**MCL/SEC/2026-27**
**29th July, 2026**

The Corporate Relation Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G- Block
Bandra – Kurla Complex
Bandra (E), Mumbai-400051
**Security Code: MANGLMCEM**

The Corporate Relations Department
Department of Corporate Services
BSE Limited 25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
**Scrip Code: 502157**

**ISIN: INE347A01017**

**Sub.: Regulations 30 and 34 - Submission of Notice of the 50th Annual General Meeting ("AGM") of the Company**

Dear Sir/Madam,

This is furtherance to our letter dated 29th July, 2026, please find herewith a Notice of the ensuing 50th Annual General Meeting (AGM) of the Company, scheduled to be held on Friday, 21st August, 2026 at 2:00 PM IST, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Brief details of the **50th AGM** of the Company are as below:

| | |
|---|---|
| Date and Time of AGM | Friday, 21st August, 2026, 2:00 PM IST |
| Mode | Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") |
| Cut-off Date for e-Voting and Record Date | Friday, 14th August, 2026 |
| Remote e-Voting start date and time | Tuesday, 18th August, 2026, 9:00 AM IST |
| Remote e-Voting end date and time | Thursday, 20th August, 2026, 5:00 PM IST |
| e-Voting Website | https://www.evoting.nsdl.com |

You are requested to kindly take the same on record.

Yours faithfully,
for **Mangalam Cement Limited**

PAWAN KUMAR THAKUR
Digitally signed by PAWAN KUMAR THAKUR
Date: 2026.07.29 19:44:24 +05'30'

**Pawan Kumar Thakur**
**Company Secretary and Compliance Officer**
Encl.: As above

**MANGALAM CEMENT LTD.**
**CIN:** L26943RJ1976PLC001705
**Regd. Office:** P.O. Aditya Nagar-326520, Morak, Distt. Kota (Rajasthan)
**Phone:** 07459-233127; Fax: 07459-232036
**E.mail:** shares@mangalamcement.com
**Website:** www.mangalamcement.com

# Notice

**Dear Member(s),**

**NOTICE** is hereby given that the **50th** Annual General Meeting of the Shareholders of the Mangalam Cement Ltd. (CIN: L26943RJ1976PLC001705) will be held on **Friday 21st August, 2026 at 2:00 P.M., Indian Standard Time ("IST")** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 1.50 (15%) per equity share for the financial year ended 31st March, 2026.
3. To consider and appoint a Director in place of Shri Gaurav Goel (DIN: 00076111) Non-Executive Non-Independent Director who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. To ratify the remuneration payable to M/s J. K. Kabra & Co., the Cost Auditors, for the financial year ending 31st March, 2027, and in this regard, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. J.K. Kabra & Co., Cost Accountant, (Firm Registration No. 318086), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027, amounting to ₹1,77,464/- (Rupees One Lakh Seventy Seven Thousand Four Hundred and Sixty Four only) plus applicable taxes and re-imbursement of pocket expenses incurred in connection with audit, be and is hereby ratified;

   **RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (including Committee thereof) and/or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and matters and things and give such directions as it may in its absolute directions deem necessary, proper or desirables and to settle any questions, difficulty, or doubts that may arise in this regards and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

5. To consider and approve increase in borrowing limits from existing ₹ 2,000 Crores to ₹ 3,000 Crores under Section 180 (1) (c) of the Companies Act, 2013 and in this regard, if thought fit, to pass, the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013, at the 47th Annual General Meeting of the Company held on 5th August, 2023 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article No. 185 of the Articles of Association of the Company and all other enabling provisions, if any, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of businesses of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 3,000 Crores (Rupees Three Thousand Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves;

   **RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or officers of the Company to give effect to this resolution."

6. To consider and give authority to create charge and/or mortgage on the assets of the Company up to ₹ 3,000 Crores (Rupees Three Thousand Crores) under section 180 (1)(a) of the Companies Act, 2013 and in this regard, if thought fit, to pass, the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company under Section 180(1)(a) of the Companies Act, 2013, at the 47th Annual General Meeting of the Company held on 5th August, 2023 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any existing Board Committee(s) or any other Committee which the Board may constitute for this purpose), to create such mortgages, charges and/or hypothecations, in addition to the existing mortgages, charges and hypothecations created by the Company, in such form and manner and with such ranking and at such time and at such term(s) as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Banks/ Financial Institution(s) /other Lender(s)/ Agent(s)/ Trustee(s), for securing the borrowings by whatever name called, availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and securities comprising of Secured/Unsecured, Fully/ Partly paid up, Convertible and/or Non-Convertible Debentures and/or Bonds and/or other securities with or without detachable or non-detachable warrants and/or secured premium notes/bonds and/or fixed/floating rate notes/ bonds or pass through Certificate(s) of Mortgage Backed Securitized Assets or any other debt instruments, issued/to be issued by the Company in India or in offshore jurisdiction, in one or more tranches, from time to time, subject to the overall limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest and in case of default with accumulated interest, liquidated damages and commitment charges, premium on repayment (if any) or on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of their respective loan agreement(s), Debenture Trust Deed(s) or any other documents entered into between the Company and the Bank(s)/ Financial Institution(s)/ other Lender(s)/ Agent(s)/ Trustee(s) on such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board and Bank(s)/ Financial Institution(s) /other Lender(s)/ Agent(s)/ Trustee(s);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution."

7. To consider and approve granting of authority under Section 186 of the Companies Act, 2013 to make loans give guarantees, provide securities and/or make investments in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and in this regard, if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to:

a) give any loan to any person or other body corporate;

b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or

c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, in one or more tranches;

**RESOLVED FURTHER THAT** notwithstanding that the aggregate of the loans, guarantees, securities and investments so far made together with those proposed to be made may exceed the limits prescribed under Section 186(2) of the Act, provided that the total outstanding amount of such loans, guarantees, securities and investments shall not at any time exceed ₹ 500 Crores (Rupees Five Hundred Crores only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to decide and finalize the terms and conditions of such loans, guarantees, securities and investments, including the timing, amount, recipient and other related matters, as it may, in its absolute discretion, deem fit in the best interest of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution."

8. To consider and approve granting of consent to advance loans, and/or to give guarantees and/or provide Securities in connection with loans taken/to be taken by any persons in whom any of the Directors of the Company is interested in terms of section 185 of the Companies Act, 2013 and in this regard, if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to advance any loan(s), including any loan represented by a book debt, and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any loan taken/to be taken by any entity or any other person/Entity/Body Corporate in whom any of the Directors of the Company is interested, as defined under Section 185 of the Act, on such terms and conditions as the Board may deem fit and proper;

**RESOLVED FURTHER THAT** the loan(s) to be advanced and/or guarantee(s) to be given and/or securities to be provided by the Company shall be utilized by the borrowing entity for its principal business activities only;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions in respect of such loans and/or guarantees and/or securities, including the timing, amount, interest rate and other terms thereof, as it may deem fit in its absolute discretion;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution."

By Order of the Board

Place : Kolkata
Date : 16th May, 2026

Pawan Kumar Thakur
Company Secretary
Membership No. FCS 6474

**NOTES:**

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020, No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 2/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024 and the latest one being General Circular No. 03/2025 dated 22nd September, 2025 ("MCA Circulars") has allowed Companies to convene their Annual General Meeting and Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/ CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 and SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated 7th October, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October, 2024 respectively, ("SEBI Circulars") and Secretarial Standard on General Meeting ("SS-2"), has permitted convening the Annual General Meeting ("AGM"/Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item No(s). 4,5,6,7 and 8 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36 , and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting 'Meeting' or ('AGM') is furnished as Annexure to this Notice.
3. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Act, Secretarial Standard-2 (SS-2) and Listing Regulations, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto. Further, in terms of the MCA Circulars and SEBI Circulars the Notice of 50th AGM along with Annual Report 2025-26 is being sent in electronic form only to those members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report 2025-26 only to those Members who specifically request for the same at shares@mangalamcement.com.
4. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the **50th AGM** of the Company is being held through VC/OAVM on **Friday, 21st August 2026, at 2:00 P.M. (IST).** The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at P.O. Aditya Nagar 326520, Morak, Kota (Rajasthan).
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. The Members can join the AGM through VC / OAVM mode 30 minutes before the scheduled time of commencement of the AGM and 15 minutes after the scheduled time of commencement of the meeting by following the procedure mentioned in the notice. The Members will be able to view the proceedings on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

   The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution or Governing Body Resolution/Authorisation etc., authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at ppincha@gmail.com and to evoting@nsdl.com. Institutional/ Corporate Members (i.e., other than Individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" as displayed under "e-Voting" tab in their login.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders attending the AGM through VC/OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e. Friday, 14th August, 2026, will be entitled to vote at the Meeting.
10. In accordance with the circulars issued by MCA and SEBI, the Notice of the 50th AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent ('RTA') or the Depository Participants ('DPs'). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the web-link, including the exact path from where the Annual Report for financial year 2025-26 can be accessed and downloaded.

11. The Notice of the 50th AGM along with Annual Report for the Financial Year 2025-26, is available on the website of the Company at www.mangalamcement.com, on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.

12. All material documents referred to in the Notice and the Statement under Section 102 of the Act shall be available at the Registered Office of the Company for inspection without any fee on all working days, during normal business hours 9:00 A.M. to 5:00 P.M. (IST) from Thursday, 30th July, 2026 to Friday, 21st August, 2026. Members seeking to inspect such documents electronically may send their request to shares@mangalamcement.com and the relevant documents shall be made available electronically for inspection.

13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to shares@mangalamcement.com.

14. The Company has fixed **Friday, 14th August, 2026** as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2025-26, if approved at the AGM.

    Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or after Tuesday, 25th August, 2026, subject to applicable TDS.

    SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC").

    Members holding shares in physical form are requested to furnish the forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3 and SH-13, available on the Company's website at www.mangalamcement.com and on the website of the RTA at https://www.masserv.com/downloads.asp, to update KYC and choice of Nomination (in case the same are not already updated), to Company's Registrar and Share Transfer Agent viz. MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110020 Tel. No. 011-26387281/82/83; Fax No. 011-26387384.

    Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).

15. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates in accordance with Income-tax Act, 2025 ('the IT Act') effective from 1st April, 2026. For the prescribed rates for various categories, please refer to the IT Act. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/RTA (if shares held in physical form).

    A Resident individual shareholder with PAN and who is not liable to pay income tax can upload a yearly declaration in Form 121 along with PAN, on the link https://masserv.com/investortax/investor25-26.asp **on or before 14th August, 2026.** Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

    As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397(2) of the IT Act.

    The Company will be using functionality of the Income-tax department for the above purpose. Provisions are effective from 1st July, 2023.

    Shareholders may visit https://www.incometax.gov.in/iec/foportal/ for FAQ issued by Government on PAN Aadhar linking.

    Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits.

    For this purpose, the shareholder may upload the above documents on https://masserv.com/investortax/investor25-26.asp **on or before 14th August, 2026** by selecting **'MANGALAM CEMENT LTD.'** from the drop down list and thereafter providing other information(s) i.e. Email ID; DPID-CLIENTID or Folio No. and scanned copy of the Documents determining the eligibility of shareholders for payment of Final Dividend is also required to be uploaded at **'UPLOAD TAX DOCUMENTS'** link (Please note that Only PDF/JPG/JPEG/PNG/GIF/.ZIP file can be uploaded having maximum file size of 10MB). Once uploaded please click the captcha and click the upload button. This submission is necessary for the Company to determine and deduct the appropriate TDS/withholding tax rate.

16. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent for assistance in this regard.

17. To streamline the investment process for investors and safeguard their rights in purchased securities, a special window

for re-lodgement of transfer deeds pertaining to physical securities was introduced via SEBI Circular dated 2nd July, 2025. In a further effort to ensure that investors receive proper access to their securities, SEBI has resolved to open an additional special window specifically for the transfer and dematerialization ("demat") of physical securities that were bought or sold prior to 1st April, 2019. This special window will remain available for one year, commencing on 5th February, 2026, and concluding on 4th February, 2027. For further details, please refer SEBI Circular HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026, dated January 30, 2026.

18. In order to enhance the ease of doing investment and doing business, SEBI has introduced new measures to simplify the process for crediting securities to investors' demat accounts. Effective 2nd April, 2026, the requirement for issuing a Letter of Confirmation (LOC) has been removed. Now, securities will be credited directly to demat account of the shareholders following the necessary due diligence, with the submission of a recent, attested Client Master List.

    This change aims to reduce timelines and risks associated with the process, making shareholders' investment experience more efficient and secure.

    For further details, please refer SEBI Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026, dated January 30, 2026 read with SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91, dated June 23, 2025.

19. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at https://www.mangalamcement.com and on the website of Registrar and Share Transfer Agent at www.masserv.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

20. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

    The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on www.iepf.gov.in. For details, please refer to the Corporate Governance Report which is a part of this Annual report.

    Further, the Company has already sent request letters to eligible shareholders whose dividend remains unclaimed and whose shares are eligible for transfer to IEPF Authority during FY2026-27, requesting them to claim their dividends from the Company.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.

23. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

24. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before 14th August, 2026, through e-mail on shares@mangalamcement.com. The same will be replied by the Company suitably.

25. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

**A) VOTING THROUGH ELECTRONIC MEANS**

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below.

ii. The remote e-voting period commences on **Tuesday, 18th August, 2026 (9:00 A.M. IST)** and ends on **Thursday, 20th August, 2026 (5:00 P.M. IST).** During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, 14th August, 2026,** i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from **Tuesday, 18th August, 2026** and ends on **Thursday, 20th August, 2026** or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

iv. Shri Akshit Kumar Jangid, Practicing Company Secretary (Membership No. FCS-11285) failing him Ms. Krati Upadhyay (Membership No. ACS-58280), Partners of M/s. Pinchaa & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/ she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under ***'Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.'***

vii. The details of the process and manner for remote e-voting are explained herein below:

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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

| Type of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting.<br>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **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 or joining virtual meeting & voting during the meeting. |

| Type of Shareholders | Login Method |
|---|---|
| | 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

| **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical** | **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<br>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<br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 140427 then user ID is 140427001*** |

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

      The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.**

**Details on Step 2 are mentioned below :**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders**

1. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ppincha@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at evoting@nsdl.co.in.

**B) THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**C) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting System.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

**AFTER CLICKING ON VC/OAVM LINK, YOU WILL BE REDIRECTED TO 'CISCO' WEBSITE :**

| | | |
|---|---|---|
| In the "Name" field | - | Put your name. |
| In the "last name" field | - | Enter your folio no. as informed in e-mail |
| In the "Email ID" field | - | Put your email ID |
| Event password | - | nsdl1234 is pre-field |

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

**System requirement:**

- ✓ Windows 8 or 10
- ✓ I3
- ✓ Microphone, Speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE :**

- ✓ Please download webex application from play store

**NOTE:**

1. *It is advisable to login beforehand at e-voting system as explained in e-voting instructions above, to be familiar with the procedure, so that you do not face any trouble while logging-in during the AGM.*
2. *Members are encouraged to join the Meeting through Laptops for better experience.*
3. *Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.*
4. *Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.*

**Process for those shareholders whose email ids are not registered with the RTA/Depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

i. Members holding shares in physical mode are requested to send Form ISR-1, SH-13, ISR-2 (if signature is not match with Company's record) to the registered office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020 for receiving the Annual Report 2025-26, remote e-voting instructions and User ID & Password.

ii. Members holding shares in demat form are requested to register/update email id with your Depository Participant ("DP") and generate password as procedure given in e-voting instructions as above.

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

26. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker Shareholders by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, Mobile Number at shares@mangalamcement.com from **Monday, 17th August, 2026 (9:00 A.M. IST) to Wednesday, 19th August, 2026 (5:00 P.M. IST).** Those Members who have registered themselves as a Speaker Shareholder will only be allowed to express their views/ask questions during the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of Speakers Shareholders depending on the availability of time for the AGM.

27. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again during the AGM.

28. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.

29. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. **Friday, 21st August, 2026.**

30. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

32. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mangalamcement.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

33. Details as required in sub-regulation (3) of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment / re-appointment at the AGM, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

**Item No. 4**

The Board of Directors, based on the recommendation of the Audit Committee, approved at its meeting held on 16th May, 2026, appointment and remuneration of M/s J.K. Kabra & Co., Cost Accountant, (Membership No. 11827) as Cost Auditor of the Company, to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2027, at a remuneration of ₹1,77,464/- (Rupees One Lakh Seventy Seven Thousand Four Hundred and Sixty Four Only) as audit fee plus applicable tax(es) and re-imbursement of out-of-pocket expenses incurred in connection with the audit, in accordance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the requisite resolution for ratification of remuneration of Cost Auditor by the Members has been set out in the notice of Fiftieth Annual General Meeting of your Company.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution,** as set out at Item No. 4 of the Notice, to ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2027.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the **Ordinary Resolution as set out at item No. 4** of the Notice for approval by the Members.

**Item No. 5 & 6**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The shareholders of the Company at the 47th Annual General Meeting of the Company held on 5th August, 2023 had accorded their consent to the Board of Directors for borrowing not exceeding Rs. 2,000 crores (Rupees Two Thousand Crores Only). Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 3,000 Crores (Rupees Three Thousand Crores Only).

In terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking; except with the consent of the Members of the Company in General Meeting.

The Company for its capital expenditure and working capital requirements intends to borrow money by way of Rupee Term Loan/Foreign Currency Loan/Working Capital limits and/or any other means from Financial Institutions/NBFCs/Lenders/ Commercial Banks etc. The said borrowing shall be required to be secured as first charge and/or subsequent charge by way of mortgage and/or hypothecation etc. on whole or substantially the whole the movable and immovable properties of the company, both present and future. Hence, it shall be necessary to obtain approval under Section 180(1)(a) of the Companies Act, 2013 for the same from the Shareholders.

None of the Directors and Key Managerial personnel or their relatives are interested in the above resolutions.

The Board of Directors recommends the **Special Resolutions as set out at Item No. 5 and 6** of the Notice for approval of the Members.

**Item No. 7**

Section 186 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, governs the provisions relating to loans, guarantees, securities and investments made by companies.

As per the provisions of Section 186(2) of the Act, a company can directly or indirectly:

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, securities of any other body corporate,

up to an amount not exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

Further, pursuant to Section 186(3) of the Act, where the aggregate of such loans, guarantees, securities and investments exceeds the aforesaid limits, prior approval of the Members by way of a Special Resolution is required.

In view of the Company's business expansion plans, strategic initiatives, treasury operations and the need to support its, associates and other bodies corporate, it is proposed to obtain an enabling approval from the Members to authorize the Board of Directors to make loans, give guarantees, provide securities and/or make investments, from time to time, in excess of the limits specified under Section 186(2) of the Act, up to an aggregate outstanding amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only).

This approval will provide flexibility to the Company to undertake such transactions as and when required, within the aforesaid overall limit, in compliance with applicable laws.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

The Board of Directors recommends the **Special Resolution as set out in Item No. 7** of the Notice for approval of the Members.

**Item No. 8**

The provisions of Section 185 of the Companies Act, 2013 ("the Act") prohibit a Company from advancing any loan, including any loan represented by a book debt, or giving any guarantee or providing any security in connection with any loan taken by any Director of the Company or any other person in whom the Director is interested, except with the approval of the members by way of a Special Resolution and subject to such conditions as may be prescribed.

In terms of the said provisions, a Company may, with the approval of its members by way of a Special Resolution, advance loans and/or give guarantees and/or provide securities to any person in whom any of the Directors of the Company is interested, provided that such loans are utilized by the borrowing entity for its principal business activities.

The Company, in the ordinary course of its business, may be required to extend loans and/or give guarantees and/or provide securities for and on behalf of entities in which Directors of the Company are interested. Accordingly, approval of the members is being sought to enable the Company to undertake such transactions, as and when required, in compliance with the provisions of Section 185 of the Act.

The Board of Directors is of the opinion that the aforesaid transactions are in the best interest of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

The Board of Directors recommends the **Special Resolution as set out at Item No. 8** of the Notice for approval of the Members.

By Order of the Board

Pawan Kumar Thakur
Company Secretary
Membership No. FCS 6474

Place : Kolkata
Date : 16th May, 2026

**ANNEXURE - I TO THE NOTICE**

**Details of Directors seeking appointment/re-appointment at the 50th Annual General Meeting:**

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2").

| S. No. | Particulars | Remarks |
|---|---|---|
| 1 | Name of Director | Shri Gaurav Goel |
| 2 | Father's Name | Shri Ashok Kumar Goel |
| 3 | Directors Identification Number (DIN) | 00076111 |
| 4 | Age and Date of Birth | 52 years, 24th September, 1973 |
| 5 | Date of First Appointment | 10th September, 2024 (as Non-Executive Non-Independent Director)<br>5th May, 2012 (Date of First Appointment) |
| 6 | Experience/expertise in specific functional area | Shri Gaurav Goel is the Managing Director and Vice Chairman and promoter 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 smooth functioning of its financial aspects. He was the president of Entrepreneurs Organisation (EO), Delhi Chapter. |
| 7 | Qualification | Business Management Graduation Degree from United Kingdom |
| 8 | Directorship / Chairman / CEO held in other Companies | ● Dhampur Sugar Mills Limited<br>● Goel Investments Limited<br>● Venus India Asset-Finance Private Limited<br>● Saraswati Properties Limited<br>● Ujjwal Rural Services Limited |
| 9 | Chairman / Member of the Committee of the Board of Directors of the Company, i.e., (Mangalam Cement Limited) | Stakeholder Relationship Committee<br>CSR Committee<br>Share Transfer Committee |
| 10 | Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director | Risk Management Committee<br>Audit Committee<br>Stakeholders Relationship Committee<br>CSR Committee |
| 11 | Shareholding (including shareholding as a beneficial owner) in Mangalam Cement Limited | Nil |
| 12 | No. of Board Meeting attended during the financial year 2025-26 | 2 (Two) |
| 13 | Relationship of the Director, Manager and other KMP of the Company | None |
| 14 | Listed entities from which the director has resigned in the past 3 years | Resigned from the Board of VLS Finance Limited w.e.f. 21st November, 2025 |
| 15 | Terms and conditions of appointment / re-appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 |
| 16 | Details of Remuneration last drawn (2025-26) | Refer Corporate Governance Report of the Annual Report 2025-26 |