

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE of Postal Ballot is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration), Rules, 2014, Secretarial Standards - II ("SS-II") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to transact the following special business by passing the ordinary resolution set out below through Postal Ballot including voting through electronic means.

In compliance with provision read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 33/2020 dated 28th September, 2020 and dated 31st December, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Circular dated May, 12 2020 and January 15, 2021 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), this Postal Ballot Notice is being sent **only through** electronic mode to those Members whose E-mail Addresses are registered with the Company / Depositories **and no physical Postal Ballot Forms will be dispatched**. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company is desirous of seeking your consent to the proposals contained in the Resolution set out below.

A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

E-voting Option

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility to cast your votes electronically.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company or Company Secretary of the Company as authorised by the Board and the result will be declared on or before Saturday, April 16th, 2022 through the mode as the Company deems fit for such declaration. The result will also be posted on the Company's website www.mangalamdrugs.com and communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).



In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for Remote E-Voting	Members may refer to the instructions provided under “Procedure for E-Voting” section in the subsequent pages of this Notice
2.	Contact Details for Members to receive credentials for E Voting	Company Email ID : cs@mangalamdrugs.com NSDL Email ID : evoting@nsdl.co.in
3.	Submission of Documents and Information by Members who are holding shares in Physical Mode to receive credentials for E Voting	A. Folio No B. Name of Member C. Self-attested Scanned PDF Copy of PAN D. Self-attested Scanned PDF Copy of AADHAR E. Scanned PDF Copy of share certificates Scanned PDF copies of documents must be sent to rnt.helpdesk@linkintime.co.in .
4.	Submission of Documents and Information by members who are holding shares in Demat mode to receive credentials for E Voting	A. DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID) B. Name of Member C. Client master or copy of Consolidated Account statement D. Self-attested Scanned PDF Copy of PAN E. Self-attested Scanned PDF Copy of AADHAR Scanned PDF copies of documents must be sent to rnt.helpdesk@linkintime.co.in



ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH E-VOTING:

ITEM NO.01

APPOINTMENT OF SHRI RAKESH K. MILWANI, (DIN: 01115469) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013(“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to recommendation of Nomination and Remuneration Committee, Shri Rakesh K. Milwani (DIN: 01115469), who was appointed as an Additional–Non-Executive Non-Independent Director of the Company, by the Board of Directors with effect from 10th March, 2022, in terms of the provisions of Section 161 of the Act, be and is hereby appointed as Non-executive Non-Independent Director, liable to retire by rotation, with effect from 10th March 2022.”

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**FOR
MANGALAM DRUGS AND ORGANICS LIMITED**

**Sd/-
Jayant Barde
Company Secretary & Compliance Officer
Membership No: A61954
Place : Mumbai
Date : 10th March, 2022**

**REGD. OFFICE:
MANGALAM DRUGS AND ORGANICS LIMITED**

**CIN : L24230MH1972PLC116413
Tel : + 91 22 22616200
E-mail : contactus@mangalamdrugs.com
Website : www.mangalamdrugs.com
Address : 3rd Floor, Rupam Building 239, P. D'mello
Road Mumbai City MH 400001 IN**



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

ITEM NO 1:

The Board of Directors on the recommendation of Nomination and Remuneration Committee had appointed Shri Rakesh K. Milwani (DIN: 01115469), aged 60 years, as an Additional Non -Executive Non -Independent Director of the Company with effect from 10th March 2022 under Sections 161 of Companies Act, 2013.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri Rakesh K. Milwani shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier. The Company has received notice under Section 160 of the Companies Act, 2013 from Shri Rakesh K. Milwani signifying his candidature as Non -Executive Non-Independent Director of the Company.

Shri Rakesh K. Milwani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Director of the Company. As on date, he does not hold any share in the Company.

Shri Rakesh K. Milwani is a Chartered Accountant from Institute of Chartered Accountants of India and comes with over of 37 years of experience as a Practicing Chartered Accountant enriching himself with expertise in Financial Services. He has also completed his Bachelors Degree of Commerce and Bachelors Degree of Law. The Board of Directors is of the opinion that vast knowledge and varied experience of Shri Rakesh K. Milwani will be of great value to the Company.

The details of Shri Rakesh K. Milwani in terms of Regulation 36 (3) of Listing Regulation and Secretarial Standards is annexed to this Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their shareholding if any.

**FOR
MANGALAM DRUGS AND ORGANICS LIMITED**

Sd/-
Jayant Barde
Company Secretary & Compliance Officer
Membership No: A61954
Place : Mumbai
Date : 10th March, 2022

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Website : www.mangalamdrugs.com
Address : 3rd Floor, Rupam Building 239, P. D'mello
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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) stating material facts and reasons for the proposed resolution is annexed hereto. A copy of the Notice along with all annexures is also available on the website of the Company viz www.mangalamdrugs.com.
2. The Board of Directors of the Company has appointed Mr. Mustafa Bohra Proprietor of M/s Mustafa Bohra and Associates, Practising Company Secretaries, as the scrutiniser to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
3. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
4. The said results along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.mangalamdrugs.com and the website of NSDL at www.evoting.nsdl.com.
5. If your E-mail address is not registered with the Company / Depositories, you may register to receive this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by completing the process for registration of e-mail address as under:

The process to be followed for registration of E-mail Address is as follows: 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

Members holding shares in physical mode are requested to provide followings on rnt.helpdesk@linkintime.co.in	Members holding shares in dematerialized mode are requested to provide
<ol style="list-style-type: none">1. Name2. Folio No3. Mobile No4. Email Address5. Scanned Copies of Share Certificate6. Self-Attested Aadhar7. Self-Attested PAN	<ol style="list-style-type: none">1. Depository participant ID2. Client ID3. Mobile No4. Email Address5. Scanned Copies of self-attested Client Master OR Consolidated Account statement

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address.

Members may note that this Postal Ballot Notice will also be available on the Company’s website, www.mangalamdrugs.com, websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of “NSDL”, www.evoting.nsdl.com



6. The documents referred to in the Notice and the Explanatory Statement are available to facilitate online inspection until the last date of remote e-voting. Members seeking to inspect such documents can send an email to cs@mangalamdrugs.com. The same will be replied to by the Company suitably.
7. The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Thursday, 14th April, 2022.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on Friday, 11th March, 2022 After the dispatch of the Notice, it shall also be displayed on the website of the Company (www.mangalamdrugs.com) and on the website of M/s. Link Intime India Pvt Ltd. (RTA) (<https://linkintime.co.in>).
9. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by M/s. National Securities Depository Limited (NSDL).
10. In case of any queries, you may contact the Company at cs@mangalamdrugs.com.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- ✓ In compliance with the provisions of Sections, Regulations and Circulars as mentioned above, assent or dissent of the members of the Company in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process and for the same Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
- ✓ Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 11th March, 2022 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- ✓ The e-voting period begins on Wednesday, 16th March, 2022 (9:00 A.M. I.S.T) and ends on Thursday, 14th April, 2022 (5:00 P.M. I.S.T). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e., Friday, 11th March, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- ✓ **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 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:

<u>Type of shareholders</u>	<u>Login Method</u>
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.nsd.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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



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/EasiRegistrationAlternatively, 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	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.

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.



<u>Login type</u>	<u>Helpdesk details</u>
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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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***
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5. 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'?
 - (i) 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'.
 - (ii) 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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 Scrutinizer by e-mail to mustafambassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Non-Individual shareholders and custodians are required to log on to www.evoting.nsdl.com and register themselves.
3. 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.
4. 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 to Mr. Anubhav Saxena at evoting@nsdl.co.in

**FOR
MANGALAM DRUGS AND ORGANICS LIMITED**

Sd/-
Jayant Barde
Company Secretary & Compliance Officer
Membership No: A61954
Place : Mumbai
Date : 10th March, 2022

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ANNEXURE TO ITEM NO. 01 OF THE NOTICE

Details of Director seeking appointment pursuant to Regulation 36 (3) of SEBI LODR Regulations, 2015 and Secretarial Standard II on General Meetings.

Name of Director	Rakesh Kishinchand Milwani
DIN	01115469
Date of Birth	October 11, 1961
Age	60 Years
Nationality	Indian
Occupation	Professional
Date of Appointment by the Board	10.03.2022
Designation	Non-Executive and Non-Independent
Tenure of Appointment	He shall be liable to retire by rotation
Terms and Conditions of Appointment	As per resolution stated above
Qualifications	<ul style="list-style-type: none">• Chartered Accountant from Institute of Chartered Accountants of India• Bachelors Degree of Commerce• Bachelors Degree of Law
Nature of Expertise in Specific Functional Ares	37 years of experience as a Practicing Chartered Accountant enriching himself with expertise in financial services
Number of Shares held in the Company	Nil
List of Directorship held in other Companies*	Nil
Chairman / Member in the Committees of the Boards of Companies in which he is Director	Nil
Relationship between Directors inter-se	None
No. of Board Meetings attended during FY 2021-22	None
Remuneration sought to be paid	Nil
Remuneration last paid	Nil

**Directorship includes Directorship of Public Companies.*