

**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 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021, No. 20/2021 dated 8<sup>th</sup> December, 2021, No. 3/2022 dated 5<sup>th</sup> May, 2022 and No. 11/2022 dated 28<sup>th</sup> 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: Appointment of Shri Anand Daga (DIN: 00897988) as Independent 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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Shri Anand Daga (DIN: 00897988), who was appointed as an Additional Director (Category as Independent) with effect from 8<sup>th</sup> August, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from 8<sup>th</sup> August, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

**Place:** Kolkata

**Date:** 8<sup>th</sup> August, 2023

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

**Registered Office:**

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

**Yaswant Mishra  
President (Corporate) & CFO**

## 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. All documents required to be kept open for inspection, if any, shall be open for inspection from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. **Friday, 20<sup>th</sup> October, 2023** at the Registered Office and Corporate Office of the Company during business hours (between 2.00 p.m. and 5.00 p.m.) on all working days (except Saturdays, Sundays and Holidays). Further, Members seeking to inspect such documents can also send an e-mail to shares@mangalamcement.com.

### **4. 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, 15<sup>th</sup> September, 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, 2<sup>nd</sup> 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. **Friday, 15<sup>th</sup> September, 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 No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023, has provided common and simplified norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC and Nomination details. As per the said Circular(s), it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Physical folios wherein the PAN, KYC and Nomination details are not available on or after 1<sup>st</sup> October, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31<sup>st</sup> December, 2025.

**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. 4B(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](http://www.mangalamcement.com) or from RTA website i.e. [www.masserv.com](http://www.masserv.com).

**For any queries in this regard send an e-mail request at [investor@masserv.com](mailto:investor@masserv.com).**

Members may note that the Notice is also available on the Company's website [www.mangalamcement.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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.

**5. 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:

<b>Commencement of Remote e-voting</b>	<b>End of Remote e-voting</b>
Thursday, 21 <sup>st</sup> September, 2023 from 9.00 a.m. (IST)	Friday, 20 <sup>th</sup> October, 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, 15<sup>th</sup> September, 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 Chairman or any other authorised person by him, within prescribed timelines. The results of the Postal Ballot will be declared by Chairman of the Company or any other authorised person by him at the Registered Office of the Company at P. O. Adityanagar – 326520, Morak, Distt. 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 **Friday, 20<sup>th</sup> October, 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](http://www.mangalamcement.com) & NSDL e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.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.

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

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**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on ‘e-voting facility provided by Listed Companies’, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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.	<p><b>A. Instructions for existing Internet-based Demat Account Statement (‘IDeAS’) facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. On the e-Services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section.</li> <li>iii. This will prompt you to enter your existing User ID and Password.</li> <li>iv. After successful authentication, members will be able to see e-Voting services under ‘Value added services’. Please click on ‘Access to e-Voting’ under e-Voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e. ‘Mangalam Cement Limited’, or e-Voting service provider i.e. NSDL.</li> <li>vi. Members will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Option to register with IDeAS is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Select ‘<b>Register Online for IDeAS Portal</b>’ or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-Voting website of NSDL i.e. <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. 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.</li> <li>v. Members will be required to enter User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page.</li> <li>vii. Click on company name i.e. ‘Mangalam Cement Limited’ or e-Voting service provider i.e. NSDL, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> </ol>

Type of shareholders	Login Method
	<p><b>C. NSDL Mobile App</b> Members can also download NSDL Mobile App “NSDL Speede” and can use the facility by scanning the QR code mentioned below for seamless voting experience. <b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasinew/home/login/">https://web.cdslindia.com/myeasinew/home/login/</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on new System Myeasi.</li> <li>iii. Login with user ID and password.</li> <li>iv. After successful login of Easi/Easiest, option will be made available to reach e-voting page.</li> <li>v. Click on e-voting service provider name i.e. NSDL. Click on NSDL to cast your vote.</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>ii. Members can proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>ii. Provide your demat Account Number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective e-voting service provider i.e. NSDL where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>ii. Once logged in, Members will be able to see e-Voting option.</li> <li>iii. Upon clicking on e-Voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein members can see e-Voting feature.</li> <li>iv. Click on options available against Mangalam Cement Limited or NSDL.</li> <li>v. Members will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective websites.**

**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	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

**B) Login method for remote e-voting for shareholders other than individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/ Member” section.
- iii. 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.
- iv. Alternatively, if you are registered for NSDL e-services i.e. Internet Based Demat Account Statement (IDeAS), you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to **Step 2 i.e. Cast your vote electronically on NSDL e-Voting system**
- v. Your User ID details are as follows:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
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 001*** and EVEN is 101456 then user ID is 101456001***

- vi. 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 (See point “c” below). Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will prompt you to change your password.
  - c) How to retrieve your ‘initial password’?
    - If your e-mail address is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, or the 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’.
    - In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice i.e. *process for those shareholders whose email ids are not registered.*
- vii. 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 hold shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password: (If you hold shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by the above two options, you can send a request at [evoting@nsdl.co.in](mailto: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.
- viii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- ix. Now, you will have to click on “Login” button.
- x. 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

- i. 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 and General Meeting is in active status.
- ii. Select “EVEN” of Mangalam Cement Limited, to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-voting as the Voting page opens.
- iv. 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 “Confirm” buttons when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

- i. 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](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.
- ii. 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(s) available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. 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](http://www.evoting.nsdl.com) or call on: 022-48867000 and 022-24997000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any grievances connected with facility for remote e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 022-24994545/1800-222-990.

## 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

Based on the recommendation of the Nomination and Remuneration Committee and being eligible for appointment as Independent Director, the Board of Directors of the Company has appointed Shri Anand Daga (DIN: 00897988) as an Additional Director, in the capacity of Independent Director of the Company for a term of 5 (five) consecutive years with effect from 8<sup>th</sup> August, 2023, subject to the approval of the Members of the Company. In accordance with the provisions of Section 161 of Companies Act, 2013 ("the Act") and Regulation 17(1C) of the Listing Regulations, Shri Anand Daga shall hold office as Additional Director up to the date of the ensuing Annual General Meeting or three months from the date of his appointment as an additional director, whichever is earlier.

In terms of provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of the Listing Regulations, appointment of Independent Director requires approval of Members by way of a Special Resolution.

Shri Anand Daga is Bachelor in Commerce, from St. Xavier's College, Kolkata and has done various courses on Financial Planning. He has been actively involved in his family business and also provides financial consultancy to various Companies.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee on the basis of the balance of skills, knowledge and experience, is of the opinion that Shri Anand Daga meets with the roles and capabilities, as may be required. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He further confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of his name in the data bank of the Indian Institute of Corporate Affairs (IICA).

The Company has received consent and declaration in writing from Shri Anand Daga (DIN: 00897988) that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013, further Company has received a Notice in writing from a member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Shri Anand Daga (DIN: 00897988) fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and is independent of the management.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during business hours (between 2.00 p.m. and 5.00 p.m.) on all working days (except Saturdays, Sundays and Holidays) up to the date of the AGM and is also available on the website of the Company at [https://www.mangalamcement.com/pdf/others/Speciman%20Copy\\_Appointment%20of%20Independent%20Director.pdf](https://www.mangalamcement.com/pdf/others/Speciman%20Copy_Appointment%20of%20Independent%20Director.pdf).

**Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is as follows:-**

SN	Nature of Information	Item No. 1 of Notice
1	Name	Shri Anand Daga (DIN: 00897988)
2	Date of Birth / Age	12 <sup>th</sup> August, 1972 (51 Years)
3	Nationality	Indian
4	Date of First Appointment on the Board	8 <sup>th</sup> August, 2023
5	Qualification	Bachelor of Commerce
6	Experience and Nature of expertise in specific functional area	Having vast experience of Financial Planning and is actively involved in providing financial consultancy to various Companies.
7	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	-





MANGALAM CEMENT LTD.



Concrete Ka Sachcha Saathi

SN	Nature of Information	Item No. 1 of Notice
8	Shareholding in the Company (including as Beneficial Owner)	Nil
9	No. of Board meetings attended during the year	FY 2022-23: Nil Appointed as Independent Director w.e.f. 8 <sup>th</sup> August, 2023.
10	Directorship in other Companies	Genesis Exports Ltd - Director Associated Savings Pvt Ltd - Director The Bengal Rowing Club - Director Mangalam Timber Products Ltd – Director* Aparajita Viniyog Private Limited - Director
11	Chairmanship / Membership of Committee of Board of Directors of the Company	Nil
12	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil
13	Listed entities from which the person has resigned in past three years	Nil
14	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As enumerated above.
15	Remuneration last drawn, if any	Nil
16	Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	The Nomination and Remuneration Committee has identified among others, Business Management, Operations, Finance & General Management as the skills required for the role of Director. Shri Anand Daga has the said requisite skills and capabilities for the Role of the Independent Director of the Company.

\* Ceased as Director pursuant to amalgamation of the Company with Mangalam Cement Limited.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at item no. 1 of the Notice for approval by the Members.

**Place:** Kolkata

**Date:** 8<sup>th</sup> August, 2023

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

**Registered Office:**

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

**Yaswant Mishra  
President (Corporate) & CFO**