



MANGALAM
MANGALAM SEEDS LIMITED

202, SAMPADA, B/H. TULSI COMPLEX, MITHAKHALI'S SIX ROADS,
NAVRANGPURA, AHMEDABAD-380 009. (GUJARAT)

PH. : 079-26447302, 26447598 • www.mangalamseeds.com

CIN :- L01112GJ2011PLC067128

Ref No. : -

Date :

Date: 20/11/2018

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Subject – Intimation of Postal Ballot

Ref: Scrip ID – MSL

Scrip Code: 539275

Dear Sir/Madam,

This is further to our letter dated 13th November, 2018, wherein we had informed that the Board of Directors have approved the migration of Company from SME Board of BSE Limited to Main Board of BSE Limited.

In this regard we wish to inform you that, pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution for "Migration from SME Board of BSE Limited" is proposed to be passed by the Members through Postal Ballot (including E-voting).

The Board of Directors has also appointed M/s. Trupal J Patel & Co, Practising Chartered Accountant, to act as the Scrutinizer, for conducting the postal ballot process (including e-voting).

In connection with the above please find below mentioned attachments for your reference:

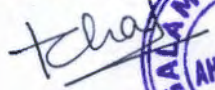
1. Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013.
2. Blank Postal Ballot Form alongwith prepaid self-addressed envelopes.



Request you to kindly take the aforesaid information on your records and acknowledge the receipt of same.

Yours faithfully,

For Mangalam Seeds Limited



Rujavi Chalis
Company Secretary and Compliance Officer



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**POSTAL BALLOT NOTICE
TO THE MEMBERS OF THE COMPANY**

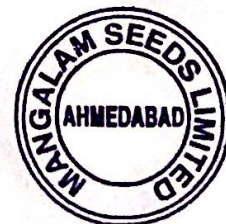
Notice is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 ("ICDR Regulations"), that the Company is seeking consent of its members for the below mentioned resolution by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot form is annexed herewith.

The Company has appointed M/s. Trupal J. Patel & Co., Practising Chartered Accountants, having M.No. 109634 FRN: 123505W, as Scrutinizer for conducting the postal ballot (including e-Voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at 401-402, Shree Narnarayan Palace, Nr. Kothawala Flat, Pritamnagar, Ellisbridge, Ahmedabad-380006, Gujarat on or before 17:00 hours on Wednesday, December 19, 2018.

The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut off date, Friday, November 16, 2018, to enable them to cast their votes electronically instead of dispatching Postal Ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.





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The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny of Postal Ballots and e-voting. The Chairman of the Company will announce the results of the Postal Ballot not later than Thursday, December 20, 2018 at the Registered Office of the Company. The said results will be intimated to the BSE Limited where the Company's securities are listed, published in the newspaper and displayed on the website of the Company i.e. www.mangalamseeds.com

Pursuant to Regulation 106U of ICDR Regulations, the Resolution shall be passed by requisite majority i.e. public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal and the last date of receipt of postal ballots i.e. December 19, 2018 shall be deemed to be the date of passing of Resolution.

Item of Business requiring consent of Shareholders through Postal Ballot:

RESOLUTION:

Migration from BSE SME Platform to Main Board of BSE Limited

To consider, and if thought fit, to pass, with or without modification(s), the following resolution with requisite majority:

SPECIAL RESOLUTION:

Note: In accordance with Regulation 106U(1) of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present



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listing from SME Platform of BSE Limited to the Main Board of BSE Limited and follow such procedures specified under SEBI(ICDR) Regulations, 2009, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to deal with any Government and Semi-Government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised to do all acts and deeds as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

Place: Ahmedabad

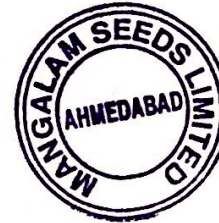
Date: 13th November, 2018

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

Registered office:

202, Sampada Building, B/H Tulsi Complex,
Mithakhali Six Road, Navrangpura,
Ahmedabad: 380009

Mafatlal J. Patel
Chairman
DIN: 03173737



S. J. Patel



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NOTES:

Ref No. :

Date :

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013, is appended herein below.
2. The Board of Directors has, at their meeting held on November 13, 2018, appointed M/s. Trupal J. Patel & Co., Chartered Accountants, having M.No. 109634 FRN: 123505W, to act as the Scrutinizer, for conducting the postal ballot (including e-voting) process in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agent (RTA) as on Friday, November 16, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For the members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with postage prepaid self addressed envelope. A person who is not a member as on cut-off date should accordingly treat the postal ballot notice for information purpose only.
4. A copy of this notice has been placed on the website of the Company www.mangalamseeds.com and shall remain on the website until the last date for receipt of postal ballots from the shareholders.
5. The postal ballot form for voting by shareholders is enclosed.
6. In accordance with the rule 22(3) of the Rules, after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
7. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 16, 2018 will be considered for the purpose of voting.



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- Ref No. :
8. The Members can opt for only one mode of voting, i.e. either by physical ballot or by e-voting. In case Members cast their votes through both the modes, voting ^{Date :} done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
 9. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
 10. Voting rights shall be reckoned on the paid up value of shares registered in the names of the Members as on Friday, November 16, 2018.
 11. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail cs@mangalamseeds.com Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
 12. A Member cannot exercise his/her vote by proxy on postal ballot.
 13. Members exercising their vote are requested to read carefully the instructions printed in the postal ballot form and either (a) return the form duly completed and signed, in the enclosed self-addressed pre-paid postage business reply envelope or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer not later than 17:00 hours, Wednesday, December 19, 2018("Last Date"). Postal Ballot Forms, received after the Last date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot and after the Last Date the portal where e-votes can be casted will be blocked.
 14. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all postal ballots but not later than 48 hours thereof. Upon completion of the Scrutiny of the postal ballot votes, the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorised, by Thursday, December 20, 2018 at the



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Ref No. : Registered Office of the Company at 202, Sampada Complex, B/h. Tulsi Complex, Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009, Gujarat and by placing it alongwith the Scrutinizers Report on the Company website www.mangalamseeds.com and will also be communicated to the Stock Exchange where the securities of the Company is listed, Depository, Registrar and Transfer Agents on the said date. Date :

15. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till 17:00 hours, Friday, November 16, 2018.
16. In accordance with Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to the shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their email id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Karvy Computershare Private Limited to facilitate e-voting as an alternate to the dispatch of postal ballot forms.
17. The Scrutinizers decision on the validity of the postal ballot shall be final and binding.
18. Please note that any postal ballot form(s) received after the last date (December 19, 2018) will be treated as not having been received.
19. The last date of receipt of postal ballot i.e. December 19, 2018 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.



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Date :

PROCEDURE FOR REMOTE E-VOTING:

1. Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited ("Karvy") on all resolutions set forth in the notice, from any place ("Remote e-voting")

A. In case a member receives an email from Karvy for members whose e-mail IDs are registered with the Company/Depository Participant(s):

- i. Launch internet browser by typing the URL <https://evoting.karvy.com/>
- ii. Enter Login credentials (i.e. User ID and password)
 - In case of physical folio, User ID will be EVEN (E-voting Event Number) 4359 followed by folio number.
 - In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN"
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your



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Date :

- password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. "Mangalam Seeds Limited"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution /Authority Letter etc. together with attested specimen signature(s) of the duly authorised representative (s), to the Scrutinizer at email trupal.ca@gmail.com with a copy marked to evoting@karvy.com The scanned image of the above mentioned documents should be in the naming format "Mangalam Seeds Limited_4359"



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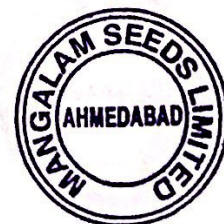
Ref No. : B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

Date :

- i. E-voting Event Number-4359 (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sr. No. (i) to (xii) above to cast your vote by electronic means.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ Section of Karvy at <https://evoting.karvy.com> or call Karvy on +91 40 67161616 and Toll Free No. 1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- iii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, November 16, 2018.
- iv. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the Company and make consolidated scrutinizer's report of the votes cast in favour or against.
- v. Results will be declared at the Registered Office of the Company on or before Wednesday, December 19, 2018 and after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website <http://www.mangalamseeds.com> and on the website of Karvy at <https://evoting.karvy.com> and communicated to BSE Limited, where the shares of the Company are listed for placing the same on their website.





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

The Company was listed on BSE SME Platform on August 12, 2015 and will be eligible to migrate to the Main Board of BSE Limited by the end of two years of listing on BSE SME Platform i.e. August 11, 2017, as per the guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009.

Listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members, are therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.





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Date :

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 17:00 hours on Friday, November 16, 2018.

Place: Ahmedabad

Date: 13th November, 2018

By Order of Board of Directors

For, Mangalam Seeds Limited

CIN: L01112GJ2011PLC067128

Registered office:

202, Sampada Building, B/H Tulsi Complex,
Mithakhali Six Road, Navrangpura,
Ahmedabad: 380009

Mafatlal J. Patel

Chairman

DIN: 03173737



Mafatlal J. Patel



MANGALAM SEEDS LIMITED

Regd Office: 202, Sampada Complex, B/h. Tulsi Complex, Mithakhali Six Roads, Navrangpura, Ahmedabad- 380009.

CIN: L01112GJ2011PLC067128

Form No. MGT-12 Postal Ballot Form

Name of the Company: Mangalam Seeds Limited

Registered Office: 202, Sampada Complex, B/h Tulsi Complex, Mithakhali Six Road, Navrangpura, Ahmedabad-380009, Gujarat

CIN: L01112GJ2011PLC067128

Sr. No.	Particulars	Details
1	Name of the Shareholders (in Block Letters) (including joint holders, if any)	
2	Registered Address of the sole/first named Shareholder	
3	DP ID and Client ID No. (applicable to investors holding shares in dematerialized form)	
4	Registered Folio No. (applicable to investors holding shares in physical form)	Not Applicable
5	Number of Equity Shares held	

I/We hereby exercise my/our vote in respect of Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Item	No. of share held by me	For (I assent to the Resolution)	Against (I dissent to the Resolution)
1	Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited			
Place: Date : (Signature of the Shareholder*)				

(* as per Company Record)

E-Voting Information

EVEN (E-voting Event Number)	User Id	Password

Notes:

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Please return the duly filled and signed postal ballot form in the envelope enclosed herewith.
3. Last date for receipt of Postal ballot Forms is Wednesday, 19th Day of December, 2018 till close of business hours i.e. till 17.00 hours to the Scrutinizer.
4. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.



To

Trupal J. Patel & Co.
401-402, Shree Nannarayan Palace,
Nr. Kothawala Flats, Pritamnagar,
Ellisbridge, Ahmedabad, Gujarat-
Ph: 079-60052410

(इस लाइन के नीचे न तो लिखें और न ही मुद्रित करें Do not write or print below this line)

पिन PIN

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म.प्र.र. / S.P.P. HYD. - 2018