

Notice

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Mangalam Cement Ltd., will be held on Monday, the 29th July, 2013, at 11.30 A.M. at the Club Hall of Mangalam Cement Ltd., Basant Vihar, Adityanagar 326520. Morak, Dist. Kota (Rajasthan) to transact, with or without modification(s), the following business

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2013 and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2013.
3. To appoint a Director in place of Smt. Vidula Jalan who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Shri K. K. Mudgil who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint auditors and to fix their remuneration and in that connection to pass with or without modification(s), the following Resolution to be moved as an Ordinary Resolution.

"RESOLVED THAT subject to provisions of Section 224A and other applicable provisions of the Companies Act, 1956, M/s. Jain Pramod Jain & Co., Chartered Accountants, New Delhi (FRN 016746N), be and are hereby appointed as Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company, be and is hereby authorised to fix their remuneration and terms of payment as per the recommendation of its Audit Committee."

Special Business

6. To consider and if thought fit to pass, with or without modification(s) the following Resolution to be moved as an Ordinary Resolution.
"RESOLVED THAT Shri Amal Ganguli, who was appointed as an Additional Director by the Board of Directors of the Company with effect from 11th February, 2013 and who, as per provisions of Section 260 of the Companies Act 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act 1956, received a Notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation."
7. To consider and if thought fit to pass, with or without modification(s) the following Resolution to be moved as an Ordinary Resolution.
"RESOLVED THAT in supersession of the earlier Resolution passed in this behalf, the consent of the Company be and is hereby accorded, under the provisions of Section 293(1)(d) of the Companies Act, 1956, to the Board of Directors of the Company, or any Committee thereof, to borrow from time to time all such sums of money as they may deem requisite for the purposes of the business of the Company notwithstanding that the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid up capital and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of the sums so borrowed shall not exceed Rs. 1000.00 crore (Rupees One Thousand crore only) at any one point of time."
8. To consider and if thought fit, to pass, with or without modification(s) the following Resolution to be moved as Special Resolution.
"RESOLVED THAT pursuant to provisions of Section 309, 310 and other applicable provisions of the Companies Act, 1956 and Article 90 of the Articles of Association of the Company, the Company, be and is hereby authorised to pay commission to its Non-Executive Directors @ 1% of the net profit of the Company but not exceeding Rs. 5.5 lacs (Rupees Five lacs Fifty Thousand Only) to each of the Non-Executive Director (NED) in every financial year computed in the manner referred to in Section 198(1) of the said Act, for a period of two years w.e.f. 1st April, 2013 provided that within the period covered by this Resolution, the total amount together, shall not exceed the amount as prescribed in Schedule XIII of the Companies Act, 1956."

By Order of the Board,

Registered Office:
P.O. Adityanagar 326520,
Morak, Dist. Kota (Rajasthan)

Swadesh Agrawal
Company Secretary

Dated, the 2nd May, 2013



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN THE FORM ANNEXED HERETO MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Register of members and Share Transfer Books of the Company shall remain closed from Monday, the 22nd July, 2013 to Monday, the 29th July, 2013 both the days inclusive on account of Annual General Meeting and dividend payment.
3. The payment of dividend, if declared at the said meeting, will be made to those shareholders whose names shall appear on the Company's Register of Members on 29th July, 2013 or to their nominees. In respect of shareholding in dematerialised form, dividend will be paid to the beneficial owners as per details to be furnished by the Depositories for the purpose. Dividend Warrants will be dispatched or credit will be given under (NECS) as the case may be, on or after 10th August, 2013.
4. Dividend in respect of shares held in dematerialised form shall be credited to the beneficial owner's bank account directly through National Electronic Clearing Services (NECS) subject to availability of bank account details and 9 digits code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

Shareholders holding shares in physical form and desirous of availing (NECS) facility, should provide the bank details and 9 digits code number in (NECS) Mandate Proforma. Shareholders who have already given their Bank details to avail the (NECS) facility should furnish the same only if there is any change.

The (NECS) Mandate Proforma can be obtained from the Company's Share Transfer Agents, M/s. MAS Services Ltd at the address mentioned herein below in Note 6.

5. a. Pursuant to Section 205 A of the Companies Act, 1956, all unclaimed/ Unpaid dividends upto the financial year ended 31st March, 1995, have been transferred to the General Revenue Account of the Central Government. Those shareholders who have so far not claimed or collected their dividend for the said period may claim their dividend directly from the Registrar of Companies, Rajasthan, Jaipur, by submitting an application in the prescribed form.
- b. (i) Pursuant to Section 205A of the Companies Act, 1956, read together with 205C of the Act, as amended, Dividend for the financial years ended 31st March, 1996 and 31st March, 1997, which remained unpaid or unclaimed for 7 years, has been transferred to the Investor Education and Protection Fund constituted by the Central Government.
- (ii) It may be noted that as per amended Companies Act, once the unclaimed dividend is transferred to the Government as above, no claim shall lie in respect of such amounts.
- c. Shareholders who have not claimed their dividend for the financial years 2006-07 to 2011-12 may produce their unclaimed dividend warrants along with necessary documents to the Company. The said dividend will remain in unpaid dividend account with the Company for a period of 7 years.
6. In terms of provisions of Section 109A of the Companies Act, 1956, nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agents, M/s. MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110020, for nomination form quoting their folio number. Shareholders holding shares in dematerialised form should write to their Depository Participant for the purpose.
7. Members who are holding shares in identical order of names in more than one folio, are requested to write to the Company's Share Transfer Agents at the address mentioned hereinabove in Note 6 to consolidate their holding in one folio.
8. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agents at the address mentioned hereinabove in Note 6 quoting their folio number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to the Depository participant.

9. Reappointment of Directors

As per Clause-49 of the Listing Agreement with the Stock Exchange(s), the Company is required to provide expertise and name of the companies in which the proposed Directors hold the directorship and membership of the Committee of the Board and accordingly the said information is given hereunder in respect of Smt. Vidula Jalan and Shri K. K. Mudgil.

i) **Smt. Vidula Jalan**

Smt. Vidula Jalan, is an Executive Director of the Company. She is an MBA in strategic Marketing and Leadership and Change Management from the Indian School of Business, Hyderabad and has an Accounting and Finance degree from the University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the Group. She is also the director in the following companies:

1. Mangalam Timber Products Ltd.
2. Vidula Consultancy Services Ltd.

She is also Member in the following Committees of Directors:

| S.No | Name of Company | Particulars of Committee | As Chairman/ Member |
|------|-------------------------------|-----------------------------|---------------------|
| 1 | Mangalam Timber Products Ltd. | 1. Share Transfer Committee | Member |
| 2 | Mangalam Cement Limited | 1. Investment Committee | Member |

ii) **Shri K. K. Mudgil**

Shri K. K. Mudgil is B.A. (Hons.) in Economics with an advanced course in Organisation, Management and Financing of Small Scale Village Industries. He rose to the position of Chief General Manager of Reserve Bank of India (RBI) and retired on 30th November, 1997 as Executive Director (on deputation from RBI) of National Housing Bank, since January, 1998. He does not hold any other Directorship. He is the chairman/member in the following committees of the Directors in the Company:

| S.No. | Name of the Company | Particulars of Committees | As Chairman/Member |
|-------|----------------------|--|--------------------|
| 1 | Mangalam Cement Ltd. | Share Transfer Committee | Chairman |
| | | Shareholders/Investors Grievance Committee | Chairman |
| | | Audit Committee | Member |
| | | Remuneration Committee | Member |

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No.6

The Board of Directors of the Company appointed Shri Amal Ganguli as Additional Director under Article-104 of the Article of Association of the Company with effect from 11th February, 2013. Under provisions of Section-260 of the Companies Act, 1956 and Article 104, the Additional Director shall hold the office only upto the ensuing Annual General Meeting of the Company.

As required by Section-257 of the Companies Act, 1956, a notice in writing along with deposit of Rs.500/- from a member of the Company has been received proposing that Shri Amal Ganguli be appointed as Director of the Company, hence, resolution has been proposed.

Shri Amal Ganguli is a Fellow member of The Institute of Chartered Accountants of India and the Institute of Chartered Accountants in England and Wales and also a member of the New Delhi Chapter of The Institute of Internal Auditors, Florida, USA.

During a span of 40 years of service in Price Waterhouse/Price Waterhouse Coopers, UK/India, Shri Ganguli was the Chairman and Senior Partner of Price Waterhouse Coopers (PWC), India, for seven years before retiring in 2003. He possesses a rich and wide range of experience in the areas of statutory audit, internal & management audits, evaluation and strengthening of control systems, Indian and International tax matters, mergers & acquisitions, valuations and corporate restructuring.

Subsequent to his retirement, Shri Ganguli has gained Board level experience through membership of various Company boards as an independent director. He also worked as a consultant to the World Bank. Shri Amal Ganguli is currently on the Board of Maruti Suzuki India Limited, HCL Technologies Limited, Century Textiles and Industries Limited, Tata Communications Limited, Tata Teleservices (Maharashtra) Limited, Triveni Turbine Limited, New Delhi Television Limited, ICRA Limited etc. He is also a Member of the Audit Committee of all the above companies and Chairman of the Audit Committee of Maruti, HCL Tech, Tata Communications Ltd, New Delhi Television Ltd .

Except Shri Amal Ganguli, no other director is interested or concerned in the proposed resolution.

Item No.7

Resolution No. 7: The Company is expanding and will continue to expand its manufacturing capacities. Consequently, there may be need to increase borrowings to fund such expansion. The Board, therefore, through an enabling Resolution, proposes to enhance the Company's



borrowing limits under Section 293(1)(d) of the Companies Act, 1956 ("The Act") from the present Rs. 400 crore to Rs. 1000 crore.

Since, the proposed borrowing limit exceeds the Company's Paid-up Share Capital and Free Reserves (excluding temporary loans obtained from the Company's bankers and financial institutions etc. in the ordinary course of business), the enabling Resolution No.7 is being proposed for Members' approval.

No Director is in any way concerned or interested in the proposed Resolutions.

Item No. 8

Section 309(4) of the Companies Act, 1956 provides that in the case of a Director who is neither Managing Director nor in the Whole-time employment of the Company, may by a special resolution, authorise payment of commission in addition to the fee for attending the meeting of the Board or committee thereof, where such Directors are rendering useful advice to the Company. To retain such Independent Directors, it is desirable that they should be paid commission @ 1% of the net profit of the Company not exceeding Rs. 5.5 lacs to each of the Director in any financial year, except the Executive Directors. The shareholders in their Annual General Meeting held on 06th August, 2012 had approved payment of commission @ 1% of the net profits of the Company but not exceeding Rs. 4.5 lacs to each of the Director for the remaining period of 1 year ended on 31st March, 2013. The proposed Resolution seeks authority for such payment to the Directors for a period of two years effective from 1st April, 2013.

All the Directors of the Company except Shri A.V.Jalan and Smt. Vidula Jalan, Executive Directors, are interested in the Resolution to the extent the commission is payable to them in accordance with the proposed Resolution.

By Order of the Board,

Registered Office:
P.O.Adityanagar 326520,
Morak, Dist.Kota (Rajasthan)

Swadesh Agrawal
Company Secretary

Dated, the 2nd May, 2013

FORWARD FOCUS

EXPANDING



CONSOLIDATING



PROGRESSING

At Mangalam Cement, the strategy for steady growth is a focussed approach to the future.

It helps us achieve cost optimisation, enhanced clinker and cement production, greater market penetration, optimal natural resource management, and a conscientious approach towards communities and the environment.

We are expanding and consolidating our strengths to emerge as one of the leading cement manufacturers of North India.

Our performance in 2012-13 encourages our team to work towards an even brighter future.



Our Identity



A view of the plant at Morak

Mangalam Cement has emerged as one of the leading integrated manufacturers of high-quality cement in North India, leveraging over three decades of experience.

PRODUCTS

- Birla Uttam Cement- 43 Grade
- Birla Uttam Cement- Portland Pozzolana Cement

CERTIFICATIONS

- ISO 9001:2008 - process quality control
- ISO 14001:2004 - environmental management system
- IS 18001:2007 - occupational health and safety management system



Limestone transport to the plant by conveyor belt

RATINGS

Rated CARE AA- (Double A minus) for long-term facilities and CARE A1+ (A one Plus) for short-term facilities by Credit Analysis & Research Ltd (CARE)

LOCATIONS

- Headquartered in Kolkata (West Bengal)
- Cement plants (2 million tons) and coal-based power plants (35 MW) located in Aditya Nagar, Morak district, Kota (Rajasthan)
- Wind turbine – 13.65 MW at Jaisalmer (Rajasthan)
- Regional offices at Kota, Jaipur and New Delhi

LISTING INFORMATION

- **NSE Ticker:** MANGLMCEM
- **BSE Ticker:** 502157

Mangalam Cement is a part of the B.K. Birla Group, a most distinguished and eminent business house of India that has contributed immensely to nation building through industry as well as social and philanthropic endeavours.



Core Strengths



Overview of the plant at Morak

BRAND

Our brand 'Birla Uttam' Cement is a preferred choice among users in northern India.

TECHNOLOGY

Mangalam Cement uses the latest cost-efficient technologies in its state-of-the-art plants that optimise resource utilisation, maintain strict quality standards and minimises its environmental footprint.

RAW MATERIAL SECURITY

Captive limestone mines in close proximity of the plant and long-term contracts for essential raw materials, such as coal, pet coke and gypsum insulate us from adverse situations. Besides, fly ash is sourced from our captive thermal power plants and supplemented through long-term contracts with power plants in the vicinity.

RESOURCE OPTIMISATION

Our modern plant and choice of water saving air-cooled technology for captive power plants help us optimise use of inputs, such as fuel, power, water and so on. Continual Total Productive Maintenance (TPM) activities ensure efficient operations and minimise waste.



Volatility and uncertainty have become the norm in today's globally connected economy. At Mangalam Cement, we strive to enhance our core strengths in order to continue value creation over the long term.

EXTENSIVE REACH

Our extensive network comprises 1,124 dealers and 2,796 retailers across our core operating zone including Delhi NCR, Rajasthan, Madhya Pradesh, Haryana and Uttar Pradesh. We also have a large base of institutional customers.

HUMAN RESOURCES

Our extraordinary team of over 900 dedicated employees and our culture of efficiency, integrity and ethical business practices are our most important assets.

SOCIAL INITIATIVES

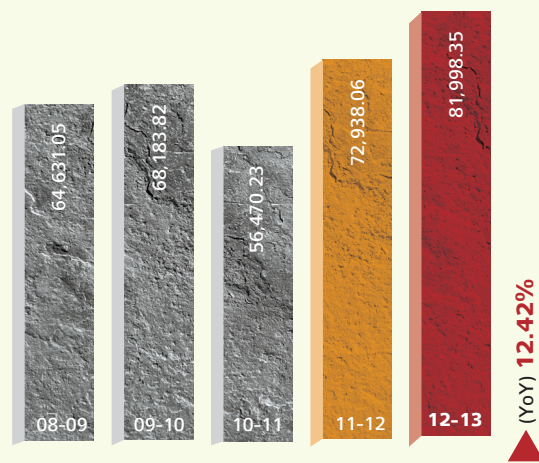
As a responsible corporate citizen and following the ethos of the B.K. Birla group, Mangalam Cement has taken several initiatives in education, healthcare, women empowerment, among others to improve the quality of life in surrounding areas. We have also contributed to the development of the rural infrastructure and work on several green initiatives.



Financial Highlights

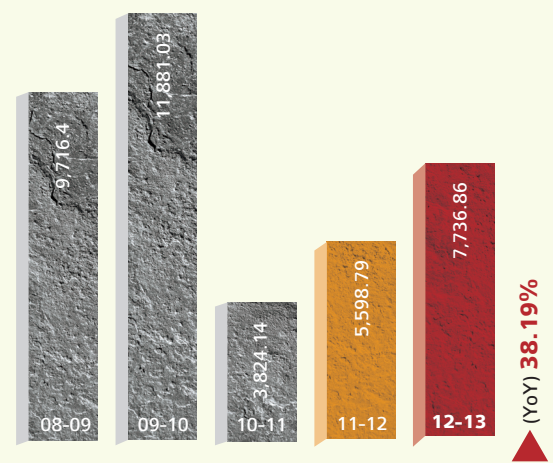
TOTAL REVENUE

(Rs. in lacs)



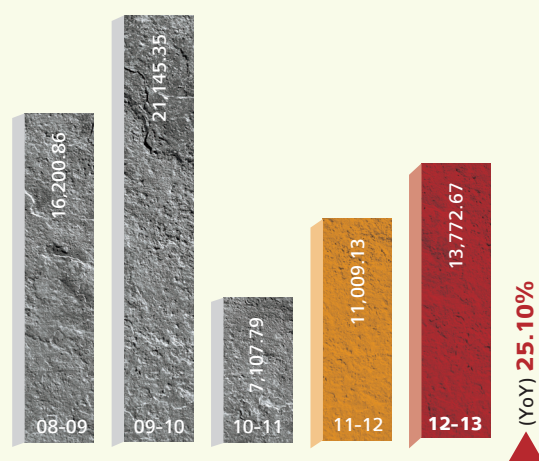
POST-TAX PROFIT

(Rs. in lacs)



EBIDTA

(Rs. in lacs)



EARNINGS PER SHARE (BASIC)

(Rs.)

