



2018-19

33rd ANNUAL REPORT

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

AUDITORSM/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-

- 1) Erection, Testing and Commissioning of MV & LV Switchgears (11KV/0.433KV Air Cooled Indoor & Oil Filled Outdoor Transformers Up To 2.5 MVA; 2 MVA DG Sets; 1500 Ah Battery Sets; Tray Work)
- 2) HT & LT Cabling and Earthing

Being executed for Main Plant and Water System at Uttar Pradesh Rajya Vidyut Utpadan Nigam Ltd–Harduaganj Thermal Power Project (1x660 MW), Harduaganj, Aligarh, UP through Toshiba JPS.

33rd ANNUAL GENERAL MEETING

On Thursday, 8th August, 2019 at 11:30 a.m.
at Kamalnayan Bajaj Hall, Bajaj Bhawan,
Jamnalal Bajaj Marg, 226, Nariman Point,
Mumbai – 400 021.

CONTENTS**Page No.**

Notice	1
Directors' Report	13
Management Discussion and Analysis	17
Corporate Governance	25
Independent Auditors' Report	43
Balance Sheet	50
Statement of Profit & Loss	51
Cash Flow Statement	52
Notes to the Accounts	55

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 lacs)

FINANCIALS AT A GLANCE

	2018-19	2017-18	2016-17	2015-16	2014-15
I CAPITAL ACCOUNTS					
A. Share Capital	1,258	1,258	1,258	1,258	1,258
B. Reserves	441	2,678	4,119	3,962	4,631
C. Net Worth (A+B)	1,699	3,936	5,377	5,220	5,889
D. Borrowings	7,541	5,903	5,584	4,552	3,972
E. Net Block	516	622	744	752	871
F. Debt-Equity Ratio (D/C)	4.44:1	1.50:1	1.04:1	0.87:1	0.67:1
II REVENUE ACCOUNTS					
A. Gross Revenue	5,503	7,935	13,619	11,203	14,136
B. Profit / (Loss) before Taxes (PBT)	(2,263)	(1,109)	(307)	(693)	137
C. Profit / (Loss) after Taxes (PAT)	(2,213)	(1,085)	(260)	(668)	178
D. Return on Shareholders' Fund %	(130.00)	(27.57)	(4.83)	(12.80)	3.02
III EQUITY SHAREHOLDERS' EARNINGS					
A. Equity Dividend	-	-	-	-	-
B. Earnings per Equity Share (in ₹)	(17.61)	(8.63)	(2.07)	(5.31)	1.41
C. Dividend per Equity Share (in ₹)	-	-	-	-	-
D. Net Worth per Equity Share (in ₹)	13.51	31.31	42.77	41.53	46.84

NOTICE

To,
The Members,

NOTICE is hereby given that the **33rd ANNUAL GENERAL MEETING** of the Members of the Company will be held on **Thursday, the 8th day of August, 2019 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:

- To consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon;
- To appoint a Director in place of Shri Rajesh V. Shah (DIN: 00021752) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- Approval / Ratification of Material Related Party Transactions for F.Y. 2019-20 / F.Y. 2018-19.**

To consider and if thought fit, to pass, with or without modification(s), 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 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 Members 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 with Mukand Limited and Mukand Global Finance Limited, (a wholly owned subsidiary of Mukand Limited) and Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited) a Group Companies 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 2017-18 & 2018-19. The details of which are given in the tabular chart hereunder and explained in further detail in the Explanatory Statement annexed hereto;

Name of Related Party	Description of Contract	Period of Contract	Total cumulative contract value with Related Parties (₹ in Lacs)
Mukand Limited	Inter Corporate Deposit along with interest.	April 1, 2018 to March 31, 2019	1,457.37
Mukand Ltd and Mukand Global Finance Limited (wholly owned subsidiary of Mukand Limited) and Mukand Sumi Metal Processing 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 – Inter-Corporate Deposit along with Interest thereon, etc	April 1, 2019 to March 31, 2020	8,030.00
Mukand Limited	Corporate Guarantee given by Mukand Limited for credit facilities	April 1, 2019 to March 31, 2020.	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.”

- Continuation of Shri Prakash V. Mehta (DIN:00001366) as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013, continuation of Shri Prakash V. Mehta (DIN:00001366)

as a Non-Executive Independent Director of the Company, notwithstanding that he has already attained the age above 75 years, w.e.f. April 1, 2019 till the end of his current tenure, i.e. upto the date of this 33rd Annual General Meeting of the Company, be and is hereby approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which includes a Committee, constituted for the time being in force thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient and any such acts and things done or caused to be done by the Board (which includes a Committee, constituted for the time being in force thereof) prior to this date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company.”

5. **Continuation of Shri N. Ramanathan (DIN:01566914) as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013, continuation of Shri N. Ramanathan (DIN:01566914) as a Non-Executive Independent Director of the Company, notwithstanding that he has already attained the age above 75 years, w.e.f. April 1, 2019 till the end of his current tenure, i.e. upto the date of this 33rd Annual General Meeting of the Company, be and is hereby approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which includes a Committee, constituted for the time being in force thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient and any such acts and things done or caused to be done by the Board (which includes a Committee, constituted for the time being in force thereof) prior to this date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company.”

6. **Re-appointment of Shri Prakash V. Mehta (DIN: 00001366) as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, (‘the Act’) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Prakash V. Mehta (DIN: 00001366), who was appointed as an Independent Director of the Company for a term of five years, i.e. upto 33rd AGM and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from August 09, 2019 upto August 08, 2024, not liable to retire by rotation, notwithstanding that he has already attained the age above 75 years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion consider necessary in relation thereto.”

7 **Re-appointment of Shri N. Ramanathan (DIN:01566914) as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, (‘the Act’) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri N. Ramanathan (DIN:01566914), who was appointed as an Independent Director of the Company for a term of five years, i.e. upto 33rd AGM, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from August 09, 2019 upto August 08, 2024, not liable to retire by rotation, notwithstanding that he has already attained the age above 75 years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion consider necessary in relation thereto.”

8 **Re-appointment of Shri R. Sankaran (DIN: 00381139) as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, (‘the Act’) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri R. Sankaran (DIN: 00381139), who was appointed as an Independent Director of the Company for a term of five years, i.e. upto 33rd AGM and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from August 09, 2019 upto August 08, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion consider necessary in relation thereto."

NOTES FOR MEMBERS' ATTENTION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A person can act as a Proxy on behalf of Members not exceeding Fifty (50) members and holding in aggregate shares not more than 10 percent of the total issued Share Capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total issued 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 person or shareholder.

Proxies submitted on behalf of Companies must be supported by an appropriate Resolution/Authority, as applicable. Members may please note that a Proxy does not have the rights to speak at the Meeting and can vote only on poll.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. The Company's Statutory Auditors, Messrs K.K. Mankeshwar & Co. , Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Registration Number 106009W, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on August 12, 2015 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking

ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of items of Special Business, and as per Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015 or SEBI Listing Regulations 2015) for item no's 3 to 8 of the Notice is annexed hereto.
5. The Notice of Meeting will also be available on the Company's website www.mukandengineers.com
6. Brief profile of Directors viz. Shri Rajesh V. Shah, Shri Prakash V. Mehta, Shri N. Ramanathan and Shri R. Sankaran as per the requirements of Regulation 26(4) & 36(3) of SEBI LODR Regulations 2015 and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in "Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting" annexed herewith as **Annexure I**.
7. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, July 27, 2019 to Thursday, August 8, 2019** (both days inclusive).
8. 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.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the Secretary at the Registered Office well in advance so that the same may reach him at least 10 days before the date of the Meeting to enable the Management to keep the required information readily available at the AGM.
10. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
11. With a view to help us 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. 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 members holding shares in physical form is verified as per the records of the Registrars and Share Transfer Agent (RTA) of the Company i.e. Bigshare Services Private Limited. Members are requested to keep the same updated.
 14. (a) Members who have neither received nor encashed their dividend warrant(s) for financial year 2011-12 are requested to write to the Registrars and Share Transfer Agent of the Company mentioning the relevant Folio Number(s)/ DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). It may be noted that the unclaimed dividend for financial year 2011-12 can be claimed by shareholders by August 30, 2019.
 - (b) Pursuant to the Provisions of Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 13th August, 2018 (the date of the last Annual General Meeting) on the website of the Company **www.mukandengineers.com** and also on the website of the Ministry of Corporate Affairs.
 - (c) The members/claimants whose shares, unclaimed dividend, etc. have been transferred to the IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in). The member/claimant can file only one consolidated claim in a financial year as per IEPF Rules.
 - (d) In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended 31st March, 2012, remaining unclaimed for a period of seven years shall become due for transfer in September, 2019 to the 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. Therefore, the members who have not claimed dividends in respect of financial years from 2011-12 onwards are requested to approach the Company/RTA for claiming the same as early as possible on receipt of this Notice.
15. The Company has designated an exclusive e-mail ID **mel@mukand.com** to enable the investors to post their grievance, if any, and monitor its redressal.

16. Members / Proxies are requested to bring their attendance slip duly filled and signed for attending the meeting along with their copy of Annual Report to the Meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
17. The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the securities / capital market to furnish Income Tax Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self-attested photocopy of PAN Card to the RTA. Members holding shares in demat form are requested to register the details of their PAN with their DPs.
18. As per the provisions of Section 72 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**.
19. In terms of Section 101 and 136 of the Act, read together with the Rules made thereunder, the Listed Companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding copies of the above referred documents to all those members who have registered their email ids with their respective DP's or with the RTA by electronic mode.
20. To receive shareholders' communications from the Company through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective Depository Participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with the RTA.
21. 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 1.00 p.m. except holidays, upto the date of the AGM.
22. The Company has been maintaining, inter alia, the following statutory registers at its registered office which are open for inspection on working days during business hours subject to advance intimation, in terms of the applicable provisions of the Act by members and others as specified below:
 - i) Register of contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013. 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 right to attend the meeting.

- ii) Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013. The said Registers shall be kept open for inspection at the Annual General Meeting of the Company and shall be made accessible to a person having right to attend the meeting.

23. Please note that for security reasons, no article/ baggage will be allowed at the venue of the meeting.
24. Route map showing directions to arrive at venue of the meeting is provided in the Annual Report.
25. For more details on shareholders' matters, please refer to the section on Shareholders' Information, included in the Report on Corporate Governance forming part of the Directors' Report.
26. 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 **Thursday, August 8 2019 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 **Sunday, 4th August, 2019 at 9.00 a.m. (I.S.T)** and ends on **Wednesday, 7th August, 2019 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) of **27th July, 2019** 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**
Click on Shareholders
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

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.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 (iii).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVSN for the relevant **MUKAND ENGINEERS LIMITED** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) 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.
- (xvi) 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. (xvi) above to cast vote.
- 2) The voting period begins on **Sunday, August 4, 2019 at 9.00 a.m.** (IST) and ends on **Wednesday, August 7, 2019 at 5.00 p.m.** (IST). 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) of July 27 ,2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 Rules 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 has appointed M/s Ragini Chokshi & Co., Practising Company Secretary (CP No.1436) as the Scrutiniser to 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 Annual General Meeting, first count the votes cast at the Meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than forty eight hours from the conclusion of the Meeting, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same and declare the result of the same.
- iii. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s / CDSL website and shall also be communicated to the Stock Exchanges. 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 Thursday, August 8, 2019.

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

Dhawal J. Vora
Company Secretary
Mumbai, May 20, 2019.