



B K BIRLA GROUP OF COMPANIES

# MANGALAM CEMENT LIMITED



**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS HELD ON 21ST JUNE, 2019 AT THE OBEROI, DR. ZAKIR HUSSAIN MARG, NEW DELHI-110003.**

**Approval of Scheme of Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited**

“**RESOLVED THAT** pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company as placed before the Board and signed by the Chairperson of the Audit Committee for the purposes of identification, the Scheme of Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited under Sections 230 and 232 of the Companies Act, 1956 with effect from 1<sup>st</sup> April, 2019 (“Appointed Date”), as per draft placed before the meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the report of the Board u/s 232(2)(c) of the Companies Act, 2013 on the effect of the Scheme on shareholders and other persons stated therein, as per draft placed before the meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the appointments of Messrs. Khaitan & Co LLP, Advocates as legal advisers for the Scheme; Mr. Sanjai Kumar Gupta, Chartered Accountants and IBBI Registered Valuer as valuers for recommending the exchange ratio for the amalgamation; and Messrs. VC Corporate Advisors Private Limited, Category – I Merchant Banker for issuing Fairness Opinion be and are hereby ratified.

**RESOLVED FURTHER THAT** BSE Limited shall be the Designated Stock Exchange for the purposes of the implementation of the Scheme.

**RESOLVED FURTHER THAT** the exchange ratio of shares as recommended in the Report dated 21/06/2019 of the Valuer being 1:22 equity shares as incorporated in the Draft Scheme be and is hereby approved.



**Corporate Office :** Birla Building, 10th Floor, 9/1 R. N. Mukherjee Road, Kolkata - 700 001, Tel.: 033 2243 8707, 2243 8857, 9073672432/33/34  
Fax : 033 2243 8709, Email : kolkata@mangalamcement.com

**Regd. Office :** Aditya Nagar, Morak, Distt Kota - 326520 (Raj.) Tel : 07459-232812, Fax : 07459 232156, E-mail : communication@mangalamcement.com

CIN : L26943RJ1976PLC001705  
Website : www.mangalamcement.com





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**RESOLVED FURTHER THAT** Mrs. Aruna Makhan, Director, Mr. Manoj Kumar, Company Secretary, Mr. Yaswant Mishra, Chief Financial Officer of the Company be and are hereby jointly and severally authorised to take all necessary steps for bringing the Scheme into effect, including obtaining statutory approvals and sanctions, if and to the extent required; to finalise the text of the Scheme; to make and agree to all alterations in the Scheme as may be suggested by the Securities and Exchange Board of India, stock exchanges where the shares of the Company are listed, the Hon'ble National Company Law Tribunal, Jaipur Bench ("Hon'ble Tribunal") and/or any other Government / regulatory authority or any other person; to appoint such other agencies, Advocates and Advisors as may be required in relation to the Scheme; to approve and sign all applications, petitions, affidavits and other documents, if and as may be required to be filed before the Hon'ble Tribunal and other authorities; to approve, sign and execute all notices, advertisements, statements, intimations, disclosures and other documents whatsoever as may be required to be filed or issued in connection with the Scheme; and do all other acts, deeds and things touching or concerning the Scheme to give full effect to and implement the Scheme including the following:

- (a) to finalise and settle draft Scheme of Amalgamation and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Hon'ble Tribunal or as they may consider necessary or desirable to give effect to the Scheme, provided that approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;
- (b) to settle any question or difficulty arising under the Scheme or with regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those to the extent permissible;
- (c) to make appropriate applications, filings, as may be applicable, to relevant statutory/sectoral authorities including the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited, Regional Director and Income Tax Authorities having jurisdiction over the Company for the purpose of implementation of the Scheme;



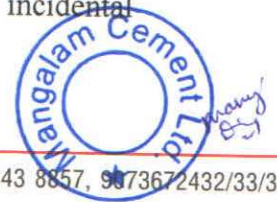
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- (d) consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Company;
- (e) to verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, applications, affidavits (including for holding/dispensation of shareholders' and creditor meetings), petitions with the Hon'ble Tribunal, if required, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations including Companies Act, 2013 in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- (f) to engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars, scrutinizers (for conducting voting at general meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- (g) to file requisite forms with the relevant Registrar of Companies in connection with the Scheme;
- (h) affix the seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required;
- (i) sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental





to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid and/or for obtaining directions including but not limited to from the Hon'ble Tribunal and for this purpose, to appear in person and/or represent the Company before the Hon'ble Tribunal or any other authority and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Hon'ble Tribunal or any other authority;

- (j) authorize the Officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and
- (k) to do all such acts and things and deal with all such matters and take all steps as may be necessary including modification of the Scheme, if required, and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to these resolutions.”

**RESOLVED FURTHER THAT** the resolution adopted here-in-above shall become effective only after receipt of confirmation from Mangalam Timber Products Limited that their Board has approved the scheme of amalgamation between Mangalam Timber Products Limited and Mangalam Cement Limited, as prepared by Messrs. Khaitan & Co LLP, Advocates.”

**FOR Mangalam Cement Limited**  
**For Mangalam Cement Ltd.**

  
Company Secretary

**Manoj Kumar**  
**Company Secretary**

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