

NOTICE OF 53RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Third (53rd) Annual General Meeting (AGM) of the Members of Mangalam Drugs & Organics Limited ('the Company') will be held on Wednesday, 23rd Day of September, 2026 at 03:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') at the Registered Office of the Company situated at Rupam Building, 3rd Floor, 239 P.D' Mello Road, Near G.P.O. Mumbai – 400001, Maharashtra, India (Deemed Venue) to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO. 01: TO CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS' AND AUDITOR'S THEREON.

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the Company along with the Reports of the Directors and Auditors thereon for the financial year ended on March 31, 2026, along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

ITEM NO. 02: TO APPOINT SHRI GOVARDHAN MURLIDHAR DHOOT (DIN: 01240086) AS EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERS HIMSELF FOR RE-APPOINTMENT.

"RESOLVED THAT Shri. Govardhan M. Dhoot (DIN: 01240086), an Executive Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation."

ITEM NO.3: TO APPOINT M/S S.N. NANDA AND CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS FOR A PERIOD OF FIVE CONSECUTIVE YEARS AND FIX THEIR REMUNERATION.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, M/s. S.N. Nanda and Co., Chartered Accountants (Firm Registration No. 000685N), be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s. V.S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W), to hold office for the period of five consecutive years commencing from the conclusion of this 53rd Annual General Meeting until the conclusion of the 58th Annual General Meeting, at such remuneration and reimbursement of out of pocket expenses based on the recommendation of the Audit Committee, as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESSES:

ITEM NO.: 04: TO RATIFY REMUNERATION PAYABLE TO RAMPURAWALA MOHAMMED A & CO. (COST ACCOUNTANTS), THE COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2026-27:

To consider and, if thought fit, to pass, the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 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 and Board of Directors, the remuneration of Rs. 1,10,000 (Rupees One Lakh Ten Thousand Only) excluding applicable taxes in addition to out-of-pocket expenses payable to M/s. Rampurawala Mohammed A & Co. – Practicing Cost Accountants (Membership No: 32100), appointed by the Board of Directors for conducting Cost Audit relating to cost records of the Company for the Financial Year 2026-27 be and is hereby ratified.

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."

ITEM NO. 05: TO APPROVE THE MATERIALITY OF RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass, the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and Company's policy on related party transaction and on the basis of recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded for following related party transactions with related party(ies), a related party within the meaning of Section 2 (76) of the Act and Regulation 2 (1) (ZB) of the SEBI LODR Regulations, 2015 from the conclusion of this year AGM till the conclusion of AGM to be held in next Financial Year as per the details set out herewith:



Sr. No.	Related Party	Relationship Reference	Nature of Transaction	Details of Transactions including Tenure	Limits in Rs. (crores)
1.	Raga Organics Private Limited	Private company in which a director or manager or his relative is a member or director	Commission on sales Payable	Commission on sales Payable	50
2.	Shri J B Pharma Private Limited		Receiving of Services and Rent to be received	Receiving of Services and Rent to be received	50
3.	Shri J B Pharma Private Limited		Commission on sales Payable	Commission on sales Payable	50
4.	Mangalam Laboratories Private Limited	Wholly- Owned Subsidiary	Business Development Consultancy Services	Business Development Consultancy Services	25
5.	Shri J B Pharma Private Limited	Private company in which a director or manager or his relative is a member or director	Sales Transaction	Sales Transaction	10
6.	Smt. Rekha Dhoot	Relative of KMP	Short term employee benefits and Termination Benefits	Short term employee benefits and Termination Benefits	10
7.	Smt. Jyoti Dhoot				10
8.	Smt. Shweta Dhoot				10
9.	Smt. Shweta Dhoot	Relative of KMP	Inter-Corporate Loan	Loan Payables	50
10.	Shri Govardhan Murlidhar Dhoot	Key Managerial Person	Inter-Corporate Loan	Loan Payables	50
11.	Ajay R. Dhoot HUF	Promoter	Services	Receiving of Marketing	50
12.	Aditya R. Dhoot HUF	Promoter	Services	Consultancy Services	50

RESOLVED FURTHER THAT the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT that the Board of Directors of the Company (including any Committee thereof) be authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.

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."

ITEM NO. 06: TO APPOINT M/S L. N. JOSHI & CO., AS SECRETARIAL AUDITORS OF THE COMPANY FROM THE CONCLUSION OF 53RD ANNUAL GENERAL MEETING TILL THE CONCLUSION OF 58TH ANNUAL GENERAL MEETING OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable statutory provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for the appointment of M/s L. N. Joshi & Co., Practising Company Secretaries –CP No. 4216,(in place of retiring secretarial auditor M/s Ragini Chokshi & Co. -FRN No. 92897) as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the conclusion of the 53rd Annual General Meeting until the conclusion of the 58th Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company.

To condider and if thought fit, to pass, the following resolution as SPECIAL RESOLUTION:

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution."

Registered Office

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

By order of the Board

For Mangalam Drugs & Organics Limited

Sd/-

Shweta Patel

Company Secretary

M. No.: A74085

Place : Mumbai
Date : 31.08.2026



NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024, the latest being 03/2025 dated September 22, 2025 and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. In compliance with the provisions of the Act, the SEBI Listing Regulations and the Circulars, the 53rd AGM of the Company is being held through VC/OAVM. The deemed venue for the 53rd AGM shall be at the Registered Office of the Company, i.e. Rupam Building, 3rd Floor, 239 P.D' Mello Road, Near G.P.O. Mumbai – 400001.

For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
2. In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories. The Notice can also be accessed from the websites of the Company at www.mangalamdrugs.com and NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
3. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, 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.
4. Shri. B.M. Maheshwari of M/s B.M.M. & Associates, Advocate (225, Milinda Manore, 2nd Floor, 2 RNT Marg, Besides Ravindar Natya Graha, Indore, M.P. 452001 has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
5. Institutional investors, who are members of the Company, are encouraged to attend the AGM of the Company through VC / OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF / JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered Email address to bmmlegal@gmail.com with a copy marked to evoting@nsdl.com.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
8. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC / OAVM form part of the Notes to this Notice.
9. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of LODR Regulations 2015 and MCA Circulars, 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 venue voting on the date of the AGM will be provided by NSDL.
11. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on cs@mangalamdrugs.com in with Depository participant ID and Client ID or Folio number.
12. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an E-mail on cs@mangalamdrugs.com in with Depository participant ID and Client ID or Folio number.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to MUFG Intime India Private Limited at the below-mentioned address. Members holding shares in Electronic Form may contact their respective Depository Participants for availing this facility



14. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is MUFG Intime India Private Limited ('R&TA') having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400083.
15. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / folio number, PAN and mobile number at cs@mangalamdrugs.com between Tuesday, September 1, 2026 (09.00 A.M. IST) to Friday, September 11, 2026 (5.00 P.M. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
16. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on cs@mangalamdrugs.com at least Ten days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
17. The remote e-voting period begins on Saturday, September 19, 2026 at 09:00 A.M. and ends on Tuesday, September 22, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, September 16, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 16, 2026.
18. **Process for those members whose Email IDS are not registered:** The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:
 - A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and AADHAR Card through E-mail on cs@mangalamdrugs.com.
 - B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on cs@mangalamdrugs.com.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

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

1. Step 1: Access to NSDL e-Voting system:

A. Login Method for e-Voting and joining Virtual Meetings for Individual Shareholders Holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.


IMPORTANT NOTE:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

b. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to 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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to brmmlegal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.nsdl.com to reset the password.
3. 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.nsdl.com or call on.: 022 - 4886 7000 or send a request to Apeksha.Gojamgunde@nsdl.com at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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
2. 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@mangalamdrugs.com. The same will be replied by the company suitably.

Registered Office

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

Place : Mumbai

Date : 31.08. 2026

By order of the Board

For Mangalam Drugs & Organics Limited

sd/-

Shweta Patel
Company Secretary
M. No.: A74085

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business (Item no. 4 to 6) covered in the notice of the meeting are given below:

ITEM NO. 04: To ratify Remuneration payable to Rampurawala Mohammed A & Co. - Cost Accountants, the Cost Auditors of the Company for Financial Year 2026-27:

Pursuant to provision of section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof] and on recommendation of the Audit Committee and Board of Directors at their meeting held on May 14, 2026 has approved appointment of M/s. Rampurawala Mohammed A & Co. - Cost Accountant (Membership No: 32100) as the Cost Auditor to conduct the cost audit of cost records of the Company for the Financial Year 2026-27 on the remuneration of Rs. 1,10,000 (Rupees One Lakh Ten Thousand Only) excluding applicable taxes in addition to out-of-pocket expenses.

As per the afore-said rules, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at Item No. 04 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2026.

The Board commends passing of the resolution set out in Item No. 04 of accompanying Notice.

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. 04 of the Notice.

Item No. 05: To Approve the Materiality of Related Party Transactions:

The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that noting contained in Section 188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis.

Considering the quantum of transactions, reduced thresholds of materiality and the extended framework for related party transactions under the amended LODR Regulations 2015, approval of the Members is sought as per the requirements of Regulation 23 of the LODR Regulations 2015 read with the aforesaid SEBI Circular dated 30th March, 2022, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021.

Accordingly, the Board of Directors and Audit Committee recommends the Resolution set out at Item No. 05 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Shri Govardhan Murlidhar Dhoot, Shri Brijmohan Murlidhar Dhoot, Smt. Rekha Dhoot, Smt. Jyoti Dhoot, Smt. Shweta Dhoot, Smt. Krishnapriya Nawal, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the Notice.

Item No. 06: To Appoint M/S L. N. Joshi & Co., (C.P.No. 4216) Secretarial Auditor of the Company from the Conclusion of 53rd Annual General Meeting till the conclusion of 58th Annual General Meeting of the Company:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s. L. N. Joshi & Co., (C.P.No. 4216) Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the conclusion of the 53rd Annual General Meeting until the conclusion of the 58th Annual General Meeting, subject to the approval of the Members.

M/s. L. N. Joshi & Co. is a firm of Practicing Company Secretaries having extensive experience in corporate laws, securities laws, and secretarial audit. The firm has conveyed its consent to act as the Secretarial Auditor of the Company and has confirmed its eligibility and independence in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.



The Board is of the opinion that the appointment of M/s. L. N. Joshi & Co. as the Secretarial Auditor will be in the best interests of the Company, considering the firm's expertise, experience, and professional standing.

The remuneration payable to M/s. L. N. Joshi & Co. during the said term shall be as may be determined by the Board of Directors of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Registered Office

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

By order of the Board

For Mangalam Drugs & Organics Limited

sd/-

Shweta Patel
Company Secretary
M. No.: A74085

Place : Mumbai

Date : 31.08. 2026