



MANGALAM CEMENT LTD.



Concrete Ka Sachcha Saathi

MANGALAM CEMENT LTD.

CIN: L26943RJ1976PLC001705

Regd. Office: P.O. Aditya Nagar - 326520, Morak, Distt. Kota (Raj.)

Phone: 07459-233127, Fax No.: 07459-232036

E-mail: shares@mangalamcement.com

Website: www.mangalamcement.com

NOTICE FOR POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 3/2022 dated 5th May, 2022 and No. 11/2022 dated 28th December, 2022 (collectively the 'MCA Circulars'), and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of Mangalam Cement Limited (the 'Company') that it is proposed to transact the following special business through **Postal Ballot by remote e-voting process only ('remote e-voting')**:

Item No. 1: To approve the re-appointment and remuneration of Smt. Vidula Jalan (DIN: 01474162) Co-Chairperson, as Whole Time Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Act and such other permissions, sanction(s) as may be required and further pursuant to the regulation 17(6)(e) and all other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications, variations or re-enactments thereof) and pursuant to the recommendation of Nomination & Remuneration Committee of the Company and Board of Directors, consent of Members be and is hereby accorded for the re-appointment of Smt. Vidula Jalan (DIN: 01474162), Co-Chairperson of the Company, as Whole Time Director of the Company for further period of three years i.e. from 01st April 2023 to 31st March 2026 on the following terms and conditions:

A. Remuneration:

- (a) **Salary** : Rs. 13,00,000/- (Rupees Thirteen Lakhs Only) per month with such revision as the Board may approve from time to time in the salary grade of Rs. 13,00,000/- (Rs. Thirteen Lakhs Only) to Rs. 18,00,000/- (Rs. Eighteen Lakhs Only).

The first increase in salary will be effective from 1st April, 2024.

She will not be paid any sitting fee for the meetings of the Board of Directors and committees thereof.

- (b) **Commission**: Not exceeding 1% of the net profit of the Company computed u/s 197, 198 of the Companies Act, 2013, as may be determined by the Board from time to time.

- (c) **Special Allowance**: Rs. 12,00,000/- (Rs. Twelve Lakhs Only) per month with such revision as the Board may approve from time to time in the grade of Rs. 12,00,000/- (Rs. Twelve Lakhs Only) to Rs. 16,00,000/- (Rs. Sixteen Lakhs Only).

The first increase in special allowance will be effective from 1st April, 2024.



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(d) Perquisites:

(i) Provident Fund and Superannuation Fund :

Company's contribution to Provident Fund and Superannuation Fund as per the applicable laws and in accordance with the rules of the Company.

(ii) Gratuity :

Gratuity at the rate of half month's salary for each completed year of service.

(iii) Leave :

Entitlement for leave with full pay as per the rules of the Company and encashment of leave at the end of the tenure as per the rules of the Company.

(iv) Leave Travel Concession :

Reimbursement of all the expenses incurred for self and family during the leave/ holiday travel periods, whenever undertaken as per company's rule for an amount not exceeding basic salary of one month.

(v) Medical reimbursement :

All medical expenses incurred for self, spouse and children shall be reimbursed at actual including cost of medical insurance.

(vi) Personal Accidental Policy :

All expenses incurred in relation to the personal accidental policy shall be reimbursed as per the Company's rule.

(vii) Club Facilities

Reimbursement of amount incurred for three club facilities including admission fees as per the applicable rules of the Company.

(viii) Car Facility

Company car with chauffeur shall be provided.

(ix) Other Perquisites

Subject to overall ceiling on remuneration mentioned herein above, she may be given any other allowances, benefits and perquisites as the Board of Directors of the Company may, from time to time, decide.

Explanation

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

(e) Amenities:

She may be given amenities such as conveyance facilities, telephone etc. as the Board of Directors of the Company may, from time to time, decide.

B. Overall remuneration:

The aggregate of salary, allowances and perquisites, in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modification(s) or re-enactment(s), thereof, for the time being in force.

C. Minimum remuneration:

In the event of loss or inadequacy of profits of the company in any financial year during the currency of her tenure, the payment of salary, perquisites and other allowances so approved, shall be considered as minimum remuneration which shall be subject to the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may for the time being be in force or any other amount approved by the shareholders by special resolution.

RESOLVED FURTHER THAT as Whole-time Director, she shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, she shall continue to hold her office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in her appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to alter and vary the aforesaid terms of re-appointment and remuneration as may be agreed by the Board and Smt. Vidula Jalan, subject to the compliances as may be required under Schedule V of the Companies Act, 2013 (or any amendment or statutory modification(s) thereof).



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RESOLVED FURTHER THAT the Secretary of the Company, be and is hereby authorized to take such steps as he may consider necessary or expedient to give effect to this Resolution.”

Item No. 2:

To approve the re-appointment and remuneration of Shri Anshuman Vikram Jalan (DIN: 01455782) Co-Chairperson, as Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Act and such other permissions, sanction(s) as may be required and further pursuant to the regulation 17(6)(e) and all other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications, variations or re-enactments thereof) and pursuant to the recommendation of Nomination & Remuneration Committee of the Company and Board of Directors, consent of Members be and is hereby accorded for the re-appointment of Shri Anshuman Vikram Jalan (DIN: 01455782), Co-Chairperson of the Company, as Whole Time Director of the Company for further period of three years i.e. from 01st April 2023 to 31st March 2026 on the following terms and conditions:

A. Remuneration:

- (a) **Salary** : Rs. 13,00,000/- (Rupees Thirteen Lakhs Only) per month with such revision as the Board may approve from time to time in the salary grade of Rs. 13,00,000/- (Rs. Thirteen Lakhs Only) to Rs. 18,00,000/- (Rs. Eighteen Lakhs Only).

The first increase in salary will be effective from 1st April, 2024.

He will not be paid any sitting fee for the meetings of the Board of Directors and committees thereof.

- (b) **Commission**: Not exceeding 1% of the net profit of the Company computed u/s 197, 198 of the Companies Act, 2013, as may be determined by the Board from time to time.

- (c) **Special Allowance**: Rs. 12,00,000/- (Rs. Twelve Lakhs Only) per month with such revision as the Board may approve from time to time in the grade of Rs. 12,00,000/- (Rs. Twelve Lakhs Only) to Rs. 16,00,000/- (Rs. Sixteen Lakhs Only).

The first increase in special allowance will be effective from 1st April, 2024.

(d) Perquisites:

(i) Provident Fund and Superannuation Fund :

Company's contribution to Provident Fund and Superannuation Fund as per the applicable laws and in accordance with the rules of the Company.

(ii) Gratuity :

Gratuity at the rate of half month's salary for each completed year of service.

(iii) Leave :

Entitlement for leave with full pay as per the rules of the Company and encashment of leave at the end of the tenure as per the rules of the Company.

(iv) Leave Travel Concession :

Reimbursement of all the expenses incurred for self and family during the leave/ holiday travel periods, whenever undertaken as per company's rule for an amount not exceeding basic salary of one month.

(v) Medical reimbursement :

All medical expenses incurred for self, spouse and children shall be reimbursed at actual including cost of medical insurance.

(vi) Personal Accidental Policy :

All expenses incurred in relation to the personal accidental policy shall be reimbursed as per the Company's rule.

(vii) Club Facilities

Reimbursement of amount incurred for three club facilities including admission fees as per the applicable rules of the Company.



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(viii) Car Facility

Company car with chauffeur shall be provided.

(ix) Other Perquisites

Subject to overall ceiling on remuneration mentioned herein above, he may be given any other allowances, benefits and perquisites as the Board of Directors of the Company may, from time to time, decide.

Explanation

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

(e) Amenities:

He may be given amenities such as conveyance facilities, telephone etc as the Board of Directors of the Company may, from time to time, decide.

B. Overall remuneration:

The aggregate of salary, allowances and perquisites, in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modification(s) or re-enactment(s), thereof, for the time being in force.

C. Minimum remuneration:

In the event of loss or inadequacy of profits of the company in any financial year during the currency of his tenure, the payment of salary, perquisites and other allowances so approved, shall be considered as minimum remuneration which shall be subject to the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may for the time being be in force or any other amount approved by the Shareholders by the special resolution.

RESOLVED FURTHER THAT as Whole-time Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to alter and vary the aforesaid terms of re-appointment and remuneration as may be agreed by the Board and Shri Anshuman Vikram Jalan, subject to the compliances as may be required under Schedule V of the Companies Act, 2013 (or any amendment or statutory modification(s) thereof).

RESOLVED FURTHER THAT the Secretary of the Company, be and is hereby authorized to take such steps as he may consider necessary or expedient to give effect to this Resolution."

**By order of the Board
For Mangalam Cement Limited**

Registered Office:

P.O. Aditya Nagar, Morak-326520

Dist. Kota (Rajasthan)

Date: 11th February, 2023

**Manoj Kumar
Company Secretary
Membership No. A22913**



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NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Postal Ballot Notice.
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3. A. Dispatch of Postal Ballot Notice through electronic mode

In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Registrar and Share Transfer Agent (“RTA”)/ Depositories respectively as at close of business hours on **Friday, 24th February, 2023**, (the ‘cut-off date’) and whose e-mail IDs are registered with the Company/RTA/ Depositories. As per the MCA Circulars, physical copy of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. Further, the members who have not registered their email IDs can get register the same in the manner provided in this Notice.

B. Registration of Email ID

Members are requested to register their email ID permanently by following the procedure as mentioned below:

(a) Members holding shares in physical mode are requested to send Form ISR-1, SH-13, ISR-2 (if signature is not match with Company’s record) to the registered office of the Registrar and Share Transfer Agent (‘RTA’) of the Company i.e. MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020 for receiving the Postal Ballot Notice, remote e-voting instructions and User ID & Password.

(b) Members holding shares in demat form are requested to register/update mail id with your Depository Participant (“DP”) and generate password as procedure given in e-voting instructions as below.

(c) Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **24th February, 2023** are eligible to vote on the resolution set forth in this Notice.

C. Updation/ Registration of KYC Details

The Securities and Exchange Board of India (‘SEBI’) vide its circular dated 03rd November, 2021 read with circular dated 14th December, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent (‘RTA’) of the Company as effective from 01st January, 2022. The RTA will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be freeze by RTA on or after 01st April, 2023.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- (i) PAN; (using ISR-1)
- (ii) Nomination in Form No.SH-13 or submit declaration to ‘Opt-out’ in Form ISR-3 ;
- (iii) Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- (iv) Bank Account details including Bank name and branch, Bank account number, IFS code;
- (v) Specimen signature by using ISR-2 (in case of change of signature or signature does not match with Company record.
- (vi) Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA as mentioned in point no. 3B(a) of the Notes to this Notice. The shareholders can download the forms mentioned in SEBI circular from the website of the Company www.mangalamcement.com in or from RTA website i.e. www.masserv.com

For any queries in this regard send an e-mail request at investor@masserv.com.

Members may note that the Notice is also available on the Company’s website www.mangalamcement.com and also on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depository Limited (NSDL) at <https://evoting.nsdl.com>. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.

4. Details regarding E-voting Schedule are as under:

- (i) In compliance with the provisions of Section 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, as amended and regulation 44 of the Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise votes through remote e-voting on the e-voting platform provided by NSDL. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
- (ii) Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, 01 st March 2023 from 9.00 a.m. (IST)	Thursday, 30 th March 2023 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- (iii) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- (iv) During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Friday, 24th February, 2023**, i.e., cut-off date, may cast their vote by remote e-voting.
- (v) Shri Akshit Kumar Jangid, Practicing Company Secretary (Membership No. FCS 11285; C.P. No. 16300), has been appointed as the Scrutinizer by the Board for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner in accordance with the applicable provisions of the Act & Rules.
- (vi) On the completion of the scrutiny of remote e-voting of the Postal Ballot, the Scrutiniser will submit his report to the Company Secretary or any other authorised person by him, within prescribed timelines. The results of the Postal Ballot will be declared by Company Secretary of the Company or any other authorised person by him at the Registered Office of the Company at P. O. Adityanagar – 326520, Morak, Dist. Kota, Rajasthan within two (2) working days of the conclusion of the Postal Ballot. The resolutions, if passed by the requisite majority of Members, shall be deemed to have been passed on **Thursday, 30th March, 2023** i.e. the last date specified for receipt of votes through the remote e-voting process. The results of the Postal Ballot will be posted on the Company's website www.mangalamcement.com & NSDL e-voting website www.evoting.nsd.com besides communicating to the Stock Exchanges where the Company's shares are listed.
- (vii) Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.

5. The instructions for Members for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](https://eservices.nSDL.com).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 12332 and EVEN is 101456 then user ID is 1014560012332. If folio number is A-45 then user id is 101456A000045.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ppincha@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the RTA/Depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. Members holding shares in physical mode are requested to send Form ISR-1, SH-13, ISR-2 (if signature is not match with Company's record) to the registered office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020 for receiving the Postal Ballot Notice, remote e-voting instructions and User ID & Password.
- ii. Members holding shares in demat form are requested to register/update mail id with your Depository Participant ("DP") and generate password as procedure given in e-voting instructions as above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the Shareholders of the Company at 44th Annual General Meeting of the Company held on 25th September, 2020 by passing the special resolution, re-appointed Smt. Vidula Jalan (DIN: 01474162) and Shri Anshuman Vikram Jalan (DIN: 01455782) Co-Chairperson of the Company, as Whole-time Director w.e.f. 1st April, 2020 for period of three years along with remuneration thereof and their present tenure as Whole Time Director is going to end on 31st March, 2023.

Further on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders, the Board of Director at their meeting held on 11th February, 2023 have approved the re-appointment of Smt. Vidula Jalan (DIN: 01474162) and Shri Anshuman Vikram Jalan (DIN: 01455782) Co-Chairperson of the Company as Whole-time Director w.e.f. 1st April, 2023 for further period of three years along with remuneration and other terms as stated in Resolution No. 1 & 2 respectively of the accompanying Notice.

As per the recent amendment in the Listing Regulations effective from January 17, 2023, a listed entity shall ensure that approval of members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Smt. Vidula Jalan (DIN: 01474162) and Shri Anshuman Vikram Jalan (DIN: 01455782), as Whole Time Directors would require approval of Members of the Company and same is proposed to be passed by Members of the Company as Special Resolutions through this Postal Ballot.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole Time Directors and after considering the prevailing managerial remuneration in industry, the Board is of the opinion that considering their background, qualifications and expertise that Smt. Vidula Jalan and Shri Anshuman Vikram Jalan brings to the Company, the remuneration offered to them is reasonable and in line with present corporate practice.

As the terms for remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above remuneration.

The information as required under Schedule V to the Companies Act, 2013, Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements), 2015 and Secretarial Standard-2 are as under: -

I. GENERAL INFORMATION:

1	Nature of industry	The Company is engaged in the manufacturing of Cement and Cement Products.		
2	Date or expected date of commencement of commercial production	Commercial Production of 0.40 Million Ton Per Annum (MTPA) Cement commenced on 1st March, 1981.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	Particulars	FY 2021-22 (Rs. In Lacs)	FY 2020-21 (Rs. In Lacs)
		Net Income/Revenue from Operations	156605.49	130488.14
		Profit before Tax, Finance Cost & Depreciation	24582.07	26972.94
		Less: Finance Costs	6443.28	6888.52
		Profit before Depreciation and Tax	18138.79	20084.42
		Less: Depreciation	6229.83	6291.62
		Profit before Tax	11908.96	13792.80
		Less: Provision for Tax	4138.41	4446.15
		Net Profit After Tax	7770.55	9346.65
		Equity Capital (face value Rs. 10)	2749.73	2749.73
	Earning Per Share (Rs.)	28.26	33.99	
5	Foreign investments or collaborations, if any.	The Company did not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	Smt. Vidula Jalan (DIN: 01474162)	Shri Anshuman Vikram Jalan (01455782)
1	Background details	Aged 43 years, She is an MBA in Strategic Marketing, Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from The University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the B. K. Birla Group (the "Group").	Aged about 46 years, He is a B. Com (Hons.) from St. Xavier's College, Kolkata. Besides, he has completed a management course in marketing and corporate finance from the London School of Economics, UK. Being involved in the management of manufacturing companies since 1998, he has gained a rich experience in business administration.

		<p>The date of first appointment of Smt. Vidula Jalan, as Whole Time Director was 30th July, 2009.</p> <p>The other public companies in which she is a Director is Vidula Consultancy Services Ltd.</p>	<p>The date of first appointment of Shri Anshuman Vikram Jalan, as Whole Time Director was 30th July, 2009.</p> <p>The other public companies in which he is a Director are Pilani Investment and Industries Corporation Ltd. and Vidula Consultancy Services Ltd.</p> <p>He is member of Audit Committee of Pilani Investment and Industries Corporation Ltd.</p>
2	Past remuneration	<p>During the year ended 31st March, 2022, she has been paid a remuneration of Rs. 12,00,000/- per month as basic salary (+) special allowance & perquisites as approved by the members of the Company in the 44th Annual General Meeting & as revised by the Board of Directors from time to time.</p>	<p>During the year ended 31st March, 2022, he has been paid a remuneration of Rs. 12,00,000/- per month as basic salary (+) special allowance & perquisites as approved by the members of the Company in the 44th Annual General Meeting & as revised by the Board of Directors from time to time.</p>
3	Recognition or awards	<p>The Company has received various awards and recognitions during her tenure as the Whole Time Director of the Company.</p>	<p>The Company has received various awards and recognitions during his tenure as the Whole Time Director of the Company.</p>
4	Job profile and his suitability	<p>In the capacity of Whole Time Director of the Company, she shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to her by the Board from time to time.</p>	<p>In the capacity of Whole Time Director of the Company, he shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.</p>
5	Term & Conditions of Reappointment & Remuneration proposed	<p>As set out in Resolution No. 1 of the Notice of this Postal Ballot.</p>	<p>As set out in Resolution No. 2 of the Notice of this Postal Ballot.</p>
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Taking into consideration the size of the Company, the proposed profile of Smt. Vidula Jalan, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.</p>	<p>Taking into consideration the size of the Company, the proposed profile of Shri Anshuman Vikram Jalan, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.</p>
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Besides, the remuneration proposed, Smt. Vidula Jalan does not have any other pecuniary relationship with the Company.</p> <p>Smt. Vidula Jalan is the wife of Shri Anshuman Vikram Jalan, Co-Chairperson of the Company. She holds 1,40,236 shares of the Company.</p> <p>Smt. Vidula Jalan is the Promoter of the Company.</p>	<p>Besides, the remuneration proposed, Shri Anshuman Vikram Jalan does not have any other pecuniary relationship with the Company.</p> <p>Shri Anshuman Vikram Jalan is the husband of Smt. Vidula Jalan, Co-Chairperson of the Company. He holds 95,000 shares of the company.</p> <p>Shri Anshuman Vikram Jalan is the Promoter of the Company.</p>
8	First Date of Appointment	<p>30th July, 2009</p>	<p>30th July, 2009</p>

9	Number of Board Meetings attended during the year	5 out of 5 meetings (held during Financial Year 2021-22) 4 out of 4 meetings (held in Financial Year 2022-23)	5 out of 5 meetings (held during Financial Year 2021-22) 4 out of 4 meetings (held in Financial Year 2022-23)
10	Membership/ Chairmanship of Committee of other Companies in India	Nil	Pilani Investment and Industries Corporation Ltd: <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Member • Stakeholder Relationship Committee-Member • CSR Committee-Member • Investment & Finance Committee-Member • Risk Management Committee- Member • Asset & Liability Management Committee-Member
11	Directorships held in all other Companies in India	<ul style="list-style-type: none"> • Vidula Consultancy Services Ltd. • Mignonette Creations Pvt. Ltd. • Grandiflora Solutions Pvt. Ltd. • Rigdom Products Pvt. Ltd. • Mangalam Pragati Foundation 	<ul style="list-style-type: none"> • Pilani Investment and Industries Corporation Ltd. • Vidula Consultancy Services Ltd. • Shree Guru Carbide & Chemicals Pvt Ltd. • Gorakhpur Oxygen Pvt. Ltd. • Dhanshree Niketan Pvt. Ltd. • Mahamaya Properties Pvt. Ltd. • Amexco Investments Pvt. Ltd. • Aramco Pvt. Ltd. • Soorajmull Nagarmull Pvt. Ltd. • Ocean Minerals and Industrial Gases Pvt. Ltd. • Sakambhari Commodities Pvt. Ltd. • Mignonette Creations Pvt. Ltd. • Grandiflora Solutions Pvt. Ltd. • Rigdom Products Pvt. Ltd. • Mangalam Pragati Foundation
12	Nationality	Indian	Indian
13.	Relationship with other Directors/ Manager/ Key Managerial Personnel	Except being spouse of each other, Shri Anshuman Vikram Jalan and Smt. Vidula Jalan do not have any relationship with other Directors/ Manager/ Key Managerial Personnel.	

OTHER INFORMATION:

1	Reasons of loss or inadequate profits:	There is profit, the information is provided to the Shareholders as an abundant caution for payment of minimum remuneration to the Whole Time Directors of the Company in case of no profit or inadequate profits in any particular year.
2	Steps taken or proposed to be taken for improvement	Continuous process being followed by the Company for cost control, efficient power consumption, efforts to reduce the logistic cost and deeper penetration into higher realisation market and expansion of new market.
3	Expected increase in productivity and profits in measurable terms.	All efforts are being undertaken to ensure improved performance and increasing the productivity and profitability of the Company. However, it is difficult to predict profits in measurable terms.

III. DISCLOSURES:

1	The remuneration package proposed to be given to Smt. Vidula Jalan and Shri Anshuman Vikram Jalan is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors.
2	There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings.



MANGALAM CEMENT LTD.



Concrete Ka Sachcha Saathi

All material documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. Thursday, 30th March, 2023. Members seeking to inspect such documents can send an e-mail to shares@mangalamcement.com

Except the remuneration proposed, Smt. Vidula Jalan and Shri Anshuman Vikram Jalan do not have any pecuniary relationship with the Company and they are not related to any managerial personnel. However, they are related to each other as spouses and they are also Promoters of the Company.

Save and except the above, none of the Directors, Key Managerial Personnel other than Shri Anshuman Vikram Jalan and Smt. Vidula Jalan of the Company and their relatives are concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors considering their background, expertise and rich experience in the cement industry, is of the opinion that the continuance of said Executive Directors on the Board of the Company is necessary and recommend passing of the Special Resolution(s) set out at Item no. 1 & 2 of the Notice for approval by the Members of the Company.

By order of the Board
For Mangalam Cement Limited

Registered Office:

P.O. Aditya Nagar, Morak-326520
Dist. Kota (Rajasthan)

Date: 11th February, 2023

Manoj Kumar
Company Secretary
Membership No. A22913