

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



01st September, 2018

To
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

Scrip Code:532637

Symbol: MANGALAM

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

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the Notice of 45th Annual General Meeting setting out the business to be transacted at the Meeting of the Members of the Company scheduled to be held on Tuesday, September 25, 2018 at 3.30 p.m. at KILACHAND CONFERENCE ROOM, 2nd 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 18th September, 2018 to enable them to exercise their right to vote by electronic means on the resolutions proposed at the 45th Annual General Meeting. For availing the e-voting facility the shareholders should log on to the e-voting website www.evotingindia.com, details of the same forms part of the notice.

E-Voting Dates: The voting through electronic means shall commence on Saturday, 22nd September, 2018 at 09.00 A.M. (IST) and shall end on Monday, 24th September, 2018 at 05:00 P.M.(IST), voting through electronic means shall not be allowed beyond 05.00 P.M. on 24th September, 2018. 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 19th September, 2018 to 25th September, 2018 (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 • Website : <http://www.mangalamdrugs.com>



NOTICE

NOTICE is hereby given that the Forty-Fifth Annual General Meeting of the Members of **Mangalam Drugs & Organics Limited** will be held on Tuesday, the 25th September, 2018 at 03.30 P.M at the Kilachand Conference Room, 2nd Floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai- 400020, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements as at 31st March, 2018 including the Balance Sheet, the Statement of Profit and Loss 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 Shri. Govardhan Murlidhar Dhoot (DIN: 01240086) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31st March, 2018.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to M/s Ankit Kishor Chande, Cost Auditors for the financial year 2018-19.

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 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act") the Company hereby ratifies remuneration of Rs. 110,000/- (Rupees One Lac Ten Thousand only) plus GST, as applicable and reimbursement of out-of-pocket expenses payable to M/s. Ankit Kishor Chande, Cost Accountant who were appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2018-19, 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."

FURTHER RESOLVED THAT the Board of Director of the Company be and is hereby authorized to do such acts, deeds and things as may be considered necessary to give effect to the above resolution."

5. Appointment of Shri Ajay R Dhoot (00210424) as Director, liable to retire by rotation:

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

"RESOLVED THAT Shri Ajay R Dhoot (00210424) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 20th November 2017 in terms of Section 149, 152 and 161 of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. Appointment of Shri Aaditya R Dhoot (00057224) as Director, liable to retire by rotation:

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

"RESOLVED THAT Shri Aaditya R Dhoot (00057224) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 20th November, 2017 in terms of Section 149, 152 and 161 of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation."

7. Appointment of Shri Ajay Sawhney (DIN: 05132739) as Independent Director:

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, 150, 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) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Ajay Sawhney (DIN: 05132739), who was appointed as an Additional-Independent Director by the Board of Directors with effect from 20th November, 2017, in terms of the provisions of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 5 years effective from 20th November, 2017 till 19th November, 2022."

8. Appointment of Shri Rukmesh Dhandhanian (DIN: 02493968) as Independent Director:

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, 150, 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) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Rukmesh Dhandhanian (DIN: 02493968), who was appointed as an Additional-Independent Director by the Board of Directors with effect from 20th November, 2017, in terms of the provisions of Section 161 of the Act and who has submitted a declaration that he



meets the criteria for independence as provided in Section 149(6) of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 5 years effective from 20th November, 2017 till 19th November, 2022."

9. Appointment of Mrs. Nidhi Mundada (DIN: 08134952) as Independent Director:

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, 150, 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) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Nidhi Mundada (DIN: 08134952), who was appointed as an Additional-Independent Director by the Board of Directors with effect from 28th May, 2018, in terms of the provisions of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 5 years effective from 28th May, 2018 till 27th May, 2023."

10. Re-appointment of Shri Subhash Khattar (DIN 01122941) as an Independent Director for second term of five years whose existing term expires on 31st March, 2019 and who has attained the age of Seventy-five years.

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 149, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or re-enactments thereof, for time being in force), Shri Subhash C Khattar (DIN 01122941) who holds office of Independent Director up to 31st March, 2019 and who meets the criteria of independence as provided in the Act and Listing Regulations and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from 1st April, 2019 to 31st March, 2024."

RESOLVED FURTHER THAT pursuant to the provision of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as amended from time to time, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Shri Subhash C Khattar (DIN 01122941) who has attained the age of Seventy-five years and whose current term expires on 31st March, 2019 and being eligible, is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from 01st April, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

11. Change in designation of Shri Brijmohan M Dhoot from Non-Executive Director to Executive Director of the Company:

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

"RESOLVED THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company respectively, the consent of the Members of the Company be and is hereby accorded to change in the designation of Shri Brijmohan M Dhoot [DIN: 01046420] from Non-Executive Director to Executive Director of the Company with effect from 14th August, 2018 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand) per month notwithstanding it being in excess of the limits as prescribed in Section 197 of the Act.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Shri Brijmohan M Dhoot [DIN: 01046420], currently holding office as non-executive Director of the Company, liable to retire by rotation, will remain unaltered.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Mumbai and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

By order of the Board of Directors
For **Mangalam Drugs & Organics Ltd**

Nikita Bavishi
Company Secretary

Registered Office:

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

Place: Mumbai

Dated: 14th August, 2018

**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) and (2) of the Companies Act, 2013 in respect of item nos.4, 5, 6, 7, 8, 9, 10, 11 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 requirement for ratification of Appointment of Auditors by Members at each Annual General Meeting has been omitted as per Section 40 of the Companies (Amendment) Act, 2017 (notified on May 7, 2018). Accordingly resolution for ratification of appointment of Batliboi & Purohit, Statutory Auditors, who were appointed at the Annual General Meeting held on 26th September, 2017 is not included in this notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September 2018 to 25th September 2018 (both days inclusive) for the purpose of Annual General Meeting.
6. The Annual Report of the Company for the year 2017-18 is also uploaded on the Company's website www.mangalamdrugs.com in the "Investor Relations" Section.
7. 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.
8. 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.
9. The Company has appointed **M/s. Link Intime India Private Limited**, C-101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400078 as Share Transfer Agents and the members are requested to send/address all their shares related matters/ correspondence directly to them.
10. **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.
11. 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.
12. Members/Proxies should bring the admission/attendance slip duly filled in for attending the meeting.
13. 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 30th 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.
14. Electronic (soft) copy of the Notice of the 45th 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 2017-2018 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.
15. 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 their right to vote at the 45th 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. 18th September, 2018, 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 in Note No. 24.

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 cutoff date i.e. 18th September, 2018.



16. 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.
17. 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.
18. Mr. Manish Baldeva, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
19. 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](http://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.
20. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
22. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
23. As required in terms of Secretarial Standard - 2 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific areas) pertaining to directors recommended for seeking appointment / re-appointment at the 45th Annual General Meeting have been provided below:



MANGALAM DRUGS & ORGANICS LIMITED

Name	Shri. Govardhan. M Dhoot (DIN: 01240086)	Shri Ajay R Dhoot (DIN: 00210424)	Shri Aaditya R Dhoot (DIN: 00057224)	Shri Ajay Sawhney (DIN: 05132739)	Shri Rukmesh Dhandhanania (DIN: 02493968)	Mrs. Nidhi Mundada (DIN: 07543091)	Shri Subhash C Khattar (DIN: 01122941)	Shri. Brijmohan. M Dhoot (DIN: 01046420)
2. Date of Birth	21 st October 1953	9 th March, 1964	3 rd May, 1968	16 th June, 1966	28 th December, 1979	20 th September, 1988	3 rd July 1939	10 th July, 1951
3. Educational Qualification	Commerce Background	B.com	B.com	B.E	Masters in Marketing Management	B.E. (LT.), & MBA in Marketing	Chartered Accountant	Commerce Background
4. Date of appointment on the Board	16 th April, 1996	20 th November, 2017	20 th November, 2017	20 th November, 2017	20 th November, 2017	28 th May, 2018	1 st April, 2014	02 nd May, 2015
5. Category of Director	Chairman & Managing Director	Non-Executive Director.	Non-Executive Director.	Independent Director	Independent Director	Independent Director	Independent Director	Non Executive Non Independent Director
6. Experience	He has been the Whole-time Director of the Company effective 1 st 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.	Shri Ajay R Dhoot, designated as Vice-Chairman of IMP Powers Limited, has an experience of more than 36 years in the field of Marketing, Finance and Administration. He is a prudent Business man. He has also played a leading role in administering IMP Powers Limited's entry into domestic and international markets. He is also the promoter of Mangalam Drugs & Organics Ltd, a reputed bulk drug company manufacturing anti malarial drugs.	Shri Aaditya R Dhoot is Managing Director of IMP Powers Limited, has about 3 decades of experience, in the transformer industry. He oversees Finance, Accounts, Project expansion plans and Material Managements of IMP Powers Limited. Shri Aaditya R Dhoot, is also the Promoter and Managing Director of the subsidiary, IMP Energy Ltd., engaged in the business of setting-up small and mini Hydro Power Projects and the promoter of Mangalam Drugs & Organics Ltd., a reputed bulk drug company manufacturing anti malarial drugs.	Ajay Sawhney is the Director in IMP Energy Limited and has 25 years of immense experience in Hydro Projects.	Rukmesh Dhandhanania has a 10 years experience in Agency Business.	5+ years of experience in diverse sectors - Financial Services, FMCG and I.T. contributed in setting up strategies and executing them end-to-end at companies like Infosys, HUL, Citi and Dinslaw's.	He is a Chartered Accountant having about 45 years of experience. He specializes in taxation and auditing. He is on the statutory panel of Bank Audits and other public sector under takings (PSUs) and private company.	He has more than 40 years experience in the Chemical and Pharma Industry. He has vast knowledge and varied experience which is of great value to the company.



7.	List of other Directorships held	Beanstalk Retail Private Limited	1.IMP Powers Limited, 2.Imp Energy Limited, 3.Advance Transformers & Equipments Private Limited, 4.Shree Kishoriju Trading & Investment Private Limited 5.Shree Rasbihari Trading & Investment Private Limited. 6.Indian Electrical & Electronics Manufacturers association. 7.Universal Transformers Private Limited. 8.Raga Organics Private Limited. 9.Shri JB Pharma LLP	1. Imp Energy Limited	NIL	NIL	NIL	NIL	1. Raga Organics Private Limited 2.Elarci (Estates & Constructional) Development Services Private Limited 3. Beanstalk Retail Private Limited
8.	Name of Committees in which Chairman	NIL	CSR Committee - IMP Powers Limited.	NIL	NIL	NIL	NIL	Audit Committee, stakeholder relationship committee, CSR Committee, Nomination & Remuneration committee - MDOL	NIL
9.	Name of Committees in which Member	Audit Committee, Stakeholders Relationship Committee & CSR Committee - MDOL	Stakeholders Relationship Committee - IMP Powers Limited.	NIL	Audit Committee & Nomination & Remuneration Committee - MDOL	NIL	NIL	NIL	Nomination & Remuneration Committee and CSR Committee - MDOL
10.	Number of shares held in the Company.	6,67,122 equity shares.	1,38,687 equity shares.	NIL	NIL	NIL	NIL	NIL	5,64,469 equity shares.
11.	Disclosure of Relationship	Shri. Govardhan M Dhoot is brother of Shri. Brijmohan M Dhoot of the Company	Shri Ajay R Dhoot is Brother of Shri Aaditya R Dhoot of the Company	NA	NA	NA	NA	NA.	Shri. Brijmohan M Dhoot is brother of Shri. Govardhan M Dhoot of the Company
12	No. of Board Meeting attended During the year	8	2	2	2	2	NA	8	6



24. 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 45th 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 22nd September, 2018, 9.00 A.M and ends on 24th September, 2018, 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 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

Now Enter your User ID

- a. For account holders in CDSL: 16 digits beneficiary ID,
 - b. For account holders in 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.
- (ii) Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. 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).

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) 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.
- (v) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the MANGALAM DRUGS & ORGANICS LIMITED.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.



(xiii) 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.

(xiv) 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 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.

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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or call on Tollfree No. 1800-200-5533.

By order of the Board of Directors
For **Mangalam Drugs & Organics Ltd**

Nikita Bavishi
Company Secretary

Registered Office:

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

Place: Mumbai

Dated: 14th August, 2018.



ANNEXURE TO NOTICE

Explanatory Statement pursuant to section 102 (1) and 102(2) of the Companies Act, 2013.

Item No. 4

Section 148(3) of the Companies Act, 2013 read with Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act"), requires the Board to appoint an individual, who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The Board of Directors at their meeting held on 28th May, 2018, on recommendation of the Audit Committee, approved the appointment of M/s. Ankit Kishor Chande, Cost Accountant, as the Cost Auditor of the Company for the financial year 2018-19 at fees of 1,10,000/- plus out of pocket expenses and GST as applicable for conducting the audit of the cost accounting records of the Company.

The resolution contained in Item no. 4 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2018-19.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 4 of the Notice.

The Board commends this resolution for your approval.

Item No. 5 & 6

The Board, based on the recommendation of Nomination & Remuneration Committee, appointed Shri Ajay R Dhoot (DIN: 00210424) and Shri Aaditya R Dhoot (DIN 00057224) as Additional Director- Non Executive of the Company effective from 20th November, 2017 as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") to hold office upto the date of this Annual General Meeting.

The Company has received notices in writing from members under Section 160 of the Act proposing each of their candidature for the office of Non Executive Directors.

The Company has received from Shri Ajay R Dhoot and Shri Aaditya R Dhoot (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The additional details of Shri Ajay R Dhoot and Shri Aaditya R Dhoot as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Notes forming part of this Notice.

None of the Directors or Key Managerial Personnel except Shri Ajay R Dhoot and Shri Aaditya R Dhoot (Brothers) and their relatives, are in any way concerned financially or otherwise, in the Ordinary Resolution set out at Item No. 5 & 6 of the Notice.

The Board recommends the resolution for your approval.

Item No. 7 & 8

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, your Board has at their meeting held on 20th November, 2017 recommended the appointment of Shri Ajay Sawhney (DIN 05132739) and Shri Rukmesh Dhandhanian (02493968) as an Independent Director (IDs) on the Board of the Company, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") to hold office upto the date of this Annual General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of IDs shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of IDs will not be liable to determination by retirement of directors by rotation at the AGM.

The Company has received notices in writing from members under Section 160 of the Act proposing each of their candidature for the office of Independent Directors.

Shri Ajay Sawhney and Shri Rukmesh Dhandhanian meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director. In the opinion of the Board, they fulfill the conditions for appointment as ID as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. They possesses appropriate skills, experience and knowledge.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the Notes to the Notice.

Your Board considers that the Company will benefit from their valuable experience, knowledge and counsel.

The resolution contained in Item no. 7 & 8 of the accompanying Notice, accordingly, seeks members' approval for appointment of Shri Ajay Sawhney and Shri Rukmesh Dhandhanian as an ID on the Board of the Company for a period of 5 year effective From 20th November, 2017 to 19th November, 2022 on the terms and conditions as specified in the draft letter of appointment.



None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No.7 & 8 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board commends this resolution for your approval.

Item No. 9

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, your Board has at their meeting held on 28th May, 2018 recommended the appointment of Mrs. Nidhi Mundada (DIN 08134952) as an Independent Director (ID) on the Board of the Company, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") to hold office upto the date of this Annual General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of ID shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of IDs will not be liable to determination by retirement of directors by rotation at the AGM.

The Company has received notice in writing from member under Section 160 of the Act proposing the candidature for the office of Independent Director.

Mrs. Nidhi Mundada meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. In the opinion of the Board, she fulfills the conditions for appointment as ID as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. She possesses appropriate skills, experience and knowledge.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the Notes to the Notice.

Your Board considers that the Company will benefit from her valuable experience, knowledge and counsel.

The resolution contained in Item no. 9 of the accompanying Notice, accordingly, seeks members' approval for appointment of Mrs. Nidhi Mundada as an ID on the Board of the Company for of a period 5 year effective from 28th May, 2018 to 27th May, 2023 on the terms and conditions as specified in the draft letter of appointment.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No.9 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board commends this resolution for your approval.

Item No. 10

At the 41st AGM of the Company held on 29th September, 2014, Shri Subhash Chandra Khattar was appointed as Independent Director (ID) on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of 5 (five) consecutive years effective from 1st April, 2014 upto 31st March, 2019.

Pursuant to the provisions of Sections 149(10) and 149(11) of the Act, an ID shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a Special Resolution by the members. Further, no ID shall hold office for more than two consecutive terms.

Further As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given background and experience and contributions made by him during the tenure, his continued association would be beneficial to the Company and it is desirable to continue to avail his services as ID. Your Board considers that the Company will benefit from his valuable experience, knowledge and counsel.

Accordingly, it is proposed to re-appoint Shri Subhash Chandra Khattar, who have attained the age of 75 years, as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from 1st April, 2019 upto 31st March, 2024.

The Company has received a notice in writing from member under Section 160 of the Act proposing his candidature for the office of ID.

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company with effect from 1st April, 2019 is as under:

Shri Subhash C Khattar is a Chartered Accountant having about 45 years of experience. He specializes in taxation and auditing. He was on the statutory panel of Bank Audits and other public sector under takings (PSUs) and private company, His Financial and taxation knowledge is the vital



asset for the company which has bailed the company out of the crisis on many occasions. He is an eminent personality and his professional profile and proven experience in business domain adds diversity and enriched points of view in the Board's discussions. He has all round experience in various functions of managing business enterprises like ours. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Subhash C khattar as an Independent Director.

Accordingly, the Board recommends passing of the Resolution at Item No. 10 of the Notice as a Special Resolution.

Except Shri Subhash C Khattar, being an appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item no. 10 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board commends these resolutions for your approval.

Item No. 11

Members are apprised that Shri Brijmohan M Dhoot was appointed as Non-executive Director of the Company in the Board meeting held on 21st October, 2015 liable to retire by rotation. He has shown his willingness to act as Executive Director of the Company.

The Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on 14th August, 2018 considering the vast experience of Shri. Brijmohan M Dhoot in the field of Pharma, administration and general management of the company has decided to avail his services on regular basis. Hence, the Committee & the Board of Directors have proposed to change his designation from Non-executive to Executive Director of the Company at a fix monthly remuneration of Rs.50,000/-(Rupees Fifty Thousand), other terms and conditions being unaltered as mentioned in Resolution No. 11. The change will take effect from 14th August, 2018 and requires the approval of shareholders in General Meeting by way of Special Resolution as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

Hence, in this resolution Shri. Brijmohan M Dhoot himself and Shri. Govardhan M Dhoot, being relatives may be considered to be interested in the aforesaid resolution. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.11 of the accompanying Notice.

The Board commends this resolution for your approval.

By order of the Board of Directors
For **Mangalam Drugs & Organics Ltd**

Nikita Bavishi
Company Secretary

Registered Office:

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

Place: Mumbai

Dated: 14th August, 2018



MANGALAM DRUGS AND ORGANICS LIMITED

(CIN: L24230MH1972PLC116413)

Registered Office: Rupam Building, 3rd Floor, 239, P. D' Mello Road, Near GPO, Mumbai – 400001, Maharashtra, India

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

Email: investor@mangalamdrugs.com • Website: <http://www.mangalamdrugs.com>

ATTENDANCE SLIP

45th 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 45th Annual General Meeting of the Company to be held at KILACHAND CONFERENCE ROOM, 2nd Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai- 400001 on Tuesday, the 25th September, 2018 at 03.30 pm.

* Strike out whichever is not applicable

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

Member's/ Proxy's Signature



MANGALAM DRUGS AND ORGANICS LIMITED

(CIN: L24230MH1972PLC116413)

Registered Office: Rupam Building, 3rd Floor, 239, P. D' Mello Road, Near GPO, Mumbai – 400001

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

Email: investor@mangalamdrugs.com • Website: http://www.mangalamdrugs.com

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: _____

E-mail 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 E-mail ID _____, failing him/ her;
2. Name: _____ of _____ having E-mail ID _____, failing him / her;
3. Name: _____ of _____ having 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 45th Annual General Meeting of the Company, to be held on Tuesday the 25th September, 2018 at 03.30 p.m at KILACHAND CONFERENCE ROOM, 2nd Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai- 400001 and at any adjournment thereof in respect of the resolutions as indicated below:

Sr. No.	RESOLUTION	Optional	
		For	Against
1	To receive, consider and adopt the Standalone Financial Statements as at 31st March, 2018 including the Balance Sheet, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon.		
2	Re-appointment of Shri Govardhan M Dhoot, who retires by rotation..		
3	To confirm the payment of interim dividend already paid on equity shares for the financial year ended 31st March, 2018		
4	Ratification of remuneration of M/s Ankit Kishor Chande, Cost Accountants as Cost Auditors for the year 2018-2019. 28.05.2018		
5	Appointment of Shri Ajay R Dhoot (DIN: 00210424) as Director, liable to retire by rotation.		
6	Appointment of Shri Aaditya R Dhoot (DIN: 00057224) as Director, liable to retire by rotation.		
7	Appointment of Shri Ajay Sawhney (DIN: 05132739) as Independent Director, for a term of 5 years effective from 20 th November, 2017.		
8	Appointment of Shri Rukmesh Dhandhanan (DIN: 02493968) as Independent Director, for a term of 5 years effective from 20 th November, 2017.		
9	Appointment of Mrs Nidhi Mundada (DIN: 08134952) as Independent Director, for a term of 5 years effective from 28 th May, 2018.		
10	Re-appointment of Shri Subhash Khattar (DIN: 01122941) as Independent Director for second term of five years effective from 01 st April, 2019, who has attained the age of seventy five years.		
11	Change in the designation of Shri Brijmohan M Dhoot (DIN : 01046420) from Non-Executive Director to Executive Director of the Company.		

Signed this ____ day of _____ 2018

Affix
Revenue
Stamp

Signature of Shareholder

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 45th 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' '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.