



32nd ANNUAL REPORT 2017-2018



BOARD OF DIRECTORS*Rajesh V. Shah – Chairman**Niraj Bajaj – Director**Prakash V. Mehta – Independent Director**N. Ramanathan – Independent Director**R. Sankaran – Independent Director**Anna Usha Abraham – Director***KEY MANAGERIAL PERSONNEL**

K.P. Jotwani - Manager

R.G. Golatkar - Chief Financial Officer

Dhawal J. Vora - Company Secretary

AUDITORS

M/s. K.K. Mankeshwar & Co,

Chartered Accountants, Mumbai

REGISTERED OFFICE

Bajaj Bhawan, Jamnalal Bajaj Marg

226, Nariman Point

Mumbai- 400021

Tel: (022) 61216666/6626

Fax: (022) 22886663

E-mail: mel@mukand.comWebsite: www.mukandengineers.com

CIN: L45200MH1987PLC042378

BANKERS

Central Bank of India

REGISTRAR AND SHARE TRANSFER AGENTS**Bigshare Services Pvt. Ltd.**1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri (E), Mumbai-400059

Tel: (022) 62638200. Fax : (022) 62638299

e-mail : info@bigshareonline.comWebsite : www.bigshareonline.com**A Request:**

As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copy of the Report to the meeting.

Cover Picture- Supply, Erection, Testing and Commissioning of 2MVA, 11KV/0.433KV Outdoor Oil Filled Transformer installed at Compressor Service Switchgear Area. Laying of LV and Control Cables from DM Switchgear Area to DM Plant Area, work executed at NTPC- Super Thermal Power Project, Stage-I (2x800MW) Project, Darlipali, Odisha State

32nd ANNUAL GENERAL MEETING

On Monday, 13th August, 2018 at 11:30 a.m.
at Kamalnayan Bajaj Hall, Bajaj Bhawan,
Jamnalal Bajaj Marg, 226, Nariman Point,
Mumbai – 400 021.

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IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of Notice/ documents including Annual Report can be made by e-mail to their members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, in respect of electronic holdings with the Depository can register through their concerned Depository Participants. Members who hold shares in physical form are requested to send the above information i.e. e-mail address to the Company at mel@mukand.com OR to the Registrar and Transfer Agents of the Company at info@bigshareonline.com for registration of their e-mail address.

(₹ In Lakhs)

FINANCIAL HIGHLIGHTS					
	2017-18	2016-17	2015-16	2014-15	2013-14
I CAPITAL ACCOUNTS					
A. Share Capital	1,258	1,258	1,258	1,258	1,258
B. Reserves	2,678	4,119	3,962	4,631	4,554
C. Net Worth (A+B)	3,936	5,377	5,220	5,889	5,812
D. Borrowings	5,903	5,584	4,552	3,972	4,507
E. Net Block	622	744	752	871	993
F. Debt-Equity Ratio (D/C)	1.50:1	1.04:1	0.87:1	0.67:1	0.78:1
II REVENUE ACCOUNTS					
A. Gross Revenue	7,935	13,619	11,203	14,136	8,850
B. Profit / (Loss) before Taxes (PBT)	(1,109)	(307)	(693)	137	272
C. Profit / (Loss) after Taxes (PAT)	(1,085)	(260)	(668)	178	182
D. Return on Shareholder's Fund %	(27.57)	(4.83)	(12.80)	3.02	3.13
III EQUITY SHAREHOLDERS' EARNINGS					
A. Equity Dividend	-	-	-	-	126
B. Earnings per Equity Share (in ₹)	(8.63)	(2.07)	(5.31)	1.41	1.44
C. Dividend per Equity Share (in ₹)	-	-	-	-	1.00
D. Net Worth per Equity Share (in ₹)	31.31	42.77	41.53	46.84	46.23

Note : Figures for 2016-17 have been adjusted as per Ind AS.

NOTICE

To,
The Members ,

NOTICE is hereby given that the **32nd ANNUAL GENERAL MEETING** of the Members of the Company will be held on **Monday, the 13th day of August, 2018 at 11:30 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400 021**, to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Niraj Bajaj (DIN: 00028261) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To fix the remuneration of M/s K. K. Mankeshwar & Co., Chartered Accountants, Statutory Auditors of the Company.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 142 and all other applicable provisions of the Companies 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Resolution passed by the Members of the Company at the 29th Annual General Meeting held on 12th August, 2015 in respect of the appointment of M/s K. K. Mankeshwar & Co, Chartered Accountants (Firm registration no. 106009W) till the conclusion of the 34th Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors the period commencing from the financial year 2018-19, until the conclusion of the 34th Annual General Meeting of the Company scheduled in the year 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to this Resolution.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify/approve all existing contracts/ arrangements/agreements entered into/to be entered by the Company with Mukand Limited and Mukand Global Finance Limited (a wholly owned subsidiary of Mukand Limited), Mukand Sumi Metal Processing Limited and Mukand Sumi Special Steel Limited (subsidiaries of

Mukand Limited) and hence a related party within the meaning of the aforesaid law, the value of which either singly or taken together may exceed ten percent of the annual turnover of the Company as per Audited Financial Statements for the financial year 2016-17 & 2017-18. The details of which are given in the tabular chart hereunder and explained in further detail in the Explanatory Statement annexed hereto;

Name of the Company	Description of Contract	Period of Contract	Total cumulative contract value with Related Parties (₹ in Lacs)
Mukand Limited Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited)	Contract Execution - Design, Erection, Commissioning & Transportation, Supplies of Traded Material, Training.	April 1, 2017 to March 31, 2018.	1,407.34
Mukand Ltd and Mukand Global Finance Limited (wholly owned subsidiary of Mukand Limited), Mukand Sumi Metal Processing Limited and Mukand Sumi Special Steel Limited (subsidiary of Mukand Limited)	Contract Execution - Design, Erection, Commissioning & Transportation, Consultancy Service – PMS, Contract Execution, Maintenance Service - Maintenance of EDP System- Commission on Corporate Guarantee- Supplies of Traded Material –Purchase of Cranes & Maintenance, Rent, and Management fees –fixed deposit –SAP up-gradation services – ICD with Interest.	April 1, 2018 to March 31, 2019.	5,694.45
Mukand Limited	Corporate Guarantee given by Mukand Limited on behalf of the Company for credit facilities	April 1, 2018 to March 31, 2019.	11,500.00

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual if any, in relation to the above and be authorized to approve aforesaid transactions and the terms & conditions thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

5. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and relevant rules prescribed thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable laws, the consent of the Members be and is hereby accorded to authorize Mr. Rajesh Shah, Chairman/Director or Mr. Niraj Bajaj, Director or Mr. Rajan Golatkar, Chief Financial Officer or Mr. Dhawal Vora, Company Secretary of the Company to charge from the Members such amount as may be deemed fit as an advance amount in lump sum or

otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the Members in a mode specified by the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Rajesh Shah, Chairman / Director, Mr. Niraj Bajaj, Director, Mr. Rajan Golatkar, Chief Financial Officer and Mr. Dhawal Vora, Company Secretary of the Company be and are hereby severally authorised to waive such fees from any Member(s) (not being related party of the Company) of the Company and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above Resolution."

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement setting out material facts pursuant to section 102 of the Companies Act, 2013 ("Act") forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.
A person can act as a Proxy on behalf of Members upto and not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other persons or shareholders. The instrument appointing a Proxy must be deposited at the registered office of the company not less than 48 (forty-eight) hours before the commencement of the meeting. Members may please note that a Proxy does not have the right to speak at the Meeting and can vote only on poll.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 4th August, 2018 to Monday, 13th August, 2018** (both days inclusive).
4. As regards to the re-appointment of retiring Director Mr. Niraj Bajaj referred to in item No. 2 of the Notice, his brief resume, as per the requirements of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations, 2015) and Clause 1.2.5 of Secretarial Standards - 2 on General Meetings, is provided in Details of Directors seeking re-appointment at the Annual General Meeting is annexed herewith as **Annexure I**.
5. Members desiring any information with regards to Accounts / Reports are requested to write to the Company Secretary at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the Annual General Meeting.
6. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended 31st March, 2011 remaining unclaimed for a period of seven years shall become due for transfer in September, 2018 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.

Members who have not claimed dividends/shares in respect of the financial years from 2010-11 onwards are requested to approach the Company/Bigshare Services Private Limited for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.

7. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the Members.
8. Electronic copy of the 32nd Annual Report along with proxy form and route map is being sent to all the Members whose e-mail IDs are registered with the Company / Depository Participants(s) for communication purpose and have given positive consent to receive the Annual Report in electronic form, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail IDs, physical copies of the 32nd Annual Report are being sent in the permitted mode. A route map showing directions to the venue of the 32nd AGM is given at the end of this Annual Report as per the requirement of the Secretarial Standards - 2 on "General Meetings"
9. To avoid fraudulent transactions, the identity/signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of the Members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Bigshare Services Pvt. Ltd). Members are requested to keep the same updated.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Pvt. Ltd.
11. With a view to help us to serve the Members better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
12. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
13. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend the Annual General Meeting.
14. Please note that for security reasons, no article / baggage will be allowed at the venue of the meeting.

15. Documents referred to in the Notice and the Explanatory Statement shall be open for inspection by the Members at the registered office of the Company on all working days (Monday to Friday) from 10:00 a.m. to 1:30 p.m. except holidays, upto the date of Annual General Meeting.
16. As per the provisions of the Act, the facility for making / varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Share Department of the Company/ Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
17. The Company has been maintaining, inter-alia, the following Statutory Registers at its Registered Office which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by Members and others as specified below:
 - a) Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 on all working days during the business hours. The said Registers shall also be produced at the commencement of the Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
 - b) Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 on all working days during the business hours. The said Registers shall also be produced at the commencement of the Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
18. Pursuant to the provisions of section 139 of the Companies Act, 2013, the Members at the 29th Annual General Meeting of the Company held on 12th August, 2015 appointed M/s K. K. Mankeshwar & Co, Chartered Accountants (Firm registration no. 106009W) as Statutory Auditors of the Company from the conclusion of the 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, covering second term of five consecutive years, subject to ratification by the members at each intervening Annual General Meeting.
In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7th May 2018, ratification of auditors' appointment is no longer required. However pursuant to provision of section 142 of the Companies Act, 2013, a proposal is put up for approval of members for authorising the Board of Directors of the Company to fix Auditors remuneration for the year 2018-19. The members are requested to approve the same.
19. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company is offering Electronic Voting (e-voting) facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on **Monday, 13th August, 2018 at 11:30 a.m.** with a

request to follow the instructions for voting electronically as under:

- A) The instructions for Members for voting electronically are as under:**
- (i) The voting period begins on **Thursday, 9th August, 2018 at 9.00 a.m. (I.S.T) and ends on Sunday, 12th August, 2018 at 5.00 p.m. (I.S.T)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e **6th August, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/ Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **MUKAND ENGINEERS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

B) In case of Members receiving the physical copy:

- 1) Please follow all steps from sr. no. (i) to sr. no. (xix) above to cast vote.
- 2) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C) For Members who wish to vote using ballot form:

- In addition to the remote e-voting facility as described above, the Company shall make voting facility available at the venue of the Annual General Meeting, through polling paper as provided in section 107 of the Companies Act, 2013 read with Rule 20 thereof and Members attending the meeting who have not already cast their votes by remote e- voting shall be able to exercise their right at the meeting.
- Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

D) General instructions:

- i. The Board of Directors have appointed M/s Ragini Chokshi & Co., Practising Company Secretary (CP No.1436) as the Scrutiniser to scrutinise the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and shall make available, not later than forty eight hours from the conclusion of the meeting, a Consolidated Scrutiniser's Report of the total votes cast in favour of, or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting.
- iii. The results declared along with the Scrutiniser's report shall be placed on the Company's website: **www.mukandengineers.com** and on the website of CDSL and shall also be communicated to the stock exchanges where the Company's shares are listed. Subject to the receipt of the requisite number of votes, the Resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on Monday, August 13, 2018.

**By Order of the Board of Directors
For Mukand Engineers Limited**

**Dhawal J. Vora
Company Secretary
Mumbai, May 28, 2018**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 of the Notice

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the Members by way of an Ordinary Resolution in case certain Related Party Transactions exceed such sum as specified in the rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

However, pursuant to Regulation 23 of LODR Regulations, 2015, approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company.

The following transactions to be entered into by the Company, together with transactions already entered into by the Company with Mukand Limited ("ML") & Mukand Global Finance Limited (a wholly owned subsidiary of Mukand Limited), Mukand Sumi Metal Processing Limited and Mukand Sumi Special Steel Limited (subsidiaries of Mukand Limited) a Group Company and therefore a related party, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual turnover of the Company as per the Audited Financial Statements of the Company for the year ended 31st March, 2017 & 31st March, 2018.

Related Parties Transactions where control / significant influence exists:- Financial Year 2017-2018				
Sr. No.	Name of Party	Nature of Work	Total ₹ In Lacs	Basis for Pricing
1	Mukand Limited	Erection, Commissioning and Supplies of Traded Material, ICD with interest	1,407.34	As per Bills raised
Related Parties Transactions where control / significant influence exists:- Financial Year 2018-2019				
A Operations – Income				
1	Mukand Limited	Contract Execution - Design, Erection, Commissioning, Transportation, ERP Services, trading activities etc	4,130.00	As per contract.
2	Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited)	Maintenance Service – Infotech System	6.00	As per contract
3	Mukand Sumi Special Steel Limited (subsidiary of Mukand Limited)	Maintenance Service – Infotech System	130.00	As per contract
		Total	4,266.00	
B Operation – Expenses				
1	Mukand Limited	Purchase of Cranes & Maintenance, Rent & Electricity for office space, CG commission etc	820.00	As per Contract
2	Mukand Global Finance Limited (a wholly owned subsidiary of Mukand Limited)	Management Fees – Fixed Deposit System Management	3.75	As per Contract
3	Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited)	SAP Upgradation Services	2.00	As per Contract
		Total	825.75	
C Loan - Mukand Limited				
		ICD along with interest thereon	602.70	Interest as per prevailing market rate
D Others- Corporate Guarantee				
	Corporate Guarantee given by Mukand Limited on behalf of the Company for Credit facilities.		11,500.00	Corporate Guarantee given by Mukand Limited to Central Bank of India.

The other particulars of above transactions are as under:-

Sr. No.	Particulars	Particulars
a.	Name of the Related Party:	Mukand Limited and Mukand Global Finance Limited (wholly owned subsidiary of Mukand Limited), Mukand Sumi Metal Processing Limited and Mukand Sumi Special Steel Limited (subsidiaries of Mukand Limited).
b.	Name of the Director or Key Managerial Personnel who is related, if any:	Shri Rajesh V. Shah - Chairman, Shri Niraj Bajaj - Director, Shri Prakash V. Mehta - Director & Shri R. Sankaran - Director.
c.	Nature of Relationship:	Group Company.
d.	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement:	As per details above.
e.	Any other information relevant or important for the Members to take a decision on the proposed Resolution;	The transactions are in the ordinary course of business and on an arm's length basis.

Further, the Members of the Company had approved at the 31st Annual General Meeting held on July 24 , 2017 through an Ordinary Resolution that all the 'Material Related Party Transactions (RPT) even though these were entered into in the ordinary course of business and on arm's length basis with Mukand Limited("ML") a Group Company for the Financial Year 2017-18 to the extent of ₹ 2,208.32 lakhs for Contract execution – Design, Erection, Commissioning & Transportation and Trading . However, due to increase in trading transactions (material supplies) and ICD with Mukand Limited the 'material' Related Party Transactions (RPT) exceeded by ₹ 1,407.34 lakhs, for which approval is being sought from the shareholders.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and LODR Regulations, 2015.

In view of the above, it is proposed to seek approval of the Members of the Company through an Ordinary Resolution for the above transactions and in pursuance of Regulation 23(7) of the LODR Regulations, 2015, all entities falling under the definition of "Related Party" shall not vote irrespective of whether the entity is a party to the particular transaction or not.

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said Resolution except for their holdings in the shares of the Company if any, and to the extent of their Memberships and/or Directorships in the Subsidiaries and Associate Companies, if any.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in Item 4 of the Notice for the approval of the Members.

Item No. 5 of the Notice

Pursuant to the provisions of Section 20 of the Companies Act, 2013 read with the rules made thereunder a Member may request for delivery of any documents through any particular mode as stated by the Member of the Company for which he or she shall pay such fees as may be determined by the Company with the consent of its Members at Annual General Meeting. In view of the same, it is considered proper to severally authorize Mr. Rajesh Shah, Chairman/Director, Mr. Niraj Bajaj, Director, Mr. Rajan Golatkar, Chief Financial Officer and Mr. Dhawal Vora, Company Secretary of the Company to determine such fee as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the Members in a mode specified by the Members and also to waive off such fees from any Member(s) (not being related party of the Company) as they may deem fit.

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said Resolution except for their holdings in the shares of the Company if any, and to the extent of their Memberships and/or Directorships in the Subsidiaries and Associate Companies, if any.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in Item 5 of the Notice for the approval of the Members.

**By Order of the Board of Directors
For Mukand Engineers Limited**

**Dhawal J. Vora
Company Secretary
Mumbai, May 28, 2018**

ANNEXURE- I

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Shri. Niraj Bajaj												
DIN No	00028261												
Date of Birth & Age	10 th October, 1954 (63 years)												
Qualification	Shri Niraj Bajaj is a Commerce Graduate from Sydenham College of Commerce and Economics, Mumbai. He acquired his Masters in Business Administration from Harvard Business School, Boston, U.S.A.												
Date of appointment	27 th July, 1992												
Experience & Expertise in Specific Functional areas	<p>Shri. Niraj Bajaj was selected by World Economic Forum, as one of the 'Global Leaders for Tomorrow', in 1993. He was the President of the Indian Merchants' Chamber for the centenary year 2007-08. He was President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association. He represented India in table tennis for 7 years between 1970-1977 and was three times All-India Table Tennis Champion and ranked India No.1, four times.</p> <p>He is the Recipient of Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati Award, Maharashtra's highest sport's honour and awarded the Maharashtra Gaurav Puraskar. He provides valuable inputs, advice, guidance on matters relating to strategic planning and performance, expansion, diversification, new business decisions in his position as Director of the Company subject to the superintendence, control and directions of the Board of Directors of the Company.</p>												
List of Directorship / Membership / Chairmanship of Committees of other Board.	<p>Directorship:</p> <p>Public Companies</p> <p>Bajaj Auto Limited Bajaj Allianz Life Insurance Company Limited Bajaj Allianz General Insurance Company Limited Mukand Limited Jeewan Limited</p> <p>Private Companies</p> <p>Bajaj Sevashram Private Limited Sanraj Nayan Investments Private Limited Kamalnayan Investment and Trading Private Limited Niraj Holdings Private Limited Jamnalal Sons Private Limited Baroda Industries Private Limited Bachhraj and Company Private Limited</p>												
Chairmanship of Committees:	<table border="1"> <thead> <tr> <th>Name of the Company</th><th>Name of the Committee</th></tr> </thead> <tbody> <tr> <td rowspan="4">Mukand Limited }</td><td>CSR Committee</td></tr> <tr> <td>Finance & Investment Committee</td></tr> <tr> <td>Share Transfer and Issue of Share Certificate Committee</td></tr> <tr> <td>Alloy Steel Business Transfer Committee</td></tr> <tr> <td rowspan="4">Jeewan Limited }</td><td>Audit Committee</td></tr> <tr> <td>Nomination and Remuneration Committee</td></tr> <tr> <td>Risk Management Committee</td></tr> <tr> <td>Asset Liability Management Committee</td></tr> </tbody> </table>	Name of the Company	Name of the Committee	Mukand Limited }	CSR Committee	Finance & Investment Committee	Share Transfer and Issue of Share Certificate Committee	Alloy Steel Business Transfer Committee	Jeewan Limited }	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Asset Liability Management Committee
Name of the Company	Name of the Committee												
Mukand Limited }	CSR Committee												
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Jeewan Limited }	Audit Committee												
	Nomination and Remuneration Committee												
	Risk Management Committee												
	Asset Liability Management Committee												
Shareholding of Director as on March 31, 2018	4,13,750												
Number of Meetings of the Board attended during the year	4 out of 4												
Relationship with other Directors, Manager and other Key Managerial Personal of the Company	None												