



BK BIRLA GROUP OF COMPANIES

# MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

MCL/SEC  
March 30, 2019

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| <p>FAX: 022-22723121/ 22722039/ 22722061<br/>E-mail : corp.relations@bseindia.com</p> <p>The Manager,<br/>Listing Department<br/><b>BSE Limited</b><br/>Phiroze Jeejeebhoy Towers,<br/>Dalal Street,<br/>MUMBAI – 400 001</p> <p><b>SCRIP CODE: 502157</b></p> | <p>FAX: 022-26598238/ 26598237<br/>E-mail : cmlist@nse.co.in</p> <p>The Manager<br/>Listing Department<br/><b>National Stock Exchange of India Ltd.</b><br/>Exchange Plaza,<br/>Bandra Kurla Complex, Bandra (East)<br/>MUMBAI – 400 051</p> <p><b>SCRIP SYMBOL: MANGLMCEM</b></p> |
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## **Sub: Voting Result of the Postal Ballot**

Dear Sir / Madam,

Please find enclosed herewith the voting results of the Postal Ballot including remote e-voting on the resolutions as stated and detailed in Notice of Postal Ballot dated 07<sup>th</sup> February, 2019, in compliance with requirement under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which has been declared today on the basis of the Scrutinizer's Report dated March 30, 2019 which is also enclosed herewith. Please note that the Members of the Company have passed the special resolution(s) contained in said Notice with requisite majority.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
For: Mangalam Cement Limited

Manoj Kumar  
Company Secretary

Encl: As Above.

Regd. Office & Works : P.O. Aditya Nagar-326520, Morak, Distt. Kota (Raj.) CIN : L26943RJ1976PLC001705, Telefax : 07459 - 232156  
Website : www.mangalamcement.com, E-mail : email@mangalamcement.com  
Kota Office : Shop No. 20, 80 Feet Road, Opp. Sukhdham Colony, (Near SBI Bank) Kota - 324001 (Rajasthan)  
Mob : 9351468064 / 9351468055 / 9351468445, E-mail : mclkota@kappa.net.in  
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## Voting Results of the special resolutions as contained and detailed in Postal Ballot Notice dated 07<sup>th</sup> February, 2019

|   |   |                                       |
|---|---|---------------------------------------|
| Date of Postal Ballot Notice  | : | <b>07<sup>th</sup> February, 2019</b> |
| Total Number of Shareholders on cut-off date                                    | : | <b>18352</b>                          |
| No. of Shareholders present in the meeting either in person or through Proxy: - |   |                                       |
| Promoters and Promoter Group  | : | <b>N.A.</b>                           |
| Public  | : | <b>N.A.</b>                           |
| No. of Shareholders attended the meeting through Video Conferencing:-           |   |                                       |
| Promoters and Promoter Group  | : | <b>N.A.</b>                           |
| Public  | : | <b>N.A.</b>                           |

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### Item No. 1: Continuation of Directorship of Shri Kamal Chand Jain, Non-Executive Director

| Resolution Required : (Ordinary/Special)                                 |                | Special            |                     |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                | No                 |                     |   |                          |                        |                                      |                                    |
| Category   | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in Favour | No. of Votes - Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|  |                | (1)                | (2)                 | (3)={[(2)/[1]]*100                      | (4)                      | (5)                    | (6)={[(4)/[2]]*100                   | (7)={[(5)/[2]]*100                 |
| Promoter and Promoter Group  | E-Voting       |                    | 4337140             | 98.21                                   | 4337140                  | -                      | 100.00                               | -                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Postal Ballot  |                    | 79079               | 1.79                                    | 79079                    | -                      | 100.00                               | -                                  |
|  | <b>Total</b>   | <b>4416219</b>     | <b>4416219</b>      | <b>100.00</b>                           | <b>4416219</b>           | <b>-</b>               | <b>100.00</b>                        | <b>-</b>                           |
| Public Institutions  | E-Voting       |                    | 777016              | 26.03                                   | 777016                   | -                      | 100.00                               | -                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Postal Ballot  |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | <b>Total</b>   | <b>2985436</b>     | <b>777016</b>       | <b>26.03</b>                            | <b>777016</b>            | <b>-</b>               | <b>100.00</b>                        | <b>-</b>                           |
| Public Non Institutions  | E-Voting       |                    | 4731936             | 24.53                                   | 4723326                  | 8610                   | 99.82                                | 0.18                               |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Postal Ballot  |                    | 1077637             | 5.59                                    | 1077635                  | 2                      | 100.00                               | 0.00                               |
|  | <b>Total</b>   | <b>19292125</b>    | <b>5809573</b>      | <b>30.11</b>                            | <b>5800961</b>           | <b>8612</b>            | <b>99.85</b>                         | <b>0.15</b>                        |
| <b>Total</b>   |                | <b>26693780</b>    | <b>11002808</b>     | <b>41.21</b>                            | <b>10994196</b>          | <b>8612</b>            | <b>99.92</b>                         | <b>0.08</b>                        |

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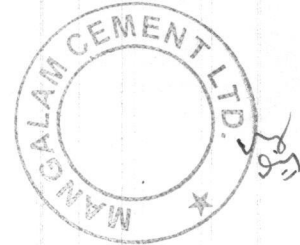
# MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

## Resolution No.2: Continuation of Directorship of Smt. Aruna Makhan, Independent Director.

| Resolution Required : (Ordinary/Special)                                 |                |                    | Special             |   |                          |                        |                                      |                                   |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|-----------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                |                    | No                  |   |                          |                        |                                      |                                   |
| Category   | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in Favour | No. of Votes - Against | % of Votes in favour on votes polled | %of Votes against on votes polled |
|  |                | (1)                | (2)                 | (3)=[(2)/[1]]*100                       | (4)                      | (5)                    | (6)=[(4)/[2]]*100                    | (7)=[(5)/[2]]*100                 |
| Promoter and Promoter Group  | E-Voting       | 4416219            | 4337140             | 98.21                                   | 4337140                  | -                      | 100.00                               | -                                 |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                 |
|  | Postal Ballot  |                    | 79079               | 1.79                                    | 79079                    | -                      | 100.00                               | -                                 |
|  | <b>Total</b>   |                    | <b>4416219</b>      | <b>4416219</b>                          | <b>100.00</b>            | <b>4416219</b>         | <b>-</b>                             | <b>100.00</b>                     |
| Public Institutions  | E-Voting       | 2985436            | 777016              | 26.03                                   | 10449                    | 766567                 | 1.34                                 | 98.66                             |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                 |
|  | Postal Ballot  |                    | -                   | -                                       | -                        | -                      | -                                    | -                                 |
|  | <b>Total</b>   |                    | <b>777016</b>       | <b>26.03</b>                            | <b>10449</b>             | <b>766567</b>          | <b>1.34</b>                          | <b>98.66</b>                      |
| Public Non Institutions  | E-Voting       | 19292125           | 4731936             | 24.53                                   | 4723212                  | 8724                   | 99.82                                | 0.18                              |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                 |
|  | Postal Ballot  |                    | 1077637             | 5.59                                    | 1077635                  | 2                      | 100.00                               | 0.00                              |
|  | <b>Total</b>   |                    | <b>5809573</b>      | <b>30.11</b>                            | <b>5800847</b>           | <b>8726</b>            | <b>99.85</b>                         | <b>0.15</b>                       |
| <b>Total</b>   |                | <b>26693780</b>    | <b>11002808</b>     | <b>41.21</b>                            | <b>10227515</b>          | <b>775293</b>          | <b>92.95</b>                         | <b>7.05</b>                       |



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**Pradeep Pincha**  
Practicing Company Secretary

**Report of Scrutinizer on Postal Ballot including remote e-Voting**

[Pursuant to Section 108, 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

To,  
The Company Secretary  
Mangalam Cement Limited  
ADITYA NAGAR, MORAK DISTT.  
KOTA, (Rajasthan)

**Sub: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

Dear Sir(s),

I, Pradeep Pincha, Practicing Company Secretary, has been appointed as a Scrutinizer by the Board of Directors of the Mangalam Cement Limited ('MCL') in its meeting held on 7<sup>th</sup> February, 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing the postal ballot process including remote e-voting process in affair and transparent manner, in respect of items as mentioned in the Postal Ballot Notice dated 7<sup>th</sup> February, 2019.

The notice dated 7<sup>th</sup> February, 2019 was sent to the members of the MCL along with statement setting out material facts under section 102 of the Companies Act, 2013.

The members of the MCL holding shares on the cut-off date i.e. 22<sup>nd</sup> February, 2019 were entitled to vote on the resolutions proposed and set out in the Postal Ballot Notice.

In this regard, I submit my report as under that:

- the Notice of Postal Ballot along with postal ballot forms were accompanied with postage pre-paid self-addressed Business Reply Envelope which was required to be returned by the members not later than 5:00 PM (IST) on 29<sup>th</sup> March, 2019. In addition to the above, Notices were also sent via electronic mode to the members (other than who have requested for physical copy) at their e-mail address as registered with the Depository Participants or the RTA.
- the Company engaged for facilitating remote e-voting to the members of the Company, as permitted under Section 108, 110 of the Companies Act, 2013 read with

108, 1st Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan  
Tel.: 91-0141 4106355 | Email: ppincha@gmail.com | www.pinchaa.com





**Pradeep Pincha**

Practicing Company Secretary

the Companies (Management and Administration) Rules, 2014, as amended from time to time, commencing from Thursday, 28th February 2019 (9.00 A.M.) and ends on Friday, 29th March, 2019 (5.00 P.M.).

- after the time fixed for closing of the remote e-Voting i.e. 5.00 p.m. on Friday, 29th March, 2019 a final electronic report was generated in presence of two witnesses viz. Mr. Sachin Jain and Ms. Nisha Agarwal who are not in the employment of the Company from the website viz. [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) of NSDL, the service provider, for facilitating remote e-voting.
- I have received the Postal Ballot forms from the members during the period starting from Thursday, 28th February 2019 till Friday, 29th March, 2019. All the Postal Ballot forms together with all votes cast by e-Voting through NSDL received up to 5.00 p.m. on Friday, 29th March, 2019 being the last date fixed by the Company for receipt of Postal Ballot Forms / remote e-voting, were considered for my scrutiny.
- E-voting platform was optional for the members to cast their votes. In case, the members have cast their votes through postal ballot as well as through remote e-voting then, vote cast through e-voting was considered and voting done through Postal Ballot was ignored as indicated in the Notice dated 7th February, 2019.
- on scrutiny, I report the results of voting through postal ballot including remote e-Voting in respect of the resolution(s) as set-out in the Notice of Postal Ballot as under:

**Item No. 1: Special Resolution** - Continuation of Directorship of Shri Kamal Chand Jain, Non-Executive Director:

| Manner of Voting | Votes in favour of the resolution |                                | Votes against the resolution |                                | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------------------------|------------------------------|--------------------------------|---------------------------|
|                  | No. of shares                     | Percentage of valid votes cast | No. of shares                | Percentage of valid votes cast | No. of shares             |
| Remote voting    | 9837482                           | 89.41                          | 8610                         | 0.08                           | 00                        |
| Postal Ballot    | 1156714                           | 10.51                          | 2                            | 0.00                           | 1000                      |
| <b>TOTAL</b>     | <b>10994196</b>                   | <b>99.92</b>                   | <b>8612</b>                  | <b>0.08</b>                    | <b>1000</b>               |





# Pradeep Pincha

Practicing Company Secretary

**Item No. 2: Special Resolution** - Continuation of directorship of Smt. Aruna Makhan, independent director of the Company:

| Manner of Voting | Votes in favour of the resolution |                                | Votes against the resolution |                                | Abstained / Invalid votes |
|------------------|-----------------------------------|--------------------------------|------------------------------|--------------------------------|---------------------------|
|                  | No. of shares                     | Percentage of valid votes cast | No. of shares                | Percentage of valid votes cast | No. of shares             |
| Remote E-voting  | 9070801                           | 82.44                          | 775291                       | 7.05                           | 00                        |
| Postal Ballot    | 1156714                           | 10.51                          | 2                            | 0.00                           | 1000                      |
| <b>TOTAL</b>     | <b>10227515</b>                   | <b>92.95</b>                   | <b>775293</b>                | <b>7.05</b>                    | <b>1000</b>               |

- The Postal Ballot form, which was incomplete and/or which was otherwise found defective has been treated as invalid and kept separately.

All the resolutions mentioned in the Postal Ballot Notice dated 7<sup>th</sup> February, 2019 as per the details above stand passed under remote e-voting and through Postal ballot process with the requisite majority.

I will hand over all related papers/registers and records as well as report generated from the website of NSDL with regard to electronic voting for safe custody to the Company after signing of minutes by the Chairman of the Company.

Thanking You,  
Yours faithfully,



FCS Pradeep Pincha  
Practicing Company Secretary  
C.P. No. 4426

Date: 30/03/2019

Place: Jaipur



**Pradeep Pincha**  
Practicing Company Secretary

**Witnesses:**

*Sachin Jain*

1. Mr. Sachin Jain  
Add: 108, Shree Mansion,  
G-23, Kamla Marg, C-Scheme,  
Jaipur-302001 (Rajasthan)

*Nisha*

2. Ms. Nisha Agarwal  
Add: 108, Shree Mansion,  
G-23, Kamla Marg, C-Scheme,  
Jaipur-302001 (Rajasthan)

**Countersigned by:**

