 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 16<sup>th</sup> May, 2016 till 15<sup>th</sup> May 2021."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and pursuant to the approvals of the Nomination and Remuneration Committee and the Board, the approval of the Company be and is hereby accorded for increase in the remuneration of Shri Govardhan M Dhoot (DIN: 001240086), Managing Director of the Company to Rs. 20,00,000 p.a with effect from 01<sup>st</sup> October, 2015 for the remaining period of his present term of appointment upto 31<sup>st</sup> October, 2019 with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, in consonance with the provisions of the Act.

**"FURTHER RESOLVED THAT** the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) shall not exceed the limits laid down in section 197 of the Act read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof.

**"FURTHER RESOLVED THAT** subject to the provisions of the Companies Act, 2013, in the event of loss or inadequacy of profits, the remuneration payable to Shri Govardhan M Dhoot, Managing Director will be as per the Schedule V of the Companies Act, 2013.



“RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of the Board be and is hereby authorised to approve the terms and conditions including any changes in the remuneration and do all such other acts, deeds and things which are necessary and incidental in order to give effect to this resolution

By order of the Board of Directors  
**Govardhan M. Dhoot**  
 Chairman

**Registered Office:**

3rd Floor, Rupam Building,  
 239, P. D'Mello Road Mumbai – 400001  
**CIN: L24230MH1972PLC116413**

Place: Mumbai

Dated: 01<sup>st</sup> August, 2016

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.  
 The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution / authority, as applicable.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item nos. 4, 5 & 6 of the Notice set out above, is hereto annexed.
3. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays, Sundays and Public Holidays upto the date of Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September 2016 to 30<sup>th</sup> September 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. The Annual Report of the Company for the year 2015-2016 is also uploaded on the Company’s website [www.mangalamdrugs.com](http://www.mangalamdrugs.com) in the “Investor Relations” Section.
6. As a measure of economy, copies of the Annual Report shall not be distributed at the meeting and therefore the Members are requested to bring their copy of Annual Report to the Meeting.
7. Members are requested to intimate to the Company, queries, if any, on the accounts at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. The Company has appointed **M/s. Link Intime India Private Limited , C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078**, as Share Transfer Agents and the members are requested to send/address all their shares related matters/ correspondence directly to them.
9. **Change of Address /Bank details:** Members are requested to inform **M/s. Link Intime India Private Limited**, immediately of any change in their address / bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their Email Id, signature, address, bank details and mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company’s records. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company viz. M/s. Link Intime India Private Limited.
10. As per Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities And Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number (PAN) for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company viz. Link Intime India Private Limited.
11. Members/Proxies should bring the admission/attendance slip duly filled in for attending the meeting.
12. The Company has transferred unclaimed application money due for refund of public issue made in the year 2005 and unclaimed dividend for the financial year 2005-06 declared on 30<sup>th</sup> September 2006 to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim.
13. Electronic (soft) copy of the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with the Attendance Slip & Proxy Form and the Annual Report for 2015-2016 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of these documents are being sent in the permitted mode.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise



## MANGALAM DRUGS & ORGANICS LIMITED

their right to vote at the 43rd AGM by electronic means and all the items of the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2016, may cast their vote by electronic means or in the AGM.

The information with respect to Voting process and other instructions regarding e-voting are detailed further as Instructions for Electronic Voting.

The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut off date i.e. 23<sup>rd</sup> September, 2016.

15. The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e voting.
16. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
17. Mr. Manish Baldeva, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www. mangalamdrugs.com and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.
14. Details of the Directors seeking appointment / re-appointment at the 43<sup>rd</sup> Annual General Meeting required by Listing Regulations with the Stock exchanges is given below:

1.	<b>Name</b>	<b>MR. GOVARDHAN DHOOT (DIN: 01240086)</b>	<b>Mrs. ANURADHA SUKHANI (DIN: 07543091)</b>
2.	Date of Birth	21 <sup>st</sup> October 1953	14 <sup>th</sup> December, 1972
3.	Educational Qualification	Commerce Background	Bachelor of Arts in Psychology
4.	Date of appointment on the Board	16 <sup>th</sup> April 1996	16 <sup>th</sup> May, 2016
5.	Category of Director	Chairman & Managing Director	Independent Director
6.	Experience	He has been the Whole-time Director of the Company effective 1 <sup>st</sup> November 2004. He has over three decades of experience in the Chemical Industry, handling marketing in both domestic and export market. He has traveled to many countries and visited important Industrial & Commercial Capitals all over the world.	She has been a partner in Sourcing Solutions since 2002. It Runs a buying agency for leather goods. Product was sourced from leather manufacturers all over India and exported to niche markets in Northern Europe (Sweden, Finland, Germany, Amsterdam, Denmark).
7.	List of other Directorships held	1. Beanstalk Retail Private Limited	NIL
8.	Name of Committees in which Chairman	NIL	NIL
9.	Name of Committees in which Member	Audit Committee and Stake holders Relationship Committee of & CSR Committee– Mangalam Drugs & Organics Limited	Audit Committee and Nomination and Remuneration Committee Committee of– Mangalam Drugs & Organics Limited
10.	Number of shares held in the Company.	667,122 equity shares.	Nil
11.	Disclosure of Relationship	Shri. Govardhan M Dhoot is brother of Shri. Brijmohan M Dhoot of the Company	Mrs. Anuradha Sukhani is not related to any Director of the Company

BY ORDER OF THE BOARD OF DIRECTORS

**Govardhan M. Dhoot**  
Chairman

**Registered office:**

3rd Floor, Rupam Building,  
239, P. D'Mello Road Mumbai – 400001  
CIN: L24230MH1972PLC116413

Place: Mumbai

Dated: 01<sup>st</sup> August, 2016



## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013.

#### Item No. 4

The Audit Committee and the Board has approved the appointment of M/s. Ankit Kishor Chande, Cost Accountants as Cost Auditors for audit of the cost accounts for the financial year 2016-17 at a remuneration of Rs.110,000/- (Rupees One Lacs Ten Thousand only) plus service tax and out of pocket expenses reimbursement. In accordance with the provisions of Section 148 of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the year 2016-17. The Board recommends the Resolution for approval of the Shareholders as per item no. 4.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

#### Item No. 5

Ms. Anuradha Sukhani was appointed as an Additional Director – Independent by the Board of Directors on 16<sup>th</sup> May, 2016 to hold the office for a period of 5 years from 16<sup>th</sup> May, 2016 till 15<sup>th</sup> May, 2021, subject to the approval of Shareholders. As per the Companies Act 2013, Independent Directors are not liable to retire by rotation. Ms. Sukhani, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, satisfies all the criteria prescribed by the Companies Act 2013 as also by the Listing Regulations for being considered as Independent Director. Company has received a Notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office.

In the opinion of the Board, Ms. Anuradha Sukhani is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Companies Act 2013 Act and the Listing Regulations.

If appointed, Ms. Anuradha Sukhani will act as a Non-Executive Independent director, not liable to retire by rotation.

Keeping in view the experience and expertise, her appointment as Independent Director of the Company is recommended.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, except Mrs. Anuradha Sukhani is concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

#### Item No. 6

Shri Govardhan M Dhoot was re-appointed as Managing Director by way of a special resolution passed by the members at the 42<sup>nd</sup> Annual General Meeting of the Company held on 03<sup>rd</sup> September, 2015 with effect from 01<sup>st</sup> November, 2014 for period of five years upto 31<sup>st</sup> October, 2019.

Shri Govardhan M Dhoot has, during his tenure, contributed immensely for the business activities of the company and has guided the company in its expansion activities. Considering the increased scope of work and the prevalent standards in the industry for payment of professional Directors of such experience, the Board, on the recommendation of the Nomination and Remuneration Committee proposes to increase the remuneration payable to Shri Govardhan M Dhoot as stated in the Resolution. The other terms and conditions of appointment remain unchanged. The Members may note that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 21<sup>st</sup> October, 2015 approved the increase of remuneration of Shri Govardhan M Dhoot, Managing Director of the Company under the provisions of the Companies Act, 2013 to Rs. 20,00,000 p.a w.e.f. 01<sup>st</sup> October, 2015 on the terms and conditions as set out hereunder, subject to the approval of the members.

Schedule V of the Companies Act, 2013 determines the limit of payment of managerial remuneration by companies in case of loss or inadequacy of profit, in any financial year and inter alia requires approval of Members by way of Special resolution. Accordingly, in case of inadequacy of profits, the Company can, after approval of members, pay remuneration to managerial personnel double the limits defined in Schedule V- Part II- Section II without the approval of the Central Government.

1. **Term of Appointment:** From 1st November 2014 to 31st October, 2019

2. **Remuneration:**

a) **Salary:** Rs.20,00,000 p.a .

3. **Perquisites / Allowance:**

In addition to salary, Mr. Govardhan Dhoot will be entitled to the following;

- Housing:** The Company shall defray the maintenance expenditure of the residence of the Whole – time Director.
- Medical Expenses:** Reimbursement of expenses incurred for the Whole - time Director and his family subject to a ceiling of Rs. 10,000/- p.a. or actual whichever is Lower.
- Leave travel Concession:** Company shall provide to and fro airfare to the Whole-time Director and his family for 3,000 KM in India.
- Annual Privilege Leave:** On full salary for a period of thirty days and shall be entitled to accumulate such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites..
- Car:** A chauffer driven car for use of Company's business will be provided.
- Telephone:** A telephone at the residence will also be provided at Company's expenses. The Company will bill personal long distance calls from the house telephone.



(g) **Personal Accident Insurance:** Premium not to exceed Rs. 8,000/- p.a. payable by the Company on behalf of the Whole Time Director.

The Managing Director shall also be entitled to following perquisites, which shall not be included in the computation of the ceiling on remuneration specified herein:

- (i) Contribution to provident fund, super annuation fund or annuity fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable at rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.

4. The other terms and conditions of the agreement are such as are customarily contained in agreements of similar nature.
5. Shri. Govardhan M. Dhoot shall be subject to retirement by rotation under Articles of Association of the company and on re-appointment as a Director immediately on retirement by rotation, shall continue to hold his office as Managing Director and such re-appointment as such director shall not be deemed to constitute a break in his appointment as Managing Director.
6. Notwithstanding anything contained hereinabove where in any financial year, during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the company shall pay the Managing Director minimum remuneration by way of salary, perquisite, dearness allowance and any other allowance subject to ceiling laid down in Schedule V to the Companies Act, 2013.
7. The aforesaid agreement entered into by the Company with the Managing Director can be terminated by the company or by Shri. Govardhan M. Dhoot, by giving to the other three months' notice in writing.

The said agreement entered including the remuneration payable to the Managing Director of the company shall be subject to the approval of the company and all such sanctions as may be necessary and shall be given effect to as per the modifications, if any, made / approved as aforesaid.

The above may also be treated as an abstract of the said agreement to be entered.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, except, Mr. Govardhan M Dhoot and Mr. Brijmohan M Dhoot, being his brother is concerned or interested, financially or otherwise, in the resolution set out at item no.6.



## INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING)

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, applicable secretarial standard and the listing regulation, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 43<sup>rd</sup> Annual general Meeting of the Company. The Company has appointed Mr. Manish Baldeva, Practicing Company Secretary to act as scrutinizer for conduction scrutiny of the votes cast.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2016, 09.00 A.M and ends on 29<sup>th</sup> September, 2016, 05.00 P.M . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the MANGALAM DRUGS & ORGANICS LIMITED.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.



**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





## MANGALAM DRUGS AND ORGANICS LIMITED

(CIN: L24230MH1972PLC116413)

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

Phone: 91-22-22616200 / 6300/8787 • Fax: 91-22-2619090

Email: [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com) • Website: <http://www.mangalamdrugs.com>

### ATTENDANCE SLIP

#### 43<sup>rd</sup> Annual General Meeting

Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

DP ID :	
CLIENT ID:	

REGD FOLIO NO. :	
NO. OF SHARES HELD :	

Full name & address of the member attending \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I/ We hereby record my/ our presence at the 43<sup>rd</sup> Annual General Meeting of the Company to be held at KILACHAND CONFERENCE ROOM, 2nd floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai- 400 020 on Friday, the 30<sup>th</sup> September 2016 at 04.00 p.m.

\_\_\_\_\_  
Member's/ Proxy's Signature

\* Strike out whichever is not applicable

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.



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### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : .....

Registered address:.....

Email-id:..... Folio No. / DP ID-Client ID.....

I/We, being the member (s) of ..... shares of the **MANGALAM DRUGS & ORGANICS LIMITED**, hereby appoint:

1. Name: ..... of ..... having an E-mail ID: ....., failing him / her;
2. Name: ..... of ..... having an E-mail ID: ....., failing him / her;
3. Name: ..... of ..... having an E-mail ID: ....., failing him / her;

Whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the Company to be held at KILACHAND CONFERENCE ROOM, 2nd floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai- 400 020 on Friday, the 30<sup>th</sup> September 2016 at 04.00 p.m. and at any adjournment thereof in respect of the resolutions as indicated below::

Sr. No.	RESOLUTION	Optional*	
		For *	Against *
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Re-appointment of Mr. Govardhan M Dhoot, who retires by rotation.		
3.	Ratification of appointment of M/s Milwani Associates, Chartered Accountants, as Auditors and to fix their remuneration.		
4.	Ratification of remuneration of M/s Ankit Kishor Chande, Cost Accountants as Cost Auditors for the year 2016-2017.		
5.	Appointment of Ms. Anuradha Sukhani, as an Independent Director for a term upto five years w.e.f 16.05.2016		
6.	Special Resolution under section 196,197 and 203 of the Companies Act, 2013, for Increase in the Managerial Remuneration of Mr. Govardhan M Dhoot, Managing Director.		

Signed this ..... day of ..... 2016.  
(Date) (Month)

Affix  
Revenue  
Stamp

Signature of Shareholder(s)

Signatures of:

.....  
First Proxy Holder

.....  
Second Proxy Holder

.....  
Third Proxy Holder

**Notes:- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**

- (2) For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 43rd Annual General Meeting.
- (3) It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.