



BK BIRLA GROUP OF COMPANIES

# MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

MCL/SEC/2024-25  
29<sup>th</sup> October, 2024

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001  
**SCRIP CODE: 502157**

The Manager  
Listing Department  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East)  
MUMBAI – 400 051  
**SCRIP SYMBOL: MANGLMCEM**

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Adoption of altered Memorandum and Articles of Association.**

Dear Sir / Madam,

With reference to our letter dated 10<sup>th</sup> September, 2024, pursuant to the Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that, Shareholders of the Company pursuant to Special Resolutions deemed to be passed through Postal Ballot on 28<sup>th</sup> October, 2024

1. Approved new Memorandum of Association in place of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013.
2. Adopted new set of Articles of Association in place of existing Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Mangalam Cement Limited

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

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**Regd. Office & Works** : P.O. Aditya Nagar-326520, Morak, Distt. Kota (Raj.) CIN : L26943RJ1976PLC001705, Telefax : 07459 - 232156  
Website : www.mangalamcement.com, E-mail : email@mangalamcement.com

**Kota Office** : Shop No. 20, 80 Feet Road, Opp. Sukhdham Colony, (Near SBI Bank) Kota - 324001 (Rajasthan)  
Mob : 9351468064, E-mail : mclcta@kappa.net.in

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## ANNEXURE-A

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

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S. No.	Changes
7	<b>No change in the existing 'Clause V'</b> 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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