



### SCRUTINIZER'S REPORT

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

To,  
The Chairman  
**Mangalam Drugs and Organics Limited**  
3<sup>rd</sup> Floor, Rupam Building,  
239, P. D'mello Road,  
Mumbai-400001

Dear Sir,

**Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at 41<sup>st</sup> Annual General Meeting to be held on 29<sup>th</sup> September, 2014.**

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish Baldeva, Proprietor, M/s. Manish Baldeva & Co., Company Secretaries, was appointed as Scrutinizer by the Company on 25<sup>th</sup> August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 8 of the Notice of 41<sup>st</sup> Annual General Meeting dated 25<sup>th</sup> August, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical Assent/Dissent forms on the resolutions contained in the notice of the 41<sup>st</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and duly filed and signed physical Assent/Dissent forms received from the shareholders of the Company.
3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and list of beneficial owners by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 22<sup>nd</sup> August, 2014 (the cut - off date for the purpose of determination of voting rights of shareholders), the notice of Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31<sup>st</sup> March, 2014 was dispatched by 6<sup>th</sup> September, 2014 to the shareholders at their registered addresses.





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of meeting and providing e-voting facility in the "The Free Press Journal" and Marathi newspaper "Navshakti" on 10<sup>th</sup> September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Sunday, 21<sup>st</sup> September, 2014 (9:30 am) to Tuesday, 23<sup>rd</sup> September, 2014 (5:30 pm). The members casted their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company has also given physical Assent / Dissent Form to facilitate voting in physical mode by the shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by NSDL on 25<sup>th</sup> September, 2014 in the presence of CS Priyanka Prabhu and Ms. Vibha Zaveri, who are not the employees of the Company.
7. The members casted votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company has received 9 (Nine) duly filed and signed physical Assent/Dissent Forms from the shareholders.
8. Summary of the e-voting received is as follows:

**8.1. Resolution No. 1**

| Particulars           | Ordinary Resolution for adoption of the Audited Balance Sheet as on 31 <sup>st</sup> March, 2014, the statement of Profit and loss for the year ended 31 <sup>st</sup> March, 2014 and the report of Directors and Auditors thereon. |           |                  |                  |                    |          |
|-----------------------|--|-----------|------------------|------------------|--------------------|----------|
|                       | No. of Shareholders voted  |           | Votes casted     |                  | Valid votes casted |          |
| Voting pattern        | Total  | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form | 9  | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting              | 8  | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>          | <b>17</b>  | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |

**Result: May be considered passed with unanimous consent.**





**8.2. Resolution No. 2**

| Particulars           | Ordinary Resolution for appointment of a Director in place of Mr. Govardhan Murlidhar Dhoot, who retires by rotation and being eligible, offers himself for re-appointment. |           |                  |                  |                    |          |
|-----------------------|---|-----------|------------------|------------------|--------------------|----------|
|                       | No. of Shareholders voted   |           | Votes casted     |                  | Valid votes casted |          |
| Voting pattern        | Total   | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form | 9   | 8*        | 40,39,998        | 35,28,206*       | 35,28,206          | 0        |
| E-voting              | 8   | 7*        | 9,26,160         | 7,70,830*        | 7,70,830           | 0        |
| <b>Total</b>          | <b>17</b>   | <b>15</b> | <b>49,66,158</b> | <b>42,99,036</b> | <b>42,99,036</b>   | <b>0</b> |

\* Note: Voting done by interested member excluded.

**Result: May be considered passed with unanimous consent.**

**8.3 Resolution No. 3**

| Particulars           | Ordinary Resolution for appointment of M/s. Milwani Associates, Chartered Accountants (having FRN: 106405W) Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Third Consecutive Annual General Meeting of the Company and to fix their remuneration. |           |                  |                  |                    |          |
|-----------------------|--|-----------|------------------|------------------|--------------------|----------|
|                       | No. of Shareholders voted  |           | Votes casted     |                  | Valid votes casted |          |
| Voting pattern        | Total  | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form | 9  | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting              | 8  | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>          | <b>17</b>  | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |

**Result: May be considered passed with unanimous consent.**





**8.4 Resolution No. 4**

| Particulars   | Ordinary Resolution for appointment Mr. Subhash Chandra Khattar as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013. |           |                  |                  |                    |          |
|---|---|-----------|------------------|------------------|--------------------|----------|
|   | No. of Shareholders voted   |           | Votes casted     |                  | Valid votes casted |          |
|   | Total   | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form   | 9   | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting  | 8   | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>  | <b>17</b>   | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |
| <b>Result: May be considered passed with unanimous consent.</b> |   |           |                  |                  |                    |          |

**8.5 Resolution No. 5**

| Particulars   | Ordinary Resolution for appointment Mr. Rajendra Prasad Mimani as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013. |           |                  |                  |                    |          |
|---|--|-----------|------------------|------------------|--------------------|----------|
|   | No. of Shareholders voted  |           | Votes casted     |                  | Valid votes casted |          |
|   | Total  | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form   | 9  | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting  | 8  | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>  | <b>17</b>  | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |
| <b>Result: May be considered passed with unanimous consent.</b> |  |           |                  |                  |                    |          |





**8.6 Resolution No. 6**

| Particulars           | Special Resolution under Section 180 (1) (c) of the Companies Act 2013 for borrowing an amount not exceeding Rs. 150 crore. |           |                  |                  |                    |          |
|-----------------------|---|-----------|------------------|------------------|--------------------|----------|
|                       | No. of Shareholders voted   |           | Votes casted     |                  | Valid votes casted |          |
|                       | Total   | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form | 9   | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting              | 8   | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>          | <b>17</b>   | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |

**Result: May be considered passed with unanimous consent.**

**8.7 Resolution No. 7**

| Particulars           | Special Resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charge. |           |                  |                  |                    |          |
|-----------------------|---|-----------|------------------|------------------|--------------------|----------|
|                       | No. of Shareholders voted   |           | Votes Casted     |                  | Valid votes casted |          |
|                       | Total   | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form | 9   | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting              | 8   | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>          | <b>17</b>   | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |

**Result: May be considered passed with unanimous consent.**





**8.8 Resolution No. 8**

| Particulars           | Ordinary Resolution for ratification of remuneration of M/s Ankit Kishor Chande, Cost Accountants as Cost Auditors for the year 2014-15. |           |                  |                  |                    |          |
|-----------------------|--|-----------|------------------|------------------|--------------------|----------|
|                       | No. of Shareholders voted  |           | Votes Casted     |                  | Valid votes casted |          |
| Voting pattern        | Total  | Valid     | Total            | Valid            | In favour          | Against  |
| Assent / Dissent Form | 9  | 9         | 40,39,998        | 40,39,998        | 40,39,998          | 0        |
| E-voting              | 8  | 8         | 9,26,160         | 9,26,160         | 9,26,160           | 0        |
| <b>Total</b>          | <b>17</b>  | <b>17</b> | <b>49,66,158</b> | <b>49,66,158</b> | <b>49,66,158</b>   | <b>0</b> |

**Result: May be considered passed with unanimous consent.**

9. You may accordingly declare the result at the Annual General Meeting to be held on 26<sup>th</sup> September, 2014.

Place: Bhayandar  
Date: 26<sup>th</sup> September, 2014



For Manish Baldeva & Co.  
Company Secretaries

CS Manish Baldeva  
Proprietor  
M. No. FCS 6180 C.P. No. 11062