



## **NOTICE**

Notice is hereby given that the **8<sup>th</sup>** Annual General Meeting of the members of Mangalam Seeds Limited will be held at Registered Office of the Company at **202, Sampada Complex, Behind Tulsi Complex, Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009** on Monday, 30<sup>th</sup> September, 2019 at 11.00 A.M. to transact the following business:

### **ORDINARY BUSINESS**

**1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2019 along with the reports of Board of Directors (“the Board”) and Auditors thereon.

**2. Appointment of Mr. Mafatlal Jethalal Patel (DIN: 03173737) as director liable to retire by rotation:**

To appoint a director in place of Mr. Mafatlal Jethalal Patel (DIN: 03173737), who retires by rotation and, being eligible, seeks re-appointment.

Both our executive directors are subject to retirement by rotation based on the terms of their appointment. Last year, Mr. Dhanajibhai Shivramdas Patel was subject to retire by rotation and was reappointed by Shareholders.

Therefore, Shareholders are requested to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Mafatlal Jethalal Patel (DIN: 03173737) as a Director, to the extent that he is required to retire by rotation.”

**3. Appointment of Statutory Auditor:**

To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and Audit and Auditors Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)the appointment of M/s. Piyush J. Shah & Co., Chartered Accountants, Ahmedabad (FRN: 121172W with the Institute of Chartered Accountants of India) as the Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending on March 31, 2020, as may be determined by the audit committee in consultation with the auditors.”

**SPECIAL BUSINESS**

**4. Appointment of Mr. Pravinkumar Madhavlal Patel 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 the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, Mr. Pravinkumar Madhavlal Patel, a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non Executive Independent Director of the Company whose office is not liable to retire by rotation, subject to the approval of members in the General Meeting.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are authorized to do all the acts, deeds and things which are necessary and also authorized to file requisite e-forms with appropriate authority within such time period as may be prescribed.”

**Place: Ahmedabad  
Date: August 12, 2019**

**By Order of Board of Directors  
For, Mangalam Seeds Limited  
CIN: L01112GJ2011PLC067128**

**Registered office:  
202, Sampada Complex, B/H Tulsi Complex  
Mithakhali Six Road, Navrangpura,  
Ahmedabad: 380009**

**Sd/-  
Pravinbhai Mafatbhai Patel  
Managing Director  
DIN: 03173769**

## **Notes:**

1. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24th, 2019 to Monday, September 30th, 2019 (both days inclusive) for annual closing.
2. **IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communications electronically.
8. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by "Karvy". The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
9. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
10. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
11. This notice is being sent to all the members at their registered e-mail IDs, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services

(India) Limited (CDSL) on 30<sup>th</sup> August, 2019. The Notice is also posted on the website of the Company i.e. [www.mangalamseeds.com](http://www.mangalamseeds.com).

- 12.** Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company registered office at least 5 days before the Annual General Meeting so that the same can be suitably replied to.
- 13.** Members/Proxies are requested to bring their Attendance Slip, sent herewith, duly filled in, for attending the meeting.
- 14.** Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by registered post/ speed post/ courier. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
- 15.** The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
- 16.** The members who did not exercise their vote by E-Voting shall have an option to cast their vote on poll that will be conducted at the AGM Venue. Further there shall not be any voting through Show of Hands.
- 17.** The Company has appointed M/s. Ashish Sheth & Associates, Chartered Accountants (FRN: 146184W) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

- 18.** The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.
- 19.** The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mangalamseeds.com](http://www.mangalamseeds.com) and on the website of Karvy immediately after the result is declared by the Chairman and communicated to BSE Limited.
- 20.** Electronic copy of the Notice of the 8th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along as stated herein with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 8th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 21.** Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report for F.Y. 2018-19 will also be available on the Company's website [www.mangalamseeds.com](http://www.mangalamseeds.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post,

free of cost. For any communication related to this AGM or otherwise, the Members may also send requests to the Company's investor email: [investorrelations@mangalamseeds.com](mailto:investorrelations@mangalamseeds.com)

22. SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.

**Place: Ahmedabad**  
**Date: August 12, 2019**

**By Order of Board of Directors**  
**For, Mangalam Seeds Limited**  
**CIN: L01112GJ2011PLC067128**

**Registered office:**  
**202, Sampada Complex, B/H Tulsi Complex**  
**Mithakhali Six Road, Navrangpura,**  
**Ahmedabad: 380009**

**Sd/-**  
**Pravinbhai Mafatbhai Patel**  
**Managing Director**  
**DIN: 03173769**



# **Procedure and Instructions for the E-Voting:**

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- I.** Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- II.** The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper.
- III.** The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV.** The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- V.** The Board of Directors of the Company has appointed M/s. Ashish Sheth & Associates, Chartered Accountants (FRN: 146184W), Ahmedabad as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- VI.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20<sup>th</sup> September, 2019.
- VII.** 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. 20<sup>th</sup>

September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through polling paper.

**VIII.** Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 20<sup>th</sup> September, 2019, may obtain the User ID and password in the manner as mentioned below:

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD**<space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karvy's toll free number 1800-3454-001

d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and Password for casting the vote through remote e-voting.

**IX.** The remote E-Voting facility will be available during the following period:

**Commencement of remote E-Voting: From 09:00 a.m. (IST) on 26th September, 2019**

**End of remote E-Voting: Up to 5.00 p.m. (IST) on 28th September, 2019**

The remote E-Voting will not be allowed beyond the aforesaid date and time and the E-Voting Module shall be disabled by Karvy upon expiry of aforesaid period.

**X.** The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote E-Voting, will, not later than 48 hours of conclusion of the Meeting, make

a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.mangalamseeds.com](http://www.mangalamseeds.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited.

**XI.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> September, 2019.

**XII. Instructions and other information relating to remote e-voting:**

**A. In case of Members receiving Notice through mail:**

- a. Open e-mail and open PDF File viz. “.....pdf” with you client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
- b. Use the following URL for e-voting: From Karvy website: <http://evoting.karvy.com>
- c. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d. Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID.
- e. After entering the details appropriately, click on LOGIN.
- f. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question

and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- g. You need to login again with the new credentials.
- h. On successful login, the system will prompt you to select the EVENT i.e., **Mangalam Seeds Limited**
- i. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution.
- l. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- m. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **scrutinizer mail id** with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

- n. 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

**B. In case of members receiving notice through post/courier:**

- Initial password is provided, as below, in the attendance slip of the AGM.

EVEN (E Voting Event Number)	User ID	Password

- Please follow all steps mentioned in Sr. No. (xii)(A)(b) to (xii)(A)(n) to cast your vote by electronic means.

**Place: Ahmedabad**  
**Date: August 12, 2019**

**By Order of Board of Directors**  
**For, Mangalam Seeds Limited**  
**CIN: L01112GJ2011PLC067128**

**Registered office:**  
**202, Sampada Complex, B/H Tulsi Complex**  
**Mithakhali Six Road, Navrangpura,**  
**Ahmedabad: 380009**

**Sd/-**  
**Pravinbhai Mafatbhai Patel**  
**Managing Director**  
**DIN: 03173769**

# **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

## **Appointment of Mr. Pravinkumar Madhavlal Patel as a Non Executive Independent Director:**

The Company has received intimation in Form DIR-8 from Mr. Pravinkumar Madhavlal Patel that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations.

The resolution seeks the approval of members for the appointment of Mr. Pravinkumar Madhavlal Patel as an Independent Director of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Pravinkumar Madhavlal Patel fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

None of the Director(s), any key managerial person(s) of the Company and their relative(s) is/are concerned or considered to be interested in this resolution except their shareholding in the Company.

**Place: Ahmedabad**  
**Date: August 12, 2019**

**By Order of Board of Directors**  
**For, Mangalam Seeds Limited**  
**CIN: L01112GJ2011PLC067128**

**Registered office:**  
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**Sd/-**  
**Pravinbhai Mafatbhai Patel**  
**Managing Director**  
**DIN: 03173769**

## **Details of the Independent Director Seeking Appointment at the Forth Coming Annual General Meeting:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name in Full	<b>Mr. Pravinkumar Madhavlal Patel</b>
2	Date of Birth	<b>02<sup>nd</sup> May, 1975</b>
3	Brief Profile	<b>Mr. Pravinkumar Madhavlal Patel, aged 44 years has completed MBBS and MD from B J Medical College, Ahmedabad. He is working as a consultant in various specialties like Bariatric Renal Transplant, Cosmetic and GI Surgeries. He has conducted more than 200 Renal Transplant and is currently working in K. D. Hospital, Ahmedabad. He was also attached with Asian Bariatrics and now consulting in Columbia Asia Hospital for Bariatric Surgery.</b>
4	No. of Shares held in the Company	<b>4500 shares</b>
5	Disclosure of relationship between Directors (in case of appointment)	<b>Mr. Pravinkumar Madhavlal Patel is not related to any director of the Company</b>

## **Details of the Director Seeking Re-Appointment at the Forth Coming Annual General Meeting:**

Name of Director	<b>Mafatlal Jethalal Patel</b>
DIN	<b>03173737</b>
Date of Birth	<b>01/06/1950</b>
Date of First Appointment	<b>14/09/2011</b>
Qualification	<b>Bachelor of Science in Agriculture</b>
Expertise in specific functional areas and experience	<b>Mr. Mafatlal Patel has been actively engaged in the Financial, Production and Distribution matters with the experience of more than 17 years in above mentioned field.</b>
Directorship held in other Companies	<b>3</b>
Committee positions held in other Companies	<b>Nil</b>
No. of Equity Shares held in the Company as on 31/03/2019	<b>734,112 Shares</b>