



BK BIRLA GROUP OF COMPANIES

# MANGALAM CEMENT LTD.



MANGALAM CEMENT LTD.

MC/SEC  
March 01, 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**


Dear Sir/Madam,

**Re: Proceedings of the Meeting of Unsecured Creditors held on 01st March, 2021 in terms of the directions passed by the Hon'ble National Company Law Tribunal, Jaipur Bench on March 12, 2020 in CA(CAA) No.72/230/JPR/2020 with respect to proposed amalgamation of Mangalam Timber Products Limited (Transferor) into Mangalam Cement Limited (Transferee)**

In terms with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with Para A of Schedule III of the Listing Regulations, please find enclosed the summary of proceedings of the *Meeting of the Unsecured Creditors* of Mangalam Cement Limited held on Monday, the 01st March, 2021 at 2.30 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") at the Registered Office of the Company situated at P. O. Aditya Nagar, Morak-326520, Dist. Kota, Rajasthan, pursuant to and in terms with the order dated March 12, 2020 passed by Hon'ble National Company Law Tribunal, Jaipur in CA(CAA) No.72/230/JPR/2020 modified by an order dated January 07, 2021 in IA No. 427/JPR/2020 (hereinafter collectively referred to as the "**Orders**"), for the purpose of 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 Mangalam Cement Limited ("**Transferee Company**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

This is for your information and records.

Yours faithfully,  
For: Mangalam Cement Limited

  
Manoj Kumar  
Company Secretary  
Enc.: 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 : mclcta@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** : 2<sup>nd</sup> Floor, Geejgarh Tower, Hawa-Sarak, Jaipur - 302 006 (Rajasthan)  
Tel. : 0141 - 2218933, 2218931, E-mail : jaipur.marketing@mangalamcement.com

## **Summary of Proceedings of the NCLT Convened Meeting of Unsecured Creditors of Mangalam Cement Limited**

### **1. Date, Time and Venue of the Meeting:**

Pursuant to order dated March 12, 2020 passed by Hon'ble National Company Law Tribunal, Jaipur Bench (hereinafter "NCLT") in CA(CAA) No.72/230/JPR/2020 modified by an order dated January 07, 2021 in IA No. 427/JPR/2020, a Meeting of Unsecured Creditors of Mangalam Cement Limited was held on Monday, 01st March, 2021 at 2:30 P.M. (IST) through Video Conferencing("VC") / Other Audio Visual Means ("OAVM") at the Registered Office of the Company situated at P. O. Aditya Nagar, Morak-326520, Dist. Kota, Rajasthan.

The meeting concluded at 3.28 p.m. on same day.

### **2. Proceedings in Brief:**

Manoj Kumar, Company Secretary of the Company, welcomed Shri Pradeep Pincha, Practicing Company Secretary being the Chairman appointed by Hon'ble NCLT, Shri Akshit Kumar Jangid, Practicing Company Secretary, ACS-44537 appointed by the Hon'ble NCLT as, the Scrutinizer and other panellist(s) and also informed the Unsecured Creditors, the procedure for raising any query during the meeting. Thereafter he requested the Learned Chairman for the meeting to take the Chair.

Shri Pradeep Pincha, Ld. Chairman took the Chair and informed about his location of joining the meeting and also welcomed the Unsecured Creditors, who had joined the meeting and also introduced the other panellist(s) of the meeting and requested to all other panellist(s) to introduce themselves.

The Ld. Chairman informed that in due compliance of the said order dated March 12, 2020 to be read with further order dated January 07, 2021 and relevant Circulars issued by the Ministry of Corporate Affairs and SEBI, the meeting of the Unsecured Creditors of the Company is being held through Video Conferencing / Other Audio Visual Means.

Considering that the Unsecured Creditors present at the said Meeting did not constitute the quorum required under Order dated March 12, 2020, the meeting was adjourned for half an hour by the Ld. Chairman. The Ld. Chairman further requested the Unsecured Creditors already present to continue with the meeting

After adjournment of the meeting for half an hour, the Ld. Chairman retook the Chair and informed to the audience that since necessary quorum of 25% in both value term and number wise of total Unsecured Creditors of the Company as on 31st December, 2020 (cut-off date) were not present, the Unsecured creditors present will be deemed as necessary quorum. The Ld. Chairman declared the meeting as duly convened and further informed that the meeting can proceed to transact the business mentioned in the notice dated 25th January, 2021.

The Ld. Chairman informed that Copy of Notice along with copy of Scheme and all other annexures and relevant paper have already been dispatched through e-mails to those Unsecured Creditors, whose e-mail ids were registered with Company and through courier to the balance Unsecured Creditors. Thereafter, the Ld. Chairman with the permission of the Unsecured Creditors took the notice dated 25th January, 2021 as read.

For Mangalam Cement Ltd.

  
Company Secretary



The Ld. Chairman informed that pursuant to and in terms of the order dated March 12, 2020 passed by the Hon'ble NCLT and further modified by order dated January 07, 2021 and all other relevant provision of the Companies Act, 2013 read with the prescribed rules, the Company had provided facility of remote e-voting and e-voting during the meeting through CDSL System to all the persons constituting Unsecured Creditors of the Company as on 31st December, 2020 (Cut-off date).

The Ld. Chairman further informed the attendees, that the remote e-voting period commenced from 9.00 A.M. (IST) on Wednesday, 24<sup>th</sup> February, 2021 and ended on Sunday, 28<sup>th</sup> February, 2021 at 5.00 P.M. (IST), and the Unsecured Creditors, who could not/did not cast their vote(s) through remote e-voting facility, can cast their votes by e-voting during the Meeting and further informed that the e-voting facility is currently available at CDSL platform for those Unsecured Creditors, who have not casted their vote through remoting e-voting facility and have joined this Meeting.

The Ld. Chairman further informed that Shri Akshit Kumar Jangid, Practicing Company Secretary, ACS-44537 has been appointed as the scrutinizer to conduct the remote e-voting process and e-voting process during the meeting in a fair and transparent manner.

The Ld. Chairman further authorized the Company Secretary of the Company to declare the combined results of remote voting and e-voting during the meeting, within 48 hours from the conclusion of this meeting. The Ld. Chairman further informed that the results will be submitted to the BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges").

The Ld. Chairman further informed that simultaneously with the intimation to Stock Exchanges, the results shall also be uploaded on the Company's website and on CDSL's Website and shall also be displayed on the Notice Board at the Registered Office of the Company.

Thereafter the Ld. Chairman quickly summarized the business to be transacted, as stated in the Notice of meeting:

- 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").

Thereafter the Ld. Chairman requested the Company Secretary & Shri Sharwan Mangla- General Manager, representative of the Registrar and Share Transfer Agent to inform about any query raised by Unsecured Creditors through raising off hand or through chat box. It was informed to the Ld. Chairman that no query has been raised by any Unsecured Creditors during the meeting.

The Ld Chairman further requested the attending Unsecured Creditors to cast their vote if they have not casted yet and informed that if they have any difficulty to cast the vote, they may please write in the Q & A box in this regard and further informed that E-voting window was open for 15 more minutes therefrom

The Meeting was concluded at 3.28 P.M. (IST) including the 15 minutes given for e-voting at the meeting. There being no other business to transact, the Chairman extended his gratitude to the attendees for participating in the meeting. With vote of thanks by the Company Secretary to the Ld. Chairman, Scrutinizer, panelists and the attending Unsecured Creditors, the meeting stood concluded.

For Mangalam Cement Ltd.  
  
Company Secretary