



BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

MC/SEC
March 01, 2021

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Security Code: **502157**

National Stock Exchange of India Ltd.

"Exchange Plaza", 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Security Code: **MANGLMCEM**

Dear Sir/Madam,

Re: Proceedings of the Meeting of Equity Shareholders held on 01st March, 2021 in terms of the directions passed by the Hon'ble National Company Law Tribunal, Jaipur Bench on March 12, 2020 in CA(CAA) No.72/230/JPR/2020 with respect to proposed amalgamation of Mangalam Timber Products Limited (Transferor) into Mangalam Cement Limited (Transferee)

In terms with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with Para A of Schedule III of the Listing Regulations, please find enclosed the summary of proceedings of the *Meeting of the Equity Shareholders* of Mangalam Cement Limited held on Monday, the 01st March, 2021 at 10.00 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") at the Registered Office of the Company situated at P. O. Aditya Nagar, Morak-326520, Dist. Kota, Rajasthan, pursuant to and in terms with the order dated March 12, 2020 passed by Hon'ble National Company Law Tribunal, Jaipur in CA(CAA) No.72/230/JPR/2020 modified by an order dated January 07, 2021 in IA No. 427/JPR/2020 (hereinafter collectively referred to as the "Orders"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation ("**Scheme**") of Mangalam Timber Products Limited ("**Transferor Company**") with Mangalam Cement Limited ("**Transferee Company**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

Yours faithfully,
For: Mangalam Cement Limited


Manoj Kumar
Company Secretary

Encl.: as above

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**Summary of Proceedings of the NCLT Convened Meeting of Equity Shareholders of
Mangalam Cement Limited**

1. Date, Time and Venue of the Meeting:

Pursuant to order dated March 12, 2020 passed by Hon'ble National Company Law Tribunal, Jaipur Bench (hereinafter "NCLT") in CA(CAA) No.72/230/JPR/2020 modified by an order dated January 07, 2021 in IA No. 427/JPR/2020, a Meeting of Equity Shareholders of Mangalam Cement Limited was held on Monday, 01st March, 2021 at 10:00 A.M. (IST) through Video Conferencing("VC") / Other Audio Visual Means ("OAVM") at the Registered Office of the Company situated at P. O. Aditya Nagar, Morak-326520, Dist. Kota, Rajasthan.

The meeting was concluded at 11.33 A.M. (IST) on same day.

2. Proceedings in Brief:

Manoj Kumar, Company Secretary of the Company, welcomed Shri Pradeep Pincha, Practicing Company Secretary being the Chairman appointed by Hon'ble NCLT, Shri Akshit Kumar Jangid, Practicing Company Secretary, ACS-44537 appointed by the Hon'ble NCLT as the Scrutinizer and other panellist(s) and also informed the Shareholders, the procedure for raising any query during the meeting. Thereafter he requested the Learned Chairman for the meeting to take the Chair.

Shri Pradeep Pincha, Ld. Chairman took the Chair and informed about his location of joining the meeting and also welcomed the Equity Shareholders, who had joined the meeting and also introduced the other panellist(s) of the meeting and requested to all other panellist(s) to introduce themselves.

The Ld. Chairman informed that in due compliance of the said order dated March 12, 2020 to be read with further order dated January 07, 2021 and relevant Circulars issued by the Ministry of Corporate Affairs and SEBI, the meeting of the Equity Shareholders of the Company is being held through Video Conferencing / Other Audio Visual Means.

Considering that the Equity Shareholders present at the said Meeting did not constitute the quorum required under Order dated March 12, 2020, the meeting was adjourned for half an hour by the Ld. Chairman. The Ld. Chairman further requested the Equity Shareholders already present to continue with the meeting

After adjournment of the meeting for half an hour, since necessary quorum of 30 persons as required in order of Hon'ble NCLT were present, the Ld. Chairman declared the meeting as duly convened and further informed that the meeting can proceed to transact the business mentioned in the notice dated 25th January, 2021.

The meeting was attended by 53 (fifty-three) members in the aggregate including members through their authorized representatives.

For Mangalam Cement Ltd.


Company Secretary

The Ld. Chairman further informed that Copy of Notice along with copy of Scheme and all other annexures and relevant paper have already been dispatched through e-mailed to those Shareholders, whose e-mail id were registered with Company/ RTA/Depositories and through courier to those shareholders whose e-mail id were not registered with RTA/Company/Depositories. The Ld. Chairman with the permission of the Shareholders took the notice dated 25th January, 2021 as read.

The Ld. Chairman informed that pursuant to and in terms of the order dated March 12, 2020 passed by the Hon'ble NCLT and further modified by order dated January 07, 2021 and all other relevant provision of the Companies Act, 2013 read with the prescribed rules, the Company had provided facility of postal ballot, remote e-voting facility and e-voting facility during the meeting through CDSL System to all the persons who were members of the Company as on 31st December, 2020 (Cut-off date).

The Ld. Chairman further informed the Shareholders that the remote e-voting period commenced from 9.00 A.M. (IST) on Saturday, 30th January, 2021 and ended on Sunday, 28th February, 2021 at 5.00 P.M. (IST) , those members, who did not cast their vote through remote e-voting facility, can cast their votes by e-voting during this Meeting. Accordingly, the e-voting facility is currently available at CDSL platform for those members, who have not casted their vote through remoting e-voting facility and postal ballot process and have joined this Meeting.

The Ld. Chairman further informed that the last date for receiving the postal ballot was 28th February, 2021 till 5.00 PM. (IST)

The Chairman further informed that Shri Akshit Kumar Jangid, Practicing Company Secretary, ACS-44537 has been appointed as the scrutinizer to conduct the postal ballot, remote e-voting process and e-voting at the venue of the meeting in a fair and transparent manner.

The Ld. Chairman further authorized the Company Secretary of the Company to declare the combined results of postal ballot, remote voting and e-voting during the meeting, within 48 hours from the conclusion of this meeting. The Ld. Chairman further informed that the results will be submitted to the BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges").

The Ld. Chairman further informed that on intimation to Stock Exchanges, the results shall also be uploaded on the Company's website along with the consolidated report of Scrutinizer and shall also be uploaded on CDSL's Website and shall also be displayed on the Notice Board at the Registered Office of the Company.

Thereafter the Ld. Chairman quickly summarized the business to be transacted, as stated in the Notice of meeting:

- Considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation ("Scheme") of Mangalam Timber Products Limited ("Transferor Company") with the Mangalam Cement Limited ("Transferee Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").

For Mangalam Cement Ltd.

Company Secretary

Thereafter the Ld. Chairman requested the Company Secretary & Shri Sharwan Mangla-General Manager, representative of the Registrar and Share Transfer Agent to inform about any query raised by Equity Shareholders through raising off hand or through chat box. It was informed to the Ld. Chairman that no query has been raised by any Equity Shareholders during the meeting.

The Ld. Chairman further requested the attending Equity Shareholders to cast their vote if they have not casted yet and informed that if they have any difficulty to cast the vote, they may please write in the Q & A box in this regard and thereafter gave the instructions to open the e-voting window.

The Meeting was concluded at 11.33 A.M. (IST) including the time given for e-voting at the meeting. There being no other business to transact, the Chairman extended his gratitude to the attendees for participating in the meeting. With vote of thanks by the Company Secretary to the Ld. Chairman, Scrutinizer, panelists and the attending Equity Shareholders, the meeting stood concluded.

For Mangalam Cement Ltd.


Company Secretary