



MANGALAM TIMBER PRODUCTS LIMITED



B K BIRLA GROUP OF COMPANIES

MTPL/SEC/2020-21

18.03.2021

✓ 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

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

Security Code : MANGTIMBER

Scrip Code: 516007

Dear Sir/Madam,

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

We are pleased to enclose herewith copy of the Minutes of the proceedings of the Hon'ble Cuttack Bench National Company Law Tribunal (NCLT) Convened Meeting for Equity Shareholders held on 27th February, 2021.

We shall request you to kindly take it on records.

Thanking you,

Yours faithfully,

For Mangalam Timber Products Limited

Priya Sharma

Priya Sharma
Company Secretary

Encl.: as above

ANNEXURE - "B"

MINUTES of the proceedings of the meeting of the Equity Shareholders of Mangalam Timber Products Limited (hereinafter referred to as the "Transferor Company") held in pursuance of the in terms of order dated 18th January, 2021 ("Order") passed in Company Application CA (CAA) No.66/CTB/2020 of the Hon'ble National Company Law Tribunal, Cuttack Bench ("Tribunal") conducted through postal ballot, remote e-voting and Poll at the venue of the meeting at the registered office premises at Village: Kusumi, P.O. & District: Nabarangpur - 764059 in the State of Odisha at 10:00 A.M.

PRESENT:

- | | | |
|---|--|--|
| 1 | Mr. Gopinath Nayak
(Practicing Company Secretary) | : Chairperson appointed by the
Hon'ble Tribunal |
| 2 | Mr. Prabhat Kumar | : Director of the Transferor Company |
| | Mr. Sanjay Kumar Mahapatra | : Scrutinizer |

38 Equity Shareholders entitled altogether to 46,37,701 Equity shares of the Transferor Company present in person or through their authorised representatives/proxies

- | | | |
|---|--------------------|--|
| 1 | CHAIRPERSON | : Mr. Gopinath Nayak, Practicing Company Secretary took the Chair in pursuance of the said order of the Hon'ble Tribunal |
| 2 | ADJOURNMENT | : The said meeting of the Equity Shareholders was adjourned by half an hour for want of quorum in terms of the said Order. However, at around 10:30 A.M., a total of 38 (thirty-eight) shareholders participated in the said meeting physically in person or by proxy or authorised representative(s). |
| 3 | QUORUM | : Requisite quorum being present, the Chairperson declared the meeting properly constituted. |
| 4 | NOTICE | : It was unanimously agreed that the Notice convening the meeting dated 22 nd 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 purpose of the meeting. The following resolution was read out and put to the shareholders for their consideration:

<i>"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, ("Act") the applicable rules, circulars and notifications made there under (including any statutory modification or re-enactment thereof for the time being in force), the provisions of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as</i> |





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), 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 Articles of Association of Mangalam Timber Products Limited ("Transferor Company") and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Cuttack ("Tribunal") and subject to such other approvals, permissions and sanctions of 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 other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Transferor 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 the Transferor Company with Mangalam Cements Limited ("Transferee Company") ("Scheme") as enclosed to the notice of the Hon'ble Tribunal convened meeting of the Equity Shareholders of the Transferor Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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."

The Chairperson invited the Equity Shareholders to propose and second the resolution. The resolution was proposed by Mr. Tapas Kr. Maity and seconded by Mr. Jiten Kr. Nanda. The Chairperson then invited the Equity Shareholders to put any questions and/or to express their views arising out of the subject before the meeting. No questions were put, or views expressed.

**6 POSTAL BALLOT/
REMOTE E-VOTING**

: In terms of the said in terms of Order of the Hon'ble Tribunal, the Equity Shareholders of the Transferor Company were also given the option of voting on the Scheme by postal ballot or remote e-voting during the respective voting period provided therefor prior

to the date of the meeting

7 POLL AT VENUE

: The Chairperson put the resolution to vote through Poll at the venue of the meeting. In terms of the said Order of the Hon'ble Tribunal, Mr. Sanjay Kumar Mahapatra, Practising Company Secretary, acted as the Scrutinizer for the said meeting who caused the ballot papers to be distributed to the Equity Shareholders present at the venue of the meeting. The Chairperson informed the Equity shareholders that only those Equity 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. At 11:30 AM, the Chairperson declared the voting closed and instructed the Scrutinizer, to take charge of the polling box and proceed with the scrutiny. After scrutiny, the Scrutinizer prepared a consolidated report on the votes cast by the Equity Shareholders of the Transferor Company by postal ballot, remote e-voting and Poll at the venue of 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 on 27th February, 2021 declared that the resolution had been carried by unanimously with 97,74,135 votes having been cast in favour of the resolution by 88 Equity Shareholders and no votes having been cast against the resolution by any Equity Shareholders. The meeting then terminated with a vote of thanks to the chair. The declaration of results was thereafter posted on the website of the Transferor Company besides being uploaded on the website of NSDL and intimated to the stock exchanges



A handwritten signature in black ink, appearing to read "Sanjay Kumar Mahapatra", written over a horizontal line.

CHAIRPERSON