



# MANGALAM CEMENT LTD.

CIN : L26943RJ1976PLC001705



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

Phone : +91-7459-233127, Fax : +91-7459-232036

E-mail : shares@mangalacement.com, Website : www.mangalacement.com

## POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Serial No

- Name & Address of the Sole/ First named Member as registered with the Company :
- Name(s) of the joint Member(s), if any, registered with the Company :
- Registered Folio No./ DPID No.\* & Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)
- Number of shares held
- I/We hereby exercise my/our vote in respect of the RESOLUTIONS to be passed through postal ballot for the business stated in the Notice dated 12<sup>th</sup> February, 2018 of the Company by sending my / our Assent or Dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Item No.	Brief Description of Resolution(s)	No. of Shares	Please Place the tick (✓) at the appropriate place	
			Assent (FOR)	Dissent (AGAINST)
1.	Special Resolution under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for approval to issue Secured Non-Convertible debentures for an amount not exceeding Rs. 250 Crores on a private placement basis.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge on the assets of the Company by way of hypothecation, mortgage, etc.			

Place : \_\_\_\_\_  
 Date : \_\_\_\_\_ (Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

## **PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

- i) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 11<sup>th</sup> April, 2018 (5.00 P.M.). The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
- ii) The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
- iii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other Form or photo copy of the form is permitted. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No.(i) above.
- iv) This Postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company/Depository Participant.
- v) Incomplete, unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
- vi) In case the shares are held by body corporates, trusts, etc., duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with the attested specimen signature of the Authorised signatories.
- vii) Members are requested not to send any other paper (other than Board Resolution / Authorisation as mentioned in the Sl. No.(vi)above) along with the postal ballot form in the enclosed self-addressed business reply envelope addressed to the scrutinizer. If any extraneous paper is found in such envelope, it would be discarded by the scrutinizer.
- viii) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- ix) In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
- x) Duly completed postal ballot forms should reach the Scrutiniser not later than the close of working hours (5.00 P.M.) on 11<sup>th</sup> April, 2018. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
- xi) Votes in a postal ballot cannot be exercised by a proxy.



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## NOTICE FOR POSTAL BALLOT

**Dear Member(s),**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time, the Company is seeking the approval of the Members for the matter as considered in the resolution appended below, through Postal Ballot i.e.; voting by post or voting by electronic means, as the case may be.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

The Board vide its Resolution passed on 12<sup>th</sup> February, 2018 has appointed Mr. Pradeep Pincha, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in accordance with law and in a fair and transparent manner.

The Notice is being sent to all the Members, whose names appear on the Register of Members and / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 09<sup>th</sup> March, 2018. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on 9<sup>th</sup> March, 2018, the cut-off date.

Further, the Company in compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is pleased to provide members facility to exercise their right to vote on the resolution proposed in the Postal Ballot by electronic means i.e., through remote e-voting services provided by National Securities Depository Limited(NSDL). The remote e-voting commences on 13<sup>th</sup> March, 2018 (9.00 A.M.) and ends on 11<sup>th</sup> April, 2018 (5.00 P.M.).

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form, attached herewith.

The members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self – addressed, business reply envelope, so as to reach the Scrutiniser before the close of working hours (5.00 P.M.) on 11<sup>th</sup> April, 2018. Please note that any postal ballot form (s) received after the said date will be treated as not having been received.

The Scrutiniser will be submitting his report to the Company Secretary or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and remote e-voting). The results will be announced by the Company Secretary of the Company or in his absence, any person authorised by him, on or before close of business hours on Friday, 13<sup>th</sup> April, 2018 at the Registered Office of the Company at P.O. Adityanagar – 326520, Morak, Dist. Kota, Rajasthan. The results of the Postal Ballot will be posted on the Company's website www.mangalamcement.com & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed.

To consider and if though fit, to pass with or without modification, the following resolutions as a Special Resolution: -

### **ITEM NO. 1: ISSUE OF NON CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180 and all other applicable provisions, if any, of the Companies Act 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, Companies (Meeting of Board and its Powers) Rules, 2014, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue and Listing and Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company / any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution may accept, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which shall deem to include any existing Board Committee(s) or any other Committee which the Board may constitute for this purpose) of the Company, to issue or invite to subscribe and allot Secured and/or Unsecured, Listed and/or Unlisted, redeemable Non-Convertible Debentures and/or Subordinated debt instruments and/or Bonds, or such other debt securities /instruments (“NCDs”), on private placement basis, in one or more tranches, in such classes and with such rights or terms as may be considered necessary, for cash either at par or premium or discount such that the aggregate amount of such NCDs during the period of 1 (one) year from the date of passing of the Special Resolution by the Members shall not exceed Rs. 250.00 Crores (Rupees Two Hundred and Fifty Crores only) to such investors, as may be deemed appropriate by the Board, including but not limited to Scheduled Commercial Banks, Financial Institutions, Insurance Companies, Primary/ State/ District/ Central Co-operative Banks, Regional Rural Banks, Mutual Funds, Companies, Bodies Corporate authorized to invest in Debentures, Provident Funds, Superannuation & Pension Funds, subject to their Investment guidelines, Trust and any other investor category eligible to invest subject to current applicable rules, act, laws, etc. on private placement basis, inter-alia, from time to time, in one or more combination, and on such other terms and conditions as the Board may deem fit and appropriate for each issuance as the case may be;

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised and empowered to arrange or settle the terms and conditions of such NCDs including the nature and type of investors;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company”.

### **ITEM NO. 2: AUTHORITY TO CREATE CHARGE AND/OR MORTGAGES ON THE ASSETS OF THE COMPANY**

**“RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company at the 38<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> September, 2014, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any existing Board Committee(s) or any other Committee which the Board may constitute for this purpose), to create such mortgages, charges and/or hypothecations, in addition to the existing mortgages, charges and hypothecations created by the Company, in such form and manner and with such ranking and at such time and at such term(s) as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Banks/ Financial Institution(s) /other Lender(s)/ Agent(s)/ Trustee(s), for securing the borrowings by whatever name called, availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and securities comprising of Secured/Unsecured, Fully/ Partly paid up, Convertible and/or Non-Convertible Debentures and/or Bonds and/or other securities with or without detachable or non-detachable warrants and/or secured premium notes/bonds and/or fixed/floating rate notes/ bonds or pass through Certificate(s) of Mortgage Backed Securitized Assets or any other

debt instruments, issued/to be issued by the Company in India or in offshore jurisdiction, in one or more tranches, from time to time, subject to the overall limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest and in case of default with accumulated interest, liquidated damages and commitment charges, premia on repayment (if any) or on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of their respective loan agreement(s), Debenture Trust Deed(s) or any other documents entered into between the Company and the Bank(s)/ Financial Institution(s)/ other Lender(s)/ Agent(s)/ Trustee(s) on such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board and Bank(s)/ Financial Institution(s)/ other Lender(s)/ Agent(s)/ Trustee(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/ or officers of the Company to give effect to this resolution”.

Place : Kolkata  
Date : 12<sup>th</sup> February, 2018

By order of the Board  
FOR MANGALAM CEMENT LIMITED  
sd/-  
SWADESH AGRAWAL  
Company Secretary

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

In order to augment resources, the Company has decided to issue non-convertible debentures on private placement basis from time to time, within the limits approved by the Members of the Company.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its non-convertible debt securities subject to prior approval of the Members by way of a Special Resolution. The Rules further provides that the said Special Resolution shall be passed only once in a year in respect of all offers / invitations on private placement basis for the Non- Convertible Debt Securities proposed to be issued during the year. Accordingly, it is proposed to offer or invite subscriptions for Non-Convertible Debt Securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company.

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, stipulates that the Board of Directors shall not borrow money in excess of the paid up share capital of the Company and its free reserves, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business and shall not, create charge / hypothecation or mortgage the undertakings/properties of the Company (movable and/or immovable) to secure its borrowings except with the consent of the Members accorded by way of a Special resolution.

The Directors, therefore, recommend the Resolutions to be passed as Special Resolutions by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolutions.

#### **INSTRUCTIONS**

Member(s) can opt only for one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote e-voting, then do not vote by Physical Ballot and vice versa. In case a Member votes through remote e-voting facility as well as sends his/her vote through physical ballot, the vote cast through remote e-voting shall only be considered and the voting through physical ballot shall be treated as invalid. Electronic copy of the Postal Ballot Notice inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent to all the members whose email ID's are registered with the Company/Depository Participant for the communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the postal ballot inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent in the permitted mode.

#### **THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
  - a. Open e-mail and open PDF file viz.” MCL-remote e-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select “EVEN” of “Mangalam Cement Limited”.
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ppincha@gmail.com](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Postal Ballot Form by post.
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](https://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).