

PROCEEDINGS OF THE 35th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 26, 2017, AT KUMBHIVALI VILLAGE, SAVROLI KHARPADA ROAD, TALUKA – KHALAPUR, KHOPOLI – 410 202 AT 10.00 A.M.

Directors Present :

Mr. Kamalkumar Dujodwala
Mr. Pannkaj Dujodwala
Mrs. Anita Shirya
Mr. S. N. Baheti

In attendance :

Mr. Bhupendra Gandhi - Statutory Auditor
Mr. Shrirang Rajule - Chief Financial Officer
Mr. Ankur Gala - Company Secretary
Mr. Yogesh Sharma - Scrutinizer, PCS

Mr. Kamalkumar Dujodwala being the Chairman of the Board took the chair and conducted the proceedings of the Meeting, the requisite quorum being present. The Chairman addressed the shareholders and spoke about Financial Performance of the Company, current economic situations and its impact.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2017, Director's and Auditor's report had been posted/emailed as the case may be, to all the Members and that the original documents along with the statutory registers and Secretarial Auditors' Report were available for inspection. The Chairman further informed the shareholders that e-voting facility has been provided to all Members to vote electronically and that there will be no voting by show of hands at the meeting.

Clarifications were provided to the queries raised by the members.

The following items of business, as per the Notice of the AGM were transacted –

1. Adoption of Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended on that date, together with the Directors, Report and the Auditors' Report thereon
2. Appointment of a Director in place of Mr. Kamalkumar Dujodwala, who retires by rotation and being eligible offers himself for re-appointment:
3. Ratification of Appointment of M/s. NGST & Associates as Statutory Auditor of the company:
4. Approval of remuneration of Cost Auditor - Mr. Naresh Jethwani
5. Approval of remuneration of Shri Kamalkumar Dujodwala
6. Approval of remuneration of Shri Pannkaj Dujodwala
7. Approval for appointment of Mr. S. N. Baheti as an Independent Director of the Company

The Chairman informed the shareholders that Mr. Yogesh Sharma, Member, Institute of Company Secretaries of India had been appointed as the Scrutinizer for the Poll at this meeting and to report on the combined voting results of e-voting and the Poll for each of the items as per the notice of the AGM. The scrutinizers' report was received and accordingly all the resolutions as set out in the notice of the AGM were declared as passed.

YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Mob No. 9833124864

Phone Office : 25952322

Email ID: csymsharma@gmail.com

To,

The Chairman,
Mangalam Organics Limited
Kumbhivali Village,
SavroliKharpada Road,
Taluka Khalapur,
Khopoli - 410203

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at Annual General Meeting (AGM) held on 26th September, 2017.

The Board of the Company at its meeting held on 14th August 2017 had appointed me as a scrutinizer for the remote e-voting held from 23rd September, 2017 (IST 9.00 a.m.) and ends on 25th September, 2017 (IST 5.00 p.m.) and the Chairman of Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 26th September, 2017. The shareholders of the company holding shares as on "cut-off date" i.e. 19th September, 2017 were entitled to vote on resolution as set out in the notice of the AGM.

The Company had appointed Central Depository Services Limited ("CDSL") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 23rd September, 2017 (IST 9.00 a.m.) and ends on 25th September, 2017 (IST 5.00 p.m.). The remote e-voting facility was then unblocked after the AGM, in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting process kindly refer my scrutinizer's report dated 26th September, 2017.

At the AGM of the Company held on 26th September, 2017, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 26th September, 2017.

I hereby submit my following consolidated report on remote e-voting together with the poll.



CONSOLIDATED REPORT

1) Resolution No. 1:

Adoption of Audited Balance sheet as at 31st March, 2017 and the statement of Profit and Loss for the year for that date together with the reports of the Directors and the Auditors thereon.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100

2) Resolution No. 2:

To appoint Director in place of Mr. Kamal Dujodwala who retires by rotation and being eligible offers himself for reappointment.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100

3) Resolution No.3:

Ratification of the appointment of M/s. NGST and Associates Chartered Accountants as the statutory auditors of the Company.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100



4) Resolution No.4:

Approve remuneration of Cost Auditor

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100

5) Resolution No5 :

Approval of the shareholders for the remuneration payable to Mr. KamalkumarDujodwala.

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100

6) Resolution No 6 :

Approval of the shareholders for the remuneration payable to Mr. PannkajDujodwala

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100



7) Resolution No 7 :

Appointment of Mr. S. N. Baheti as an Independent Director of the Company

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	4246511	536891	4783402	100
Votes against the Resolution	Nil	Nil	Nil	Nil
Total	4246511	536891	4783402	100

From the above report I state that the entire resolutions stated above stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary of the Company duly authorized by the Board.

Thanking You,
Yours Faithfully,

Yogesh Sharma



Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366
ACS : 33235

Date: 26th September, 2017
Place: Mumbai

YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Mob No. 9833124864

Phone Office : 25952322

Email ID: csymsharma@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

35th Annual General Meeting of the Equity Shareholders
Mangalam Organics Limited

Held on Tuesday, 26th September, 2017 at Kumbhivali Village, Savroli Kharpada Road, Taluka Khalapur, Khopoli – 410203 at 10.00 a.m.

Dear Sir,

I Yogesh Sharma, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 35th Annual General Meeting of the Equity Shareholders Mangalam Organics Limited held on Tuesday, 26th September, 2017 at Kumbhivali Village, Savroli Kharpada Road, Taluka Khalapur, Khopoli – 410203 at 10.00 a.m.; submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

1) **Resolution No. 1:**

Adoption of Audited Balance sheet as at 31st March, 2017 and the statement of Profit and Loss for the year for that date together with the reports of the Directors and the Auditors thereon.

i) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100

ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

2) **Resolution No. 2:**

To appoint Director in place of Mr. Kamal Dujodwala who retires by rotation and being eligible offers himself for reappointment.

i) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100

ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL



iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

3) **Resolution No.3:**

Ratification of the appointment of M/s. NGST and Associates Chartered Accountants as the statutory auditors of the Company.

i) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100

ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

4) **Resolution No.4:**

Approve remuneration of Cost Auditor

i) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100



ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

5) **Resolution No.5 :**

Approval of the shareholders for the remuneration payable to Mr. KamalkumarDujodwala.

i) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100

ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL



6) **Resolution No. 6 :**

Approval of the shareholders for the remuneration payable to Mr. Pannkaj Dujodwala.

i) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100

ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

7) **Resolution No. 7 :**

Appointment of Mr. S. N. Baheti as an Independent Director of the Company

iv) Voted **in favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
31	536891	100

v) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL



vi) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,
Yours Faithfully,

Yogesh Sharma



Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366

Date: 26th September, 2017
Place: Mumbai

YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322

Email ID: csymsharma@gmail.com

Mob No. 9833124864

To,

The Chairman,

Mangalam Organics Limited

Kumbhivali Village,

SavroliKharpada Road,

TalukaKhalapur,

Khopoli- 410203

Dear Sir,

Subject: Scrutinizer's Report on Remote e-voting process.

I, Yogesh Sharma, Practicing Company Secretary, have been appointed as the scrutinizer by the Board of Directors of **Mangalam Organics Limited** vide Board Resolution dated 14th August 2017 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 35th Annual General Meeting (AGM) held on Tuesday, 26th September, 2017 at 10.00 a.m.

The notice dated 14th August, 2017 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by Central Depository Services Limited ("CDSL") for conducting e-voting by the shareholders of the Company.

The voting period for e-voting commenced from 23rd September, 2017 (IST 9.00 a.m.) and ends on 25th September, 2017 (IST 5.00 p.m.) and CSDL platform was blocked thereafter and the votes cast under e-voting facility were then unblocked on 26th September, 2017 after the AGM in the presence of two witness who were not in the employment of the Company.

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by CDSL, I submit my following report on e-voting process.



1) **Resolution No. 1:**

Adoption of Audited Balance sheet as at 31st March, 2017 and the statement of Profit and Loss for the year for that date together with the reports of the Directors and the Auditors thereon.

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

2) **Resolution No. 2:**

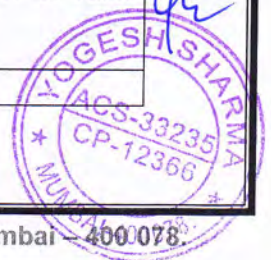
To appoint Director in place of Mr. Kamal Dujodwala who retires by rotation and being eligible offers himself for reappointment.

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL



iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

3) **Resolution No.3:**

Ratification of the appointment of M/s. NGST and Associates Chartered Accountants as the statutory auditors of the Company.

i) **Voted in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100

ii) **Voted against** the Resolution:.

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

4) **Resolution No.4:**

Approve remuneration of Cost Auditor

i) **Voted in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

5) **Resolution No. 5 :**

Approval of the shareholders for the remuneration payable to Mr. Kamalkumar Dujodwala.

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL



6) **Resolution No. 6 :**

Approval of the shareholders for the remuneration payable to Mr. Pannkaj Dujodwala

iv) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100

v) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

vi) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL

7) **Resolution No. 7:**

Appointment of Mr. S. N. Baheti as an Independent Director of the Company

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
10	4246511	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
NIL	NIL



The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,
Yours Faithfully,

Yogesh Sharma

Yogesh Sharma
Practicing Company Secretary
C.P. No. 12366



Date: 26th September, 2017
Place: Mumbai