

Mangalam Drugs and Organics Limited

Regd: Office : Rupam Building, 3rd Floor, 239 P. D'Mello Road, Near G. P. O. Mumbai - 400 001.
☎ 91-22-62616200 / 6300 / 8787 ☎ 91-22-62619090 • CIN : L24230MH1972PLC116413



Date: August 13, 2025

To,
The Secretary,
Listing Department
BSE Limited
P.J Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 532637

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza. 5th Floor, Plot No. C/1,
G Block Bandra - Kurla Complex,
Bandra (E), Mumbai-400051, Maharashtra.
Symbol: MANGALAM

SUBJECT: Declaration of Voting Results of Tribunal Convened Meeting ('TCM') of the Equity Shareholders of Mangalam Drugs & Organics Limited ('Company') held on Tuesday, August 12, 2025, through Video Conferencing / Other Audio-visual Means.

REFERENCE: Regulation 44 of the Securities and Exchange Board of India ('SEBI') Listing Obligations and Disclosure Requirements Regulations, 2015 ('LODR Regulations').

Dear Sir / Madam,

In continuation to our intimation dated July 12, 2025, the brief Credentials of Tribunal Convened Meeting of the Equity Shareholders of Company is as follows:

Particulars	Details
Cut-off Date	August 05, 2025
Total number of shareholders on Cut-off Date	20081
TCM Commencement Time	12:39 P.M. (IST)
TCM Conclusion Time	01:05 P.M. (IST)
Date of TCM	August 12, 2025
Day of TCM	Tuesday
Deemed Venue of AGM	Rupam Building, 3 rd Floor, 239, P.D' Mello Road, Near G.P.O. Mumbai – 400001, Maharashtra, India
Mode	Through two-way Video Conferencing (VC) / Other Audio-Visual Means
Manner of Approval of Resolutions	Through Remote E-Voting and E-Voting during TCM facility
Members Attended Meeting	Equity Shareholders Promoter and Promoter Group - 13 Public - 29 Total - 42

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It is hereby submitted that the Company extended e-voting facility (Remote e-voting & E-voting at TCM) to its members to vote on the resolution which was proposed at TCM of members of the Company held through two-way Video Conferencing. Shri. Venugopal Prasad Rao, Practicing Company Secretaries, was appointed by the Hon'ble NCLT, Mumbai Bench, Mumbai as Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting during the TCM. The Scrutinizer submitted his reports, after scrutiny of the remote e-voting and e-voting during the TCM. Based on the said reports, it is hereby declared that the resolution, as stated in the Notice of the TCM dated July 01, 2025, has been duly passed by the members of the Company with requisite majority. Voting Results and Scrutinizer's Report as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed hereto and marked as **Annexure – A** and **Annexure – B** respectively.

For and on Behalf of
MANGALAM DRUGS & ORGANICS LIMITED

Ms. Anuradha Pandey

Company Secretary & Compliance Officer

Membership No : A72902

Place : Mumbai

Enclosure : Voting Results as **Annexure A** and Scrutinizer Report as **Annexure B**.

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Annexure – A – Voting Results

The results of votes cast by all the Equity Shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company):

Resolutions	Number of Votes in Favour			Number of Votes in Against			Invalid Votes	Passed as Special / Ordinary Resolution
	Number of Member	Number of Votes	Percentage of Votes (of Total votes cast)	Number of Member	Number of Votes	Percentage of Votes (of Total votes cast)		
TO CONSIDER, AND IF THOUGHT FIT, TO PASS WITH REQUISITE MAJORITY THE RESOLUTION OF APPROVAL OF PROPOSED MERGER EMBODIES IN SCHEME OF MERGER BY ABSORPTION OF MANGALAM LABORATORIES PRIVATE LIMITED ("MLPL" OR "FIRST TRANSFEROR COMPANY") AND SHRI JB PHARMA PRIVATE LIMITED (FORMERLY KNOWN AS SHRI JB PHARMA LLP) ("SJPL" OR "SECOND TRANSFEROR COMPANY") WITH MANGALAM DRUGS AND ORGANICS LIMITED ("MDOL" OR "TRANSFEE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS.	89	6139430	100 %	3	25	0.00 % (Rounded off to nearest integer)	0	Special

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The results of votes cast by the public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company), as required under Part-I(A)(10)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Scheme Circular),

Resolutions	Number of Votes in Favour			Number of Votes in Against			Invalid Votes	Passed as Special / Ordinary Resolution
	Number of Member	Number of Votes	Percentage of Votes (of Total votes cast)	Number of Member	Number of Votes	Percentage of Votes (of Total votes cast)		
TO CONSIDER, AND IF THOUGHT FIT, TO PASS WITH REQUISITE MAJORITY THE RESOLUTION OF APPROVAL OF PROPOSED MERGER EMBODIES IN SCHEME OF MERGER BY ABSORPTION OF MANGALAM LABORATORIES PRIVATE LIMITED ("MLPL" OR "FIRST TRANSFEROR COMPANY") AND SHRI JB PHARMA PRIVATE LIMITED (FORMERLY KNOWN AS SHRI JB PHARMA LLP) ("SJPL" OR "SECOND TRANSFEROR COMPANY") WITH MANGALAM DRUGS AND ORGANICS LIMITED ("MDOL" OR "TRANSFEE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS.	73	50399	99.95 %	3	25	0.05 %	0	Special

SCRUTINIZERS' REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Order Passed by Hon'ble National Company Law Tribunal, Mumbai Bench)

To

The Chairperson appointed for the meeting of the Equity Shareholders

Mangalam Drugs and Organics Limited

CIN: L24230MH1972PLC116413

Rupam Building, 3rd Floor, 239, P.D' Mello Road,
Near G.P.O. Mumbai - 400001, Maharashtra, India.

Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Mangalam Drugs and Organics Limited ('the Company') through remote e-voting process (prior to and during the meeting) at the Tribunal Convened Meeting ('TCM or the Meeting') convened in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'Hon'ble NCLT') vide Order dated June 30, 2025, in Company Scheme Application C.A. (CAA) /67/ MB/C-III/2025 held on Tuesday, August 12, 2025, at 12:39 p.m. IST, through two-way Video Conferencing / Other Audio-Visual means ('Meeting').

Respected Chairperson,

I, Venugopal Prasad Rao (ICSI Membership no. F10127 & C.P. no 12120), partner of K. V. Rao & Co. LLP Company Secretaries, have been appointed by the Hon'ble NCLT, vide its Order dated June 30, 2025, in Company Scheme Application C.A.(CAA)/67/MB/C-III/2025 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 ('Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Sections 108 of the Act read with Companies (Management and Administration) Rules, 2014 read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2') each as amended and restated from time to time, on the resolution seeking approval of the Equity Shareholders of the Mangalam Drugs And Organics Limited for the Scheme of Amalgamation (Merger by absorption) of Mangalam Laboratories Private Limited & Shri JB Pharma Private Limited with and into Mangalam Drugs And Organics Limited and their respective shareholders ('Scheme'), in terms of the Notice dated July 01, 2025, convening the said Meeting.

I do hereby submit my report as under:

1. The Company had provided its Equity Shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting



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(LLPIN: AAU-6501)



system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.

2. The voting period for the remote e-voting prior to the Meeting commenced on Friday, August 08, 2025, at 09:00 a.m. (IST) and ended on Monday, August 11, 2025, at 5:00 p.m. (IST).
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the Meeting through Video Conferencing / Other Audio-Visual means and who had not cast their votes through remote e-voting prior to the Meeting.
4. The cut-off date Tuesday, August 05, 2025, for the purpose of determining the Equity Shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated July 01, 2025 convening the Meeting of the Equity Shareholders of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity Shareholders in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to Equity Shareholders on e-mail addresses registered with the Company / Registrar and Transfer Agent / Depository Participant(s) / Depositories as on December 31, 2024.
6. After the closure of the voting at the Meeting of the Equity Shareholders, the report on the voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ('RTA') and the authorisations lodged with the Company / Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting at the Meeting on the resolution contained in the Notice of Meeting of the Equity Shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by NSDL.



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(LLPIN: AAU-6501)

10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Equity Shareholders of the Company are given below:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities Exchange Board of India Act, 1992 and the Regulations thereunder including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Master Circular No. SEBI/ HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, other applicable SEBI circulars and other applicable provisions, in each case as maybe amended or restated from time to time, the Observation Letters issued by BSE Limited and National Stock Exchange of India Limited on January 01, 2025 and January 02, 2025, respectively, relevant provisions of the Memorandum of Association and Articles of Association of Mangalam Drugs and Organics Limited (the "Company" or "MDOL"), and subject to the sanction of the National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "Hon'ble Tribunal" or "NCLT") and such other approvals, permissions and sanctions of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal, or by any statutory or regulatory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed Merger embodied in the Scheme of Merger by Absorption of Mangalam Laboratories Private Limited ("MLPL" or "First Transferor Company") and Shri JB Pharma Private Limited (Formerly known as Shri JB Pharma LLP) ("SJPL" or "Second Transferor Company") with Mangalam Drugs and Organics Limited ("MDOL" or "Transferee Company") and their respective shareholders ("Scheme"), as annexed to this Notice of the NCLT convened Meeting of equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this Resolution and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to accept such directions, modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of MDOL as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek



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any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of MDOL."

- A. The results of votes cast by all the Equity Shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company) through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

i. Voted in favour of the resolution:

Mode of voting	No. of shareholders	No. of shares	% of total no. of shares of valid vote cast
Remote E-Voting	87	6034879	98.30
E-Voting at the time of Meeting	2	104551	1.70
Total	89	6139430	100 (Rounded off)

ii. Voted against the resolution:

Mode of voting	No. of shareholders	No. of shares	% of total no. of shares of valid vote cast
Remote E-Voting	3	25	0.00 (Rounded off to nearest integer)
E-Voting at the time of Meeting	0	0	0
Total	3	25	0.00 (Rounded off to nearest integer)

iii. Invalid votes:

Mode of voting	No. of shareholders	No. of shares
Remote E-Voting	0	0
E-Voting at the time of Meeting	0	0
Total	0	0

- B. The results of votes cast by the public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company), as required under Part-I(A)(10)(b) of the Securities and Exchange Board



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(LLPIN: AAU-6501)



of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Scheme Circular), through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

i. Voted in favour of the resolution:

Mode of voting	No. of Public shareholders	No. of shares of public shareholders	% of total no. of shares of valid vote cast
Remote E-Voting	72	50398	99.95
E-Voting at the time of Meeting	1	1	0.00 (Rounded off to nearest integer)
Total	73	50399	99.95

ii. Voted against the resolution:

Mode of voting	No. of Public shareholders	No. of shares of public shareholders	% of total no. of shares of valid vote cast
Remote E-Voting	3	25	0.05 (Rounded off to nearest integer)
E-Voting at the time of Meeting	0	0	0
Total	3	25	0.05

iii. Invalid votes:

Mode of voting	No. of Public shareholders whose votes were invalid	No. of shares of invalid votes cast by public shareholders
Remote E-Voting	0	0
E-Voting at the time of Meeting	0	0
Total	0	0

11. Based on the aforesaid results, I report that the resolution approving the Scheme, as stated in the Notice of the Meeting, has been duly passed with the requisite majority of Equity Shareholders. Furthermore, in accordance with the SEBI Scheme Circular, the votes cast by the Public Equity Shareholders in favour of the proposed resolution exceed the number of votes cast by the Public Equity Shareholders against the proposed resolution. Accordingly, the Scheme stands approved by the requisite majority of Equity Shareholders.

12. All relevant records relating to remote e-voting prior to as well as during the Meeting are handed over to the Company Secretary of the Company for safe keeping.



K. V. Rao & Co. LLP
(LLPIN: AAU-6501)



Thanking you,

Yours faithfully,

For and on behalf of
K. V. Rao & Co. LLP
Company Secretaries
(Firm Unique Code - L2020MH008000)



Venugopal Rao

Partner

M. No. - F10127

C. P. No. - 12120

PR Certificate no. - 3880/2023

UDIN: F010127G000987576



Place: Mumbai

Dated: 12.08.2025

**SANJAY
PANDURANG
PARAB**

Digitally signed by SANJAY PANDURANG PARAB
DN: c=IN, postalCode=400075, st=MAHARASHTRA, street=C704
HG TRIVANI CHS LTD RAJARAM BANE ROAD MUMBAI
SUBURBAN AXMINAGAR HADA COMPLEX 400075, l=MUMBAI
SUBURBAN, o=P personal, s=6-33-40,
serialNumber=03f0cad3f00aa840a748a3363e51aeb8c81c3bd19c
268249ae7d7acb910907e6,
pseudonym=8481ca6f6c19a5c3ae9648b967cddff,
2.5.4.20-4b737491c442b40b49c9700e017cc62e76476909892b4a0
d927a3166a248f899, email=SANJAY.PARAB@GMAIL.COM,
cn=SANJAY PANDURANG PARAB
Date: 2025.08.12 18:48:55 +05'30'



K. V. Rao & Co. LLP
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