



26th May, 2020

Dear Members,

You are cordially invited to attend the Extraordinary General Meeting (the “EGM”) of the Members of Mangalam Seeds Limited (the “Company”) to be held on Saturday, 20th June 2020, at 11:00 A.M through Video Conferencing on Zoom application.

The Notice of the Meeting, containing the business to be transacted, is enclosed herewith as per Section 108 of the Company Act, 2013, read with Rule 20 of the Company (Management and Administrative) Rules, 2014, other relevant provisions of the Companies Act, 2013 and the circulars or notifications issued by the Ministry of Corporate Affairs. The Company is pleased to provide its Members to join the Meeting through Video Conferencing on Zoom Application and the facility to cast their vote by electronic means on all the resolution set forth in the Notice. The instruction for joining e-EGM through Zoom Application and E-voting are enclosed herewith.

Very Truly Yours

**By Order of the Board of Directors
For, Mangalam Seeds Limited**

Sd/-

**Rujavi P. Chalishajar
Company Secretary**

Enclosures:

- Notice of Extraordinary General Meeting
- Notes
- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
- Instruction and Procedure for E-Voting
- Instruction and Procedure for joining Video Conferencing through ZOOM Application

MANGALAM SEEDS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF MANGALAM SEEDS LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ON ZOOM APPLICATION ON SATURDAY, 20th JUNE, 2020 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. SAMIR JITENDRABHAI SHAH (DIN: 07192925) AS AN INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Samir Jitendrabhai Shah (DIN: 07192925), who holds office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 20th June, 2020.”

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

2. RE-APPOINTMENT OF MRS. RIDDHI NIMIT SHAH (DIN: 07192924) AS AN INDEPENDENT WOMEN DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Riddhi Nimit Shah (DIN: 07192924), who holds office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 20th June, 2020.”

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

3. RE-APPOINTMENT OF MR. PRAVIBHAI MAFATBHAI PATEL (DIN: 03173769) AS MANAGING DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Pravinkumar Mafatlal Patel, Managing Director of the Company for a further period of 3 (Three) years of his tenure w.e.f. 20th June, 2020 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and

approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Place: Ahmedabad
Date: 15th May, 2020

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

Sd/-
Rujavi P. Chalishajar
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholder (i.e. Other than Individual / HUF, NRI etc.) are required to send a scan copy of the Board Resolution, authorizing its representative to attend the EGM through video conferencing on ZOOM Application on its behalf to vote through remote e-voting. The said resolution shall be sent to the Scrutinizer by email through its registered email address to sheth.ashish013@gmail.com.
4. The relative explanatory statements setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set above and the details as required under Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, entered with the Stock exchange and Secretarial Standard on General meeting (SS-2) in respect of the Directors seeking re-appointment at this EGM annexed hereto.
5. Members’ voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. This notice (“EGM Notice”) is being sent to all the members, 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 26th May, 2020. The EGM Notice is also posted on the website of the Company i.e. www.mangalamseeds.com.

8. Those shareholders who have registered/not registered their mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant.
9. Members attending the EGM through VC on ZOOM Application shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The members who did not exercise their vote by E-Voting shall have an option to cast their vote through poll that will be conducted at the EGM.
11. The Company has appointed M/s. Ashish Sheth & Associates., Practicing Chartered Accountant (FRN-146184W) to act as the Scrutinizer for conducting the electronic voting process and poll during the EGM in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make report, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
13. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mangalamseeds.com. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Place: Ahmedabad
Date: 15th May, 2020

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

Sd/-
Rujavi P. Chalishajar
Company Secretary

THE PROCEDURE AND INSTRUCTIONS FOR THE VOTING THROUGH ELECTRONIC MEANS:

- 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 the Listing Regulations of SEBI, 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 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.
- III. The Company has engaged the services of KFin Technologies Private Limited ("KFin") as the Agency to provide e-voting facility.
- IV. The Board of Directors of the Company has appointed M/s. Ashish Sheth & Associates., Chartered Accountants, Ahmedabad as Scrutinizer to scrutinize the voting at EGM 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.
- V. **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. 13th June, 2020.**
- VI. **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. 13th June, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at EGM through poll.**
- VII. 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. 13th June, 2020, 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 KFin’s toll free number 1800-3454-001
- d) Member may send an e-mail request to evoting@karvy.com.

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

- VIII.** The remote E-Voting facility will be available during the following period:
Commencement of remote E-Voting: From 09:00 a.m. (IST) on June 17, 2020
End of remote E-Voting: Up to 5.00 p.m. (IST) on June 19, 2020
The remote E-Voting will not be allowed beyond the aforesaid date and time and the E-Voting Module shall be disabled by KFin upon expiry of aforesaid period.
- IX.** 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 and on the website of KFin <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited.
- X.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. June 20, 2020.
- XI.** The results shall be declared on or after the EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
- XII. Instructions and other information relating to remote e-voting:**
 - 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.
- 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 KFin Technologies Private Limited at Tel No. 1800 345 4001 (toll free).

Place: Ahmedabad
Date: 15th May, 2020

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

Sd/-
Rujavi P. Chalishajar
Company Secretary

THE PROCEDURE AND INSTRUCTIONS FOR JOINING THE VIDEO CONFERRING:

- i. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, the Company is pleased to provide to its members facility to join the meeting through video conferencing via ZOOM Meeting Application. The members may join the Meeting through ZOOM Meeting.
- ii. A. The ZOOM Application for Computer can be downloaded by visiting below mentioned website:
<https://zoom.us/download>
and download ZOOM client for Meetings.
B. The ZOOM Application for Android Mobile can be downloaded by visiting below mentioned website:
https://play.google.com/store/apps/details?id=us.zoom.videomeetings&hl=en_IN
or you may also visit play store on your android mobile and search for ZOOM Application.
C. The ZOOM Application for iphone/ipad can be downloaded by visiting below mentioned website:
<https://apps.apple.com/us/app/zoom-cloud-meetings/id546505307>
or you may also visit apple store on your iphone / ipad and search for ZOOM Application.
- iii. Install a ZOOM App on your Mobile or Laptop. You will be directed to home page. Click on Join Meeting. Add Your PAN as your name and the ZOOM Meeting ID: 404 504 3580. Kindly enter Password: MSL@123 and you will be able to login in. or you may also join through the link provided below:
<https://us02web.zoom.us/j/4045043580?pwd=V1hvVWlhO0dCNWhOeG5VeFUzR2NWdz09>
- iv. The audio of all the participants except the Speaker will be kept on mute mode.
- v. Facility of joining the EGM through VC on ZOOM Application shall open 15 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis.
- vi. Members who need assistance before or during the EGM, can contact Company Secretary Ms. Rujvi Chalishajar on +91-7069033994 or mail at cs@mangalamseeds.com.
- vii. The members will also be given an option to vote on VC on ZOOM Application through poll option. For each resolution the pop up will come specifying the

particular resolution, where members have to select anyone option from the provided options and submit it before the poll ends. The voting through poll will end in 30 second after launch of polling option.

- viii. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@mangalamseeds.com from June 15, 2020 (9:00 a.m. IST) to June 16, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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

IN RESPECT OF ITEM NO. 1 & 2:

Mr. Samir Jitendrabhai Shah and Mrs. Riddhi Nimit Shah were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Extra Ordinary General Meeting held on 20th May, 2015 to hold office upto 5 years (“first term” as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 12th May, 2020 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 20th June, 2020 upto 19th June, 2025 and not liable to retire by rotation.

Samir Shah, aged approximately 43 years has more than 25 years of experience in the field of Accounts and Taxation (Direct & Indirect). He was working with M/s. Bharat G. Shah & Co., Tax Consultants as Chief Executive Accounts & Tax Executive had been with the firm for more than 25 years. He has gained expertise in Accounts as well as Taxation.

Riddhi Shah, aged approximately 30 years has experience of 5 years in our Company and has good competence in the field of Purchase and Accounts. She has completed Bachelor of Commerce from Veer Narmad South Gujarat University.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Samir Jitendrabhai Shah and Mrs. Riddhi Nimit Shah fulfils the conditions specified in the Act for their appointment as an Independent Directors.

The Company has also received from the above directors:-

- The consent in writing to act as Director and
- Intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.
- A declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The Board recommend the Resolutions for re-appointment of the Independent Directors at item no. 1 & 2 as Special Resolutions of this notice for your approval. Mr. Samir Jitendrabhai Shah and Mrs. Riddhi Nimit Shah are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at Item nos. 1 & 2.

ITEM NO. 3:

Mr. Pravinbhai Mafatbhai Patel, aged 43 years is presently designated as Managing Director of the Company. He has completed his Bachelors of Science in the field of Applied Chemistry from Sardar Patel University, Gujarat. He has been Director of our Company since incorporation from then the Company has been taking the advantage of his guidance and supervision. He has experience in the field of producing and selling of hybrid seeds. He is entrusted with responsibility of Marketing, Promotion and Development of products of our Company. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Agriculture Industry. He has wholesome exposure on all aspects of business of the Company.

During the financial year 2019-20, 5 (Five) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Pravinkumar Mafatlal Patel. As on 31st March, 2020, he holds 11,64,417 (10.60%) equity shares in the Company.

Mr. Pravinbhai Mafatbhai Patel holds Directorship in the following Private Limited /Limited Companies:

Sr. No.	Name of Companies in which interested
1	Mangalam Nutrifeds Private Limited
2	Unjha Spices Private Limited
3	Unjha Psyllium Private Limited
4	Kiositech Engineering Limited
5	Kashvin Seeds Private Limited

The Board of Directors of the Company in its meeting held on 15th May, 2020 approved the appointment of Mr. Pravinbhai Mafatbhai Patel as Managing Director for the period of 3 (Three) years of his tenure w.e.f. 20th June, 2020 as recommended by the Nomination and Remuneration Committee in its meeting held on 12th May, 2020 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

Except Mr. Pravinbhai Mafatbhai Patel, himself and his father Mr. Mafatlal Jethalal Patel, Chairman of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the passing of the above resolution as set out in Item No. 03 of the notice.

Place: Ahmedabad
Date: 15th May, 2020

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

Sd/-
Rujavi P. Chalishajar
Company Secretary