BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.

MANGALAM CEMENT LTD.

MC/SEC
30th March, 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**

Sub: Minutes of the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting for Equity Shareholders

Dear Sir/Madam,

We are pleased to enclose herewith copy of the Minutes of the Hon'ble Jaipur Bench of National Company Law Tribunal (NCLT) Convened Meeting for Equity Shareholders held on 01st March, 2021.

Kindly take the same on your records.

For Mangalam Cement Limited

Manoj Kumar
Company Secretary

Encl.: as above

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ANNEXURE – "B"

MINUTES of the proceedings of the meeting of the Equity Shareholders of Mangalam Cement Limited (hereinafter referred to as the "**Transferee Company**") held in pursuance of the in terms of order dated 12th March, 2020 in CA (CAA) No.72/230/JPR/2020 as modified by an order dated 7th January, 2021 passed in connected application IA No. 427/JPR/2020 of the Hon'ble National Company Law Tribunal, Jaipur Bench ("**Tribunal**") conducted through postal ballot, remote e-voting and e-voting at the meeting held on 1st March, 2021 at 10:00 A.M through video conferencing/other audio visual means('VC/OAVM').

PRESENT:

1. Mr. Pradeep Pincha- Chairperson appointed by the Hon'bleTribunal.
   (Practicing Company Secretary)
2. Mr. Sandeep Taneja –Alternate Chairperson appointed by the Hon'ble Tribunal.
   (Advocate)
3. Mr.Yaswant Mishra- President (Corporate) and CFO of the Transferee Company
4. Mr.Manoj Kumar- Company Secretary of the Transferee Company
5. Mr. Akshit Kumar Jangid - Scrutinizer
   (Practicing Company Secretary)

And 53 Equity Shareholders entitled altogether to 7740290 Equity shares of the Transferee Company present in person or through their authorised representatives/proxies.

1. CHAIRPERSON: Mr. Pradeep Pincha, Practicing Company Secretary took the Chair in pursuance of the said order of the Hon'ble Tribunal.

2. ADJOURNMENT: The said meeting was adjourned by half an hour for want of quorum in terms of the order of the Hon'ble NCLT.

3. QUORUM: After the time given for adjournment, requisite quorum being present, the Chairperson declared the meeting properly constituted.

4. NOTICE: It was unanimously agreed that the Notice convening the meeting dated 25th January, 2021 together with the Scheme of Amalgamation and other documents sent therewith pursuant to the said order be taken as read.

5. RESOLUTION: The Chairperson referred to the Scheme of Amalgamation and explained in short the purpcse of the meeting. The following resolution was put to vote by the shareholders for their consideration:

"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**"), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters, both dated 14th February, 2020, issued by BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of Mangalam Cement Limited ("**Transferee Company**") and subject to the approval of the Jaipur Bench of the Hon'ble National Company Law Tribunal at Jaipur ("**Tribunal**") and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Transferee Company ("**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Mangalam Timber Products Limited ("**Transferor Company**") with the Transferee Company ("**Scheme**") as enclosed to the notice of the Hon'ble Tribunal convened meeting of the equity shareholders of the Transferee Company anc placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Hon'ble Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise".

6. POSTAL BALLOT/ REMOTE E-VOTING: In terms of the said in terms of order dated 12th March, 2020 in CA (CAA) No.72/230/JPR/2020 as modified by an order dated 7th January, 2021 passed in connected application IA No. 427/JPR/2020 of the Hon'ble Tribunal, the Equity Shareholders of the Transferee Company were also given the option of voting on the Scheme by postal ballot or remote e-voting during the respective voting provided therefore prior to the date of the meeting.

7. E-VOTING AT MEETING THOUGH VC/OAVM: The Chairperson put the resolution to vote by electronic means at the meeting. In terms of the said order dated 12th March, 2020 in CA (CAA) No.72/230/JPR/2020 as modified by an order dated 7th January, 2021 passed in connected application IA No. 427/JPR/2020 of the Hon'ble, Mr. Akshit Kumar Jangid, Practicing Company Secretary, acted as the Scrutinizer for the said meeting. The Chairperson informed the shareholders that only those shareholders who had not already cast their votes by remote e-voting or by postal ballot on the resolution were entitled to vote at the meeting through electronic means. At 11.33 A.M., the Chairperson declared the voting closed and instructed the Scrutinizer to proceed with the scrutiny. The meeting then concluded with a vote of thanks to the chair. After scrutiny, the Scrutinizer prepared a consolidated report on the votes cast by the Equity Shareholders of the Transferee Company by postal ballot,

remote e-voting and voting through electronic means at the meeting and submitted the same along with all papers relating to the voting to the Chairperson. After submission of the report of the Scrutinizer, the Chairperson authorized to Company Secretary of the Company to declare that the resolution had been carried by requisite majority with 1,29,30,647 votes having been cast in favour of the resolution by 114 Equity Shareholders and 7,77,284 votes having been cast against the resolution by 5 Equity Shareholders. The declaration of results was thereafter posted on the website of the Transferee Company besides being uploaded on the website of CSDL, intimated to the stock exchanges and were published in the newspapers.

CHAIRPERSON