



**41<sup>st</sup> Annual Report 2013 - 2014**

**MANGALAM DRUGS & ORGANICS LIMITED**  
**(AN ISO 9001 & WHO - GMP COMPANY)**

## FINANCIAL HIGHLIGHTS

[illegible]



## BOARD OF DIRECTORS

GOVARDHAN M. DHOOT - CHAIRMAN

SUBHASH C. KHATTAR - INDEPENDENT DIRECTOR

RAJENDRAPRASAD MIMANI - INDEPENDENT DIRECTOR

## REGISTERED OFFICE

RUPAM BUILDING, 3<sup>RD</sup> FLOOR,  
239 P.D'MELLO ROAD,  
NEAR GPO, MUMBAI - 400 001  
TEL. No. 91-22-22616200 / 6300/8787  
FAX No. 91-22-2619090  
Email : [contactus@mangalamdrugs.com](mailto:contactus@mangalamdrugs.com)  
Website : <http://www.mangalamdrugs.com>

## WORKS

### VAPI - UNIT 1

PLOT NO. 187, GIDC  
VAPI, DIST. BULSAR  
GUJARAT - 396 195

### VAPI - UNIT 2

PLOT NO. 1203, GIDC,  
VAPI, DIST. BULSAR,  
GUJARAT - 396 195

## AUDITORS

M/S. MILWANI ASSOCIATES  
CHARTERED ACCOUNTANTS  
BAGARIA HOUSE, 1ST FLOOR,  
KOLBHAT LANE, MUMBAI - 400 002

## BANKERS

STATE BANK OF INDIA

IDBI BANK LTD

PUNJAB AND MAHARASHTRA CO-OP. BANK LTD.

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## NOTICE

**NOTICE** is hereby given that the Forty- First Annual General Meeting of the Members of **Mangalam Drugs & Organics Limited** will be held at the Registered office of the Company at Rupam Building, 3<sup>rd</sup> Floor, 239, P. D'Mello Road Mumbai – 400001 on Monday, 29<sup>th</sup> September 2014 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Board of Directors' and the Auditors' of the Company.
2. To 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.
3. To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Milwani Associates, Chartered Accountants, Mumbai, (Firm Registration No. 106405W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM), at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the Company.”

### SPECIAL BUSINESS:

4. To consider and if though fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 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) read with Schedule IV to the Act, Mr. Subhash Chandra Khattar (DIN: 01122941), an Independent Director of the Company, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from April 1, 2014, not liable to retire by rotation.”
5. To consider and, if though fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 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) read with Schedule IV to the Act, Mr. Rajendra Prasad Mimani (DIN: 00017399), an Independent Director of the Company, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from April 1, 2014, not liable to retire by rotation.”
6. To consider and, if though fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:  
“**RESOLVED THAT** in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the 37<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2010 and pursuant to the provisions of section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), or re-enactments thereto for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution and that the power to delegate such authority to any person(s)], to borrow any sum or sums of money, from time to time for the purpose of business of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purpose, provided, however, that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 150 crores (Rupees one hundred fifty crore only) over and above the aggregate of the paid up share capital of the Company and its free reserves.”  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute such agreements, papers, deeds, and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/whole time director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.
7. To consider and, if though fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:  
“**RESOLVED THAT** in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the 37<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2010 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s) or re-enactments thereto for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution and that the power to delegate such authority to any person(s)], to create such charges and / or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's moveable and immoveable properties and assets, present and future, comprised



in any undertaking or undertakings of the Company, as the case may be, in favor of the Lenders viz. financial Institutions / banks / insurance companies or person or persons, and/or trustees for the holders of debentures / bonds / other instruments to secure the repayment of loan / borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding Rs. 150 crores (Rupees one hundred fifty crore only) over and above the aggregate of the paid up share capital of the Company and its free reserves and apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business as per the approval of shareholders under section 180 (1) (c) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of such loans / borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute such agreements, papers, deeds, and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/managing director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.

8. 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 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 100,000/- (Rupees One Lac only) plus out-of-pocket expenses payable to M/s. Ankit Kishor Chande, who are appointed as Cost Auditors of the Company 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, for the year ending 31<sup>st</sup> March, 2015."

#### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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) of the Companies Act, 2013 in respect of item nos. 4 to 8 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 Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September 2014 to 29<sup>th</sup> September 2014 (both days inclusive) for the purpose of Annual General Meeting.
5. The Annual Report of the Company for the year 2013-2014 is also uploaded on the Company's website [www.mangalamdrugs.com](http://www.mangalamdrugs.com) in the "Investor Relations" Section.
6. 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.
7. 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.
8. The Company has appointed **M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078**, as Share Transfer Agents and the members are requested to send/address all their shares related matters/ correspondence directly to them.
9. **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.
10. 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.
11. Members/Proxies should bring the admission slip duly filled in for attending the meeting.
12. 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 30<sup>th</sup> 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.
13. Electronic (soft) copy of the Notice of the 41<sup>st</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting and Assent Decent Form along with the Attendance Slip & Proxy Form and the Annual Report for 2013-14 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.



14. Details of the Directors seeking appointment / re-appointment at the 41<sup>st</sup> Annual General Meeting vide Item nos. 2, 4 & 5 of the Notice required by Clause 49IV G of the Listing Agreement with the Stock exchanges is given below:

|     |                                       |   |   |   |
|-----|---------------------------------------|---|---|---|
| 1.  | Name                                  | GOVARDHAN M. DHOOT<br>(DIN: 01240086)   | RAJENDRAPRASAD K. MIMANI<br>(DIN:00017399)  | SUBHASH C. KHATTER<br>(DIN: 01122941)   |
| 2.  | Date of Birth                         | 21 <sup>st</sup> October 1953   | 2 <sup>nd</sup> April 1952  | 3 <sup>rd</sup> July, 1939  |
| 3.  | Educational Qualification             | Commerce Background   | Commerce Background   | Chartered Accountant  |
| 4.  | Date of Appointment on the Board      | 16 <sup>th</sup> April 1996   | 1 <sup>st</sup> November 2004   | 4 <sup>th</sup> June 2004   |
| 5.  | Category of Director                  | Chairman & Managing Director  | Independent Director  | Independent Director  |
| 6.  | Experience                            | He is a Whole-time Director of the Company effective 1 <sup>st</sup> 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 and Commercial Capitals all over the world. | Experience in marketing of various types of products. He has an experience over 36 years                                | 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 |
| 7.  | List of other Directorships held      | 1. Mangalam Laboratories Private Limited<br>2. Beanstalk Retail Private Limited   | 1. KDM Impex Private Limited<br>2.IMP Powers Limited<br>3.IMP Energy Limited  | 1. Apexo Melwares Private Limited   |
| 8.  | Name of Committees in which Chairman  | NIL   | NIL   | Audit Committee and Stake holders Relationship Committee of – Mangalam Drugs & Organics Limited   |
| 9.  | Name of Committees in which Member    | Audit Committee and Stake holders Relationship Committee of – Mangalam Drugs & Organics Limited   | Audit Committee, and Stake holders Relationship Committee of – Mangalam Drugs & Organics Limited and IMP Powers Limited | As above  |
| 10. | Number of shares held in the Company. | 667,122 equity shares.  | NIL   | 1,790 equity shares   |

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Mumbai**

**Dated: 25<sup>th</sup> August 2014**

**Registered office:**

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

**CIN: L24230MH1972PLC116413**

**GOVARDHAN M. DHOOT**  
**CHAIRMAN**



## ANNEXURE TO NOTICE

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

#### Item No. 4

Mr. Subhash Chandra Khattar is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company on 4<sup>th</sup> June, 2004. Mr. Subhash Chandra Khattar is an eminent Chartered Accountant having vast experienced in Finance.

Mr. Subhash Chandra Khattar is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies, Act, 2013, Mr. Subhash Chandra Khattar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term upto five consecutive years commencing from April 1, 2014, not liable to retire by rotation. A notice has been received from a member proposing Mr. Subhash Chandra Khattar as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Subhash Chandra Khattar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Subhash Chandra Khattar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and Public Holidays.

It is, therefore, in the Company's interest that it should continue to avail of his services as an Independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Subhash Chandra Khattar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Subhash Chandra Khattar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### Item No. 5

Mr. Rajendra Prasad Mimani, is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company on 1<sup>st</sup> November, 2004. Mr. Rajendra Prasad Mimani is a Commerce Graduate having vast experienced in business.

Mr. Rajendra Prasad Mimani is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies, Act, 2013, Mr. Rajendra Prasad Mimani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term upto five consecutive years commencing from April 1, 2014, not liable to retire by rotation. A notice has been received from a member proposing Mr. Rajendra Prasad Mimani as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Rajendra Prasad Mimani fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rajendra Prasad Mimani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and Public Holidays.

It is, therefore, in the Company's interest that it should continue to avail of his services as an Independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajendra Prasad Mimani as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Rajendra Prasad Mimani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### Item Nos. 6 & 7:

Under Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company cannot, except with the consent of the Company in general meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital of the Company and its free reserves. The shareholders at the Annual General Meeting of the Company held on 30<sup>th</sup> September 2010, had accorded their consent to the Board of Directors borrowing up to Rs. 100 crores. Taking into consideration the requirements of additional funds to meet the cost of the Company's capital expenditure as also additional working capital requirement of the Company, it is expected that the limit of R. 100 crores sanctioned by the shareholders is likely to be exceeded.

Section 180 (1) (c) of the Companies Act, 2013 requires that the Board of Directors of a Company shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Further, since the Company is expanding its business capacities, there may be a need to increase the Company's aggregate borrowings. Hence, the Board of Directors feels that it will be necessary for the Company to raise further moneys from various sources which may exceed the existing borrowing limit as stated above. The consent of the Shareholders is therefore, sought by way of a Special Resolution in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to borrow monies subject to a limit of Rs. 150 crores. (Rupees one hundred and fifty crores only) in addition to the aggregate of the Company's paid-up share capital and its free reserves as mentioned in the resolution. The Resolution under item no. 6 is to obtain the consent of the shareholders for this purpose.

The proposed borrowings of the Company, may, if necessary, have to be secured by way of mortgage/charge on immoveable properties and/or hypothecation of the moveable properties of the Company both present and future, as may be agreed to with the concerned financial/investment institutions, bank or banks or the relevant party concerned.

Since the mortgage and/or charge/ hypothecation to be created as aforesaid may attract the provisions of Section 180 (1) (a) of Companies Act, 2013, it is deemed



advisable to obtain the approval of the members by way of a Special Resolution under the provisions of the above Section of the said Act. The Directors accordingly commend the Resolution in item nos. 6 & 7 of the accompanying notice for the approval of the members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at items nos. 6 & 7.

**Item No. 8**

The Audit Committee and the Board has approved the appointment of M/s. Ankit Kishor Chande., Cost Accountants as Cost Auditors for audit of the cost accounts for the year 2014-15 at a remuneration of Rs.100,000/- (Rupees One Lacs only). In accordance with the provisions of Section 148 of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the year 2014-15. The Board recommends the Resolution for approval of the Shareholders as per item no. 8.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Mumbai**

Dated: 25<sup>th</sup> August 2014

**GOVARDHAN M. DHOOT**  
**CHAIRMAN**





## INSTRUCTIONS FOR ELECTRONIC VOTING ('e-Voting')

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, 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 41<sup>st</sup> Annual general Meeting of the Company.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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) <ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul> |
| DOB#                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>folio no. / demat account</b> in the <b>Dividend Bank details field</b>.</li> </ul>   |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant MANGALAM DRUGS & ORGANICS LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and also send to the scrutinizer at [scrutinizer@csmanishb.in](mailto:scrutinizer@csmanishb.in)



**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 21<sup>st</sup> September 2014 (9:30 A.M.) and ends on 23<sup>rd</sup> September 2014 (5:30 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 22<sup>nd</sup> August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- II.** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22<sup>nd</sup> August 2014.
- III.** The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman.

The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.mangalamdrugs.com](http://www.mangalamdrugs.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.