



BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

MC/SEC

March 02, 2021

BSE Ltd.

Phiroze Jeejebhoy Towers
Dalal Street,
Mumbai - 400 001

Security Code: **502157**

National Stock Exchange of India Ltd.

"Exchange Plaza", 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Security Code: **MANGLMCEM**

Sub: Submission of Voting Result along with Scrutinizer's Report for the Hon'ble NCLT Convened Meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors, under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is to inform you that the Hon'ble NCLT Convened meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company were held on Monday, the 01st March, 2021 at 10.00 A.M. (IST), 12:00 NOON (IST) and 2:30 P.M. (IST) respectively through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM") to transact the businesses as stated in the Notice dated 25th January, 2021, convening the Meetings. In this regards, we hereby submit:

1. Voting results and Scrutinizer's report for the meeting of the Equity shareholders pursuant to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's report for the meeting of the Secured creditors.
3. Scrutinizer's report for the meeting of the Unsecured creditors.

The resolution for approval of the Scheme was adopted by the requisite majority of the equity shareholders and unanimously by the secured and unsecured creditors.

Kindly take the above on records.

Thanking You,

**Yours faithfully,
For Mangalam Cement Limited**

Manoj
**Manoj Kumar
Company Secretary**



Encl.: as above

Regd. Office & Works : P.O. Aditya Nagar-326520, Morak, Distt. Kota (Raj.) CIN : L26943RJ1976PLC001705, Telefax : 07459 - 232156
Website : www.mangalamcement.com, E-mail : email@mangalamcement.com

Kota Office : Shop No. 20, 80 Feet Road, Opp. Sukhdham Colony, (Near SBI Bank) Kota - 324001 (Rajasthan)
Mob : 9351468064 / 9351468055 / 9351468445, E-mail : mckta@kappa.net.in

Delhi Office : 153, Leela Building (GF), Okhla Indl. Estate, Phase-III, New Delhi - 110020
Tel. No. : 011- 43539132, 43539133, 43539137 Fax : 011- 23421768
E-mail : delhi.purchase@mangalamcement.com, delhi.marketing@mangalamcement.com

Jaipur Office : 2nd Floor, Geejgarh Tower, Hawa-Sarak, Jaipur - 302 006 (Rajasthan)
Tel. : 0141 - 2218933, 2218931, E-mail : jaipur.marketing@mangalamcement.com



B.K. BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.



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VOTING RESULTS

(Pursuant to Clause 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Date of Hon'ble NCLT Convened Meeting of Equity Shareholders	:	01st March, 2021
Total Number of Shareholders on cut-off date	:	18,875
No. of Shareholders present in the meeting either in person or through Proxy: -		
Promoters and Promoter Group	:	N.A.
Public	:	N.A.
No. of Shareholders attended the meeting through Video Conferencing: -		
Promoters and Promoter Group	:	7
Public	:	46

Details of Agenda of Equity Shareholders Meeting

Item Nos.	Brief Particulars of Resolution	Type of Resolution	Mode of Voting for Equity Shareholders Meeting
1	Considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation ("Scheme") of Mangalam Timber Products Limited ("Transferor Company") with the Mangalam Cement Limited ("Transferee Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").	Special	Postal Ballot, Remote E-Voting & E-voting system during Meeting

Remote E-voting Period for Equity Shareholder meeting: Commenced on 9.00 AM (IST) at January 30, 2021
Ended on 05.00 PM (IST) at February 28, 2021

Last date for receiving postal ballot for Equity Shareholder Meeting was 28th February, 2021 at 5.00 PM (IST)

Voting through E-voting System was conducted during the meeting on March 01, 2021.



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BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

Agenda

Considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation ("Scheme") of Mangalam Timber Products Limited ("Transferor Company") with the Mangalam Cement Limited ("Transferee Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	64,03,360	63,07,820	98.5080	63,07,820	-	100.00	-
	E-voting during Meeting		-	-	-	-	-	-
	Postal Ballot		85,000	1.3274	85,000	-	100.00	-
	Total		63,92,820	99.8354	63,92,820	-	100.00	-
Public-Institutions	Remote E-voting	19,93,523	7,66,567	38.4529	-	7,66,567	-	100.00
	E-voting during Meeting		8,08,400	40.5513	8,08,400	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		15,74,967	79.0042	8,08,400	7,66,567	51.33	48.67
Public-Non Institutions	Remote E-voting	1,82,96,897	55,13,803	30.1352	55,03,086	10,717	99.81	0.19
	E-voting during Meeting		25,741	0.1407	25,741	-	100.00	-
	Postal Ballot		2,00,600	1.0964	2,00,600	-	100.00	-
	Total		57,40,144	31.3722	57,29,427	10,717	99.81	0.19
Total		2,66,93,780	1,37,07,931	51.3525	1,29,30,647	7,77,284	94.33	5.67



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Tel. : 0141 - 2218933, 2218931, E-mail : jaipur.marketing@mangalamcement.com

AKSHIT KUMAR JANGID
Practicing Company Secretary
108, Shree Mansion, G-23, Kamla Marg,
C-Scheme, Jaipur -302 001 (Rajasthan)
Mob. No. 77371 96496
e-Mail: akshitjangid@gmail.com

CONSOLIDATED REPORT OF SCRUTINIZER

To
Mr. Pradeep Pincha
Chairperson appointed for the meeting of the Equity Shareholders of Mangalam Cement Limited convened by the National company law Tribunal, Jaipur Bench pursuant to the order dated 12 March, 2020 in CA (CAA) No. 72/230/JPR/2020 as modified by an order dated 07 January, 2021 passed in connected application IA No. 427/JPR/2020.

Sub: Consolidated report of Scrutinizer on voting through Postal Ballot, remote e-voting and e-voting during the Meeting of Equity Shareholders of Mangalam Cement Limited ("the Company") convened by the National Company Law Tribunal, Jaipur Bench ("NCLT") as held on Monday, 01st March, 2021 at 10:00 a.m. (hereinafter referred to as "Meeting") through video conferencing(VC)/other audio visual means (OAVM).

Dear Sir,

I, Akshit Kumar Jangid, Practising Company Secretary, was appointed by the Hon'ble Jaipur Bench of National Company Law Tribunal ("NCLT") vide its 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 as Scrutinizer for the purpose of conducting postal ballot, voting through remote e-voting and e-voting at the meeting through VC/OAVM at the meeting of the Equity Shareholders of Mangalam Cement Limited ("the Company") held on Monday, 01st March, 2021 at 10:00 A.M. on the resolution seeking approval of equity shareholders to the proposed Scheme of Amalgamation among Mangalam Timber Products Limited, the Company and their respective shareholders and creditors in terms of the Notice dated 25th January, 2021 convening the meeting.

The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 read-with the Rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs (MCA') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and National Company Law Tribunal ("NCLT") said orders relating to postal ballot, voting through remote e-voting and e-voting at the meeting through VC/OAVM by the shareholders of the Company on the Resolution contained in the Notice dated 25th January, 2021.

Page 1 of 4



AKSHIT KUMAR JANGID

Practicing Company Secretary

108, Shree Mansion, G-23, Kamla Marg,

C-Scheme, Jaipur -302 001 (Rajasthan)

Mob. No. 77371 96496

e-Mail: akshitjangid@gmail.com

My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the agency engaged to provide facilities for remote e-voting and e-voting at the meeting through VC/OAVM.

In connection to above, I submit my report as under:

- The voting period for Postal Ballot and remote e-Voting facility was made available from Saturday, the 30th day of January, 2021 from 9:00 A.M. (IST) till Sunday, the 28th day of February, 2021 at 5:00 P.M. (IST) for the person(s), whose name is recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the cut-off date i.e. 31st day of December, 2020.
- At the meeting of the Company held on 1st March, 2021, the Chairman of the Meeting informed the members present at the Meeting to cast their votes by e-voting during the meeting, who could not participate through remote e-voting and postal ballot process.
- After the conclusion of the meeting of the Company a final electronic report containing the data of remote e-Voting and e-voting during the meeting was generated through CDSL's website www.evotingindia.com in presence of two witnesses viz. Mr. Lokesh Sharma and Ms. Anushree Khunteta who are not in the employment of the Company.
- I have received the Postal Ballot forms from the members during the period starting from Saturday, the 30th day of January, 2021 from 9:00 A.M. (IST) till Sunday, the 28th day of February, 2021 at 5:00 P.M. (IST). All the Postal Ballot forms received upto 5.00 p.m. on Sunday, the 28th day of February, 2021 (IST) being the last date fixed by the Company for receipt of Postal Ballot were considered for my scrutiny.
- I have relied on information provided by CDSL, MAS Services Limited being the Registrar and Share Transfer Agent, and the Company in relation to details of shareholders and their respective voting details.



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AKSHIT KUMAR JANGID

Practicing Company Secretary

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e-Mail: akshitjangid@gmail.com

- The voting through postal ballot, remote e-voting and e-voting during the meeting at the NCLT convened Meeting of Equity Shareholders was conducted to consider, and if thought fit, to pass the following resolution with requisite majority:

“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 and 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”.



Page 3 of 4



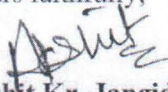
AKSHIT KUMAR JANGID
Practicing Company Secretary
108, Shree Mansion, G-23, Kamla Marg,
C-Scheme, Jaipur -302 001 (Rajasthan)
Mob. No. 77371 96496
e-Mail: akshitjangid@gmail.com

On scrutiny, I report on the result of the voting through postal ballot, remote e-voting and e-voting during the meeting as under:

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes No. of shares
	No. of shares	Percentage	No. of shares	Percentage	
Remote E-voting	1,18,10,906	86.161	7,77,284	5.670	--
e-voting during the meeting	8,34,141	6.085	--	--	--
Postal Ballot	2,85,600	2.083	--	--	--
TOTAL	1,29,30,647	94.330	7,77,284	5.670	--

All relevant records of voting through postal ballot, remote e-voting and e-voting during the meeting were handed over by me to the Chairperson of the meeting.

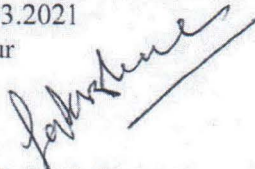
Thanking you,
Yours faithfully,

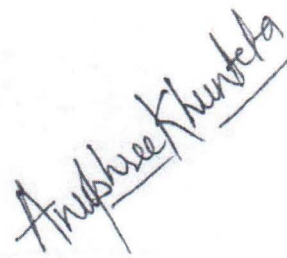

Akshit Kr. Jangid
Practicing Company Secretary
ICSI M. No.: ACS 44537
ICSI C. P. No.: 16300



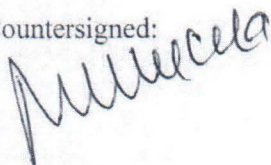
UDIN: A044537B003968644
Dated: 02.03.2021
Place: Jaipur

Witness:


1. **Lokesh Sharma**
Jaipur


2. **Anushree Khunteta**
Jaipur

Countersigned:





AKSHIT KUMAR JANGID
Practicing Company Secretary
108, Shree Mansion, G-23, Kamla Marg,
C-Scheme, Jaipur -302 001 (Rajasthan)
Mob. No. 77371 96496
e-Mail: akshitjangid@gmail.com

CONSOLIDATED REPORT OF SCRUTINIZER

To

Mr. Pradeep Pincha

Chairperson appointed for the meeting of the Secured Creditors of Mangalam Cement Limited convened by the National company law Tribunal, Jaipur Bench pursuant to the order dated 12 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.

Sub: Consolidated report of Scrutinizer on voting through remote e-voting and e-voting during the Meeting of Secured Creditors of Mangalam Cement Limited ("the Company") convened by the National Company Law Tribunal, Jaipur Bench ("NCLT") as held on Monday, 01st March, 2021 at 12.00 Noon (hereinafter referred to as "Meeting") through video conferencing(VC)/other audio visual means (OAVM).

Dear Sir,

I, Akshit Kumar Jangid, Practising Company Secretary, was appointed by the Hon'ble Jaipur Bench of National Company Law Tribunal ("NCLT") vide its 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 as Scrutinizer for the purpose of e-voting process at the meeting of the Secured Creditors of Mangalam Cement Limited ("the Company") held on Monday, 01st March, 2021 at 12.00 Noon on the resolution seeking approval of Secured Creditors to the proposed Scheme of Amalgamation among Mangalam Timber Products Limited, the Company and their respective shareholders and creditors in terms of the Notice dated 25th January, 2021 convening the meeting.

The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 read-with the Rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs (MCA') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and National Company Law Tribunal ("NCLT") said orders relating to voting through remote e-voting and e-voting at the meeting through VC/OAVM by the secured creditors of the Company on the Resolution contained in the Notice dated 25th January, 2021.



Page 1 of 4



AKSHIT KUMAR JANGID

Practicing Company Secretary

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My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged to provide facilities for remote e-voting and e-voting at the meeting through VC/OAVM.

In connection to above, I submit my report as under:

- The voting period for remote e-Voting facility was made available from Wednesday, the 24th day of February, 2021 from 9:00 A.M. (IST) till Sunday, the 28th day of February, 2021 at 5:00 P.M. (IST). The cut-off date for determining the eligibility of said secured creditor was 31st December, 2020.
- At the meeting of the Company held on 1st March, 2021, the Chairman of the Meeting informed the Secured Creditors present at the Meeting to cast their votes by e-voting during the meeting, who could not participate through remote e-voting.
- After the conclusion of the meeting of the Company a final electronic report containing the data of remote e-Voting and e-voting during the meeting was generated through CDSL's website www.evotingindia.com in presence of two witnesses viz. Mr. Lokesh Sharma and Ms. Anushree Khunteta who are not in the employment of the Company.
- I have relied on information provided by CDSL, MAS Services Limited being the Registrar and Share Transfer Agent, and the Company in relation to details of secured creditors and their respective voting details.
- The voting through remote e-voting and e-voting during the meeting at the NCLT convened Meeting of Secured Creditors was conducted to consider, and if thought fit, to pass the following resolution with requisite majority:



Page 2 of 4



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“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 and 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”.



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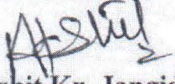
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Mob. No. 77371 96496
e-Mail: akshitjangid@gmail.com

On scrutiny, I report on the result of the voting through remote e-voting and e-voting during the meeting as under:

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Value of debt	Percentage	Value of debt	Percentage	Value of debt
Remote E-voting	6,12,74,58,574	100	--	--	--
e-voting during the meeting	--	--	--	--	--
TOTAL	6,12,74,58,574	100	--	--	--

All relevant records of remote e-voting and e-voting during the meeting were handed over by me to the Chairperson of the meeting after its conclusion.

Thanking you,
Yours faithfully,


Akshit Kr. Jangid
Practicing Company Secretary
ICSI M. No.: ACS 44537
ICSI C. P. No.: 16300



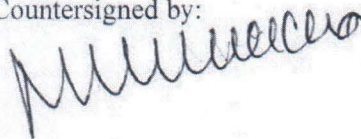
UDIN: A044537B003969062
Dated: 02.03.2021
Place: Jaipur

Witness:

1. **Lokesh Sharma**
Jaipur

2. **Anushree Khunteta**
Jaipur

Countersigned by:





AKSHIT KUMAR JANGID
Practicing Company Secretary
108, Shree Mansion, G-23, Kamla Marg,
C-Scheme, Jaipur -302 001 (Rajasthan)
Mob. No. 77371 96496
e-Mail: akshitjangid@gmail.com

CONSOLIDATED REPORT OF SCRUTINIZER

To

Mr. Pradeep Pincha

Chairperson appointed for the meeting of the Unsecured Creditors of Mangalam Cement Limited convened by the National company law Tribunal, Jaipur Bench pursuant to the order dated 12 March, 2020 in CA (CAA) No. 72/230/JPR/2020 as modified by an order dated 7 January, 2021 passed in connected application IA No. 427/JPR/2020.

Sub: Consolidated report of Scrutinizer on voting through remote e-voting and e-voting during the Meeting of Unsecured Creditors of Mangalam Cement Limited ("the Company") convened by the National Company Law Tribunal, Jaipur Bench ("NCLT") as held on Monday, 01st March, 2021 at 2.30 P.M. (hereinafter referred to as "Meeting") through video conferencing(VC)/other audio visual means (OAVM).

Dear Sir,

I, Akshit Kumar Jangid, Practising Company Secretary, was appointed by the Hon'ble Jaipur Bench of National Company Law Tribunal ("NCLT") vide its 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 as Scrutinizer for the purpose of e-voting process at the meeting of the Unsecured Creditors of Mangalam Cement Limited ("the Company") held on Monday, 01st March, 2021 at 2.30 P.M. on the resolution seeking approval of Unsecured Creditors to the proposed Scheme of Amalgamation among Mangalam Timber Products Limited, the Company and their respective shareholders and creditors in terms of the Notice dated 25th January, 2021 convening the meeting.

The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 read-with the Rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs (MCA) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and National Company Law Tribunal ("NCLT") said orders relating to voting through remote e-voting and e-voting at the meeting through VC/OAVM by the unsecured creditors of the Company on the Resolution contained in the Notice dated 25th January, 2021.



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AKSHIT KUMAR JANGID

Practicing Company Secretary

108, Shree Mansion, G-23, Kamla Marg,

C-Scheme, Jaipur -302 001 (Rajasthan)

Mob. No. 77371 96496

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My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the agency engaged to provide facilities for remote e-voting and e-voting at the meeting through VC/OAVM.

In connection to above, I submit my report as under:

- Central Depository Services Limited (herein after referred to as "CDSL") was appointed as the agency to provide the remote e-Voting facility to the Unsecured Creditors of the Company.
- The voting period for remote e-Voting facility was made available from Wednesday, the 24th day of February, 2021 from 9:00 A.M. (IST) till Sunday, the 28th day of February, 2021 at 5:00 P.M. (IST). The cut-off date for determining the eligibility of said unsecured creditors was 31st December, 2020.
- At the meeting of the Company held on 1st March, 2021, the Chairman of the Meeting informed the Unsecured Creditors present at the Meeting to cast their votes by e-voting during the meeting, who could not participate through remote e-voting.
- After the conclusion of the meeting of the Company a final electronic report containing the data of remote e-Voting and e-voting during the meeting was generated through CDSL's website www.evotingindia.com in presence of two witnesses viz. Mr. Lokesh Sharma and Ms. Anushree Khunteta who are not in the employment of the Company.
- The voting through remote e-voting and e-voting during the meeting at the NCLT convened Meeting of Unsecured Creditors was conducted to consider, and if thought fit, to pass the following resolution with requisite majority:



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“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 and 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”.



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AKSHIT KUMAR JANGID**Practicing Company Secretary**

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On scrutiny, I report on the result of the voting through remote e-voting and e-voting during the meeting as under:

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Value of debt	Percentage	Value of debt	Percentage	Value of debt
Remote E-voting	1,03,63,52,229	100	--	--	--
e-voting during the meeting	--	--	--	--	--
TOTAL	1,03,63,52,229	100	--	--	--

All relevant records of remote e-voting and e-voting during the meeting were handed over by me to the Chairperson of the meeting after its conclusion.

Thanking you,
Yours faithfully,


Akshit Kr. Jangid
Practicing Company Secretary
ICSI M. No.: ACS 44537
ICSI C. P. No.: 16300

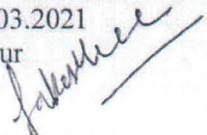


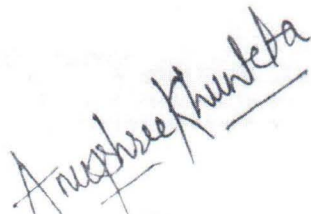
UDIN: A044537B003969141

Dated: 02.03.2021

Place: Jaipur

Witness:


1. **Lokesh Sharma**
Jaipur


2. **Anushree Khunteta**
Jaipur

Countersigned by:

