MANGALAM CEMENT LIMITED

MC/SEC/
10th November 2021

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

Security Code: MANGLMCEM

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

Scrip Code: 502157

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in connection with the Scheme of Amalgamation (Scheme) of Mangalam Timber Products Limited (CIN L02001OR1982PLC00110) with Mangalam Cement Limited (CIN L26943RJ1976PLC001705).

This is further to our earlier intimations dated 2nd March 2021 regarding the Scheme of Amalgamation of Mangalam Timber Products Limited (Transferor Company) with Mangalam Cement Limited (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013 (hereinafter the "**Scheme**").

Please be informed that the Hon'ble National Company Law Tribunal, Jaipur Bench has passed an order on 3rd November 2021, inter alia, sanctioning the Scheme. We have received the certified copy of the aforestated order dated 3rd November 2021 and a copy of the said certified copy of the order is annexed herewith for your records.

You are requested to take the above on record.

Thanking You

Yours faithfully
For Mangalam Cement Ltd

Manoj Kumar
Company Secretary

Encl.: as above

Corporate Office : Birla Building, 10th Floor, 9/1 R. N. Mukherjee Road, Kolkata - 700 001, Tel. : 033 2243 8707, 2243 8857, 9073672432/33/34
Fax : 033 2243 8709, Email : kolkata@mangalamcement.com
Regd. Office : Aditya Nagar, Morak, Distt. Kota - 326520 (Raj.) Tel : 07459-232812, Fax : 07459 232156, E-mail : communication@mangalamcement.com
CIN : L26943RJ1976PLC001705
Website : www.mangalamcement.com

Sr. No. 46/2021

IN THE NATIONAL COMPANY LAW TRIBUNAL
JAIPUR BENCH

CORAM: SHRI DEEP CHANDRA JOSHI,
HON'BLE JUDICIAL MEMBER

SHRI RAGHU NAYYAR,
HON'BLE TECHNICAL MEMBER

CP(CAA) No. 04/230/JPR/2021 connected with
CA(CAA) No. 72/230/JPR/2020

Section: Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

IN THE MATTER OF SCHEME OF AMALGAMATION
OF
MANGALAM TIMBER PRODCUTS LIMITED
(Transferor Company)

WITH

MANGALAM CEMENT LIMITED
(Applicant / Transferee Company)

MEMO OF PARTIES

Mangalam Timber Products Limited
Reg. Address: Village: Kusumi,
P.O. & Dist.: Nabarangpur, Odisha - 764059

...Transferor Company

WITH

Mangalam Cement Limited
Reg. Address: P.O.: Aditya Nagar,
Morak, District: Kota, Rajasthan- 326520

... Petitioner Company/ Transferee Company

Counsel for the Petitioner: Rishabh Khandelwal, Adv.

No. 46/2021
Date of Presentation of application for Copy. 03/11/2021
No. of Pages. 14
Copying Fee. 5/-
Registration & Postage Fee.
Total Rs. 500/-
Date of Receipt & Record of Copy. 03/11/2021
Date of Preparation of Copy. 03/11/2021
Date of Delivery of Copy. 03/11/2021

CP (CAA) No. 04/230/JPR/2021 (Second Motion)
Connected with CA (CAA) No. 72/230/JPR/2020

Assistant Registrar
National Company Law Tribunal
Jaipur

Certified Copy Order
3 NOV 2021

Sr. No. 46/2021

Order pronouncement on: 03.11.2021

ORDER

Per : Shri Raghu Nayyar, Technical Member

1. This is a second motion petition filed by Mangalam Cement Limited ('Petitioner Company' / 'Transferee Company') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') and in terms of Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') for sanction of the Scheme of Amalgamation ('Scheme') between Mangalam Timber Products Limited ('Transferor Company') and the Transferee Company. The registered office of the Transferor Company is in the State of Odisha; thus, the jurisdiction of Transferor Company lies with the National Company Law Tribunal, Cuttack Bench. The Transferee Company is situated within the jurisdiction of this Bench.

2. The Petitioner Company filed First Motion Application bearing CA (CAA) No. 72/230/JPR/2020 before this Tribunal for seeking directions to convene separate meetings of equity shareholders, secured and unsecured creditors of the Transferee Company and based on the Application moved under Section 230-232 of the Companies Act, 2013 necessary directions were issued on 12.03.2020 in which meetings of equity shareholders, secured and unsecured creditors of the Transferee Company were directed to be held on 18.04.2020. In view of the intervening COVID-19 pandemic and

Certified Copy Order
03 NOV 2021

consequent lockdown, an application was filed seeking modification of conducting of meeting and the same was allowed vide order dated 07.01.2021, whereby the meetings were directed to be held on 01.03.2021.

3. When the petition was listed on 01.04.2021, the following directions were issued: -

   (i) The date of hearing of the Petition filed by the Petitioner Companies for the approval of the Scheme is fixed on 13.05.2021.

   (ii) Notice of the hearing shall be advertised in two Newspapers, namely, Financial Express (All India Editions) and Rashtradoot (All Rajasthan Editions), not less than ten days before the aforesaid date fixed for hearing.

   (iii) In addition to above public notices, the Petitioner Company shall serve the notice of the Petition on the following Authorities, namely, Central Government through Regional Director, North Western Region, Ministry of Corporate Affairs; Jurisdictional Income Tax Authority under which the Petitioner Company is assessed indicating clearly the PAN No.; Registrar of Companies and Official Liquidator, Jaipur; Securities and Exchange Board of India; Reserve Bank of India; National Stock Exchange of India Ltd.; BSE Ltd.; as well as other Sectoral Regulators, which may govern the working of the Company in the Scheme, at least thirty days before the date fixed for hearing of the above Petition.

   (iv) Further, notices shall also be served to Objector(s) or to the representative(s) as contemplated under Sub-section (4) of Section 230 of the Companies Act, 2013 who may have made representations and who have desired to be heard directly or through their representatives, along with a copy of the Petition and the extracts filed therewith, at-least fifteen days before the date fixed for hearing.

   (v) The Petitioner Companies shall, at-least seven days before the date of hearing of the Petition, file an affidavit of service in relation to said publication effected as well as service of notice on the authorities mentioned above including the Sectoral Regulator(s) as well as to Objectors, if any,

   (vi) Objections, if any, to the Scheme, contemplated by the Authorities to whom notice has been given, may be filed on or before the date of hearing fixed herein, failing which it may be considered by this Tribunal that there is no objection on the part of the Authorities

Certified Copy Order
3 NOV 2021
Assistant Registrar
National Company Law Tribunal
Jaipur

to the approval of the Scheme, by this Tribunal, subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and Regulations/Rules framed thereunder.

(vii) The Petitioner Companies shall comply with proviso to Sub-Section (7) of Section 230 as may be applicable under the circumstances on or before the date fixed for hearing by filing a certificate of the Companies' Auditor.

(viii) The next date of hearing is fixed on 13.05.2021 for the consideration of the approval of the Scheme of Arrangements as contemplated between the Petitioner Companies and their shareholders and creditors.

(ix) It is noted that in the first motion order, the Petitioner was directed to file the copies of the orders in the proceedings at other benches also exercising jurisdiction in respect of the Scheme. The Petitioner has not yet complied with the said order. The Petitioner is directed to comply with the same within 7 days of this order.

Due to intervening second wave of COVID-19 pandemic, the matter could not be heard on 13.05.2021. However, the matter was heard on 27.10.2021 and order was reserved.

4. The affidavit of compliance by the authorized signatory of the Petitioner Company was filed vide Diary No. 1229/2021 dated 25.06.2021 along with attested photocopies of newspaper cuttings evidencing publication of notice in 'Financial Express' (all India Editions) in English and 'Rashtradoot' (all Rajasthan Editions) in Hindi, both dated 28.04.2021. Copies of proof of service of notice to the statutory authorities, namely (a) Central Government through Regional Director (North Western Region), Ministry of Corporate Affairs, Ahmedabad; (b) Registrar of Companies and Official Liquidator, Jaipur; (c) Jurisdictional Income Tax Authority.; (d) Securities and Exchange Board of India; (e) National Stock Exchange; (f) Bombay

Certified Copy Order
3 NOV 2021

Stock Exchange; and (g) Reserve Bank of India are also part and parcel of the compliance affidavit. Further, the Petitioner Company also filed First Motion Order passed by NCLT, Cuttack Bench dated 18.01.2021 vide Diary No. 956/2021 dated 12.04.2021.

5. The Petitioner Company has filed an affidavit vide Diary No. 1774/2021 dated 07.09.2021 stating that the Regional Director has made some observations vide letter dated 16.09.2020. It is also stated that the Petitioner Company being listed on BSE Limited and National Stock Exchange of India Limited has also obtained approval from the said Stock Exchanges and copies of the said observation letters dated 14.02.2020 have been annexed to the Company Petition as Annexure Q.

6. The Regional Director had filed its report vide Diary No.527/2020 dated 21.09.2020 along with the report of the RoC. The observations are as under:

   (a) The Petitioner Company be directed to undertake the compliance of Section 232(3)(i) of the Companies Act, 2013 and to pay fees accordingly.

   (b) The observations made in the letters of BSE and NSE have been included in the report of the RD and are as follows:

   - *Company shall ensure that a statement is inserted in the scheme that it is in compliances with Minimum Public Shareholding (MPS) requirement on fully diluted basis.*
   - *Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of*

Certified Copy Order
3 NOV 2021

receipt of this letter is displayed on the websites of the listed company and the stock exchanges.

- *Company shall duly comply with various provisions of the Circular.*
- *Company is advised that the observations of SEBI/Stock Exchange shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring that observation to the notice of NCLT.*
- *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations."*

The RD has further stated that the SEBI circulars issued on 04.02.2013, 21.05.2013 and 10.03.2017 intending to ensure compliance by listed company in the interest of shareholders at large are applicable and the petitioner company should comply with the requirements of the said circular. In this regard the Petitioner Company should be directed to place before the NCLT confirmation that company has complied with the same as also BSE direction conveyed in the aforesaid letter of stock exchanges.

(c) The Petitioner Company be directed to ensure that the compliances of FEMA and RBI guidelines, in the matter, are done from time to time.

(d) The RD has also stated that the report of the office of the Registrar of Companies, Rajasthan, Jaipur has been received vide letter No.

Certified Copy Order
3 NOV 2021

ROC-Amal/2018-19/256 dated 23.03.2020 and as per the said report, there are no complaints against the petitioner transferee company and also there is no complaint / representation against the scheme of amalgamation of the Companies. A copy of ROC report is enclosed and marked as Annexure-A to the letter of the RD.

(e) The Petitioner Company be directed to pay such amount of legal fees / cost to the Central Government which may be considered appropriate.

7. In response to the RD's report, the learned authorized representative of the Petitioner Company has filed an affidavit vide Diary No. 1773/2021 dated 07.09.2021 stating that the contents of para 1 and sub-paras (a), (b), (c), (d), (h) and (j) of para 2 are matters of record. With respect to the observations made in sub-paragraph (g) of paragraph 2, the Petitioner Company states that any compliance under FEMA and / or RBI (in case applicable to the Petitioner Company relating to the scheme, if any) shall be undertaken by the Petitioner Company. With respect to the observations made by BSE Limited and NSE Limited ('Stock Exchanges'), the Petitioner Company has duly noted the comments in the following manner:

i. With respect to first point, Clause 9.9 of the Scheme states-

Pursuant to Rule 19(2)(b) and Rule 19Aof the Securities Contracts (Regulation) Rules, 1957 read with Regulation 38 of the LODR Regulations and applicable circulars thereunder, and

Certified Copy Order
13 NOV 2021
Assistant Registrar
National Company Law Tribunal
Jaipur

upon the effectiveness of the scheme, the percentage of minimum Public Shareholding of 25% (MPS) criteria on fully diluted basis is maintained in post-merger paid up equity capital of the Transferee Company.

ii. With respect to the second point, the Petitioner Company has continuously displayed on its website and simultaneously intimated / made proper disclosures to the stock exchanges regarding the scheme including the notice of meetings of Equity Shareholders and Creditors and Declaration of Results of the meetings.

iii. With respect to the third point, the Petitioner Company has duly complied with the various provisions of the SEBI Circular No. CFD/DIL/3/CIR/2017/21 dated 10.03.2017 ('SEBI Circular'). In fact, the said Scheme refers to the said SEBI Circular and undertakes to comply with the terms of the said Circular in Clauses 1.1.17, 9.3, 9.9 and 17.3 of the said Scheme.

iv. With respect to point 4, the observations of SEBI / Stock Exchange have been annexed as Annexure-M in Company Application (CAA) No. 72/230/JPR/2020 filed on 25.02.2020 and Annexure-Q in Company Petition (CAA) No. 04/230/JPR/2021 filed on 15.03.2021.

v. With respect to point 5, the notice under Section 230(5) of the Companies Act, 2013 have been duly issued to the Authorities in terms of the order dated 12.03.2020 of this Tribunal in Company Application CA (CAA) No. 72/230/JPR/2020; order dated

Certified Copy Order
3 NOV 2021

07.01.2021 in IA No. 427/JPR/2020; and order dated 01.042021 in Company Petition (CAA) No. 04/230/JPR/2021.

8. It is seen from the letters dated 14.02.2020 of NSE and BSE annexed as Annexure Q to the petition, the Stock Exchanges have granted no objection in terms of SEBI (LODR) Regulation, 2015 for the present Scheme of Amalgamation.

9. The Income Tax Department vide Diary No. 1559/2021 dated 09.08.2021 stated that this office has no objection for the proposed amalgamation if the company strictly complies with the conditions of Section 72A of the Income Tax Act and Rule 9C and this Tribunal secures the interest of revenue to the extent that if any demand arises then the company may pay with demand as and when it arises.

10. The Petitioner Company vide Diary No. 2058/2021 dated 08.10.2021 has placed on record the copy of order dated 07.09.2021 whereby NCLT, Cuttack Bench have approved the Scheme of Amalgamation.

11. The date of incorporation, authorized, issued and paid-up share capital, rationale of the Scheme have been discussed in detail in Order disposing of the First Motion Application on 12.03.2020.

12. In compliance of the proviso to sub-section (7) of Section 230 of the Companies Act, 2013, the Petitioner Company has placed on record certificate of the Chartered Accountant dated 21.06.2019 vide Diary No.

Certified Copy Order
3 NOV 2021

1228/2021 dated 25.06.2021 as Annexure A-1 and also filed with the Petition as Annexure-P.

13. The audited financial statements of the Transferor and Transferee Company as on 31.03.2020 are attached as Annexure C and Annexure-F, respectively to the Petition.

14. As per the Scheme, the Appointed Date shall mean 01.04.2019 or such other date as may be proposed and approved by this Tribunal. The effective date, as stated in the Scheme is as below: -

> *"Effective Date" means the date or last of the dates on which certified copies of the orders of the Hon'ble Benches of the Tribunal at Jaipur and Odisha sanctioning this Scheme are filed by the Transferor Company and the Transferee Company with the respective Registrar of Companies;*

15. The Share Exchange Ratio under the Scheme has been determined in accordance with the report of Shri Sanjay Kumar Gupta, SFA, Registered Valuer bearing No. IBBI/RV/06/2019/11476 dated 21.06.2019 (Annexure N & O of the petition). The Share Exchange Ratio is as follows: -

> *"22 nos. of Equity Shares of Face value Rs. 10/ each full paid up of Mangalam Timber Products Limited will get 1 no. of Equity Shares of Face value of Rs. 10/- each full paid up of Mangalam Cement Limited.*

16. We have heard the Learned Counsel for the Petitioner Company and perused the documents placed on record and also considering the approval accorded by the members and creditors of the Petitioner Company to the proposed Scheme, and the affidavits/ no objection filed by the respective

Certified Copy Order
3 NOV 2021
National Company Law Tribunal
Jaipur

regulatory authorities, there appears no impediment in sanctioning the present Scheme. The Petitioner Company shall however remain bound to comply with the statutory requirements in accordance with law including, but not limited to, Section 232 (3)(i) as pointed by the Regional Director.

16. The Scheme (Annexure A) is approved and we hereby declare the same to be binding on all the shareholders and creditors of the Petitioner Company and on all concerned. While approving the Scheme, it is clarified that this order should not be construed as an order in any way granting exemption from payment of any stamp duty, taxes, or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

AND THIS TRIBUNAL DOES FURTHER ORDER:

i) Subject to Clause 4.2.3 in the Scheme, with respect to the assets of the Transferor Company, other than those referred to in Clause 4.2, including all rights, titles and interests in the agreements, immovable property held in the name of the Transferor Company shall, without any further act, instrument or deed, be transferred to and vested in and / or be deemed to be transferred to and vested in the Transferee Company, with effect from the Appointed Date by operation of law, as the case may be, in favour of Transferee Company;

Certified Copy Order

3 NOV 2021

Jaipur Bench

Assistant Registrar
National Company Law Tribunal
Jaipur

ii) All the debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Company shall, without any further act, instrument or deed be transferred to, and vested in, and / or deemed to have been transferred to, and vested in, the Transferee Company;

iii) All tax liabilities under Income Tax Act, 1961 or any other Central or State tax laws, including Sales Tax, VAT, Excise Duty, etc. allocable or related to the business of Transferor Company to the extent not provided for or covered by tax provisions immediately preceding the Appointed Date shall be transferred to the Transferee company;

iv) All proceedings now pending by or against the Transferor Company shall be continued by or against the Transferee Company;

v) All the employees of the Transferor Company in service on the Effective Date shall become the employees of the Transferee Company on the same terms and conditions on which they are engaged by the Transferor Company without treating it as a break, discontinuance or interruption in service on the said date;

vi) The Transferee Company shall, without further application, allot to the existing members of the Transferor Company shares of the Transferee Company to which they are entitled under the said Scheme of Amalgamation;

Certified Copy Order
3 NOV 2021

vii) The authorized share capital of the Transferee Company shall stand increased and that of Transferor Company shall stand cancelled and extinguished as provided in the Scheme and the fee, if any, paid by the Transferor Company on its authorized capital shall be set off against any fees payable by the Transferee Company on its authorized capital subsequent to the sanction of the Scheme;

viii) The Petitioner Company within 30 days after the date of receipt of this Order, cause a certified copy of this Order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Company shall be dissolved without undergoing the process of winding up. The concerned Registrar of Companies shall transfer all documents relating to the Transferor Company registered with him to the file relating to the said Transferee Company and the files relating to the Transferor and Transferee Companies shall be consolidated accordingly, as the case may be;

ix) That the Transferee Company shall deposit an amount of Rs. 25,000/- in favour of "The Prime Minister's National Relief Fund", Rs. 30,000/- to be paid in the Online Miscellaneous fee account of Ministry of Corporate Affairs and Rs. 20,000/- in favour of "NCLT Rajasthan Bar Association, Jaipur", within a period of four weeks from the date of receipt of certified copy of this Order;

Certified Copy Order
3 NOV 2021

x) Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

17. As per the above directions, Form No. CAA-7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, formal orders be issued on the petitioner company on filing of the Schedule of Property i.e., (i) freehold property of the concerned Company; and (ii) leasehold property of the concerned Company by way of affidavit of the Petitioner Company, respectively.

18. Copy of this order be communicated to the Counsel for the Petitioner Company.

Sd

(Raghu Nayyar)
Technical Member

Sd

(Deep Chandra Joshi)
Judicial Member

Certified Copy Order

Assistant Registrar
National Company Law Tribunal
Jaipur

3 NOV 2021

No. 46/2021
Date of Presentation of application for Copy 03/11/2021
No. of Pages 14
Copying Fee 56/-
Registration & Postage Fee
Total Rs. 500/-
Date of Receipt & Record of Copy 03/11/2021
Date of Preparation of Copy 03/11/2021
Date of Delivery of Copy 03/11/2021