



MANGALAM CEMENT LTD.

Adityanagar- 326520, Morak, Dist. Kota, Rajasthan
Ph: +91-07459-233127, Fax: +91-07459-232036, Email: shares@mangalamcement.com

NOTICE FOR POSTAL BALLOT

Dear Member(s),

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 293(1)(a) of the Companies Act, 1956, sale, lease or otherwise disposal of the whole or substantially the whole of any undertaking of the Company requires the approval of Members by way of an Ordinary Resolution:

The company proposes to make Authorisation to create charge/mortgage on the assets of the Company pursuant to Section 293(1)(a) of the Companies Act, 1956.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the members under section 293(1)(a) of the Companies Act, 1956 is required to be obtained by means of voting by Postal Ballot. The proposed Ordinary Resolution and Explanatory Statement stating all material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration. The Company has appointed Mr. Pradeep Pincha, Company Secretary in whole time Practice as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed in all respects, in the enclosed self addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer on or before the close of the working hours on Tuesday, the 24th day of September, 2013

The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Monday, the 30th day of September, 2013 at the Registered Office of the Company Adityanagar - 326520, Morak, Dist, Kota, Rajasthan.

ORDINARY RESOLUTION

To consider and, if thought fit, to give assent or dissent to the following resolution as an Ordinary Resolution through postal ballot:

"RESOLVED THAT the consent of the company be and is hereby accorded in terms of section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company or any Committee thereof ("the Board"), to hypothecate, mortgage, create lien and/or all other encumbrances in addition to the mortgages/charges etc. already created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms on all or on any of the movable and/or immovable properties of the Company, both present and future, and/or on the whole or any part of the undertaking(s) of the Company as the Board may determine to secure the sum of money borrowed or to be borrowed aggregating to Rs. 1000.00 Crore (Rupees One Thousand Crore only) by the Company from Banks and other Institutions etc.;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute such agreements, deeds, documents, instruments and writings including, without limitation, Debenture Trust Deeds, Promissory Notes, Deposit Receipts, for creating the aforesaid mortgage and/or hypothecation, charge and other encumbrances, if any, by the Company and to do all such acts, deeds, and things as may be deemed necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the aforesaid resolution shall supersede all the earlier Resolution passed in this behalf pursuant to the provisions of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956."

BY ORDER OF THE BOARD

PLACE : ADITYANAGAR
DATE : 06th August, 2013

SWADESHAGRAWAL
COMPANY SECRETARY