



MANGALAM TIMBER PRODUCTS LIMITED



B K BIRLA GROUP OF COMPANIES

MTPL: SECT: 2018-19/
February 27, 2019

The Manager

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 : MANGTIMBER

The Manager

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

Scrip Code: 516007

Sub.: Notice for postal ballot and e-voting

Dear Sir (s),

Pursuant to the SEBI (Listing Obligations and Disclosures Requirement), Regulations, 2015, please find attached herewith copy of the Postal Ballot Notice dated 11th February, 2019 and Postal Ballot Form, for seeking approval of the shareholders of the Company by postal ballot including voting by electronic means for the following businesses as Special Resolutions:

1. Continuation of Directorship of Shri Vishwanath Chandak (DIN: 00313035), Independent and Non-Executive Director of the Company

The printed copies of the aforesaid documents have been dispatched to those Members, whose email addresses are not available with the Company / Registrar and Transfer Agent (RTA) / Depositories, by the courier at their respective registered address and have also been sent an e-mail to the Members whose e-mail addresses are registered with the Company / RTA / Depositories as on 22nd February, 2019 (the cut-off date). The copies of the Postal Ballot Notice & Postal Ballot Form are also uploaded on the Company's website: www.mangalamtimber.com

A Notice in this regard shall be published by the Company in the newspapers.

This is for your information and record.

Yours faithfully,

For MANGALAM TIMBER PRODUCTS LIMITED

Priya Sharma

PRIYA SHARMA

COMPANY SECRETARY

Encl: Above



Corporate Office : Birla Building, 10th Floor, 97/1 R. N. Mukherjee Road, Kolkata - 700 001
Phone : (O) 2243 8706/8707/8857/3293 9131/9132, Fax : (033) 2243 8709, E-Mail : admin@mangalamtimber.com
Factory & Regd. Office : Kusumi, P.O. & Dist. Nabarangpur, Pin : 764 059, Orissa (INDIA), Tel : 06858 - 222142 / 222074 / 222148
Fax : 91-06858-222042, E-mail : facdp@mangalamtimber.com

CIN : L02001OR1982PLC001101
Website : www.mangalamtimber.com



MANGALAM TIMBER PRODUCTS LIMITED



NOTICE FOR POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time, the Company is seeking the approval of the Members for the matter as considered in the special resolutions appended below, through Postal Ballot i.e.; voting by post or voting by electronic means, as the case may be.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

The Board vide its Resolution passed on 11th February, 2019 has appointed Mr. Navin Kumar Sureka, Practicing Chartered Accountant (Membership No. 062777), as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in accordance with law and in a fair and transparent manner.

The Notice is being sent to all the Members, whose names appear on the Register of Members and / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 22th February, 2019. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on 22nd February 2019, the cut-off date.

Further, the Company in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is pleased to provide members facility to exercise their right to vote on the resolutions proposed in the Postal Ballot by electronic means i.e., through remote e-voting services provided by National Securities Depository Limited (NSDL). The remote e-voting commences on 28th February, 2019 (9.00 A.M.) and ends on 29th March, 2019 (5.00 P.M.).

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form, attached herewith.

The members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 P.M.) on 29th March, 2019. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. Please note that any postal ballot form (s) received after the said date will be treated as not having been received.

The Scrutinizer will be submitting his report to the Company Secretary or in her absence, any person authorised by her, after the completion of the scrutiny of the postal ballots (physical and remote e-voting). The results will be announced by the Company Secretary of the Company or in her absence, any person authorised by her, on or before close of business hours on Saturday, 30th March, 2019 at the Registered Office of the Company at Vill: Kusumi, P.O. & Dist. Nabarangpur, Odisha - 764059. The resolutions, if passed by the members through postal ballot shall be deemed to have been passed on 29th March, 2019 being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting, as if they have been passed at a general meeting of the members. The results of the Postal Ballot will be posted on the Company's website www.mangalamtimber.com & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed.



Corporate Office : Birla Building, 10th Floor, 9/1 R. N. Mukherjee Road, Kolkata - 700 001
Phone : (O) 22438706 / 8707 / 8857 / 32939131 / 9132 | Fax : (033) 22438709 | E-mail :
admin@mangalamtimber.com
Factory & Regd. Office : Kusumi, P.O. & Dist. Nabarangpur - 764 059 Odisha (INDIA) Ph: (06858) 222142
/ 222074 / 222148 | Fax : (06858) 222042 | Email : facedp@mangalamtimber.com

CIN : L02001OR1982PLC001101
Website : www.mangalamtimber.com

ITEM NO 1: CONTINUATION OF DIRECTORSHIP OF SHRI VISHWANATH CHANDAK, INDEPENDENT AND NON-EXECUTIVE DIRECTOR

To consider and if though fit, to pass with or without modification, the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, consent of the Members be and is hereby accorded for continuation of Directorship of Shri Vishwanath Chandak (DIN: 00313035), Independent and Non-Executive Director of the Company, beyond the age of 75 years, upto the expiry of his present term as an Independent Director i.e. till conclusion of 38th Annual General Meeting of Company, on the existing terms and conditions."

By order of the Board

FOR MANGALAM TIMBER PRODUCTS LIMITED

Place: Kolkata

Date: 11th February, 2019

Priya Sharma

Company Secretary

Membership No. ACS 17251

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

Pursuant to the provisions of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Vishwanath Chandak (DIN: 00313035), was appointed as Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years i.e. from the conclusion of the Company's 33rd Annual General Meeting to the conclusion of Company's 38th Annual General Meeting in line with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013. He has attained the age of 75 years, approval from the Members by way of a Special Resolution is required to enable him to continue as Director of the Company.

Shri Vishwanath Chandak (DIN: 00313035) joined Eastern SPG. Mills & Ind Ltd., the first industrial venture of Late Aditya V. Birla, and worked there as President with him for 35 years and then continued with Shri K.M. Birla for 6 years till retirement in the year 2000. During his period he set up various new units. He was again called by the management to take charge of Kesoram Rayon, a unit under Kesoram Inds. Ltd., and worked there as President for two years under Shri B.K. Birla.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as Annexure A.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and his relatives are concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors, considering his rich and versatile experience and meaningful participation/discussions in the Board process, is of the opinion that the continuance of said Independent Director on the Board of the Company is necessary and recommends the Special Resolution(s) set out at item no. 1 of the Notice for approval by the Members.

ANNEXURE A TO ITEM NO.1

SN	Nature of Information	Item No. 1 of Notice
1	Name	Shri VishwanathChandak
2	Date of Birth / Age	7th September, 1937/ 81 years
3	Nationality	Indian
4	Date of First Appointment	3rd July, 2017
5	Qualification	B.com from St. Xavier's College, Kolkata M.Com and LLB from University of Calcutta
6	Experience and Nature of expertise in specific functional area	Shri VishwanathChandak (DIN: 00313035) joined Eastern SPG. Mills &Ind Ltd., the first industrial venture of Late Aditya V. Birla, and worked there as President with him for 35 years and then continued with Shri K.M. Birla for 6 years till retirement in the year 2000. During his period he set up various new units. He was again called by the management to take charge of Kesoram Rayon, a unit under KesoramInds. Ltd., and worked there as President for two years under Shri B.K.Birla.
7	Experience	
8	Relationships between Directors / KMP inter-se	Nil
9	Shareholding in the Company	Nil
10	No. of Board meetings attended during FY 17-18	3 out of 5 Board Meetings
11	Directorship in other Companies (except Mangalam Timber Products Ltd)	Ganesha Ecosphere Ltd. Wellman Poly Fibre Producers Pvt. Ltd. Eastern Textiles Pvt. Ltd. Astha Business Pvt. Ltd. Dialnet Communication Ltd.
12	Chairmanship / Membership of Committee of Board of Directors of the Company	
13	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil
14	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	No changes in the existing terms and conditions
15	Remuneration last drawn, if any (FY 2017-18)	Sitting Fees : Rs. 22,500

INSTRUCTIONS

Member(s) can opt only for one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote e-voting, then do not vote by Physical Ballot and vice versa. In case a Member votes through remote e-voting facility as well as sends his/her vote through physical ballot, the vote cast through remote e-voting shall only be considered and the voting through physical ballot shall be treated as invalid. Electronic copy of the Postal Ballot Notice inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent to all the members whose email ID's are registered with the Company/Depository Participant for the communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the postal ballot inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent in the permitted mode.

The instructions for e-voting are appended herein below. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions provided under section "the process and manner of re-mote e-voting."

THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER :

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file viz." MTPL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "MangalamTimber Products Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to senguptask@cbmsl.com with a copy marked to evoting@nsdl.co.in
- II. In case of Members receiving Postal Ballot Form by post.
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



MANGALAM TIMBER PRODUCTS LIMITED



POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

1. Name and Registered address :
of the Shareholder(s) (in block letters)
2. Names(s) of the joint-holders (s).if any :
3. Folio number/ DP ID & Client ID No * :
(* Applicable to investors holding
shares in dematerialized form)
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the RESOLUTIONS to be passed through postal ballot for the business stated in the Notice dated 11thFebruary, 2019 of the Company by sending my / our Assent or Dissent to the said resolutions by placing a tick mark at the appropriate box below:

Item No.	Brief Description of Resolution(s)	No. of Shares	Please Place the tick (✓) at the appropriate place	
			Assent (FOR)	Dissent (AGAINST)
1	Continuation of Directorship of Shri Vishwanath Chandak, Independent Director			

Place:

Date:

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN



Corporate Office : Birla Building, 10th Floor, 9/1 R. N. Mukherjee Road, Kolkata - 700 001
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Fax : 91-06858-222042, E-mail : facedp@mangalamtimber.com

CIN : LQ2001OR1882PLC001101
Website : www.mangalamtimber.com

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

- i) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 29th March, 2019 (5.00 P.M.). However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
- ii) The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
- iii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other Form or photo copy of the form is permitted. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No.(i) above.
- iv) This Postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company/Depository Participant.
- v) Incomplete, unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
- vi) In case the shares are held by body corporates, trusts, etc., duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with the attested specimen signature of the Authorised signatories.
- vii) Members are requested not to send any other paper (other than Board Resolution / Authorisation as mentioned in the Sl. No.(vi)above) along with the postal ballot form in the enclosed self-addressed business reply envelope addressed to the scrutinizer. If any extraneous paper is found in such envelope, it would be discarded by the scrutinizer.
- viii) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- ix) In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
- x) Duly completed postal ballot forms should reach the Scrutiniser not later than the close of working hours (5.00 P.M.) on 29th March, 2019. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
- xi) Votes in a postal ballot cannot be exercised by a proxy.

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