

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 OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars as defined below) as amended

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), as amended from time to time, Regulation 44 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulation”**) and the Secretarial Standard -2 on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), and other applicable laws, rules and regulations each as amended, to transact the special business as set out hereunder by passing Resolutions through Postal Ballot only by voting through electronics means (**“Postal Ballot”**).

The Members may note that the Ministry of Corporate Affairs (**“MCA”**) vide its General Circulars Nos. 14/2020 dated 8th April, 2020, read with General Circulars No.17/2020 dated 13th April, 2020, NO. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 11/2022 dated 28th December, 2022, No 09/2023 dated 25th September, 2023 and latest being No. 09/2024 dated 19th September, 2024 and other applicable circulars (Collectively the **“MCA Circulars”**) have allowed the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has right to be heard, through the mechanism of Postal Ballot/ remote e-voting in accordance with the provisions of the Act and Rules, without holding the General Meeting that requires physical presence of members at a common venue.

The Company has engaged the services of NSDL for facilitating e-Voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5:00 PM IST on Monday, 28th October, 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Company has, in compliance with Rule 22(5) of the Rules, appointed CS Akshit Kr. Jangid, Partner, Pinchaa & Co. Company Secretaries having Membership No. FCS 11285 and C.P. No. 16300 as **“Scrutinizer”** to scrutinize the Postal Ballot process in a fair and transparent manner. CS Akshit Kumar Jangid has consented to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The result of the Postal Ballot will be announced on or before Wednesday, 30th October, 2024 and will be displayed at the Company’s website www.mangalamcement.com besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes through e-Voting, i.e., Monday, 28th October, 2024 shall be deemed to be the date

of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolutions appended below.

In accordance with the said MCA Circulars and applicable provisions of the Act and SEBI (LODR) Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (“RTA”).

The Resolutions proposed to be passed through Postal Ballot through e-Voting together with the Explanatory Statements setting out the material facts are as follows:

Item No. 1:

Appointment of Smt. Himalyani Gupta (DIN: 00607140) 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 in accordance with the provisions of sections 149, 150, 152 and 161 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the rules made there under read with schedule IV of the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory amendment(s) modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board, Smt. Himalyani Gupta (DIN: 00607140), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 5th August, 2024, pursuant to section 160(1) of the Act, and who has submitted a declaration that she meets the criteria of independence as provided under the Act, and the Listing Regulations and in respect of whom Company has received a Notice in writing from a member under section 160(1) and who holds office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Non- Executive Independent Director of the Company to hold office for a term up to 5 (Five) consecutive years with effect from 5th August 2024 to 4th August, 2029;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s), returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 2:

To appoint Shri Nand Gopal Khaitan (DIN: 00020588) as Non-Executive Non-Independent Director of the Company

To consider and 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 161, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and rules framed thereunder and applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulation”) (including any statutory modification(s) or re-enactment(s) 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 Nand Gopal Khaitan (DIN: 00020588) who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 10th September, 2024 and who holds office upto the date of ensuing Annual General Meeting 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 a Non-Executive Non-Independent Director of the Company, whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s), returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 3:

To appoint Shri Gaurav Goel (DIN: 00076111) as Non-Executive Non-Independent Director of the Company

To consider and 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 161, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulation”) (including any statutory modification(s) or re-enactment(s) 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 Gaurav Goel (DIN: 00076111) who was appointed as an Additional Director in the category as Non-Executive Non-Independent Director with effect from 10th September, 2024 and who holds office upto the date of ensuing Annual General Meeting 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 a Non-Executive Non-Independent Director of the Company, whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s), returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 4:

Re-appointment of Shri Kamal Chand Jain (DIN: 00029985) for a second term of five (5) consecutive years.

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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules and regulations as may be applicable from time to time and pursuant to the recommendations of Nomination and Remuneration Committee of the Board and that of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Kamal Chand Jain (00029985), who was appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) years commencing from **19th September 2019 till 18th September 2024**, in terms of section 149 of the Companies Act, 2013, who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided under the Act, and Listing Regulations be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from **19th September, 2024 up to 18th September, 2029**, and whose office shall not liable to retires by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s) returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 5:

To approve continuation of Directorship of Shri Kamal Chand Jain (DIN: 00029985) who has already attained the age of 75 years

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019 vide SEBI (LODR) (Amendments) Regulation, 2018) and other applicable provisions, if any, of the Companies Act, 2013 including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force and recommendation and/or approval of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Shri Kamal Chand Jain, (DIN: 00029985) as Non-Executive Independent Director of the Company, not liable to retire by rotation who has already attained the age of Seventy-Five (75) years for his 2nd term as a Non-Executive Independent Director of the Company up to 18th September, 2029;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s) returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 6:

Alteration of Memorandum of Association of the Company in order to bring the existing MOA in line with the new Companies Act, 2013

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

“RESOLVED THAT pursuant to Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to such other necessary statutory approvals, permissions, sanctions and modifications required, if any, by the Registrar of Companies and/or other appropriate authority, the approval of the members of the Company be and is hereby accorded to alter the Memorandum of Association (MOA) in order to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”) as under:-

S. No.	Changes
1	The existing ‘Clause III (A)’ i.e. “The main objects of the Company to be pursued on its incorporation are:-” be replaced with “The objects of the Company to be pursued on its incorporation are:-”
2	The existing sub-clause ‘III (A)(i) & III (A)(ii)’ be re-numbered as sub-clause ‘III (A)(1) & III (A)(2)’
3	<p>New Clauses III (A) (3) & III (A) (4) III (A) (5) be inserted after existing Clause III (A) (2) of object of the Memorandum of Association as follows:</p> <p>“III (A) (3) To acquire the quarries and mines of Granite and Marble and all kind of other stones and quarry the same directly or through contractors and to acts dealers, distributors, merchants, exporters , importers, stockists, and agents of raw finished, semi finished granite and marble stones including polished or flamed tiles, panels, Kota Stone, sand stone and soils, chalk, clay, china clay, calcite and coal, lignite, limestone, gypsum, silicon and other allied materials by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the purpose.</p> <p>III (A) (4) To purchase , take on lease , or otherwise acquire any coal mines and other mines, mining ground, and minerals and any mining rights, grants, concessions and easements, and any land or other property necessary or convenient for the advantageous possession and use of mines or works for the time being owned or worked by the Company or any interest therein respectively, and to search for, get, bring to surface, make merchantable, and sell and dispose of coal and other ores, metals and minerals and substances of the earth whatsoever and mine any type of minerals found or allotted.</p> <p>III (A) (5) To carry on the business as manufacturers, producers , dealers, purchasers, sellers, processors, importers, exporters, stockist, agents, brokers, traders and retailers of all kinds of paper and boards and articles made from paper, pulp (Chemical or wood) or fibre</p>

S. No.	Changes
	and materials used in manufacture of , treatment of paper including writing , printing , wrapping paper, paper board, straw board, card boards, card board boxes, leather boards, mill boards, fibre boards , paste boards, pulp boards etc and all kinds of pulp whether mechanical or chemical including dissolving pulp.”
4	The existing ‘Clause III (B)’ i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. (1) to (27) be and is hereby stands deleted and replaced by New ‘Clause III (B)’ i.e. “Matters which are necessary for furtherance of the Objects specified in ‘Clause III (A)’ are:- ” containing the sub-clause no. (1) to (34).
5	The existing ‘Clause III (C)’ containing the “Other Objects” sub clause No. (1) to (7) be and is hereby stands deleted in full.
6	The existing ‘Clause IV’ i.e. “The Liability of the members is limited” be and is hereby stands deleted and replaced by New ‘Clause IV’ i.e. “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them
7	No change in the existing ‘Clause V’ i.e. “The Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores) divided into 6,50,00,000 Equity Shares of Rs. 10/- each, 2,00,000 Redeemable Cumulative Preference Shares of Rs. 100/- each, 1,80,00,000 Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 10/- each and 35,00,000 7.50 % Non-Cumulative Redeemable Preference Shares of Rs. 100/- each with the Rights and Privileges and conditions attached thereto as are provided by the regulation of the Company for the time being with the power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges and / or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s) returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 7:

Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Incorporation) Rules, 2014 as amended from time to time and rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘the Listing Regulation’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association (‘AOA’), pursuant to Act., be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association;



MANGALAM CEMENT LTD.



Concrete Ka Sachcha Saathi

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to file the necessary documents /form(s) returns, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Place: Kolkata

Date: 10th September, 2024

By order of the Board

Registered Office:

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

Sd/

Pawan Kumar Thakur
Company Secretary
Membership No. FCS 6474

NOTES:

- (1) The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for proposed resolutions are annexed hereto.
- (2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special/Ordinary Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).
- (3) The Board of Directors of the Company has appointed CS Shri Akshit Kumar Jangid, Practicing Company Secretary (Membership No. FCS 11285; C.P. No. 16300, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through Remote e-Voting process in a fair and transparent manner.
- (4) The Scrutinizer will after conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit their report to the Chairman of the Company and/or the Company Secretary and Compliance Officer duly authorized by him and shall declare/announce the result of the Postal Ballot on or before **October 30, 2024**. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at www.mangalamcement.com as well as on the website of NSDL at www.evoting.nsdl.com and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- (5) All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email to shares@mangalamcement.com
- (6) Shri Pawan Kumar Thakur, Company Secretary and Compliance Officer of the Company is the officer authorised to ensure smooth conduct of the e-Voting.
- (7) In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on **Friday, 20th September 2024** ("Cut-off Date") for Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".
- (8) As per the MCA and SEBI Circulars, physical copies 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 e-Voting only.
- (9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at shares@mangalamcement.com or write to RTA's email address at investor@massserv.com.
- (10) The instructions for Remote e-Voting are as under:
 - (i) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all members, to enable them to cast their votes

electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its members.

- (ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, 20th September, 2024** (“Cut-off Date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- (iii) The Remote e-Voting period commences from 9:00 AM IST on **Sunday, 29th September, 2024**, and ends at **5:00 PM IST on Monday, 28th October 2024**. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
- (iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-Voting, i.e., **Monday, 28th October 2024** and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.
- (v) The details of the process and manner for Remote e-Voting are explained herein below:

Steps for vote electronically using NSDL e-voting system

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





Step 1: Access to NSDL e-Voting system

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

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

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

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

Type of Shareholders	Login Method
	<p>2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or eVoting Service Provider, i.e., NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all</p>

Type of Shareholders	Login Method
	<p>eVoting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the eVoting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 eVoting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. **How to retrieve your ‘initial password’?**
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting System of NSDL**
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ppincha@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download Section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, at evoting@nsdl.com.

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

1. In case shares are held in physical mode, please send ISR1 to RTA with copy of PAN, original cancelled cheque, ISR2(If Signature not matched with RTA record.)
2. In case shares are held in demat mode, please update your email id with your Depository Participants and generate password as per instruction given above in e-voting instructions.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. 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.

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 Smt. Himalyani Gupta (DIN: 00607140) as an Additional Director, in the capacity of Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 5th August, 2024, 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, Smt. Himalyani Gupta shall hold office as Additional Director up to the date of the ensuing Annual General Meeting or three months from the date of her 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.

Smt. Himalyani Gupta, Advocate is a Senior Founding Partner in U H V International Partners which is a leading Delhi based law firm established in 2001. She has been practicing law since 1991 and has been Standing Counsel for Union of India in the Supreme Court. She leads a team of Lawyers in advising and representing various Indian and Foreign corporate clients rendering legal and advisory services on a wide spectrum of areas. Her Law firm has over the years handled over 10000 litigations all across India including cases which were sensational and of national importance. Some of the cases have led to passing of Landmark judgments in the field of Constitutional Law. She is on the recommended lawyer list for the Embassy of Argentina in India. She’s an Independent Director in leading 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 Smt. Himalyani Gupta meets with the roles and capabilities, as may be required. The Company has received a declaration from her to the effect that she 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, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She further confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of her name in the data bank of the Indian Institute of Corporate Affairs (IICA).

The Company has received consent and declaration in writing from Smt. Himalyani Gupta (DIN: 00607140) that she 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 her candidature for the office of Independent Director of the Company.

In the opinion of the Board, Smt. Himalyani Gupta (DIN:00607140) 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 last date of the receipt of the Postal Ballot and is also available on the website of the Company i.e. <https://www.mangalamcement.com/others.php?terms%20&%20conditionsofappointmentof%20independentdirector>.

Smt. Himalyani Gupta (DIN: 00607140) is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority.

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 are enclosed and forms part of the Notice as Annexure-A.

Except Smt. Himalyani Gupta and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the proposed Resolution.

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

Item No. 2

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on **10th September, 2024** has appointed Shri Nand Gopal Khaitan (DIN: **00020588**) as an Additional Director in the Category of Non-Executive Non-Independent Director of the Company with effect from 10th September, 2024 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

In accordance with the provisions of Section 161 of Companies Act, 2013 (“the Act”) and Regulation 17(1C) of the Listing Regulations, Shri Nand Gopal Khaitan 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. Accordingly, approval of the Members is being sought for the appointment of Shri Nand Gopal Khaitan (DIN:00020588) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of Postal Ballot.

Shri Nand Gopal Khaitan (DIN: 00020588) is a Senior Partner of Khaitan & Co. based in Kolkata. He passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber’s Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India. He has rich experience in all aspects of laws and more particularly, Real Estate, Corporate laws and has handled important Litigations covering different branches of laws including Mergers & Acquisition, Restructuring and De-mergers. He has advised several large industrial houses and multinational corporations on multifarious legal matters. He has also been a lead speaker in different seminars and symposiums on varied legal issues.

Taking into consideration his qualification and expertise in relevant fields, it is considered that his association will be of immense benefit to the Company and is desirable to avail services of Shri Nand Gopal Khaitan (**DIN: 00020588**).

The Company has received consent and declaration in writing from Shri Nand Gopal Khaitan 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 Director of the Company.

Shri Nand Gopal Khaitan will be paid remuneration by way of the sitting fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act and as approved by the Members of the Company at the Annual General Meeting held on 27th July, 2024.

Shri Nand Gopal Khaitan (**DIN: 00020588**) is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority.

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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 are enclosed and forms part of the Notice as Annexure-A.

Except Shri Nand Gopal Khaitan and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set out at **item no. 2** of the Notice for approval by the Members.

Item No. 3

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th September, 2024 has appointed Shri Gaurav Goel (DIN: 00076111) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from 10th September, 2024 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

In accordance with the provisions of Section 161 of Companies Act, 2013 (“the Act”) and Regulation 17(1C) of the Listing Regulations, Shri Gaurav Goel 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. Accordingly, approval of the Members is being sought for the appointment of Shri Gaurav Goel (DIN: 00076111) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of Postal Ballot.

Shri Gaurav Goel (DIN: 00076111) is the Managing Director and Promoter Director of Dhampur Sugar Mills Ltd., one of the premier integrated sugarcane processing companies in India. His academic credentials include a business management graduation degree from the United Kingdom. He has been associated with Dhampur Sugar Mills since 1994 and is responsible for the smooth functioning of its financial aspects. He was the President of Entrepreneurs Organisation (EO), Delhi chapter.

Taking into consideration his qualification and expertise in relevant fields, it is considered that his association will be of immense benefit to the Company and is desirable to avail services of Shri Gaurav Goel (DIN: 00076111).

The Company has received consent and declaration in writing from Shri Gaurav Goel 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 Director of the Company.

Shri Gaurav Goel will be paid remuneration by way of the sitting fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act and as approved by the Members of the Company at the Annual General Meeting held on 27th July, 2024.

Shri Gaurav Goel (DIN: 00076111) is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority

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 are enclosed and forms part of the Notice as Annexure-A.

Except Shri Gaurav Goel and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set out at **item no. 3** of the Notice for approval by the Members.

Item No. 4

Members of the Company at the 43rd Annual General Meeting held on **19th September, 2019** approved the appointment of Shri Kamal Chand Jain (DIN: 00029985) as a Non-Executive Independent Director of the Company for a period of 5 (five) years commencing from **19th September, 2019 to 18th September, 2024**. As per the provisions of section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for the re-appointment for another term of up to five years on passing of Special Resolution by the Shareholders. The Company has received a declaration from Shri Kamal Chand Jain that he is not disqualified from being re-appointed as an Independent Director in terms of section 164 of the Companies Act, 2013, submitted declaration that he meets with the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director. Shri Kamal Chand Jain is independent of the management. The Resolution seeking the approval of the Members for the re-

appointment of Shri Kamal Chand Jain as an Independent Director of the Company for another term of 5 (five) consecutive years commencing **from 19th September, 2024 to 18th September, 2029** in term of section 149 and other applicable provisions of the Act, and rules made there under. He is not liable to retire by rotation. In the opinion of the Board, Shri Kamal Chand Jain fulfils the conditions for his re-appointment as an Independent Director as specified in the Act, and the SEBI Listing Regulations and is independent of the Management. Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the expertise of Shri Kamal Chand Jain, the Board of Directors at their meeting held on **10th September, 2024** approved the re-appointment of Shri Kamal Chand Jain as mentioned in the Resolution. Shri Kamal Chand Jain is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority. Shri Kamal Chand Jain is Non-Executive Independent Director and hold by himself 6,885 shares in the Company. 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 last date of the receipt of the Postal Ballot and is also available on the website of the Company i.e. <https://www.mangalamcement.com/others.php?terms%20&%20conditionsofappointmentof%20independentdirector>. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Kamal Chand Jain as an Independent Director of the Company.

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 are enclosed and forms part of the Notice as Annexure-A.

Except Shri Kamal Chand Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends **the Special Resolution** set out at **Item No. 4** of the Notice for approval by the Members.

Item No. 5

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (“SEBI LODR”) no listed Company shall appoint a person or continue the appointment of Non- Executive Director, who has attained the age of 75 (Seventy Five) years unless Special Resolution is passed to that effect. Shri Kamal Chand Jain, who has attained the age of 85 years hence, continuation of his Directorship beyond the age of 75 (Seventy-Five) years requires the approval of Members by way of a Special Resolution. The Nomination and Remuneration Committee (“NRC”) in its meeting held on **10th September, 2024** has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the Members, the continuation of Shri Kamal Chand Jain as Non-Executive Independent Director, not liable to retire by rotation who has attained the age of 85 years.

Shri Kamal Chand Jain, a qualified Chartered Accountants, was the Whole-time Director of Kesoram Industries Limited. He has a rich 51 years of experience in the Cement Industry. He was a member of the Managing Committee of Cement Manufacturers’ Association (CMA) for 35 years. Considering his association with the Company, his experience and contribution, it is crucial for the Company to have his on the Board. In compliance with the provisions of Section 17(1A) of SEBI LODR, the Special Resolution for continuation of Shri Kamal Chand Jain as Non-Executive Independent Director, for a

second term of Five (5) Consecutive years, not liable to retire by rotation, who has attained the age of 85 years is being placed before the Members for their approval.

The particulars of Shri Kamal Chand Jain as requires in terms of Regulation 36(3) of the SEBI (LODR) including Secretarial Standard (“SS-2”) on General Meeting are annexed and forms part of this notice as **Annexure A**.

Except Shri Kamal Chand Jain (self), and their relatives, to the extent of their shareholding, in the Company, none of the Directors and/ or Key Managerial Personnels of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

The Board recommends the **Special Resolution** as set out at **item No. 5** for approval by the Members.

Item No. 6

The existing Memorandum of Association (MOA) of the Company is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

The object clause and the liability clause of the existing MOU needs to be re-aligned as per Table A of Schedule I of the new Act. MOA is being amended and replaced only to bring the same in line with the new Act.

Company is at present engage in the business of manufacturing of Cement and Clinker, in order to comply with the new Companies Act, 2013 the Company needs to alter main objects Clause of Memorandum of Association.

With the passing of Companies Act, 2013, the Company needs to alter and add some of the clauses of incidental or ancillary objects clause in the main object Clause of the Memorandum of Association of the Company, The Modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

As per the provisions of section 4 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Memorandum of Association of the Company will no longer carry other object clause. However, existing Memorandum of Association carries other object clause. In order to comply with section 4 of the Act. It is proposed to alter Memorandum of Association of the Company deleting clause C- OTHER OBJECTS and accordingly Memorandum of Association will no longer carries other objects.

The Board at its meeting held on **10th September, 2024** has considered and recommended to amend the Memorandum of Association to bring the existing Memorandum of Association in line with new Companies Act, 2013 as proposed in Resolution set out in item No. 6 of this Postal Ballot Notice, subject to approval of Members and other statutory and Regulatory approval, if any.

In terms of Section **4, 13 and 15** of the Act, the Proposed alteration/amendment to Memorandum of Association, required the approval of the members by means of Special Resolution pursuant to section 13 of the Companies Act, 2013 and relevant rules made thereunder, as amended from time to time and accordingly, the approval of the members of the Company is being sought through Postal Ballot/voting through electronic means.

A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the last date for receipt of votes through the remote e-voting process.

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. 6** of the Notice for approval by the Members.

Item No. 7

The existing Articles of Association (AOA) of the Company as presently in force was substituted / amended by replacing / inserting new Articles namely (3A), 4(1), 4(2), 4(3A), 14, 46(A), 73, 76(A), 89, 103, 154, and never been replaced since its incorporation in the year 1976. The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AoA contains references to specific Section of the Companies Act, 1956 and some regulations that are no longer in conformity with the Act. In order to bring the existing AOA of the Company in line with the provisions of the new Act, it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on 10th September, 2024 has approved the adoption of new set of Articles of Association of the Company. In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new AOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the last date for receipt of votes through the remote e-voting process.

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. 7** of the Notice for approval by the Members.

Place: Kolkata

Date: 10th September, 2024

By order of the Board

Registered Office:

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

**Sd/
Pawan Kumar Thakur
Company Secretary
Membership No. FCS 6474**

Annexure-A

SN	Nature of Information	Item No. 1 of Notice	Item No. 2 of Notice	Item No. 3 of Notice	Item No. 4 of Notice
1	Name	Smt. Himalyani Gupta (DIN: 00607140)	Shri Nand Gopal Khaitan (DIN: 00020588)	Shri Gaurav Goel (DIN: 00076111)	Shri Kamal Chand Jain (DIN: 00029985)
2	Date of Birth / Age	26 th July, 1954 (70 Years)	21 st May, 1951 (73 Years)	24 th September, 1973 (51 Years)	10 th October, 1939 (85 Years)
3	Nationality	Indian	Indian	Indian	Indian
4	Date of First Appointment on the Board	5 th August, 2024	10 th September, 2024 (Appointed as Director on 23 rd October, 2000; Appointed as Independent Director on 13 th September, 2014; Ceased to be Independent Director w.e.f. 9 th September, 2024)	10 th September, 2024 (Appointed as Director on 5 th May, 2012; Appointed as Independent Director on 13 th September, 2014; Ceased to be Independent Director w.e.f. 9 th September, 2024)	5 th May, 2012 (Appointed as Director on 5 th May, 2012; Appointed as Independent Director on 13 th September, 2014)
5	Qualification	Law Graduate	B.Com, LLB	MBA	Chartered Accountant
6	Experience and Nature of expertise in specific functional area	Practicing law since 1991 and has been a Standing Counsel for Union of India in the Supreme Court and rendering legal and advisory services to various Indian and Foreign Corporate Clients.	Shri Nand Gopal Khaitan is a Senior Partner at Khaitan & Co and is based out of Kolkata. He passed his Attorney-ship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India, and has represented clients on numerous marque transactions in all areas of practice, including arbitration, civil and commercial litigation, competition and anti-trust law, mergers, demergers, foreign investment, infrastructure projects, intellectual property, project finance, real estate, restructuring and taxation. He regularly advises prominent industrial houses and multinational corporations on a plethora of legal matters.	Shri Gaurav Goel is the Managing Director and Promoter Director of Dhampur Sugar Mills Ltd., one of the premier integrated sugarcane processing companies in India. He is a Business Management Graduate from the United Kingdom and has graduated with a certificate for the Owner / President Management Program (OPM) at Harvard Business School. He is having an experience of more than two decades in the Sugar Industry. He is a Member and Past President of the Indian Sugar Mills Association and Indian Sugar Exim Corporation Ltd. He has served as the Chapter Chair of Young Presidents' Organization (YPO Delhi) and EO Delhi. He is also the Chairman of the Green Sugar Summit held by CII.	Shri Kamal Chand Jain is a qualified Chartered Accountant having a 57 years' rich experience in the cement industry. He has been a member of the managing committee of Cement Manufacturer's Association (CMA) for more than 35 years.
7	Relationship with other Directors, Manager and	NIL	NIL	NIL	NIL

SN	Nature of Information	Item No. 1 of Notice	Item No. 2 of Notice	Item No. 3 of Notice	Item No. 4 of Notice
	other Key Managerial Personnel of the company				
8	Shareholding in the Company (including as Beneficial Owner)	Nil	440 Shares (As Karta of Krishna Prasad Nand Gopal-HUF)	Nil	6,885 Shares
9	No. of Board meetings attended during the year	FY 2023-24: Nil Appointed as Independent Director w.e.f. 5 th August, 2024.	FY 2023-24 : 5 (Five)	FY 2023-24 : 5 (Five)	FY 2023-24 : 5 (Five)
10	Directorship in other Companies	<ul style="list-style-type: none"> - Cosmo Ferrites Limited – Director - Dewarworld Design Private Limited – Director - AGI Greenpac Limited – Director - HSR Legal and Accounting Services Private Limited – Director 	<ul style="list-style-type: none"> - Shyam Metalics and Energy Limited – Director - Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited) – Director - AGI Greenpac Limited (formerly known as HSIL Limited) – Director - Reliance Chemotex Industries Limited – Director 	<ul style="list-style-type: none"> - Dhampur Sugar Mills Limited - Managing Director and Vice Chairman - Goel Investments Limited – Director - Venus India Asset-Finance Private Limited – Director - Saraswati Properties Limited – Director - Ujjwal Rural Services Limited – Director - VLS Finance Limited – Director 	NIL
11	Chairmanship / Membership of Committee of Board of Directors of the Company	<ul style="list-style-type: none"> - Audit Committee – Chairman - Nomination & Remuneration Committee – Chairman - Share Transfer Committee – Chairman - Stakeholders Relationship Committee – Member 	<ul style="list-style-type: none"> - Stakeholders Relationship Committee - Chairman - Investment Committee - Chairman - Audit Committee - Member - Nomination and Remuneration Committee - Member - Share Transfer Committee - Member - Risk Management Committee - Member 	<ul style="list-style-type: none"> - Stakeholders Relationship Committee - Member - Share Transfer Committee - Member - CSR Committee - Member 	<ul style="list-style-type: none"> - Audit Committee - Member - Nomination & Remuneration Committee - Member
12	Chairmanship / Membership of Committee of Board of Directors of other Companies	Cosmo Ferrites Limited <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholders Relationship Committee - Chairman - Nomination and Remuneration Committee – Member 	AGI Greenpac Limited (formerly known as HSIL Limited) <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholder Relationship (Shareholders / Investors' Grievance) Committee - Chairman - Nomination and Remuneration Committee - Chairman - Risk Management 	Dhampur Sugar Mills Limited <ul style="list-style-type: none"> - Risk Management Committee - Chairman - Audit Committee - Member - Stakeholders Relationship Committee - Member - CSR Committee - Member 	NIL

SN	Nature of Information	Item No. 1 of Notice	Item No. 2 of Notice	Item No. 3 of Notice	Item No. 4 of Notice
		AGI Greenpac Limited - Audit Committee - Member - Stakeholders' Relationship Committee - Member	Committee - Member Reliance Chemotex Industries Limited - Audit Committee - Member Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited) - Audit Committee - Member - Nomination and Remuneration Committee - Member - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Member		
13	Listed entities from which the person has resigned in past three years	Nil	NIL	Nil	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	FY 2023-24 – Rs. 17.00 Lacs (Sitting Fees and Commission)	FY 2023-24 – Rs. 18.60 Lacs (Sitting Fees and Commission)	FY 2023-24 – Rs. 16.00 Lacs (Sitting Fees and Commission)
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. Smt. Himalayani Gupta has the said requisite skills and capabilities for the Role of the Independent Director of the Company.	Not Applicable	Not Applicable	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 Kamal Chand Jain has the said requisite skills and capabilities for the Role of the Independent Director of the Company.