



MANGALAM CEMENT LTD.



B.K. BIRLA GROUP OF COMPANIES

REGD. OFFICE & WORKS : P.O. ADITYA NAGAR-326520, MORAK, DISTT. KOTA (RAJ.)

BY COURIER/FAX

OUR REF: MC/SEC/2014

13.09.2014

BSE Ltd.
Phiroze Jeejebhoy Towers
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.
“Exchange Plaza”, 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Security Code: **502157**

Security Code: **MANGLMCEM**

Outcome of 38th Annual General Meeting

Dear Sir,

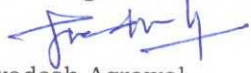
This is to inform you that 38th Annual General Meeting of the Company held on Saturday, the 13th September, 2014, wherein following resolutions have been passed.

Item Nos. of AGM Notice	Brief Particulars of Resolutions
1	Adoption of Financial Statements and Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2014.
2	Declaration of Dividend on Equity Shares.
3	Re-appointment of Mr. K. C. Jain, who retires by rotation and being eligible, offers himself for re- appointment.
4	Re-appointment of M/s. Jain Pramod Jain & Co., Chartered Accountants, as the Statutory Auditors of the Company and fixation of their remuneration.
5	Appointment of Shri K.K. Mudgil, as an Independent Director
6	Appointment of Shri Amal Ganguli, as an Independent Director
7	Appointment of Smt. Aruna Makhan, as an Independent Director
8	Appointment of Shri N.G. Khaitan, as an Independent Director
9	Appointment of Shri Gaurav Goel, as an Independent Director
10	Re-appointment and remuneration of Smt. Vidula Jalan as a Whole Time Director for a period of three years with effect from 1st April, 2014.
11	Re-appointment and remuneration of Shri Anshuman Vikram Jalan as a Whole Time Director for a period of three years with effect from 1st April, 2014.
12	Ratification of remuneration of M/s. J. K. Kabra & Co., Cost Auditors of the Company for the year ending 31st March, 2015.
13	Special resolution under Section 180(1) (c) of the Companies Act, 2013 for approval of borrowing limit.
14	Special resolution under Section 180(1) (a) of the Companies Act, 2013 for approval of creation of security.

Kindly take note of the above and oblige.

The details as per Clause 35A of Listing Agreement are enclosed herewith as Annexure –A. This is for your information.

Yours faithfully,
For: Mangalam Cement Limited


Swadesh Agrawal
Company Secretary

Kota Office : "Mangalam" 93, Dasherah Scheme, P.O. Dadabari, KOTA - 324 009 (Rajasthan)
Tel. No. : 0744 - 2500266, 3098600, Fax : 0744 - 2500178, E-mail : mclcta@kappa.net.in

Delhi Office : UCO Bank Building (4th Floor), 5, Parliament Street, New Delhi - 110 001
Tel. No. : 011- 23730854, 30680258, 30680259, Fax : 011- 23730856
E-mail : delhi.purchase@mangalamcement.com, delhi.marketing@mangalamcement.com

Jaipur Office : 30, Shrirampura Colony, Surajnagar (East), Civil Lines, Jaipur-302 006 (Rajasthan)
Tel. : 0141 - 2221271, 3203349, Fax No. : 0141 - 2220863
E-mail : jaipur.marketing@mangalamcement.com, mcljpr@rediffmail.com

September 13, 2014

VOTING RESULTS

(Pursuant to Clause 35A of the Listing Agreement)

Date of AGM	:	13th September, 2014
Total Number of Shareholders on cut-off date	:	22265
No. of Shareholders present in the meeting either in person or through Proxy	:	50 in Persons and 13 through proxy
Promoters and Promoter Group	:	8
Public	:	55
No. of Shareholders attended the meeting through Video Conferencing : NIL		
Promoters and Promoter Group	:	N.A.
Public	:	N.A.

Details of Agenda

Item Nos. of AGM Notice	Brief Particulars of Resolutions	Type of Resolution	Mode of Voting
1	Adoption of Financial Statements and Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2014.	Ordinary	E-Voting & Poll
2	Declaration of Dividend on Equity Shares.	Ordinary	E-Voting & Poll
3	Re-appointment of Mr. K. C. Jain, who retires by rotation and being eligible, offers himself for re- appointment.	Ordinary	E-Voting & Poll
4	Re-appointment of M/s. Jain Pramod Jain & Co., Chartered Accountants, as the Statutory Auditors of the Company and fixation of their remuneration.	Ordinary	E-Voting & Poll
5	Appointment of Shri K.K. Mudgil, as an Independent Director	Ordinary	E-Voting & Poll
6	Appointment of Shri Amal Ganguli, as an Independent Director	Ordinary	E-Voting & Poll
7	Appointment of Smt. Aruna Makhan, as an Independent Director	Ordinary	E-Voting & Poll



8	Appointment of Shri N.G. Khaitan, as an Independent Director	Ordinary	E-Voting & Poll
9	Appointment of Shri Gaurav Goel, as an Independent Director	Ordinary	E-Voting & Poll
10	Re-appointment and remuneration of Smt. Vidula Jalan as a Whole Time Director for a period of three years with effect from 1st April, 2014.	Ordinary	E-Voting & Poll
11	Re-appointment and remuneration of Shri Anshuman Vikram Jalan as a Whole Time Director for a period of three years with effect from 1st April, 2014.	Ordinary	E-Voting & Poll
12	Ratification of remuneration of M/s. J. K. Kabra & Co., Cost Auditors of the Company for the year ending 31st March, 2015.	Ordinary	E-Voting & Poll
13	Special resolution under Section 180(1) (c) of the Companies Act, 2013 for approval of borrowing limit.	Special	E-Voting & Poll
14	Special resolution under Section 180(1) (a) of the Companies Act, 2013 for approval of creation of security.	Special	E-Voting & Poll

E-voting Period: Commenced on 10.00 AM – September 05, 2014
 Ended on 05.00 PM – September 06, 2014

Poll Conducted on AGM: September 13, 2014

Item No. 1: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $\frac{{2}}{{1}}*100$	{4}	{5}	{6}= $\frac{{4}}{{2}}*100$	{7}= $\frac{{5}}{{2}}*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10176556	1305	99.99	0.01



Item No. 2: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2813398	100	100.00	0.00
Total	26693780	10177861	38.13	10177761	100	100.00	0.00

Item No. 3: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2805353	8145	99.71	0.29
Total	26693780	10177861	38.13	10169716	8145	99.92	0.08

Item No. 4: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00



Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10176556	1305	99.99	0.01

Item No. 5: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2811193	2305	99.92	0.08
Total	26693780	10177861	38.13	10175556	2305	99.98	0.02

Item No. 6: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	10130	37630	21.21	78.79
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10138926	38935	99.62	0.38



Item No. 7: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10176556	1305	99.99	0.01

Item No. 8: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10176556	1305	99.99	0.01

Item No. 9: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00



Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10176556	1305	99.99	0.01

Item No. 10: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7290603	26000	99.64	0.36
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10150556	27305	99.73	0.27

Item No. 11: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7306603	10000	99.86	0.14
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10166556	11305	99.89	0.11



Item No. 12: Ordinary Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812193	1305	99.95	0.05
Total	26693780	10177861	38.13	10176556	1305	99.99	0.01

Item No. 13: Special Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0.00	100.00	0.00
Public Institutional holders	602850	47760	7.92	47760	0.00	100.00	0.00
Public – others	18774327	2813498	14.98	2812143	1355	99.95	0.05
Total	26693780	10177861	38.13	10176506	1355	99.99	0.01

Item No. 14: Special Resolution

Promoter / Public	No. of Shares	No. of votes casted	% of votes casted on o/s shares	No. of Votes in favour	No. of Votes against/invalid/abstained	% of Votes casted in favour	% of Votes casted against/invalid/abstained
	{1}	{2}	{3}= $[\frac{{2}}{{1}}]*1$	{4}	{5}	{6}= $[\frac{{4}}{{2}}]*100$	{7}= $[\frac{{5}}{{2}}]*100$
Promoter and Promoter Group	7316603	7316603	100.00	7316603	0	100.00	0.00



Public Institutional holders	602850	47760	7.92	47760	0	100.00	0.00
Public – others	18774327	2813498	14.98	2812143	1355	99.95	0.05
Total	26693780	10177861	38.13	10176506	1355	99.99	0.01

All the above resolutions are passed with requisite majority.

For **Mangalam Cement Limited**



Swadesh Agrawal
Company Secretary

Dated: 13th September, 2014

MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302019.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of 38th Annual General Meeting [AGM] of the members of **Mangalam Cement Ltd** to be held on Saturday, 13th September, 2014 at the Club Hall of Mangalam Cement Ltd., Basant Vihar, Adityanagar - 326 520, Morak, Dist. Kota (Rajasthan).

Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**Mangalam Cement Ltd**", Kota (Raj.) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 38th AGM of the members of the Company, to be held on Saturday, 13th September, 2014 at the Club Hall of Mangalam Cement Ltd., Basant Vihar, Adityanagar - 326 520, Morak, Dist. Kota (Raj.)
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules related to voting through electronic means on the resolutions contained in the Notice to the 38th AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting on the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from 10.00 A.M. on **Friday, 5th September, 2014** and ended at 05.00 P.M. on **Saturday, 6th September, 2014**.
- ii. The members of the Company as on the cut-off date i.e. Friday, 01st August, 2014 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1-4 and Special Business being Item Nos. 5-14 as set out in the notice to the 38th AGM of the Company).
- iii. The votes cast were unblocked on Monday, 8th September, 2014 in presence of 2 witnesses, Mr. Vikas Mehta & Ms. Rachita Chatter, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 
Name: Vikas Mehta

Signature: 
Name: Rachita Chatter

- iv. The total numbers of equity shares outstanding as on 01st August, 2014 were 2,66,93,780. The details containing inter alia, total folios voted were 84, aggregating to 1,01,77,319 shares (38.13%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under:



MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302019.

ORDINARY BUSINESS

Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 and the Reports of the Directors and Auditor's thereon.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,76,014 (99.98%)	1,305 (0.02%)	--	1,01,77,319 (100.00%)

Item No. 2 :-

Ordinary Resolution to declare dividend on Equity Shares for the year ended 31st March, 2014.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,77,219 (100.00%)	100 (0.00%)	--	1,01,77,319 (100.00%)

Item No. 3 :-

Ordinary Resolution to appoint a Director in place of Shri K. C. Jain (DIN: 00029985) who retires by rotation at this AGM and being eligible has offered himself for re-appointment.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,69,174 (99.92%)	1,305 (0.02%)	6,840 (0.06%)	1,01,77,319 (100.00%)

Item No.4:-

Ordinary Resolution to appoint M/s. Jain Pramod Jain & Co., Chartered Accountants, New Delhi (FRN:016746N), who shall hold office from the conclusion this meeting until the conclusion of the next AGM of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,76,014 (99.98%)	1,305 (0.02%)	--	1,01,77,319 (100.00%)



MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN", 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302019.

SPECIAL BUSINESS

Item No.5:-

Ordinary Resolution to appoint Shri K.K. Mudgil (DIN: 00025700) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,75,014 (99.97%)	1,305 (0.02%)	1,000 (0.01%)	1,01,77,319 (100.00%)

Item No. 6 :-

Ordinary Resolution to appoint Shri Amal Ganguli (DIN:00013808) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,38,384 (99.62%)	38,935 (0.38%)	--	1,01,77,319 (100.00%)

Item No. 7 :-

Ordinary Resolution to appoint Smt. Aruna Makhan (DIN: 00025727) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,76,014 (99.98%)	1,305 (0.02%)	--	1,01,77,319 (100.00%)

Item No. 8 :-

Ordinary Resolution to appoint Shri N. G. Khaitan (DIN: 00020588) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,76,014 (99.98%)	1,305 (0.02%)	--	1,01,77,319 (100.00%)



MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302019.

Item No. 9 :-

Ordinary Resolution to appoint Shri Gaurav Goel (DIN: 00076111) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,76,014 (99.98%)	1,305 (0.02%)	--	1,01,77,319 (100.00%)

Item No. 10 :-

Ordinary Resolution to re-appoint Smt Vidula Jalan as Whole-time Director to be designated as an Executive Director of the Company for a period of three (3) years w.e.f. 01stApril, 2014.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,50,014 (99.73%)	1,305 (0.02%)	26,000 (0.25%)	1,01,77,319 (100.00%)

Item No. 11 :-

Ordinary Resolution to re-appoint Shri Anshuman Vikram Jalan as Whole-time Director to be designated as an Executive Director of the Company for a period of 3 years w.e.f. 1st April, 2014.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,66,014 (99.89%)	1,305 (0.02%)	10,000 (0.09%)	1,01,77,319 (100.00%)

Item No. 12 :-

Ordinary Resolution to fix the remuneration of M/s J. K. Kabra & Co., the Cost Auditors of the Company for the financial year ending 31st March, 2015.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,76,014 (99.98%)	1,305 (0.02%)	--	1,01,77,319 (100.00%)



MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA – KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR – 302019.

Item No. 13 :-

Special Resolution to increase the borrowing powers of the company under Section 180(1)(c) of Companies Act, 2013 upto an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only).

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,75,964 (99.98%)	1,355 (0.02%)	--	1,01,77,319 (100.00%)

Item No. 14 :-

Special Resolution to authorize the Board of directors of the company to mortgage/ charge/ hypothecation of all immovable and movable properties, present and future of the company under Section 180(1)(a) of Companies Act, 2013 upto an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only).

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
1,01,75,964 (99.98%)	1,355 (0.02%)	--	1,01,77,319 (100.00%)

I am pleased to submit my report dated 08.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,
Yours faithfully



CS Manoj Maheshwari,
Scrutinizer
FCS:3355 C.P. No.: 1971



Place: Jaipur
Date: 08.09.2014

MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302 019.

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman of the meeting,

38th Annual General Meeting [AGM] of the Equity Shareholders of Mangalam Cement Ltd. held on Saturday, the 13th September, 2014 at 11.30 A.M. at the Club Hall of Mangalam Cement Ltd., Basant Vihar, Adityanagar-326 520, Morak, Dist. Kota (Rajasthan).

Dear Sir,

I, Manoj Maheshwari, Company Secretary in practice, appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 38th AGM of the Equity Shareholders of Mangalam Cement Ltd., held on Saturday, the 13th September, 2014 at 11.30 A.M. at the Club Hall of Mangalam Cement Ltd., Basant Vihar, Adityanagar-326 520, Morak, Dist. Kota (Rajasthan), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in presence of members, with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.

The result of the Poll is as under:

(a) Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 and the Reports of the Directors and Auditor's thereon.

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



MANOJ MAHESHWARI
COMPANY SECRETARY

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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(b) Resolution No. 2: To declare dividend on Equity Shares for the year ended 31st March, 2014.

(i) **Voted in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(c) Resolution No. 3: To appoint a Director in place of Shri K. C. Jain (DIN: 00029985) who retires by rotation at this AGM and being eligible has offered himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(d)Resolution No. 4: To appoint M/s. Jain Pramod Jain & Co., Chartered Accountants, New Delhi (FRN:016746N), who shall hold office from the conclusion this meeting until the conclusion of the next AGM of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

SPECIAL BUSINESS

(e)Resolution No. 5: To appoint Shri K.K. Mudgil (DIN: 00025700) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(f) Resolution No. 6: To appoint Shri Amal Ganguli (DIN:00013808) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(g) Resolution No. 7: To appoint Smt. Aruna Makhan (DIN: 00025727) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-



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COMPANY SECRETARY

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(h) Resolution No. 8: To appoint Shri N. G. Khaitan (DIN: 00020588) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(i) Resolution No. 9: To appoint Shri Gaurav Goel (DIN: 00076111) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(j) Resolution No. 10: To appoint Smt Vidula Jalan as Whole-time Director to be designated as an Executive Director of the Company for a period of three (3) years w.e.f. 01st April, 2014.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%



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COMPANY SECRETARY

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(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(k) Resolution No. 11: To re-appoint Shri Anshuman Vikram Jalan as Whole-time Director to be designated as an Executive Director of the Company for a period of 3 years w.e.f. 1st April, 2014.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(l) Resolution No. 12: To fix the remuneration of M/s J. K. Kabra & Co., the Cost Auditors of the Company for the financial year ending 31st March, 2015.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(m) Resolution No. 13: To increase the borrowing powers of the company under Section 180(1)(c) of Companies Act, 2013 upto an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only).

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(n) Resolution No. 14: to authorize the Board of directors of the company to mortgage/ charge/ hypothecation of all immovable and movable properties, present and future of the company under Section 180(1)(a) of Companies Act, 2013 upto an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only).

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	542	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302 019.

4. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully



CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971



Camp: Morak (Kota)
Date: 13.09.2014