



**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 8<sup>th</sup> April, 2020, read with General Circulars No.17/2020 dated 13<sup>th</sup> April, 2020, NO. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021, No. 20/2021 dated 8<sup>th</sup> December, 2021, No. 03/2022 dated 5<sup>th</sup> May, 2022, No. 11/2022 dated 28<sup>th</sup> December, 2022, No 09/2023 dated 25<sup>th</sup> September, 2023 and latest being No. 09/2024 dated 19<sup>th</sup> 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 Saturday, 11<sup>th</sup> January, 2025, 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 Kumar 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 Tuesday, 14<sup>th</sup> January, 2025 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., Saturday, 11<sup>th</sup> January, 2025 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 Mr. Arun Chawla (DIN: 10520552) 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, Mr. Arun Chawla (DIN: 10520552), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> November, 2024, pursuant to Section 160(1) of the Act, and who has submitted a declaration that he 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) of the Companies Act, 2013 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 14<sup>th</sup> November, 2024 to 13<sup>th</sup> November, 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.”

Place: Kolkata  
Date: 14<sup>th</sup> November, 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 **Tuesday, 14<sup>th</sup> January, 2025**. 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](http://www.mangalamcement.com) as well as on the website of NSDL at [www.evoting.nsdl.com](http://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](mailto: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, 6<sup>th</sup> December 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](mailto:shares@mangalamcement.com) or write to RTA's email address at [investor@massserv.com](mailto: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, 6<sup>th</sup> December, 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 **Friday, 13<sup>th</sup> December, 2024**, and ends at **5:00 PM IST on Saturday, 11<sup>th</sup> January, 2025**. 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., **Saturday, 11<sup>th</sup> January, 2025** 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
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p>1. Existing IDEAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “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.</p>

Type of Shareholders	Login Method
	<p>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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



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

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

**4. Your User ID details are given below:**

Manner of holding shares i.e Demat (NSDL or CDSL)	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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 is in active status.
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](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, at [evoting@nsdl.com](mailto: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, ISR-2 (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](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> 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 Mr. Arun Chawla (DIN: 10520552) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 14<sup>th</sup> November, 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, Mr. Arun Chawla shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting or three months from the date of his appointment as an Additional Director, whichever is earlier.

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

Mr. Arun Chawla is the Director General of Indian Council of Arbitration (ICA), a premier Arbitral Institution and quasi-judicial body in India, providing world class international and domestic arbitrations since its inception in 1965. Mr. Arun Chawla is also the Former Director General of Federation of Indian Chambers of Commerce and Industry (FICCI), the apex Chambers of Commerce and Industry, which represents over 250,000 enterprises and nearly 300 Chambers and Associations spread across the country.

Mr. Arun Chawla is a post-graduate with a degree in Law from the University of Delhi. He has over 38 years of work experience, most of which has been gained holding charge of important verticals in FICCI and at ICA. He has also had significant corporate experience working with a North-India based conglomerate. Mr. Chawla also holds a Certificate of Training on Commercial Mediation & Negotiation issued by the Board of Governors of the Indian Institute of Corporate Affairs.

Mr. Arun Chawla, as the head of ICA has extensively promoted India’s ADR practice. He has organised many successful international Conferences and entered into reciprocal cooperation arrangements and MoUs with major arbitral institutions all over the world. Mr. Chawla has also been a member of the High-Level Committee for ‘Making India Hub of Arbitration’ under the Chairmanship of Justice B. N. Srikrishna, Retired Judge, Supreme Court of India constituted by the Department of Legal Affairs, Ministry of Law and Justice in January 2017.

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 Mr. Arun Chawla meets with the roles and capabilities, as may be required. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He further confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of his name in the data bank of the Indian Institute of Corporate Affairs (IICA).

The Company has received consent and declaration in writing from Mr. Arun Chawla (DIN: 10520552)

that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013, further Company has received a Notice in writing from a member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Arun Chawla (DIN: 10520552) 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>.

Mr. Arun Chawla (DIN: 10520552) 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 Mr. Arun Chawla 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.

**Place:** Kolkata

**Date:** 14<sup>th</sup> November, 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
1	Name	Mr. Arun Chawla (DIN: 10520552)
2	Date of Birth / Age	1 <sup>st</sup> July, 1959 (65 Years)
3	Nationality	Indian
4	Date of First Appointment on the Board	14 <sup>th</sup> November, 2024
5	Qualification	Post-graduate with a degree in Law
6	Experience and Nature of expertise in specific functional area	Mr. Arun Chawla is a post-graduate with a degree in Law from the University of Delhi. He has over 38 years of work experience, most of which has been gained holding charge of important verticals in FICCI and at ICA. He has also had significant corporate experience working with a North-India based conglomerate.
7	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
8	Shareholding in the Company (including as Beneficial Owner)	Nil
9	No. of Board meetings attended during the year	FY 2023-24: Nil Appointed as Independent Director w.e.f. 14 <sup>th</sup> November, 2024.
10	Directorship in other Companies	Lexicon Infotech Limited – Director
11	Chairmanship / Membership of Committee of Board of Directors of the Company	- Audit Committee – Member - Nomination & Remuneration Committee – Member
12	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil
13	Listed entities from which the person has resigned in past three years	Nil
14	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As enumerated above.
15	Remuneration last drawn, if any	Nil
16	Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	The Nomination and Remuneration Committee has identified among others, Business Management, Operations, Finance & General Management as the skills required for the role of Director. Mr. Arun Chawla has the said requisite skills and capabilities for the Role of the Independent Director of the Company.