



## MANGALAM CEMENT LTD.

CIN: L26943RJ1976PLC001705  
Regd. Office: P.O. Aditya Nagar-326520, Morak, Distt. Kota (Rajasthan)  
Phone: 07459-233127; Fax: 07459-232036  
E.mail: shares@mangalamcement.com  
Website: www.mangalamcement.com



Mangalam Cement Ltd.

### Notice

Dear Member(s),

**NOTICE** is hereby given that the **48th** Annual General Meeting of the Shareholders of the Mangalam Cement Ltd. (CIN: L26943RJ1976PLC001705) will be held on **Saturday, the 27th July, 2024 at 2:00 P.M., Indian Standard Time ("IST")** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended **31st March, 2024** together with the Reports of the Directors' and Auditors' thereon.
2. To declare final dividend of ₹ 1.50 (15%) per equity shares for the financial year ended **31st March, 2024**.
3. To consider and appoint a Director in place of Shri Anshuman Vikram Jalan (**DIN: 01455782**) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s J. K. Kabra & Co., the Cost Auditors, for the financial year ending **31st March, 2025**, and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. J.K. Kabra & Co., Cost Accountant, (Firm Registration No. 318086), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, amounting to ₹ 1,60,965/- (Indian Rupees One Lac Sixty Thousand Nine Hundred Sixty Five only) plus applicable taxes and re-imbursment of pocket expenses incurred in connection with audit, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. To approve the payment of remuneration by way of commission to Non-Executive Directors of the Company and in this regard 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 197 and 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as applicable, and subject to all other approvals, as may be required, the consent of the members be and is hereby accorded to make payment of commission in such amounts or proportions and in such manner and in all respects as the Board of Directors may from time to time determine, to its Non-Executive Directors (i.e. Directors other than Managing Directors and/or the Whole time Directors) at a rate not exceeding 1% (one percent) per annum of the net profit of the Company but not exceeding Rs. 10.00 Lacs (Rupees Ten Lacs Only) to each of the Non-Executive Director (NED) of the Company for a period of three years w.e.f. 1st April, 2024 in every financial year computed in the manner referred to in Section 198 of the said Act, in addition to the sitting fee for attending the meeting of the Board of Directors or Committees thereof and reimbursement of expenses in accordance with the relevant provisions of the Article of Association of the Company and the statutory regulations for the time being in force."

By Order of the Board,

Place : New Delhi  
Date : 1st May, 2024

Pawan Kumar Thakur  
Company Secretary  
Membership No. FCS 6474

**NOTES:**

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No.20/2020 dated 5th May, 2020, No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 2/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023, ("MCA Circulars") has allowed Companies to convene their Annual General Meeting and Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/ CFD/PoD 2/P/CIR/2023/4 dated 5th January, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated 7th October, 2023 respectively, ("SEBI Circulars") and Secretarial Standard on General Meeting ("SS-2"), permitted convening the Annual General Meeting ("AGM"/Meeting) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue till **30th September, 2024**.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Act, Secretarial Standard-2 (SS-2) and Listing Regulations, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto. Further, in terms of the MCA Circulars and SEBI Circulars the Notice of **48th AGM** along with Annual Report **2023-24** is being sent in electronic form only to those members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report 2023-24 only to those Members who specifically request for the same at shares@mangalamcement.com.
4. In compliance with applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted through VC, herein after called as 'e-AGM'.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to ppincha@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs 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.
7. **Book Closure**  
The Register of Members and Share Transfer Books of the Company shall remain closed from **21st July, 2024 to 27th July, 2024** (both the days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

**8. Payment of Dividend**

The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after **Wednesday, 31st July, 2024** to those Members, whose names are registered in the Company's Register of Members:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on **Saturday, 20th July, 2024**.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Saturday, 20th July, 2024**.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16th March, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 17th November, 2023) has mandated that with effect from 1st April, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature if already not registered with the company.

**9. TDS on Dividend**

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/MAS Services Limited (if shares are held in physical form).

A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to shares@mangalamcement.com. Shareholders are requested to note that if the PAN is not correct/ invalid/ inoperative or have not filed their **income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act**, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to shares@mangalamcement.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before **20th July, 2024, 11.00 A.M.**

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants ("DPs")
  - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 (form can be download from

website of RTA i.e. [www.masserv.com](http://www.masserv.com)) and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated 12th October, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.mangalamcement.com](http://www.mangalamcement.com).
12. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA i.e. Mas Services Limited for assistance in this regard.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.mangalamcement.com](http://www.mangalamcement.com).  
  
Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Mas Services Ltd. in case the shares are held in physical form.
15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
16. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before **25th July, 2024**, through e-mail on [shares@mangalamcement.com](mailto:shares@mangalamcement.com). The same will be replied by the Company suitably.
17. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to Corporate Governance Report which is a part of this Annual report.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

18. In compliance with the aforesaid MCA Circulars, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report **2023-24** is being sent through permitted mode. Members may note that the Notice and Annual Report **2023-24** will also be available on the Company's website i.e. [www.mangalamcement.com](http://www.mangalamcement.com), 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, the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility as well e-voting facility during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
20. The Members can join the AGM through VC / OAVM mode **30 minutes** before the scheduled time of commencement of the AGM and **15 minutes** after the scheduled time of commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, read with circular no. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and read with further circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with PIN code, bank details, e-mail id and mobile number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA, until above said KYC details are not updated by the Shareholders of the Company.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode.



## 23. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

### A) VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on **Wednesday, 24th July, 2024 (9:00 A.M. IST) and ends on Friday, 26th July, 2024 (5:00 P.M. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Saturday, 20th July, 2024**, i.e. cut-off date, may cast their vote electronically.  
The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from **Wednesday, 24th July, 2024 to Friday, 26th July, 2024**, or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in

the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

- iv. Shri Akshit Kumar Jangid, Practicing Company Secretary (Membership No. FCS-11285) and Ms. Krati Upadhyay (Membership No. ACS-58280), Partners of M/s. Pinchaa & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/ she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **'Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.'**

- vii. The details of the process and manner for remote e-voting are explained herein below:

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 and joining virtual meeting 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. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> 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 <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. 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>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |

| Type of Shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>   |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> <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 or joining virtual meeting &amp; voting during the meeting.</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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 128916 then user ID is 128916001*** |

**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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding 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 aforesaid 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.
  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.**

**Details on Step 2 are mentioned below :**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 and 022-24997000 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 - 400013 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B) THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**C) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting System**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

**AFTER CLICKING ON VC/OAVM LINK, YOU WILL BE REDIRECTED TO 'CISCO' WEBSITE :**

- |                          |  |
|--------------------------|--|
| In the "Name" field      | - Put your name.                             |
| In the "last name" field | - Enter your folio no. as informed in e-mail |
| In the "Email ID" field  | - Put your email ID                          |
| Event password           | - nsdl1234 is pre-field                      |
| Click join now button.   |  |

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:****System requirement:**

- ✓ Windows 8 or 10
- ✓ I3
- ✓ Microphone, Speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE :**

- ✓ Please download webex application from play store

**NOTE:**

1. *It is advisable to login beforehand at e-voting system as explained in e-voting instructions above, to be familiar with the procedure, so that you do not face any trouble while logging-in during the AGM.*
2. *Members are encouraged to join the Meeting through Laptops for better experience.*
3. *Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.*
4. *Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.*

**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 **Annual Report 2023-24**, remote e-voting instructions and User ID & Password.
  - ii. Members holding shares in demat form are requested to register/update e-mail ID with your Depository Participant ("DP") and generate password as procedure given in e-voting instructions as above.
  - iii. In terms of SEBI circular dated 9th December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
24. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker Shareholder by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [shares@mangalamcement.com](mailto:shares@mangalamcement.com) from **Monday, 22nd July, 2024 (9:00 A.M. IST) to Wednesday, 24th July, 2024 (5:00 P.M. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of Speaker Shareholders depending on the availability of time for the AGM.
  25. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again during the AGM.
  26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.



27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. **27th July, 2024**.
28. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
30. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.mangalamcement.com** and on the website of NSDL **<https://www.evoting.nsdl.com> immediately**. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
31. Details as required in sub-regulation (3) of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment / re-appointment at the AGM, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")****Item No. 4**

The Board of Directors, based on the recommendation of the Audit Committee, approved at its meeting held on 1st May, 2024, appointment and remuneration of M/s J.K. Kabra & Co., Cost Accountant, (Membership No. 11827) as Cost Auditor of the Company, to conduct the audit of the cost records of the Company, for the financial year ending **31st March, 2025**, at a remuneration of ₹ 160,965/- (Indian Rupees One Lacs Sixty Thousand Nine Hundred Sixty Five only) as audit fee plus applicable tax(es) and re-imbursement of out-of-pocket expenses incurred in connection with the audit, in accordance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the requisite resolution for ratification of remuneration of Cost Auditor by the Members has been set out in the notice of Forty-eighth Annual General Meeting of your Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out at Item No. 4 of the Notice, to ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2025.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the **Ordinary Resolution as set out at item No. 4** of the Notice for approval by the Members.

**Item No: 5**

Section 197 of the Companies Act, 2013 provides that in the case of Director who are neither Managing Director nor Whole-Time Director/Executive Director may by way of special resolution, authorise

payment of commission in addition to the fee for attending the meetings of the Board where such Directors are rendering useful advice to the Company. To retain such Non-Executive Director, it is desirable that they should be paid commission @ 1% of the net profit of the Company not exceeding 10.00 Lacs (Rupees Ten Lacs Only) to each of the Director in any financial year, except the Executive Directors. The Members in their Annual General Meeting held on **18th September, 2021** had approved payment of commission @ 1% of the net profits of the Company but not exceeding 10.00 Lacs to each of the Non-Executive Directors of the Company for a period of three years. This period of three years completed on **31st March, 2024**. Hence the proposed resolution seeks authority for such payment to the Non-Executive Directors for a period of three years effective from **1st April, 2024**.

The Board of Directors recommends the **Special Resolution as set out at Item No. 5** of the Notice for approval by the Members.

All the Directors of the Company, except Shri Anshuman Vikram Jalan, Executive Director and the Key Managerial Personnel and their respective relatives, are interested in the Resolution to the extent the remuneration is payable to them in accordance with the proposed resolution.

By Order of the Board

Place : New Delhi  
Date : 1st May, 2024

Pawan Kumar Thakur  
Company Secretary  
Membership No. FCS 6474

**Details of Directors seeking appointment/re-appointment at the Forty-eighth Annual General Meeting :**

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2").

| S. No. | Particulars  | Remarks   |
|--------|--|---|
| 1      | Name of Director   | Shri Anshuman Vikram Jalan  |
| 2      | Father's Name  | Late Shri Amar Kumar Jalan  |
| 3      | Directors Identification Number (DIN)  | 01455782  |
| 4      | Age and Date of Birth  | 47 Years, 1st December, 1976  |
| 5      | Date of First Appointment  | 30th July, 2009   |
| 6      | Experience/expertise in specific functional area   | Being involved in the management of manufacturing companies since 1998, he has gained a rich experience in business administration.   |
| 7      | Qualification  | Shri Anshuman Vikram Jalan aged about 47 years, 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.   |
| 8      | Directorship / Chairman / CEO held in other Companies  | Pilani Investment and Industries Corporation Ltd.<br>Vidula Consultancy Services Ltd.<br>Shree Guru Carbide & Chemicals Pvt. Ltd.<br>Gorakhpur Oxygen Pvt. Ltd.<br>Dhanshree Niketan Pvt. Ltd.<br>Mahamaya Properties Pvt. Ltd.<br>Amexco Investments Pvt. Ltd.<br>Aramco Pvt. Ltd<br>Soorajmull Nagarmull Pvt. Ltd.<br>Ocean Minerals & Industrial Gases Pvt. Ltd.<br>Sakambhari Commodities Pvt. Ltd.<br>Mignonette Creations Pvt. Ltd.<br>Rambara Trading Private Limited<br>Grandiflora Solutions Private Limited<br>Rigdom Products Private Limited<br>Mangalam Pragati Foundation<br>AVA Trading & Consulting Private Limited |
| 9      | Chairman/Member of the Committee of the Board of Directors of the Company, i.e., (Mangalam Cement Limited) | <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> <li>• Risk Management Committee</li> <li>• Investment Committee</li> </ul>  |
| 10     | Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director        | Pilani Investment and Industries Corporation Limited<br>(1) Audit Committee - Member<br>(2) Nomination and Remuneration Committee - Member<br>(3) Investment and Finance Committee - Member<br>(4) Risk Management Committee - Member<br>(5) Asset Liability Management Committee - Member<br>(6) Stakeholders Relationship Committee - Member<br>(7) Corporate Social Responsibility Committee - Member<br>(8) Information Technology (IT) Strategy Committee - Member   |
| 11     | Shareholding (including shareholding as a beneficial owner) in Mangalam Cement Limited                     | Own : 2,35,236 Shares<br>For other person on a beneficial basis : Nil   |
| 12     | No. of Board Meeting attended during the financial year 2023-24  | Five (5)  |
| 13     | Relationship of the Director, Manager and other KMP of the Company   | None  |
| 14     | Listed entities from which the director has resigned in the past 3 years                                   | Nil   |
| 15     | Terms and conditions of appointment/re-appointment   | Re-appointment in terms of Section 152(6) of the Companies Act, 2013  |
| 16     | Details of Remuneration last drawn (2023-24)   | Refer Corporate Governance Report of the Annual Report 2023-24.   |