



NOTICE

NOTICE is hereby given that the Forty Eighth (48th) Annual General Meeting of the Members of **Mangalam Drugs & Organics Limited** will be held on **Friday, September 24, 2021 at 3:30 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), which will be deemed to be held at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2021:

To consider and adopt the Standalone Audited Financial Statements for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director in place of Shri Govardhan M. Dhoot (DIN: 01240086), liable to retire by rotation, who being eligible, offers himself for re-appointment:

To appoint a Director in place of Shri Govardhan M. Dhoot (DIN: 01240086) who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of V. S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W) as the Statutory Auditors of the Company for a term of 5 years:

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

“**RESOLVED THAT** pursuant to provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to recommendations of the Audit Committee and Board of Directors, V. S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and V. S. Somani & Co., plus applicable taxes, out-of-pocket expenses, travelling and other expenses (if any), in connection with the work of audit to be carried out by them.

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.”

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Rampurawala Mohammed A & Co - Cost Accountants, the Cost Auditors of the Company for the Financial Year 2021-22:

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 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, remuneration of Rampurawala Mohammed A & Co - Cost Accountants (Membership No: 32100) appointed by the Board of Directors as Cost Auditors of the Company for the Financial Year 2021-22 for conducting audit of the cost records of the “bulk drugs” business of the Company of Rs. 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus out of pocket expenses and Goods and Service Tax (GST), as applicable be and is hereby ratified and approved.

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.”

5. Appointment of V. S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W) as the Statutory Auditors to fill the casual vacancy caused by resignation of M/s. Batliboi & Purohit, Chartered Accountants:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation(s) of the Audit Committee and Board of Directors,

V. S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W), be and are hereby appointed as Statutory Auditors of the Company from July 6, 2021, until the conclusion of this 48th Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) at a remuneration as may be mutually agreed to, between the Board of Directors and V. S. Somani & Co., Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses (if any), in connection with the work of audit to be carried out by them.

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."

6. Appointment of Shri Praveen Saxena (DIN: 03199264) as a Non- Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) Shri Praveen Saxena (DIN: 03199264), who was appointed by the Board of Directors, as an Additional Independent Director of the Company w.e.f. March 21, 2021 and who holds office up to the date of this 48th Annual General Meeting of the Company in terms of Section 161 of the Act 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 appointed as a Director of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred to as "the Listing Regulations"), Shri Praveen Saxena (DIN: 03199264), who meets the criteria for independence as provided in Section 149 of the Act and the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 21, 2021 to March 20, 2026.

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."

7. Revision in terms of remuneration of Shri Govardhan M. Dhoot (DIN:01240086) – Chairman & Managing 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 in partial modification to the resolution passed in the meeting of the Board of Directors held on July 26, 2019 and approved by the Members in their meeting held on September 25, 2019 for the re-appointment and/or payment of remuneration of Shri Govardhan M. Dhoot (DIN:01240086) – Chairman & Managing Director and pursuant to the provisions of Sections 196, 197, 198, Schedule V and all the other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable rules made under the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government or any other Government authority/agency/board, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include duly authorized Nomination and Remuneration Committee thereof for the time being in force exercising the powers conferred upon it by the Board) and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company in their meeting held on August 12, 2021, the approval of the members be and is hereby granted to revise remuneration payable to Shri Govardhan M. Dhoot (DIN:01240086) – Chairman & Managing Director of the Company from Rs. 20,00,000/- p.a. to Rs. 30,00,000/- p.a. plus other benefits as mentioned in the explanatory statement annexed to this Notice w.e.f. November 1, 2021 for his remaining tenure as Chairman & Managing Director of the Company i.e. till October 31, 2024.

RESOLVED FURTHER THAT except above, the original terms and conditions of re-appointment of Shri Govardhan M. Dhoot (DIN: 01240086), as Chairman & Managing Director of the Company will remain unchanged.

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."

**8. Re-appointment of Shri Brijmohan M. Dhoot (DIN: 01046420) as a Whole-time Director of the Company for term of 3 years w.e.f. August 14, 2021, who has attained the age of Seventy years:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Section I of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable rules made under the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority / agency / board, if any and to the extent required, and as recommended by Nomination and Remuneration Committee and the Board of Directors, provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Regulation, consent of the Members be and is hereby accorded to re-appoint Shri Brijmohan M. Dhoot (DIN: 01046420) as Whole-time Director of the Company, who has attained age of seventy years, with effect from August 14, 2021 for a period of three years i.e. till August 13, 2024, being liable to retire by rotation, on such terms and conditions including remuneration as stated in the explanatory statement annexed here to and is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the remuneration and/or agreement subject to the limits specified in Schedule V to the Act, including any statutory modification(s), amendmend(s) or re-enactment thereof for the time being in force as may be agreed to between the Board and Shri Brijmohan M. Dhoot (DIN: 01046420).

RESOLVED FURTHER THAT notwithstanding anything herein above stated, in the event in any financial year during his tenure of the Whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Act, the Company will pay him the above remuneration as the minimum remuneration by way of salary and allowances.

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.”

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

Geeta Karira
Company Secretary

Place: Mumbai

Date: August 12, 2021

Registered Office:

3rd Floor, Rupam Building,

239, P. D'Mello Road, Near G.P.O., Mumbai – 400001

CIN: L24230MH1972PLC116413

NOTES:

1. In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Companies Act, 2013 (“the Act”), the 48th AGM of the Company will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. The venue of the 48th AGM shall be deemed to be the Registered Office of the Company. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the 48th AGM is being held through VC / OAVM. The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith and also available at the Company’s website www.mangalamdrugs.com.
2. Pursuant to the MCA Circulars, 48th AGM is being held 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 48th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, 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.
3. The Institutional/Corporate Shareholders (i.e., other than individuals/HUF/NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/Authorisation etc., with attested specimen signature of the duly authorized representative, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said resolution/authorization shall be sent to the Company Secretary by email through its registered email address to investor@mangalamdrugs.com with a copy marked to sethi.legal@gmail.com and evoting@nsdl.co.in, at least 48 hours before the commencement of AGM.

4. The Members can join the AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Explanatory Statement pursuant to Section 102 of the Act in respect of business under item no. 4 to 8 of the Notice to be transacted at ensuing AGM is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this AGM are also annexed to this Report.
7. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are Link Intime India Private Limited.
8. To support "Green Initiative" members who have not yet registered their email addresses are requested to registered the same with their Depository Participants (DPs) in case the shares are held by them in electronic form. Members holding shares in physical mode and who have not updated their email addresses with the Company /Link Intime India Private Limited - Registrar and Transfer Agent (RTA) of the Company are requested to update their email addresses by writing to the Company at investor@mangalamdrugs.com or to RTA at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, Members may write to Company or RTA.
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA in this regard.
10. The Securities and Exchange Board of India (SEBI) vide its notification dated April 20, 2018, has mandated the submission of Permanent Account Number (PAN) and /or Bank Account details for updation of the same against their folio number. Members holding shares in electronic form are, therefore, requested to submit the PAN / Bank account details to their Depository Participant(s) with whom they are maintaining their demat accounts.
11. Members are requested to inform changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number and type, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
12. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
13. Members are requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
14. Members seeking any information pertaining to the Accounts or any matter to be placed at the AGM, are requested to write to the Company till Wednesday, September 15, 2021 mentioning their name, demat account number/folio number, email id, mobile number through email on investor@mangalamdrugs.com. The same will be replied by the Company suitably.
15. The Company has appointed Mr. Ankit Sethi – Practising Company Secretary (ICSI ACS No.: 25415, CP No.: 11089), as the Scrutinizer for conducting the remote e-voting as well as the e-voting on the date of the AGM in a fair and transparent manner.
16. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website www.mangalamdrugs.com.
17. Since the 48th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all documents referred to in the Notice will be available for inspection in electronic mode.
19. In line with the MCA Circulars and to support the green initiative only electronic copy of the Annual Report for the year ended March 31, 2021 and Notice of the 48th AGM are being sent to the members whose mail IDs are available with the Company/ DP(s). Physical copy of the report is not sent to anyone. Please note that Annual Report and Notice of the 48th AGM are also posted on the Company's website www.mangalamdrugs.com for download. The Notice of 48th AGM along with Annual Report for FY 2020-21 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the 48th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.



20. Pursuant to the provisions of Section 108 of the Act read together with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 48th 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 e-voting during the 48th AGM will be provided by NSDL.

21. INSTRUCTIONS FOR ELECTRONIC VOTING

REMOTE E-VOTING INSTRUCTIONS:

The remote e-voting period begins on Tuesday, September 21, 2021 at 9:00 A.M. (IST) and ends on Thursday, September 23, 2021 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, September 17, 2021 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 17, 2021.

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

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="596 278 1098 580" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

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

- I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- II. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- V. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, September 17, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 17, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to investor@mangalamdrugs.com with a copy marked to Scrutinizer by e-mail to sethi.legal@gmail.com and to NSDL by E-mail to evoting.nsdl.co.in atleast 48 hours before the commencement of AGM.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@mangalamdrugs.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@mangalamdrugs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- Members who would like to express their views or ask questions during the 48th AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to investor@mangalamdrugs.com till Wednesday, September 15, 2021:

SPEAKER REGISTRATION FORM*

Name of Shareholder (including joint holder)
DPID-CLID / Folio Number
Permanent Account Number (PAN)
Mobile Number & Email ID
Profession
Query in brief

*All fields are mandatory

- The member whose details are incomplete or inaccurate will not be considered for Speaker.
- Only those Member who have registered themselves as a Speaker will be allowed to express their views/ask questions during the 48th AGM.
- Further, the Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.



E-VOTING INSTRUCTIONS ON THE DAY OF AGM:

- I. The procedure for e-Voting on the day of the 48th AGM is same as the instructions mentioned above for remote e-voting.
- II. Only those Members/ Shareholders, who will be present in the 48th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 48th AGM of the Company.
- III. Members who have voted through Remote e-Voting will be eligible to attend the 48th AGM. However, they will not be eligible to vote at the 48th AGM.
- IV. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- i. Member will be provided with a facility to attend the 48th AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

Geeta Karira
Company Secretary

Place: Mumbai
Date: August 12, 2021

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof], requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The Board of Directors at their meeting held on May 21, 2021, on recommendation of the Audit Committee, approved the appointment of Rampurawala Mohammed A & Co - Cost Accountants (Membership No: 32100) as the Cost Auditors of the Company for the Financial Year 2021-22 at fees of Rs. 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus out of pocket expenses and GST, as applicable for conducting the audit of the cost accounting records of the Company.

The resolution contained in Item no. 4 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the Financial Year 2021-22.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of accompanying Notice for the approval of the Members.

Item No.5

M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No.101048W), were appointed as Statutory Auditors of the Company at 44th Annual General Meeting of the Company, for a term of consecutive five years commencing from the conclusion of 44th Annual General Meeting of the Company until the conclusion of 49th Annual General Meeting of the Company. However, they have tendered resignation w.e.f. June 9, 2021, due to commercial reasons, which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company. The gap between M/s. Batliboi & Purohit expectations and the Company's ability to match the expectations for the audit fee was wide, which despite multiple discussions, could not be bridged.

M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No.101048W) have issued their limited review report on the Company's results for the quarter ended June 30, 2021 in compliance with the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. Their intention to step down as Statutory Auditors of the Company was received on June 9, 2021 and was duly placed before the Audit Committee and Board of Directors of the Company at their meetings held on July 5, 2021. M/s. Batliboi & Purohit have confirmed to the Chairman of the Audit Committee that there were no other misgivings or reasons for resigning other than the commercial reasons.

The members of the Audit Committee have taken into account the experience and expertise of V. S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W) and recommended them to the Board for appointment to fill casual vacancy caused by resignation of M/s Batliboi & Purohit w.e.f. July 6, 2021 until the conclusion of this 48th Annual General Meeting of the Company.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendations of the Audit Committee, at their meeting held on July 6, 2021 approved the appointment of V. S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W) as the Statutory Auditors of the Company w.e.f. July 6, 2021, to fill the casual vacancy caused by the resignation of M/s Batliboi & Purohit, till the conclusion of this 48th Annual General Meeting of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. V. S. Somani & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Act. V.S. Somani & Co., Chartered Accountants (Firm Registration No. 117589W) is an Audit, Taxation and Consulting Firm with office in Mumbai. They offers services ranging from Auditing, Consulting, Taxation, and Accounting. Proprietor Shri. Vidyadhar S. Somani is a Qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India.

Accordingly, consent of the members is being sought for appointment of Statutory Auditors in a casual vacancy as per the proposal contained in the Resolution set out at item no. 5 of accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for the approval of the Members.

**Item No. 6**

On recommendations of the Nomination and Remuneration Committee, the Board of Directors had appointed Shri Praveen Saxena (DIN: 03199264) as an Additional Independent Director of the Company not liable to retire by rotation, for a term of 5 (five) years w.e.f. March 21, 2021 to March 20, 2026, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, he holds office up to the date of this 48th Annual General Meeting (“AGM”) and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Shri Praveen Saxena (DIN: 03199264) for the office of Director. The Company has received declaration from Shri Praveen Saxena (DIN: 03199264) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

The Company has received following documents from Shri Praveen Saxena (DIN: 03199264):

- i. Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;
- iii. Declaration that he meets the criteria of independence as provided under section 149 of the Act or Listing Regulations.

The Nomination and Remuneration Committee has recommended appointment of Shri Praveen Saxena (DIN: 03199264) as an Independent Director for a term of 5 (five) consecutive years w.e.f. March 21, 2021 to March 20, 2026. In the opinion of the Board of Directors, Shri Praveen Saxena (DIN: 03199264) fulfills the conditions specified in the Act, Rules made thereunder and the Listing Regulations, as amended, for his appointment as an Independent Director of the Company and that he is independent of the Management and is not disqualified to become Director under the Act. The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation. The brief profile of Shri Praveen Saxena (DIN: 003199264), nature of his expertise, names of Companies in which he holds Directorships, shareholding in the Company, etc. pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are set out in the annexure forming part of this Notice. The terms & conditions of his re-appointment, consent to act as Director, declaration by proposed appointee and notice received u/s 160 of the Act, shall be open for inspection by the Members at the Registered Office of the Company during business hours on any working day of the Company up to the date of this 48th AGM and will also be kept open during the AGM until conclusion of AGM.

None of the Directors or Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

The Board recommends passing of the Ordinary Resolution set out in Item no. 6 of accompanying Notice.

Item No. 7

The Members of the Company at the 46th Annual General Meeting of the Company held on September 25, 2019 had approved the re-appointment of Shri Govardhan M. Dhoot (DIN: 01240086), as Chairman & Managing of the Company, liable to retire by rotation and the terms of remuneration payable to him w.e.f. November 1, 2019. The Members had *inter-alia* approved, total remuneration of Rs. 20,00,000/- per annum and applicable perquisites with the authority to the Board (which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to fix the salary from time to time. The Nomination and Remuneration Committee (NRC) reviewed the performance of the Company and contributions of Shri Govardhan M. Dhoot (DIN: 01240086) in the growth of the Company. On the basis of the same, the NRC has recommended to the Board increase in remuneration to be paid to him. Taking into consideration his contributions in the growth of the Company and industry norms and based on the recommendation of NRC, the Board of Directors in its Meeting held on August 12, 2021 had approved the revision of the salary payable to Shri Govardhan M. Dhoot (DIN: 01240086) from the existing Rs. 20,00,000/- p.a. to Rs. 30,00,000/- p.a. for his remaining tenure as Chairman & Managing Director of the Company w.e.f. November 1, 2021 till October 31, 2024.

Terms & conditions *inter-alia* including remuneration of Shri Govardhan M. Dhoot (DIN:01240086), Statement as per Part II of Schedule V to the Act, Secretarial Standard and Regulation 36(3) of the Listing Regulations is provided in this Notice:

Sr. No.	Particulars	Information																																
I.	General Information																																	
	1. Nature of Industry	Mangalam Drugs & Organics Limited is one of the leading API manufacturing Company in India with a WHO-Geneva GMP, EDQM approval for its facilities. The Company is engaged in the manufacturing of APIs and Intermediates since over 4 decades and also in an agreement with the prestigious Clinton Health Access Initiatives (CHAI) under its Fight Malaria Program for supply of anti-malarial APIs worldwide. Mangalam stand as a strong source of supply to Ajanta Pharma, Cipla, Mylan, Macleods, Dr. Reddys and Emcure to name a few Indian MNCs. The Company also enjoys a global presence for its products in many countries <i>inter-alia</i> Italy, Russia, China, Turkey, Nigeria, Uganda, Kenya and Pakistan.																																
	2. Date or expected date of commencement of commercial production	The Company is an existing Company and carrying on business for last about more than 47 years.																																
	3. In case of a new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																
	4. Financial Performance based on given indicators	<table border="1"> <thead> <tr> <th colspan="4">Amt. Rs. in Lakhs</th> </tr> <tr> <th>Particulars</th> <th>March 31, 2021</th> <th>March 31, 2020</th> <th>March 31, 2019</th> </tr> </thead> <tbody> <tr> <td>Share Capital - Equity</td> <td>1,582.82</td> <td>1,582.82</td> <td>1,582.82</td> </tr> <tr> <td>Reserves & Surplus</td> <td>11513.36</td> <td>8811.05</td> <td>7,983.48</td> </tr> <tr> <td>Total Income</td> <td>38486.12</td> <td>28353.48</td> <td>22,789.65</td> </tr> <tr> <td>Total Expenses</td> <td>34534.22</td> <td>27728.27</td> <td>23,363.35</td> </tr> <tr> <td>Profit Before Tax</td> <td>3951.91</td> <td>625.21</td> <td>(573.71)</td> </tr> <tr> <td>Profit After Tax</td> <td>2797.09</td> <td>825.25</td> <td>(803.09)</td> </tr> </tbody> </table>	Amt. Rs. in Lakhs				Particulars	March 31, 2021	March 31, 2020	March 31, 2019	Share Capital - Equity	1,582.82	1,582.82	1,582.82	Reserves & Surplus	11513.36	8811.05	7,983.48	Total Income	38486.12	28353.48	22,789.65	Total Expenses	34534.22	27728.27	23,363.35	Profit Before Tax	3951.91	625.21	(573.71)	Profit After Tax	2797.09	825.25	(803.09)
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	5. Foreign investments or collaborators, if any	Not Applicable																																
II.	Information about Shri Govardhan M. Dhoot (DIN: 01240086)																																	
	1. Background details	Shri Govardhan M. Dhoot has over four decades of experience in the Chemical & Pharma Industry, handling marketing in both domestic and export markets. He has traveled to many countries and visited important industrial & commercial capitals all over the world. He has been the Whole-time Director of the Company effective November 1, 2004, currently he is the Chairman & Managing Director of the Company.																																
	2. Past Remuneration	Shri Govardhan M. Dhoot was re-appointed as a Chairman & Managing Director w.e.f. November 1, 2019 till October 31, 2024 at a remuneration of Rs. 20,00,000/- plus perquisites/ other benefits.																																
	3. Job profile & his suitability	Shri Govardhan M. Dhoot as the Managing Director of the Company, functions under the overall superintendence and guidance of the Board. In view of his qualifications and varied experience, the Board has bestowed the responsibilities on Shri Govardhan M. Dhoot.																																

<p>4. Remuneration w.e.f. November 1, 2021 for a period of 3 years</p>	<p>A. Salary: Rs. 30,00,000/- p.a.</p> <p>B. Perquisites / Allowance:</p> <p>In addition to salary, Shri Govardhan M. Dhoot will be entitled to perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, chauffeur driven car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the nature and breakup of the perquisites and allowances will be determined in accordance with the schemes/policies/rules of the Company or may be decided by the Board of Directors from time to time.</p> <p>The Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act, 1961, Gratuity payable as per the Rules of the Company, encashment of leave at the end of the tenure and use of Car for official duties and telephone at residence (including payment for local calls and long distance calls) shall not be included in the computation of limits for the remuneration as per Schedule V of the Companies Act, 2013 ("the Act").</p> <p>C. Reimbursement of Medical Expenditure incurred by the Chairman & Managing Director and his family.</p> <p>D. Shri Govardhan M. Dhoot shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and travelling, hotel and other expenses incurred by them in India and abroad, exclusively on the business of the Company.</p> <p>E. Overall Remuneration - The aggregate of salary, perquisites and allowances in any one financial year, as may be decided by the Board of Directors, i.e. total remuneration may exceed 5% of the net profits of the Company (individually) as calculated under Section 198 of the Act, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 read with Schedule V of the Act or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).</p> <p>The total managerial remuneration payable by the Company, to the Directors, including Managing Director and Whole-Time Director and Manager in respect of any financial year may exceed 11% of the net profits of the Company as calculated under Section 198 of the Act, subject to necessary approvals as prescribed under Section 197 of the Act and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Rules, Act and/ or applicable laws in this regard.</p> <p>Minimum Remuneration - Where in any financial year during the currency of the tenure, the Company has no profits or its profits are inadequate, the Managing Director shall be paid the aforesaid remuneration as "Minimum Remuneration" in the respective financial year(s) notwithstanding that the same may exceed the ceiling limit laid down under Section 197 and Schedule V to the Act, subject to the approval of any statutory authority, if required.</p>
<p>5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</p>	<p>Considering the general industry trend, the specific Company profile, skills, knowledge, vast business experience and responsibilities shouldered by Shri Govardhan M. Dhoot, the remuneration decided by the Board / Nomination and Remuneration Committee is in line with industry standards.</p>
<p>6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</p>	<p>Shri Govardhan M. Dhoot does not have any pecuniary relationship, directly or indirectly with the Company or with any key managerial personnel besides the remuneration set out above. Shri Govardhan M. Dhoot holds 6,67,122 Equity Shares of the Company.</p>
<p>7. Termination Clause</p>	<p>The Agreement may be terminated by either party by giving three months' notice or the Company paying three months' salary in lieu of notice.</p> <p>The terms and conditions of the re-appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deemed fit, within the limits prescribed of the Act or any subsequent amendments or modifications made thereto.</p>

Except Shri Brijmohan M. Dhoot (DIN: 01046420) – Whole-time Director, none of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Accordingly, the Board recommends the Special Resolution in relation to change in terms and conditions of the re-appointment of Shri Govardhan M. Dhoot (DIN: 01240086) as set forth in Item No. 7 of the notice for the approval of the Members. All the documents referred in the resolution mentioned at Item No. 7 and explanatory statement thereto shall be open for inspection by the Members at the Registered of the Company during business hours on any working day of the Company up to the date of this 48th AGM and will also be kept open during the AGM until the conclusion of the AGM.

Item No.8

Shri Brijmohan M. Dhoot (DIN:01046420) was designated as the Whole-time Director of the Company w.e.f. August 14, 2018 at a remuneration of Rs. 6,00,000/- (Rupees Six Lakh only). His term as Whole-time Director expired on August 13, 2021. Subject to the approval of the Shareholders of the Company being obtained in this 48th Annual General Meeting and based on the recommendation of the Nomination and Remuneration Committee at its Meeting, the Board of Directors of the Company, at its Meeting held on August 12, 2021 has approved re-appointment of Shri Brijmohan M. Dhoot (DIN:01046420) as the Whole-time Director of the Company for a period of 3 (three) years with effect from August 14, 2021 upto August 13, 2024, liable to retie by rotation and for the remuneration payable to him in such capacity.

Shri Brijmohan M. Dhoot is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Companies Act, 2013 (“the Act”). He has communicated his willingness to be re-appointed and has given his consent to act as Whole-time Director of the Company and satisfies all the conditions of the Companies Act, 2013 and hence, is eligible for re-appointment.

Therefore, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Act, the proposed remuneration of Shri Brijmohan M. Dhoot (DIN:01046420) as the Whole-time Director of the Company and the terms and conditions of his re-appointment require approval of the Shareholders by way of a Special Resolution. The terms & conditions of re-appointment of Shri Brijmohan M. Dhoot (DIN:01046420), Statement as per Part (B) of Part II of Schedule V to the Act, Secretarial Standard and Regulation 36(3) of the Listing Regulations is provided in this Notice:

Sr. No.	Particulars	Information																															
I.	General Information																																
1.	Nature of Industry	Mangalam Drugs & Organics Limited is one of the leading API manufacturing Company in India with a WHO-Geneva GMP, EDQM approval for its facilities . The Company is engaged in the manufacturing of APIs and Intermediates since over 4 decades and also in an agreement with the prestigious Clinton Health Access Initiatives (CHAI) under its Fight Malaria Program for supply of anti-malarial APIs worldwide. Mangalam stand as a strong source of supply to Ajanta Pharma, Cipla, Mylan, Macleods, Dr. Reddys and Emcure to name a few Indian MNCs. The Company also enjoys a global presence for its products in many countries <i>inter-alia</i> Italy, Russia, China, Turkey, Nigeria, Uganda, Kenya and Pakistan .																															
2.	Date or expected date of commencement of commercial production	The Company is an existing Company and carrying on business for last about more than 47 years.																															
3.	In case of a new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																															
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5.	Foreign investments or collaborators, if any	Not Applicable																															



II.	Information about Shri Brijmohan M. Dhoot (DIN: 01046420)	
1.	Background details	Shri Brijmohan M. Dhoot is from Commerce background. He is associated with the Company since incorporation and has an experience of more than forty years in chemical & pharma industry. He has vast knowledge and varied experience which is of great value to the Company.
2.	Past Remuneration	Shri Brijmohan M. Dhoot was designated as a Whole-time w.e.f. August 14, 2018 at a remuneration of Rs. 6,00,000/- p.a. plus perquisites / other benefits.
3.	Job profile & his suitability	Shri Brijmohan M. Dhoot as the Whole-time Director of the Company is entrusted with power of administration of Company's affairs under the supervision and control of the Board of Directors of the Company. Taking into consideration his qualification, experience, knowledge he is best suited person for the responsibilities entrusted to him by the Company's Board.
4.	Remuneration for a period of 3 years	<p>A. Salary: Rs. 10,00,000/- p.a.</p> <p>B. Perquisites / Allowance:</p> <p>In addition to salary, Shri Brijmohan M. Dhoot will be entitled to perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, chauffeur driven car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the nature and breakup of the perquisites and allowances will be determined in accordance with the schemes/policies/rules of the Company or may be decided by the Board of Directors from time to time.</p> <p>The Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act, 1961, Gratuity payable as per the Rules of the Company, encashment of leave at the end of the tenure and use of Car for official duties and telephone at residence (including payment for local calls and long distance calls) shall not be included in the computation of limits for the remuneration as per Schedule V of the Companies Act, 2013 ("the Act").</p> <p>C. Reimbursement of Medical Expenditure incurred by the Whole-time Director and his family.</p> <p>D. Shri Brijmohan M. Dhoot shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and travelling, hotel and other expenses incurred by them in India and abroad, exclusively on the business of the Company.</p> <p>E. Overall Remuneration - The aggregate of salary, perquisites and allowances in any one financial year, as may be decided by the Board of Directors, i.e. total remuneration may exceed 5% of the net profits of the Company (individually) as calculated under Section 198 of the Act, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 read with Schedule V of the Act or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).</p> <p>The total managerial remuneration payable by the Company, to the Directors, including Managing Director and Whole-Time Director and Manager in respect of any financial year may exceed 11% of the net profits of the Company as calculated under Section 198 of the Act, subject to necessary approvals as prescribed under Section 197 of the Act and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard.</p> <p>Minimum Remuneration - Where in any financial year during the currency of the tenure, the Company has no profits or its profits are inadequate, the appointee shall be paid the aforesaid remuneration as "Minimum Remuneration" in the respective financial year(s) notwithstanding that the same may exceed the ceiling limit laid down under Section 197 and Schedule V to the Act, subject to the approval of any statutory authority, if required.</p>

	5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the general industry trend, the specific Company profile, skills, knowledge, vast business experience and responsibilities shouldered by Shri Brijmohan M. Dhoot, the remuneration decided by the Board / Nomination and Remuneration Committee is in line with industry standards.
	6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Shri Brijmohan M. Dhoot does not have any pecuniary relationship, directly or indirectly with the Company or with any key managerial personnel besides the remuneration set out above. Shri Brijmohan M. Dhoot holds 5,64,469 Equity Shares of the Company.
	7. Termination Clause	The Agreement may be terminated by either party by giving three months' notice or the Company paying three months' salary in lieu of notice. The terms and conditions of the re-appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deemed fit, within the limits prescribed of the Act or any subsequent amendments or modifications made thereto.

Except Shri Govardhan M. Dhoot (DIN: 01240086) – Chairman & Managing Director, none of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Shri Brijmohan M. Dhoot (DIN:01046420) as set forth in Item No. 8 of the notice for the approval of the Members. All the documents referred in the resolution mentioned at Item No. 8 and explanatory statement thereto shall be open for inspection by the Members at the Registered of the Company during business hours on any working day of the Company up to the date of the this 48th AGM and will also be kept open during the AGM until the conclusion of the AGM.

**Annexure to item Nos. 6 to 8 of the Notice****Details pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard in respect of Directors seeking appointment/reappointment**

Name of Director	Shri Govardhan M. Dhoot	Shri Praveen Saxena	Shri Brijmohan M. Dhoot
Director Identification No.	01240086	03199264	01046420
Date of Birth	October 21, 1953	June 1, 1955	July 10, 1951
Age	67	66	70
Date of appointment on Board	April 16, 1996	March 21, 2021	May 2, 2015
Nationality	Indian	Indian	Indian
Qualification	Commerce Background	M.Sc. (Gold Medal) and Ph.D. in Physics from Delhi University	Commerce Background
Experience including Expertise in specific functional areas	He has been a Whole-time Director of the Company effective November 1, 2004. He has over four decades of experience in the Chemical industry, handling marketing in both domestic and export market. He has travelled to many countries and visited important industrial commercial capitals all over the world.	He is an International expert and has over 50 research publications in international journals, and has represented India's interests in Renewable Energy in various multilateral organizations and International forums.	He has more than forty years experience in the Chemical & Pharma Industry. He has vast knowledge and varied experience which is of great value to the Company.
List of Directorships held in Other Companies (Excluding Foreign, Private and Section 8 Companies)	Nil	IMP Powers Limited	Nil
Memberships/ Chairmanships of Audit and Stakeholders' Relationships Committees across Public Companies	Nil	Member of Audit Committee of IMP Powers Limited.	Nil
Number of shares held in the Company	6,67,122 Equity Shares	Nil	5,64,469 Equity Shares
Relationship between the Directors inter-se	Shri Govardhan M. Dhoot is a Brother of Shri Brijmohan M. Dhoot – Whole-time Director of the Company.	Shri Praveen Saxena is not related to any Director of the Company.	Shri Brijmohan M. Dhoot is a Brother of Shri Govardhan M. Dhoot – Chairman & Managing Director of the Company.