



**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,

The Chairman

**Mangalam Drugs And Organics Limited**

3<sup>rd</sup> Floor, Rupam Building,

239, P. D'mello Road,

Mumbai - 400 001

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E- Voting Process and on voting by Poll at 42<sup>nd</sup> Annual General Meeting held on 3<sup>rd</sup> September, 2015**

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Mangalam Drugs And Organics Limited ('the Company') in its meeting held on 6<sup>th</sup> August, 2015, for the purpose of scrutinizing the remote e-voting process and voting by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of The Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 9 as set out in the Notice of 42<sup>nd</sup> Annual General Meeting (AGM) of the Shareholders of the Company dated 6<sup>th</sup> August, 2015.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said notice based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the AGM.
3. The Notice dated 6<sup>th</sup> August, 2015 along with the Statement setting out material facts under Section 102 of the Act was sent to the Shareholders through email on 7<sup>th</sup> August 2015 and dispatched through courier on 8<sup>th</sup> August, 2015. The said notice was dispatched on the basis of Register of Members of the Company as on 31<sup>st</sup> July, 2015.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of meeting and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on 15<sup>th</sup> August, 2015.

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5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Thursday, 27<sup>th</sup> August, 2015.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) day i.e. Monday, 31<sup>st</sup> August, 2015 (from 09:30 a.m.) to Wednesday, 2<sup>nd</sup> September, 2015 (upto 5:30 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Polling Papers for casting vote at the Annual General Meeting held on 3<sup>rd</sup> September, 2015 to the shareholders, who did not vote through remote e-voting facility.
7. As required under the said Rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked on 3<sup>rd</sup> September, 2015 in the presence of CS Priyanka Prabhu and Ms. Kosha Doshi, who are not in the employment with the Company.
8. The summary of the voting through e-voting process and poll is as under:

**Resolution No. 1**

Particulars	Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended as on that date and the reports of Board of Directors' and the Auditors' of the Company thereon.					
	No. of Shareholders voted		Votes cast		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	20	16	23,06,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>37</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>-</b>

**Result: May be considered passed unanimously.**





**Resolution No. 2**

Particulars	Ordinary Resolution to re-appoint a Director in place of Mr. Govardhan Murlidhar Dhoot (DIN: 01240086), who retires from office by rotation and being eligible, offers himself for re-appointment.					
	No. of Shareholders voted		Votes cast		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	20	16	23,06,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>37</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>-</b>

**Result: May be considered passed unanimously.**

**Resolution No. 3**

Particulars	Ordinary Resolution for ratification of appointment of M/s. Milwani Associates, Chartered Accountants (FRN: 106405W), Mumbai as Statutory Auditors and to fix their remuneration.					
	No. of Shareholders voted		Votes cast		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	20	16	23,06,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>37</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>-</b>

**Result: May be considered passed unanimously.**





**Resolution No. 4**

Particulars	Ordinary Resolution for ratification of remuneration payable to M/s. Ankit Kishor Chande, Cost Auditors of the Company for the financial year 2015-16.					
	No. of Shareholders voted		Votes cast		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	20	16	23,06,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>37</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>-</b>

**Result: May be considered passed unanimously.**

**Resolution No. 5**

Particulars	Ordinary Resolution for appointment of Mrs. Meenal Sukhani (DIN: 06840007), who was appointed as an Additional – Non-Executive Director w.e.f. 21 <sup>st</sup> October, 2014, as an Independent Director to hold office for a period of 5 years.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	20	16	23,06,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>37</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>-</b>

**Result: May be considered passed unanimously.**





**Resolution No. 6**

Particulars	Ordinary Resolution for appointment of Mr. Brijmohan M. Dhoot (DIN: 01046420), who was appointed as an Additional Director w.e.f 2 <sup>nd</sup> May, 2015, as the Director of the Company, who shall be liable to retire by rotation.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	20	16	23,06,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>37</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>53,71,201</b>	<b>-</b>

**Result: May be considered passed unanimously.**

**Resolution No. 7**

Particulars	Special Resolution for re-appointment of Mr. Govardhan M Dhoot (DIN 01240086) as Chairman & Managing Director of the Company for a term of five years starting from 01 <sup>st</sup> November, 2014.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	15*	30,64,989*	16,94,342	16,94,342	-
Polling Paper	20	16	2,306,212	23,06,212	23,06,212	-
<b>Total</b>	<b>41</b>	<b>31</b>	<b>53,71,201</b>	<b>40,00,554</b>	<b>40,00,554</b>	<b>-</b>

\*Voting by related parties excluded.

**Result: May be considered passed unanimously.**





**Resolution No. 8**

Particulars	Special Resolution for increase in Authorised Share Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crores) to Rs. 30,00,00,000 (Rupees Thirty Crores).					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	21	30,64,989	30,64,989	30,64,989	-
Polling Paper	19	15	22,93,272	22,93,272	22,93,272	-
<b>Total</b>	<b>40</b>	<b>36</b>	<b>53,58,261</b>	<b>53,58,261</b>	<b>53,58,261</b>	<b>-</b>

**Result: May be considered passed unanimously.**

**Resolution No. 9**

Particulars	Special Resolution for issue of upto 26,50,000 warrants of Rs. 65/- each with an option to convert into each warrant into one Equity share of nominal value of Rs. 10/- at a premium of Rs. 55/- to Shri JB Pharma LLP.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
	Total	Valid	Total	Valid	In favour	Against
E-voting	21	18*	30,64,989*	26,81,747	26,81,497	250
Polling Paper	19	15	22,93,272	22,93,272	22,93,272	-
<b>Total</b>	<b>40</b>	<b>33</b>	<b>53,58,261</b>	<b>49,75,019</b>	<b>4,974,769</b>	<b>250</b>

\*Voting by related parties excluded.

**Result: May be considered passed with requisite majority.**

The Register, all other papers and relevant records relating to remote e-voting and Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Place: Bhayandar  
Date: 4<sup>th</sup> September, 2015



For **M Baldeva Associates**  
Company Secretaries

**CS Manish Baldeva**  
Proprietor

M. No. FCS 6180; C.P. No. 11062