

MCL/SEC/2024-25
10th September, 2024

The Corporate Relations Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

The Corporate Relations Department
Department of Corporate Services
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Security Code : MANGLMCEM

Scrip Code: 502157

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that, on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held today i.e. **10th September, 2024** has considered and approved the followings:

- (1) Re-appointed, Shri Kamal Chand Jain (**DIN: 00029985**) as Non-Executive Independent Director for a Second term of 5 (Five) Consecutive Years w.e.f. **19th September, 2024 to 18th September, 2029** subject to shareholders approval by passing Special Resolution through postal ballot. His first term as Non-Executive Independent Director will be completed on **18th September, 2024**.
- (2) Appointed Shri Nand Gopal Khaitan (**DIN: 00020588**) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director w.e.f **10th September, 2024**, subject to approval of the shareholders of the Company.
- (3) Appointed Shri Gaurav Goel (**DIN: 00076111**) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director w.e.f **10th September, 2024**, subject to approval of the shareholders of the Company.

Further, Board of Directors at its meeting held today also considered and approved the followings:

- (4) Adopted new Set of Memorandum of Association of the Company to align the existing Memorandum of association with Table A of schedule I of the Companies act, 2013 and rules made thereunder subject to approval of the Shareholders through Postal Ballot. (**As per Annexure D**)

- (5) Adopted new set of Articles of Association of the Company to align with the Companies Act, 2013 and Rules made there under, subject to approval of the Shareholders of the Company through Postal Ballot. **(As per Annexure D)**
- (6) Approved reconstitution of various Committees as per Companies Act, 2013 and SEBI (LODR) Regulations, 2025. **(As per Annexure E)**

Disclosure required pursuant to Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations read with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as amended from time to time is enclosed at **Annexure A, B and C**.

In terms of Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE, respectively, we also confirm that (1) Shri Kamal Chand Jain (2) Shri Nand Gopal Khaitan, and (3) Shri Gaurav Goel, are not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority.

Further, the brief details of new MOA and the new AOA as required under Regulation 30 read with Part A of the Schedule III of the Listing Regulations are annexed herewith as **Annexure D**.

Meeting Commenced at 2:10 P.M. and concluded at 2:50 P.M.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Mangalam Cement Ltd.

PAWAN KUMAR THAKUR
Digitally signed by PAWAN KUMAR THAKUR
Date: 2024.09.10 14:35:42 +05'30'

Pawan Kumar Thakur
Company Secretary & Compliance Officer
Encl.: As Above



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ANNEXURE 'A'

Requisite disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time

Shri Kamal Chand Jain (DIN: 00029985)

S. No.	Disclosure Requirement	Details
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-appointed for 2 nd term of five (5) consecutive years w.e.f 19 th September, 2024.
2	date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	Shri Kamal Chand Jain (DIN: 00029985) has been re-appointed as Non-Executive Independent Director w.e.f. 19 th September, 2024, for a 2 nd term of 5 (Five) consecutive years with effect from 19 th September, 2024 till 18 th September, 2029, subject to the approval of the shareholders of the Company through Special Resolution.
3	Brief profile (in case of appointment);	Not Applicable
4	Disclosure of relationships between directors (in case of appointment of a director)	Shri Kamal Chand Jain is not related to Promoter, Promoter Group Company and any Director of the Company.
5	Shareholding in the Company	6,885 Equity Shares

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ANNEXURE-B

Requisite disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time.

Shri Nand Gopal Khaitan (DIN: 00020588)

S. No.	Disclosure Requirement	Details
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointed as Non-Executive Non-Independent Director w.e.f 10 th September, 2024, subject to approval of the shareholders of the Company through postal Ballot.
2	date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	Shri Nand Gopal Khaitan has been appointed as Non-Executive Non-Independent Director w.e.f. 10 th September, 2024, subject to the approval of the shareholders of the Company.
3	Brief profile (in case of appointment);	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.
4	Disclosure of relationships between directors (in case of appointment of a director)	Shri Nand Gopal Khaitan is not related to Promoter, Promoter Group Company and any Director of the Company.
5	Shareholding in the Company	440 Equity Shares [As Karta of Krishna Prasad Nand Gopal (HUF)]

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ANNEXURE-C

Requisite disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time.

Shri Gaurav Goel (DIN: 00076111)

S. No.	Disclosure Requirement	Details
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointed as Non-Executive Non-Independent Director w.e.f 10 th September, 2024, subject to approval of the shareholders of the Company.
2	date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	Shri Gaurav Goel (DIN: 00076111) has been appointed as Non-Executive Non-Independent Director w.e.f. 10 th September, 2024, subject to the approval of the shareholders of the Company.
3	Brief profile (in case of appointment);	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.
4	Disclosure of relationships between directors (in case of appointment of a director)	Shri Gaurav Goel is not related to Promoter, Promoter group Company and any Director of the Company.
5	Shareholding in the Company	Nil

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ANNEXURE-D

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013, SUBJECT TO APPROVAL OF THE SHAREHOLDERS

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 '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:-"
3	The existing sub-clause 'III (A)(i) & III (A)(ii)' be re-numbered as sub-clause 'III (A)(1) & III (A)(2)'
4	<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 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.”</p>
5	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).
6	The existing 'Clause III (C)' containing the "Other Objects" sub clause No. (1) to (7) be and is hereby stands deleted in full.

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7	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
8	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."

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013, SUBJECT TO APPROVAL OF THE SHAREHOLDERS OF THE COMPANY

Sl. No	Changes
1	The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").
2	In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company made numerous changes in the existing AOA. Therefore, adopted a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

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ANNEXURE E

APPROVAL OF THE RECONSTITUTION OF VARIOUS COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY AS FOLLOWS:-

Consequent to change in the composition of the Board of Directors of the Company, the Board of Directors have approved the reconstitution of certain committees of the Board of Directors with effect from 10th September, 2024, as under:-

(1) AUDIT COMMITTEE

Sl. No	Name of Members	Designation in Committee
1	Smt. Himalyani Gupta, Non-Executive Independent Director	Chairman
2	Shri Nand Gopal Khaitan, Non-Executive Non-Independent Director	Member
3	Shri Anand Daga, Non-Executive Independent Director	Member
4	Shri Kamal Chand Jain, Non-Executive Independent Director	Member

(2) NOMINATION & REMUNERATION COMMITTEE

Sl. No	Name of Members	Designation in Committee
1	Smt. Himalyani Gupta, Non-Executive Independent Director	Chairman
2	Shri Kamal Chand Jain, Non-Executive Independent Director	Member
3	Shri Nand Gopal Khaitan, Non-Executive Non-Independent Director	Member

(3) STAKEHOLDERS RELATIONSHIP COMMITTEE

Sl. No	Name of Members	Designation in Committee
1	Shri Nand Gopal Khaitan, Non-Executive Non-Independent Director	Chairman
2	Smt. Himalyani Gupta, Non-Executive Independent Director	Member
3	Shri Gaurav Goel, Non-Executive Non-Independent Director	Member

(4) CSR COMMITTEE

Sl. No	Name of Members	Designation in Committee
1	Shri Anshuman Vikram Jalan, Whole-time Director	Chairman
2	Shri Anand Daga, Non-Executive Independent Director	Member
3	Shri Gaurav Goel, Non-Executive Non-Independent Director	Member



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(5) RISK MANAGEMENT COMMITTEE

Sl. No	Name of Members	Designation in Committee
1	Shri Anshuman Vikram Jalan, Whole-time Director	Chairman
2	Shri Nand Gopal Khaitan, Non-Executive Non-Independent Director	Member
3	Shri Anand Daga, Non- Executive Independent Director	Member
4	Shri Yaswant Mishra, President (Corporate) & CFO	Member

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