

## **45<sup>th</sup> Annual Report 2017 - 2018**



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





## BOARD OF DIRECTORS

|                     |                                                                |
|---------------------|----------------------------------------------------------------|
| GOVARDHAN M. DHOOT  | - CHAIRMAN & MANAGING DIRECTOR                                 |
| BRIJMOHAN M. DHOOT  | - NON - EXECUTIVE DIRECTOR                                     |
| AJAY R DHOOT        | - ADDITIONAL DIRECTOR (Appointed w.e.f 20.11.2017)             |
| ADITYA R DHOOT      | - ADDITIONAL DIRECTOR (Appointed w.e.f 20.11.2017)             |
| SUBHASH C. KHATTAR  | - INDEPENDENT DIRECTOR                                         |
| AJAY SAWHNEY        | - ADDITIONAL INDEPENDENT DIRECTOR (Appointed w.e.f 20.11.2017) |
| RUKMESH DHANDHANIYA | - ADDITIONAL INDEPENDENT DIRECTOR (Appointed w.e.f 20.11.2017) |
| ANURADHA SUKHANI    | - INDEPENDENT DIRECTOR (resigned w.e.f 21.05.2018)             |
| NIDHI MUNDADA       | - ADDITIONAL INDEPENDENT DIRECTOR (Appointed w.e.f 28.05.2018) |

## CHIEF FINANCIAL OFFICER

Mr. Ajay Samant

## BANKERS

State Bank Of India  
Indian Bank  
Punjab and Maharashtra Co-Op. Bank Ltd  
Central Bank of India

## COMPANY SECRETARY

Ms. Nikita Bavishi

## 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  
E-Mail: [contactus@mangalamdrugs.com](mailto:contactus@mangalamdrugs.com)  
Investors E-mail Id: [investor@mangalamdrugs.com](mailto:investor@mangalamdrugs.com)  
Website: <http://www.mangalamdrugs.com>.

## REGISTRAR & TRANSFER AGENTS

Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West),  
Mumbai – 400083  
Tel No. 91-22-49182670

## WORKS

### VAPI – UNIT 1

Plot No. 187, GIDC  
Vapi, Dist. Valsad  
Gujarat – 396 195

### VAPI – UNIT 2

Plot No. 1203, GIDC  
Vapi, Dist. Valsad,  
Gujarat – 396 195

## AUDITORS

Batliboi & Purohit, Chartered Accountants  
National Insurance Building, 204  
Dadabhoy Naoroji Road, Fort– 400 001

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## **NOTICE**

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

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statements as at 31<sup>st</sup> March, 2018 including the Balance Sheet, the Statement of Profit and Loss for the year ended as on that date and the reports of the Board of Directors' and the Auditors' of the Company thereon.
2. To appoint a Director in place of Shri. Govardhan Murlidhar Dhoot (DIN: 01240086) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31<sup>st</sup> March, 2018.

### **SPECIAL BUSINESS:**

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act") the Company hereby ratifies remuneration of Rs. 110,000/- (Rupees One Lac Ten Thousand only) plus GST, as applicable and reimbursement of out-of-pocket expenses payable to M/s. Ankit Kishor Chande, Cost Accountant who were appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2018-19, to conduct Cost Audit relating to "Bulk Drugs" businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder."

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

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

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

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

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

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

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Ajay Sawhney (DIN: 05132739), who was appointed as an Additional-Independent Director by the Board of Directors with effect from 20<sup>th</sup> November, 2017, in terms of the provisions of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 5 years effective from 20<sup>th</sup> November, 2017 till 19<sup>th</sup> November, 2022."

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

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Rukmesh Dhandhanian (DIN: 02493968), who was appointed as an Additional-Independent Director by the Board of Directors with effect from 20<sup>th</sup> November, 2017, in terms of the provisions of Section 161 of the Act and who has submitted a declaration that he



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

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Nidhi Mundada (DIN: 08134952), who was appointed as an Additional–Independent Director by the Board of Directors with effect from 28<sup>th</sup> May, 2018, in terms of the provisions of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of 5 years effective from 28<sup>th</sup> May, 2018 till 27<sup>th</sup> May, 2023.”

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

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

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

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

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

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

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

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

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

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

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

**Nikita Bavishi**  
Company Secretary

**Registered Office:**

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

Place: Mumbai

Dated: 14<sup>th</sup> August, 2018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.  
  
The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution / authority, as applicable.
2. The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 in respect of item nos.4, 5, 6, 7, 8, 9, 10, 11 of the Notice set out above, is hereto annexed.
3. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays, Sundays and Public Holidays upto the date of Annual General Meeting.
4. The requirement for ratification of Appointment of Auditors by Members at each Annual General Meeting has been omitted as per Section 40 of the Companies (Amendment) Act, 2017 (notified on May 7, 2018). Accordingly resolution for ratification of appointment of Batliboi & Purohit, Statutory Auditors, who were appointed at the Annual General Meeting held on 26<sup>th</sup> September, 2017 is not included in this notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2018 to 25<sup>th</sup> September 2018 (both days inclusive) for the purpose of Annual General Meeting.
6. The Annual Report of the Company for the year 2017-18 is also uploaded on the Company's website [www.mangalamdrugs.com](http://www.mangalamdrugs.com) in the “Investor Relations” Section.
7. As a measure of economy, copies of the Annual Report shall not be distributed at the meeting and therefore the Members are requested to bring their copy of Annual Report to the Meeting.
8. Members are requested to intimate to the Company, queries, if any, on the accounts at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. The Company has appointed **M/s. Link Intime India Private Limited**, C-101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400078 as Share Transfer Agents and the members are requested to send/address all their shares related matters/ correspondence directly to them.
10. **Change of Address /Bank details:** Members are requested to inform **M/s. Link Intime India Private Limited**, immediately of any change in their address / bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their Email Id, signature, address, bank details and mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company viz. M/s. Link Intime India Private Limited.
11. As per Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities And Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number (PAN) for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company viz. Link Intime India Private Limited.
12. Members/Proxies should bring the admission/attendance slip duly filled in for attending the meeting.
13. The Company has transferred unclaimed application money due for refund of public issue made in the year 2005 and unclaimed dividend for the financial year 2005-06 declared on 30th September 2006 to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim.
14. Electronic (soft) copy of the Notice of the 45<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with the Attendance Slip & Proxy Form and the Annual Report for 2017-2018 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of these documents are being sent in the permitted mode.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 45<sup>th</sup> AGM by electronic means and all the items of the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18<sup>th</sup> September, 2018, may cast their vote by electronic means or in the AGM.

The information with respect to Voting process and other instructions regarding e-voting are detailed in Note No. 24.

The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cutoff date i.e. 18<sup>th</sup> September, 2018.



16. The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e voting.
17. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
18. Mr. Manish Baldeva, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www. mangalamdrugs.com](http://www.mangalamdrugs.com) and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.
20. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
22. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
23. As required in terms of Secretarial Standard - 2 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific areas) pertaining to directors recommended for seeking appointment / re-appointment at the 45<sup>th</sup> Annual General Meeting have been provided below:



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



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



## 24. INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING)

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standard and the Listing Regulation, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 45<sup>th</sup> Annual general Meeting of the Company. The Company has appointed Mr. Manish Baldeva, Practicing Company Secretary to act as scrutinizer for conduction scrutiny of the votes cast.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 22<sup>nd</sup> September, 2018, 9.00 A.M and ends on 24<sup>th</sup> September, 2018, 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on Shareholders.

Now Enter your User ID

- a. For account holders in CDSL: 16 digits beneficiary ID,
- b. For account holders in NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (ii) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:.

|                                                 | <b>For Members holding shares in Demat Form and Physical Form</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details<br>OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>                                                                                                                                                                                                                                                                                        |

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the MANGALAM DRUGS & ORGANICS LIMITED.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.