NOTES:

1. Explanatory Statement pursuant to section 173(2) and 192A of the Companies Act, 1956, stating all the material facts and reasons for the proposed Ordinary Resolution is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 16th August, 2013.
3. As required by Rule 3C of the Companies (passing of the resolution by Postal Ballot) Rules 2011, Details of dispatch of Notice and Postal Ballot Paper to the member will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in the State in which the Registered office of the company is situated.
4. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012, of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the member of the Company. For this purpose the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. E-voting is optional for members. The member who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form http://www.evotingindia.com or http://www.mangalamcement.com.

The procedure and instructions for the same are as follows:

i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
ii. Now click on "Shareholders" tab to cast your votes
iii. Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "MANGALAM CEMENT LIMITED" from the drop down menu and click on "SUBMIT"
iv. Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID	Folio Number registered with the Company
Password • For members whose email addresses are registered with the Company / Depository Participants	• Enter your existing password in case you have voted before on CDSL's e-voting system. • Enter the unique password mentioned in the email vide which the postal ballot Notice has been emailed to you in case you are using the CDSL's e-voting system for the first time	Enter the unique password mentioned in the email vide which the Postal Ballot Notice has been emailed to you
• For members whose email addresses are not registered with the Company / Depository Participants	• Enter your existing password in case you have voted before on CDSL's e-voting system. • Enter the unique password printed on your postal ballot Form in case you are using the CDSL's e-voting system for the first time.	Enter the unique password printed on your Postal Ballot Form.
PAN No.*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.	

** Members who have not updated their PAN are requested to use the default numbers: 12345 in the PAN field or use physical Postal Ballot Form for voting.*

v. After entering these details appropriately, click on "SUBMIT".
vi. Members holding shares in Physical form will then reach directly to the voting screen.
vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
ix. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
x. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
xii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
xiii. Corporate/Institutional Members (corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to helpdesk.evoting@cdslindia.com and the Scrutinizer's email id at ppincha@gmail.com for sending of Board Resolution.
xiv. If you wish to provide feedback on the e-voting system click on 'Suggestions'. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

5. Members who have registered their email id for the receipt of documents of electronic mode under the green initiative of Ministry of Corporate affairs are being sent notice of postal ballot by email and others are sent by post along with postal ballot form. Members who have received postal ballot notice by email and wish to vote through physical postal ballot forms can download postal ballot form from the link http://www.evotingindia.com or http://www.mangalamcement.com or seek duplicate postal ballot forms from the registered office from the company at Aditya Nagar - 326520, Morak, Dist. Kota, Rajasthan, fill in the details and send the same to the scrutinizer.
6. Kindly note that the members can opt only one mode of voting that is either by physical ballot or e Voting. If you are opting for e voting, then do not vote by physical ballot and vice versa. However in case member has voted in both then voting done through valid physical ballot shall prevail and voting done by e voting will be treated as invalid.
7. The company has appointed Mr. Pradeep Pincha, PCS, as a scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.
8. You are requested to carefully read the instructions printed in the postal ballot form and return the form (no other form or photocopy is permitted) duly completed, in the enclosed prepaid self addressed business reply envelop, so as to reach the scrutinizer at the address of the company as printed on the said prepaid envelop on or before the close of working hours (5.30p.m) on Tuesday, the 24th day of September, 2013.
9. In cases where the postal ballot form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
10. The postal ballot forms received after this date treated as if reply from the members has not been received.
11. The scrutinizer will submit his report addressed to the board of directors of the company, to any of the directors of the company or the person authorised by the Board of Directors of the company, after completion of scrutiny of postal ballot in a fair and transparent manner. The results of the postal ballot will be announced by a director of the company or by the person authorised as aforesaid, on Monday, the 30th day of September, 2013 at Aditya Nagar-326520, Morak, Dist. Kota, Rajasthan and will also be published in the newspapers and communicated to the stock exchanges where the company's shares are listed. The results of the postal ballot will also be displayed on the company's website www.mangalamcement.com.
12. The Board of Directors has appointed Mr. K. C. Jain, Director and Mr. Swadesh Agrawal, Company Secretary of the company as the person responsible for the entire postal ballot process.
13. Documents specifically stated in the explanatory statement are open for inspection at the registered office of the company between 2 pm and 5pm on all working days (except Saturdays, Sundays and public holidays) upto the date of announcement of result of postal ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) OF THE COMPANIES ACT, 1956

In order to facilitate the expansion and diversification of the Business of the company, the Company for its capital expenditure and working capital requirements intends to borrow money by way of Rupee Term Loan/Foreign Currency Loan/Working Capital limits and/or any other means from Financial Institutions/NBFCs/Lenders/ Commercial Banks etc. The said borrowing shall be required to be secured as first charge and/or subsequent charge by way of mortgage and/or hypothecation etc. on whole or substantially the whole of the movable and immovable properties of the company, both present and future.

In terms of Section 293 (1)(a) of the Companies Act, 1956, the Board of Directors shall not, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking; except with the consent of the members of the Company in General Meeting. As creation of mortgage, charge/security on the whole or substantially the whole assets of the Company for the purpose of borrowing money by way of Rupee Term Loan/Foreign Currency Loan/Working Capital limits and/or any other means from Financial Institutions/NBFCs/Lenders/ Commercial Banks etc may be deemed as disposal of the whole or substantially whole assets of the Company's,

The said matter requires approval of the members of the company by way of passing of Ordinary Resolution and being a Listed entity the said matter also attracts the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011.

Hence the Board recommends the Resolution and sought your approval by voting by postal ballot in terms of the provisions of Section 293(1)(a) of the Companies Act, 1956 & Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors is concerned or interested in the said Resolution except to the extent of shares held by them in the Company.

BY ORDER OF THE BOARD

PLACE : ADITYA NAGAR

SWADESH AGRAWAL
COMPANY SECRETARY