



# 49<sup>th</sup> **ANNUAL** **R E P O R T** **2021-22**

**MANGALAM DRUGS & ORGANICS LIMITED**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS AND KEY MANEGERIAL PERSONNEL

Name Of Directors / KMP	Current Designation	Particulars of Appointment and Cessation	Particulars of Change in Designation
Shri Govardhan M. Dhoot	Chairman & Managing Director	Appointed on 16/04/1996	Not Applicable
Shri Brijmohan M. Dhoot	Whole-Time Director	Appointed on 02/05/2015	Not Applicable
Shri Rukmesh P. Dhandhanai	Independent Director	Appointed on 20/11/2017	Not Applicable
Smt. Nidhi S. Mundada	Independent Director	Appointed on 28/05/2018	Not Applicable
Shri Praveen Saxena	Independent Director	Appointed on 21/03/2021	Change in Designation in AGM held on 24/09/2021 from Additional Independent Director to Independent Director
Shri Rakesh K. Milwani	Non-Executive Director & Non-Independent Director	Appointed on 10/03/2022	Change in Designation on 14/04/2022 through Postal Ballot from Additional Non-Executive Director to Non-Executive Director
Shri Subhash C. Khattar	Independent Director	Ceased on 14/12/2021	
Mr. Ajay A. Samant	Chief Financial Officer	Appointed on 31/10/2014	Not Applicable
Ms. Geeta G. Karira	Company Secretary	Ceased on 07/02/2022	Not Applicable
Mr. Jayant Barde	Company Secretary	Appointed on 08/02/2022	Not Applicable

### AUDITORS

Sr. No.	Particulars of Details	Statutory Auditor	Internal Auditor	Secretarial Auditor	Cost Auditor
1.	Name	V. S. Somani & Co., Chartered Accountants	Bipin Zavar & Associates	M/s Sudhanya Sengupta	Rampurawala Mohammed A & Co
2.	FRN / M. No / CP No	117589W	121523W	F7057	003011
3.	Date of Appointment	24.09.2021	July 05 2021	August 26, 2022	May 20, 2021
4.	Appointed in	48 <sup>th</sup> Annual General Meeting	Board Meeting	Board Meeting	Board Meeting
5.	Tenure	5 Years	1 Year	1 Year	1 Year

### OFFICE DETAILS

Registered Office	Unit 1	Unit 2
Rupam Building, 3 <sup>rd</sup> Floor, 239, P. D' Mello Road, Near G.P.O., Mumbai – 400 001 Tel No. 91-22-22616200/6300/8787 / Fax No. 91-22-2619090 E-Mail: contactus@mangalamdrugs.com Investors E-mail Id: investor@mangalamdrugs.com Website: http://www.mangalamdrugs.com	Plot No. 187, GIDC Vapi, Dist. Valsad Gujarat – 396 195	Plot No. 1203, GIDC Vapi, Dist. Valsad, Gujarat – 396 195

### OTHER DETAILS

Bankers	Registrar & Share Transfer Agent
<ul style="list-style-type: none"> <li>State Bank of India</li> <li>Indian Bank</li> <li>Bank of Maharashtra</li> <li>Central Bank of India</li> </ul>	<b>Link Intime India Private Limited</b> <b>Address:</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 <b>Tel No.:</b> 91-22-49186000 <b>Email:</b> mt.helpdesk@linkintime.co.in



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## TO SHAREHOLDERS

**Respected Shareholders,**

On my behalf and on behalf of the Board of Directors, I welcome you all to this 49th Annual General Meeting of Company.

I feel honored and privileged once again to present you with the Annual Report for the Financial Year 2021-22. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward. The Financial Year 2021-22 also was full of challenges and crucial commitments.

It will not be out of place at this juncture to say that your Company's ability deliver growth and sustain business gradually. The momentum is attributable to its ability to remain relevant to its esteemed customer's changing choice, preference and need.

I would like to take this opportunity on behalf of the Board of Directors and its leadership team to thank each shareholder, Banks for their continued co-operation, support and commitment to the Company.

Success is working together and not a destination; it is with this hope and faith I look forward to your continuous confidence in your Company embarking on the next phase of its growth journey.

**With Best Wishes,  
Sincerely**

**Sd/-  
Govardhan M. Dhoot  
Chairperson & Managing Director**



## NOTICE

**NOTICE** is hereby given that the Forty Ninth Annual General Meeting (AGM) of the Members of **Mangalam Drugs & Organics Limited** ('the Company') will be held Wednesday on 28<sup>th</sup> day of September, 2022 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 BUSINESS:**

**ITEM NO.: 01: TO CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

**ITEM NO.: 02: TO APPOINT A DIRECTOR IN PLACE OF SHRI BRIJMOHAN M. DHOOT (DIN: 01046420) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

### **SPECIAL BUSINESSES:**

**ITEM NO.: 03: TO RATIFY REMUNERATION PAYABLE TO RAMPURAWALA MOHAMMED A & CO. - COST ACCOUNTANTS, THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Cost Records and Audit) Rules, 2014 / Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], based on the recommendations of the Audit Committee, 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 Rampurawala Mohammed A & Co – Practising 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 2022-23 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.: 04: TO APPROVE THE RE-APPOINTMENT OF SHRI RUKMESH P. DHANDHANIA (DIN: 02493968) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 (10), 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations, or re-enactments thereof and recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Rukmesh P. Dhandhanian (DIN: 02493968) whose first term of office as an Independent Director ends on November 19, 2022, and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from November 20, 2022.

**"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 INCREASE IN BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(C) AND 180(1)(A) OF THE COMPANIES, ACT, 2013:**

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

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute/ authorize for this purpose or any person(s) authorized by the Board) to borrow money, as and when required, from, including without limitation, any Bank and / or other Financial Institution and / or foreign lender and / or any-body corporate/ entity / entities and / or authority / authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding a sum of Rs. 500 crores (Rupees Five Hundred Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, but shall not exceed the limit prescribed hereunder.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180 (1) (a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute/ authorize for this purpose or any person(s) authorized by the Board) to pledge, mortgage, hypothecate and / or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and / or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores only) at any time.

**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 APPROVE THE INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE:**

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

“**RESOLVED THAT** in supersession of all the previous resolutions passed by the members of the Company and pursuant to the provisions of Section 186 of the Companies Act 2013 (the Act ) read with the Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute/ authorize for this purpose or any person(s) authorized by the Board), to:

- A. give any loan to any person or other body corporate;
- B. give any guarantee or provide any security in connection with a loan to any other body corporate or person and
- C. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) which may, however, be over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**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.: 07: TO APPROVE GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILABLE BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken, to be taken from financial institutions banks insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only).

**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.: 08: TO APPROVE MATERIAL 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”) (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 to following related party transactions with related party, a related party within the meaning of Section 2 (76) of the Act and Regulation 2 (1) (ZB) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for 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	Limit to be approved (Rs.)
1.	Shri Govardhan M. Dhoot	Key Managerial Person	Inter Corporate Loan	Loan Payables	50 crores
2.	Raga Organics Private Limited	Private company in which a director or manager or his relative is a member or director	Inter Corporate Deposit	Inter Corporate Deposit	50 crores
3.	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 crores
4.	Shri J B Pharma LLP	Firm in which Director is a partner	Receiving of Services and Rent to be received	Receiving of Services and Rent to be received	50 crores
5.	Shri J B Pharma LLP	Firm in which Director is a partner	Commission on sales payable	Commission on sales payable	50 crores
6.	Mrs. Rekha Dhoot	Relative of KMP	Short term employee benefits and Termination Benefits	Short term employee benefits and Termination Benefits	50 crores
7.	Mrs. Jyoti Dhoot	Relative of Whole-time Director	Short term employee benefits and Termination Benefits	Short term employee benefits and Termination Benefits	50 crores
8.	Ms. Shweta Dhoot	Relative of KMP	Short term employee benefits and Termination Benefits	Short term employee benefits and Termination Benefits	50 crores
9.	Shri. Ajay R Dhoot	Promoters	Services	Receiving of Marketing Consultancy Services	50 crores
10.	Shri. Aditya R. Dhoot	Promoters	Services	Receiving of Marketing Consultancy Services	50 crores

**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** 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.: 09: TO ADOPT NEW MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

**"RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause No. 01 to 04.

**RESOLVED FURTHER THAT** the existing Clause III B containing the "Objects Ancillary or Incidental to the attainment of Main Objects" sub-clause No. 05 to 16 be and is hereby stands deleted and replaced by New Clause III (B) "Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause No. 05 to 46.

**RESOLVED FURTHER THAT** the existing Clause III C containing the "Other Objects" sub-clause No. 17 to 46 be and is hereby also stands deleted in full.



**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.: 10: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company.

**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.”

**Registered Office**

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

**Place** : Mumbai  
**Date** : 29<sup>th</sup> August, 2022

Sd/-  
**Jayant Barde**  
**Company Secretary**  
**M. No.: A61954**



**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, 13<sup>th</sup> January, 2021 and May 05, 2022 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 January 15, 2021 and May 13, 2022 ('SEBI Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.

In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM. The deemed venue for the Twenty-Nineth AGM shall be the Registered Office of the Company i.e., Rupam Building, 3<sup>rd</sup> Floor, 239 P.D' Mello Road, Near G.P.O. Mumbai – 400001, Maharashtra, India.

2. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC / OAVM and do not visit the registered office to attend the AGM.
3. Pursuant to the provisions of the Act, a member 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 pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Institutional investors, who are members of the Company may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and | or vote.
4. Mr. Mustafa Bohra, Proprietor of M/s. Mustafa Bohra & Associates, Practicing Company Secretary (Membership No. ACS 61727) has been appointed as the Scrutiniser to scrutinise 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 [mustafabohra@mbassociate.in](mailto:mustafabohra@mbassociate.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
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 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) 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. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at [www.mangalamdrugs.com](http://www.mangalamdrugs.com). The Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://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.
12. 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](mailto:cs@mangalamdrugs.com) in with Depository participant ID and Client ID or Folio number.

13. 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](mailto:cs@mangalamdrugs.com) in with Depository participant ID and Client ID or Folio number.
14. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
15. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
16. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint 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.
17. 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 Link 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
18. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Link Intime India Private Limited ('R&TA') having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400083.
19. 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](mailto:cs@mangalamdrugs.com) between Saturday, September 10, 2022 (09.00 a.m. IST) to Tuesday, September 20, 2022 (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.
20. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [cs@mangalamdrugs.com](mailto: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.
21. The remote e-voting period begins on Saturday, September 24, 2022 at 09:00 A.M. and ends on Tuesday, September 27, 2022 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., 21<sup>st</sup> September 2022, 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 21<sup>st</sup> September 2022.
22. **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](mailto: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](mailto:cs@mangalamdrugs.com).
23. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**  
**PROCEDURE:**  
 In order to access NSDL System of Electronic Voting and Joining of Annual General Meeting in 2 Steps:
  1. **Step 1: Access to NSDL e-Voting system:**
    - a. **Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders Holding securities in Demat mode.**
      - i. Individual Shareholders holding securities in Demat mode with NSDL.
      - ii. Individual Shareholders holding securities in Demat mode with CDSL.
      - iii. Individual Shareholders (holding securities in Demat mode) login through their Depository Participants.
    - 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**