



# MANGALAM CEMENT LIMITED

CIN : L26943RJ1976PLC001705

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

Phone : 07459-233127, Fax No.: 07459-232036

E-mail : shares@mangalamcement.com | Website: www.mangalamcement.com



## NOTICE FOR POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 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 special resolutions 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 07th February, 2019 has appointed Mr. Pradeep Pincha, Practicing Company Secretary (Membership No. FCS5369; C.P. No. 4426), 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 22nd February, 2019. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on 22nd February, 2019, the cut-off date.

Further, the Company in compliance with the provisions of Section 108 and 110 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 resolutions 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 28th February 2019 (9.00 A.M.) and ends on 29th March, 2019 (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 29th March, 2019. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. 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 Saturday, 30th March, 2019 at the Registered Office of the Company at P. O. Adityanagar – 326520, Morak, Dist. Kota, Rajasthan. The resolutions, if passed by the members through postal ballot shall be deemed to have been passed on 29th March, 2019 being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting, as if they have been passed at a general meeting of the members. The results of the Postal Ballot will be posted on the Company's website www.mangalamcement.com & NSDL e-voting website www.evoting.nsd.com besides communicating to the Stock Exchanges where the Company's shares are listed.

### **ITEM NO 1: CONTINUATION OF DIRECTORSHIP OF SHRI KAMAL CHAND JAIN, NON-EXECUTIVE DIRECTOR**

To consider and if though fit, to pass, the following resolution as a Special Resolution: -

**“RESOLVED THAT** pursuant to provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members be and is hereby accorded for continuation of Directorship of Shri Kamal Chand Jain (DIN: 00029985), Non-Executive Director of the Company, who has attained the age of 75 years and is aged around 80 years at present, as long as he continues the office of Director of the Company on the existing terms and conditions.”

## ITEM NO 2: CONTINUATION OF DIRECTORSHIP OF SMT. ARUNA MAKHAN, INDEPENDENT DIRECTOR

To consider and if though fit, to pass, the following resolution as a Special Resolution: -

**“RESOLVED THAT** pursuant to provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members be and is hereby accorded for continuation of Directorship of Smt. Aruna Makhan (DIN: 00025727), as Non-Executive, Independent Director of the Company, beyond the age of 75 years, upto the expiry of her present term as an Independent Director i.e. till conclusion of 43rd Annual General Meeting of Company, on the existing terms and conditions.”

By order of the Board  
FOR MANGALAM CEMENT LIMITED

**Manoj Kumar**  
Company Secretary  
Membership No. ACS-22913

Place: Kolkata

Date: 07th February, 2019

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

### ITEM NO. 1

Pursuant to the provisions of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Kamal Chand Jain (DIN: 00029985), was appointment as Director of the Company w.e.f. 05th May, 2012, liable to retire by rotation, presently designated as Non-Executive – Non-Independent has attained the age of 75 years and is aged around 80 years at present, approval from the Members by way of a Special Resolution is required to enable him to continue as Director of the Company.

Shri Kamal Chand Jain (DIN: 00029985), a qualified Chartered Accountant, has a rich 52 years' experience in the cement industry. He has been a member of the managing committee of Cement Manufacturer's Association (CMA) for the past 37 years. He was the Managing Director of the Company from 1996 to 2012. He is a director in the company since 5th May, 2012 and holds 6840 shares of the company.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and his relatives are concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors considering his background, expertise and rich experience in the cement industry, is of the opinion that the continuance of said Non-Executive Director on the Board of the Company is necessary and 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 the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Smt. Aruna Makhan (DIN: 00025727), was appointment as Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years i.e. from the conclusion of the Company's 38th Annual General Meeting to the conclusion of Company's 43rd Annual General Meeting in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013. She will attain the age of 75 years in the March 2019 and approval from the Members by way of a Special Resolution is required to enable her to continue as Non-Executive Independent Director of the Company.

Smt. Aruna Makhan (DIN: 00025727) joined the Indian Audit & Accounts Service in 1967 and held the prestigious position of Controller General of Accounts before retirement. During her 38 years of service, Smt. Makhan attained a rich and versatile experience in the field of public financial management. She held various senior level positions in different departments.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and her relatives are concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors, considering her rich and versatile experience in the field of public financial management and meaningful participation/discussions in the Board process, is of the opinion that the continuance of said Independent Director on the Board of the Company is necessary and recommends the Special Resolution set out at item no. 2 of the Notice for approval by the Members.

#### **ANNEXURE A to Item No. 1 & 2**

<b>SN</b>	<b>Nature of Information</b>	<b>Item No. 1 of Notice</b>	<b>Item No. 2 of Notice</b>
1	Name	Shri Kamal Chand Jain	Smt. Aruna Makhan
2	Date of Birth / Age	10th October, 1939/80 years	26th March, 1944/ 75 years
3	Nationality	Indian	Indian
4	Date of First Appointment	5th May, 2012	5th May, 2012
5	Qualification	Chartered Accountant	M. A. (History)
6	Experience and Nature of expertise in specific functional area	Shri Kamal Chand Jain (DIN: 00029985), a qualified Chartered Accountant, has a 52 years' rich experience in the cement industry. He has been a member of the managing committee of Cement Manufacturer's Association (CMA) for the past 37 years.	Smt. Aruna Makhan (DIN: 00025727) joined the Indian Audit & Accounts Service in 1967 and held the prestigious position of Controller General of Accounts before retirement. During her 38 years of service, Smt. Makhan attained a rich and versatile experience in the field of public financial management. She held various senior level positions in different departments.
7	Experience	52 years	51 years
8	Relationships between Directors / KMP inter-se	Nil	Nil
9	Shareholding in the Company	6840 equity shares	Nil
10	No. of Board meetings attended during FY 17-18	4 out of 4 Board Meetings	4 out of 4 Board Meetings
11	Directorship in other Companies (except Mangalam Cement Ltd)	Nil	Nirlon Limited. Advent Enterprises Pvt Ltd
12	Chairmanship / Membership of Committee of Board of Directors of the Company	Audit Committee-Member Share Transfer Committee-Member Stakeholder Relationship Committee-Member	Audit Committee-Member Share Transfer Committee-Chairperson Nomination & Remuneration Committee-Member Stakeholder Relationship Committee—Member
13	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil	Nirlon Limited: Audit Committee-Member Nomination & Remuneration Committee-Member Stakeholder/Investor Grievance Committee-Member Risk Management Committee-Member
14	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	No changes in the existing terms and conditions	No changes in the existing terms and conditions
15	Remuneration last drawn, if any (FY 2017-18)	Sitting Fees: Rs. 290000 Commission: Rs. 400000	Sitting Fees: Rs. 500000 Commission: Rs. 400000

## **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 instructions for e-voting are appended herein below. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions provided under section "the process and manner of re-mote e-voting.

### **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.nsdl.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.nsdl.com](http://www.evoting.nsdl.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).



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## 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 Shareholder as registered with the Company :
- Name(s) of the joint Shareholder(s), if any, registered with the Company :
- Registered Folio No./ DPID No.\* & Client ID No.\* (\*Applicable to investors holding shares in dematerialized form) :
- No. of share(s) 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 07thFebruary, 2019 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.	Continuation of Directorship of <b>Shri Kamal Chand Jain</b> , Non-Executive Director			
2.	Continuation of Directorship of <b>Smt. Aruna Makhan</b> , Independent Director			

Place:

Date:

(Signature of the Member/Beneficial Owner)

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	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 29th March, 2019 (5.00 P.M.). However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted. 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 29th March, 2019. 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.