



## NOTICE

**NOTICE** is hereby given that the Forty Seventh (47<sup>th</sup>) Annual General Meeting of the Members of **Mangalam Drugs & Organics Limited** will be held on **Friday, September 25, 2020 at 3:30 P.M. (IST)** through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

### **ORDINARY BUSINESS:**

**1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2020:**

To consider and adopt the Standalone Audited Financial Statements for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

**2. Appointment of Director in place of Shri Ajay R. Dhoot, liable to retire by rotation, who being eligible has offered himself for re-appointment:**

To appoint a Director in place of Shri Ajay R. Dhoot (DIN: 00210424) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

**3. Ratification of Remuneration payable to Rampurawala Mohammed A & Co - Cost Accountants, the Cost Auditors of the Company for the Financial Year 2020-21:**

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 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Companies (Cost Records and Audit) Rules, 2014 / Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], based on the recommendations of the Audit Committee, remuneration of Rampurawala Mohammed A & Co - Cost Accountants (Membership No: 32100) appointed by the Board of Directors as Cost Auditors of the Company for the Financial Year 2020-21 for conducting audit of the cost records of the “bulk drugs” business of the Company of Rs. 1,10,000 (Rupees One Lakh Ten Thousand Only) plus out of pocket expenses and Goods and Service Tax (GST), as applicable be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Geeta Karira**  
Company Secretary

### **Registered Office:**

3<sup>rd</sup> Floor, Rupam Building,  
239, P. D'Mello Road, Near G.P.O., Mumbai – 400001

**CIN: L24230MH1972PLC116413**

Place: Mumbai

Date: August 10, 2020

### **NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as MCA Circulars) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the 47<sup>th</sup> AGM is being held through VC / OAVM. The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith and also available at the Company’s website [www.mangalamdrugs.com](http://www.mangalamdrugs.com).
2. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. Pursuant to the MCA Circulars, 47<sup>th</sup> AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.

3. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., with attested specimen signature of the duly authorized representative, authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said resolution/authorization shall be sent to the Company Secretary by email through its registered email address to [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), at least 48 hours before the commencement of AGM.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Explanatory Statement pursuant to Section 102 of the Act in respect of business under item no. 3 of the Notice to be transacted at ensuing AGM is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this AGM are also annexed to this Report.
7. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are Link Intime India Private Limited.
8. To support "Green Initiative" members who have not yet registered their email addresses are requested to registered the same with their Depository Participants (DPs) in case the shares are held by them in electronic form. Members holding shares in physical mode and who have not updated their email addresses with the Company /Link Intime India Private Limited - Registrar and Transfer Agent (RTA) of the Company are requested to update their email addresses by writing to the Company at [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com) or to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, Members may write to Company or RTA.
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA in this regard.
10. The Securities and Exchange Board of India (SEBI) vide its notification dated April 20, 2018, has mandated the submission of Permanent Account Number (PAN) and /or Bank Account details for updation of the same against their folio number. Members holding shares in electronic form are, therefore, requested to submit the PAN / Bank account details to their Depository Participant(s) with whom they are maintaining their demat accounts.
11. Members are requested to inform changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number and type, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
12. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
13. Members are requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
14. Members seeking any information pertaining to the Accounts or any matter to be placed at the AGM, are requested to write to the Company till Friday, September 18, 2020 mentioning their name, demat account number/folio number, email id, mobile number through email on [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com). The same will be replied by the Company suitably.
15. The Company has appointed Mr. Ankit Sethi – Practising Company Secretary (ICSI ACS No.: 25415, CP No.: 11089), as the Scrutinizer for conducting the remote e-voting as well as the e-voting on the date of the AGM in a fair and transparent manner.
16. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website [www.mangalamdrugs.com](http://www.mangalamdrugs.com).
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.



19. In line with the MCA Circulars and to support the green initiative only electronic copy of the Annual Report for the year ended March 31, 2020 and Notice of the 47<sup>th</sup> AGM are being sent to the members whose mail IDs are available with the Company/ DP(s). Physical copy of the report is not sent to anyone. Please note that Annual Report and Notice of the 47<sup>th</sup> AGM are also posted on the Company’s website [www.mangalamdrugs.com](http://www.mangalamdrugs.com) for download. The Notice of 47<sup>th</sup> AGM along with Annual Report for FY 2019-20 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the 47<sup>th</sup> AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

20. Pursuant to the provisions of Section 108 of the Act read together with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

**21. INSTRUCTIONS FOR ELECTRONIC VOTING**

**REMOTE E-VOTING INSTRUCTIONS:**

The remote e-voting period begins on Tuesday, September 22, 2020 at 9:00 A.M. (IST) and ends on Thursday, September 24, 2020 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, September 18, 2020 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 18, 2020.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Step 1: Log-in to NSDL e-Voting website**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c. How to retrieve your ‘initial password’?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow the below mentioned procedure:
    - o In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com).
    - o In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com).
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com) till Friday, September 18, 2020:

##### **SPEAKER REGISTRATION FORM \***

Name of Shareholder (including joint holder)
DPID-CLID / Folio Number
Permanent Account Number (PAN)
Mobile Number & Email ID
Profession
Query in brief

\*All fields are mandatory



2. The member whose details are incomplete or inaccurate will not be considered for Speaker.
3. Only those Member who have registered themselves as a Speaker will be allowed to express their views/ask questions during the 47<sup>th</sup> AGM.
4. Further, the Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**E-VOTING INSTRUCTIONS ON THE DAY OF AGM:**

1. The procedure for e-Voting on the day of the 47<sup>th</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the 47<sup>th</sup> AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 47<sup>th</sup> AGM of the Company.
3. Members who have voted through Remote e-Voting will be eligible to attend the 47<sup>th</sup> AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**General Guidelines for Members:**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Sarita Mote – Assistant Manager, NSDL Contact No. – 022- 24994890 Email ID – [SaritaM@nsdl.co.in](mailto: SaritaM@nsdl.co.in) / [evoting@nsdl.co.in](mailto: evoting@nsdl.co.in)

**22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- i. Member will be provided with a facility to attend the 47<sup>th</sup> AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By the order of the Board of Directors  
For Mangalam Drugs & Organics Limited

**Geeta Karira**  
Company Secretary

Registered Office:  
3<sup>rd</sup> Floor, Rupam Building,  
239, P. D'Mello Road, Near G.P.O., Mumbai – 400001  
**CIN: L24230MH1972PLC116413**

Place: Mumbai  
Date: August 10, 2020

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof], requires the Board to appoint an individual, who is a Cost Accountant 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 June 29, 2020, on recommendation of the Audit Committee, approved the appointment of Rampurawala Mohammed A & Co - Cost Accountant (Membership No: 32100) as the Cost Auditor of the Company for the Financial Year 2020-21 at fees of Rs. 1,10,000/- (Rupees One Lakh Ten Thousand Only) 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. 3 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the Financial Year 2020-21.

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. 3 of the Notice.

The Board commends passing of the resolution set out in Item no. 3 of accompanying Notice.



Details pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard  
in respect of Directors seeking appointment/reappointment

**Details of Director Retire by Rotation**

Name of Director	Shri Ajay R. Dhoot
Director Identification No.	00210424
Date of Birth	March 9, 1964
Date of appointment on Board	November 20, 2017
Nationality	Indian
Qualifications	B.com
Experience including Expertise in specific functional areas	Shri Ajay R. Dhoot is a Non-Executive Director of the Company. He has an experience of more than 39 years in the field of Marketing, Finance and Administration. He is a prudent Businessman. He is one of the promoters of the Company.
List of Directorships held in Other Companies (Excluding Foreign, Private and Section 8 Companies)	IMP Powers Limited IMP Energy Limited
Memberships/ Chairmanships of Audit and Stakeholders' Relationships Committees across Public Companies	Member in Stakeholders' Relationship Committee of IMP Powers Limited
Number of shares held in the Company	1,38,687 Equity Shares
Relationships between the Directors inter-se	Shri Ajay R. Dhoot is a Brother of Shri Aditya R. Dhoot – Non- Executive Director of the Company.