

MUKAND LTD.

The 76th Annual General Meeting of the Members of Mukand Ltd. was held on Wednesday, August 13, 2014 at 4.00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021.

Present :	Shri Niraj Bajaj	- Chairman & Managing Director
	Shri Rajesh V.Shah	- Co-Chairman & Managing Director
	Shri Suketu V. Shah	- Joint Managing Director
	Shri Dhirajlal S. Mehta	- Director
	Dr. N. P. Jain , IFS(Retd.)	- Director
	Shri N. C. Sharma	- Director
	Shri Prakash V. Mehta	- Director
	Shri Pradip Shah	- Director
	Shri Narendra J. Shah	- Director
	Shri S. B. Jhaveri	- Chief Financial Officer - in attendance
	Shri K J. Mallya	- Company Secretary - in attendance

Shri Rakesh Gaud, Assistant Manager, M/s. Haribhakti & Co. LLP, Statutory Auditors of the Company and Shri Anant B. Khamankar, Scrutinizer appointed by the Company for e-voting process were also present.

58 Shareholders were present in person and 56 shareholders were present through representatives/proxy.

Shri Niraj Bajaj, Chairman of the Board of Directors of the Company occupied the Chair, confirmed that the requisite quorum is present and called the meeting to order.

The Chairman announced that the Directors' Report, Financial Statements and Auditors' Report, Proxy Register, Proxies, Register of Directors' Shareholdings under section 170 of the Companies Act, 2013, and Register of Contracts under section 189 of the Companies Act, 2013 were available for the inspection of the members.

The Chairman stated that the Company had received 59 valid proxies in respect of 1,86,86,894 equity shares and 2,39,015 - 0.01% Cumulative Redeemable Preference Shares and 21 representations for 6,51,25,612 equity shares of the Company. He further stated that these had a very limited purpose under the new law since shareholders with 77.73% holdings have already exercised their voting through E-voting.



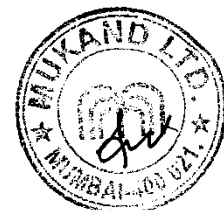
Notice convening the Meeting was taken as read with the consent of the Members present.

The Chairman mentioned that under the new law, the Auditors' Report was to be read only when there were qualifications or adverse observation or comments in the Report. He further mentioned that there were no such qualifications, observations or comments in the Auditors' Report. Accordingly, the Auditors' Report was, with consent of the members present, taken as read.

The Chairman provided an overview of the financials and highlights of the performance of the Company for the FY 2013-14.

He explained that the turnover of the Company for the year 2013-14 stood at Rs.2,812 crore which is an increase of 20% over the previous year. This increase can mainly be attributed to the increase in sales of the special and alloy steel products of your Company. This increase in turnover also resulted in reducing the loss before exceptional items and tax of the Company by approximately 40% as compared to the previous year. The sales volume of the specialty steel division of the Company recorded a rise of 24% over the previous year. The enhanced production of steel was mainly due to the improved availability of iron ore since October 2013 and also the company's shift towards using iron ore fines which was made possible after the commissioning of the sinter plant in Ginigera. The new steel products, especially import substitutes, developed successfully by the company also contributed to the growth in sales. The sales in the value added segment, such as special steel wire rods and black bars, also marked an increase in the year under review and the Company hopes to further increase its sales in these segments. The slight revival of the auto industry, especially the two wheeler industry to which the fortunes of the Company are closely linked, is yet another factor that contributed to the growth in sales of the specialty steel products.

He further stated that the Company introduced several cost saving measures while simultaneously increasing its capacity through improved processes and balancing facilities. The commissioning of the sinter facilities in Ginigera enabled the company to use 60% iron ore fines in lieu of the more expensive iron ore lumps which also helped in increasing the productivity. The hot blast stoves and pulverized coal injection systems were also commissioned in the last year and continue to contribute to the cost saving measures of the Company.



The reopening of some of the iron ore mines in Karnataka during the last year has resulted in improved availability of iron ore through e-auctions which was a critical issue for the last few years. The total requirement of iron ore in the state of Karnataka is estimated to be approximately 35 million tons per year while currently the mined quantity, after the opening of mines, is at 24 million tonnes which is still not sufficient and hence the prices of iron ore are still artificially high. He further stated that the Company expects many more iron ore mines to open in the next few months leading to easier availability and lower prices. Further, the quality of this available iron ore through e-auctions, continues to plague the steel plant consumers because of its low iron content and high impurities which results in increased coke consumption.

He further stated that the installation of rolling mills in the Ginigera plant in Karnataka enabled the company to roll the larger sections at these mills and also directly cater to some of the customers resulting in a reduction in transportation costs. He stated that the rolling mills in Ginigera are also more cost effective as it uses the waste gases from the Mini Blast Furnace instead of furnace oil as fuel and it is heartening that the Ginigera plant is contributing much to the environment and sustainability apart from being more cost effective as it has replaced furnace oil with waste gases for all its operations in the steel melt shop.

He stated that the year in running has begun with optimism in the economy and industry with the election of a strong and stable government. The company marked a 13% increase in sales volume of the steel products in the first quarter of the current year over the same period in the previous year.

He informed that the Company is happy to inform the shareholders that the company has also been successful in increasing the prices of its alloy steel products in a highly competitive market which reiterates the trust in the quality and reliability of the Company's products.

He touched upon the performance of the Company for the 1st quarter of the financial year 2014-15 which shows a profit, though marginal, after 11 quarters of losses, mainly as a consequence of the partial lifting of the Hon'ble Supreme Court's ban on iron ore mining in Karnataka.



He informed that the outlook of the Industrial Machinery Division however, continues to be difficult with the capital goods market and infra projects yet to revive from recessionary trends. Mukand Sumi Metal Processing Ltd., the joint venture formed between the Company and Sumitomo Corporation, Japan is progressing satisfactorily.

He informed that the Company continues its CSR activities in the field of education of the girl child in Thane district. Supported by the Janakidevi Bajaj Gram Vikas Sanstha, the Company has now extended its CSR activities to also include boys from the economically backward sections and studying in classes 8 to 10 in Shahapur taluka.

He further informed that the voting under the postal ballot process conducted for seeking approval of members on various matters closed on the 5th of August, 2014 and the results of the same based on the scrutinizer's report were announced on the 8th of August, 2014. He informed that all the resolutions have been passed by the shareholders with more than 99.99% of the votes cast in favour. He thanked the shareholders for their confidence and support in the management of the Company.

On behalf of the Board of Directors he placed on record the appreciation for every gesture of support and encouragement received from shareholders over the past several decades. He also thanked members of the Board and all employees of the company who have continuously found ways to meet the challenging times and come out stronger.

The Chairman thereafter made a detailed statement as under, on the new provisions of the Companies Act, 2013 concerning e-voting and AGM Resolutions:

- a. The Companies Act, 1956 had been replaced by Companies Act, 2013 with effect from 1 April 2014. Rules had also been framed in respect of many provisions, including in respect of conduct of General Meetings. Major changes had been brought into force by MCA and SEBI, due to which procedure followed by companies at the General Meetings in the past would undergo significant changes from this year.
- b. The company had accordingly provided facility to shareholders to exercise votes on the items of business, given in the Notice of the Annual General Meeting dt. June 30, 2014, through electronic voting system.
- c. The cut-off date for determining voting rights of members entitled to participate



in the e-voting process was 30 June, 2014.

- d. E-voting platform provided by Karvy Computershare Private Ltd. ("Karvy") had been used by the Company for this purpose.
- e. As required under clause 35B of the Listing Agreement, physical ballot forms (assent / dissent forms) were also made available to the shareholders who were given the Notice of AGM in physical form, whereby they could cast their vote using the Ballot form upto 9th August 2014 (5.00 p.m.). This was done to obviate the difficulties the shareholders may have had in not having access to e-voting facility.
- f. MCA vide its Circular dated 17 June, 2014 had deferred the process upto 31 December, 2014. SEBI, however, had not deferred the same for listed entities.
- g. As per the clarifications given by MCA, where there has been e-voting, voting by "show of hands" was not be allowable and the provisions relating to demand for poll was also not be relevant.
- h. In terms of these provisions, the e-voting process (including voting through physical Assent/Dissent forms) has been completed for all the items of business mentioned in the Notice, making voting at the meeting redundant in the process.
- i. Mr. Anant B. Khamankar, a Practicing Company Secretary, was appointed by the Board of Directors of the company as a Scrutinizer for scrutinizing the e-voting process.
- j. The e-voting period remained open from Thursday, 7th August, 2014 (9.00 a.m.) till Saturday, 9th August, 2014 (5.00 p.m.).
- k. In the event, a member casted his votes through both the processes, i.e., e-voting and ballot form, the votes casted in the electronic form were considered and votes casted in the ballot form were ignored.
- l. The Scrutinizer had submitted a report of the votes caste "in favour of" or "against" the resolutions and "invalid votes", based on the reports generated from the e-voting system provided by Karvy together with the votes caste in physical ballot forms.

The Chairman then summarized the report made by the Scrutinizer of the votes caste "in favour of" or "against" the resolutions as stated below, based on the reports generated from the e-voting system provided by Karvy together with the votes, if any, cast in physical Ballot forms.



1. Adoption of Accounts and the Directors' & Auditors' Reports thereon

The Chairman took up and presented the voting result for the ordinary business item no. 1 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that the Statement of Profit and Loss for the year ended 31st March, 2014, the Balance Sheet as at 31st March, 2014, Cash Flow Statement for the year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon be and the same are hereby adopted."

2. To declare dividend on 0.01% Cumulative Redeemable Preference Shares

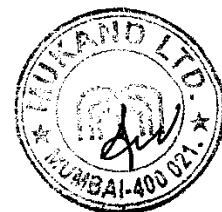
The Chairman took up and presented the voting result for the ordinary business item no. 2 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that pursuant to the recommendation of the Directors, dividend at the rate of 0.01% per 0.01% Cumulative Redeemable Preference Share of Rs.10/- (Rupees Ten only) each of the Company be and is hereby declared for the year ended 31st March, 2014 -

- a) to all those beneficial owners holding shares in dematerialised form with the Depositories as at the end of the day on 1st August, 2014; and
- b) to all those shareholders holding shares in physical form whose names appear on the Company's Register of Members as on 1st August, 2014."



3. Re-appointment of Shri Vinod S. Shah as Director, who retires by rotation

The Chairman took up and presented the voting result for the ordinary business item no. 3 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED that Shri Vinod S. Shah (DIN: 00033327), who retires by rotation, be and is hereby re-appointed a Director of the Company."

4. To not fill the vacancy caused by the retirement of Shri Amit Yadav, who retires by rotation

The Chairman took up and presented the voting result for the ordinary business item no. 4 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED THAT the vacancy caused by the retirement of Shri Amit Yadav (DIN: 02768784), who retires by rotation at this meeting, be not filled up."

The Chairman informed that in respect to the above item, Mr. Yadav has in the meantime resigned from his directorship vide his letter dt. 2nd July 2014 and the same was noted at the Board Meeting held on 13th August, 2014 prior to this meeting.

5. Appointment of M/s. Haribhakti & Co. LLP, as Auditors and fixing their remuneration



The Chairman took up and presented the voting result for the ordinary business item no. 5 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In light of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder and pursuant to recommendation of the Audit Committee of the Board of Directors M/s. Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Eighty-first Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be agreed upon by the Board of Directors and the Statutory Auditors, plus applicable service tax and out-of-pocket expenses incurred by them for the purpose of audit of the accounts of the Company for the financial years ending 31st March, 2015 and thereafter."

In respect to the above, the Chairman informed that Company has received intimation regarding change in the constitution of the audit firm into a Limited Liability Partnership(LLP) on 17th June, 2014 and hence the name of the firm to be re-appointed as Auditors of the Company is changed to Haribhakti & Co. LLP.

6. Appointment of Shri Dhirajlal S. Mehta as an Independent Director

The Chairman took up and presented the voting result for the special business item no. 6 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:



“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Shri Dhirajlal S. Mehta (DIN : 00038366) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 years upto the conclusion of the 81st Annual General Meeting in the calendar year 2019.”

7. Appointment of Dr. N. P. Jain, IFS (Retd.) as an Independent Director

The Chairman took up and presented the voting result for the special business item no. 7 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes “in favour”	No. of votes “against”	% of votes “in favour” on votes cast	% of votes “against” on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Dr. N. P. Jain, IFS (Retd.) (DIN : 00460220) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 years upto the conclusion of the 81st Annual General Meeting in the calendar year 2019.”

8. Appointment of Shri N. C. Sharma as an Independent Director

The Chairman took up and presented the voting result for the special business item no. 8 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes “in favour”	No. of votes “against”	% of votes “in favour” on votes cast	% of votes “against” on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:



“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Shri N. C. Sharma (DIN : 00054922) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 years upto the conclusion of the 81st Annual General Meeting in the calendar year 2019.”

9. Appointment of Shri Prakash V. Mehta as an Independent Director

The Chairman took up and presented the voting result for the special business item no. 9 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Shri Prakash V. Mehta (DIN : 00001366) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 years upto the conclusion of the 81st Annual General Meeting in the calendar year 2019.”

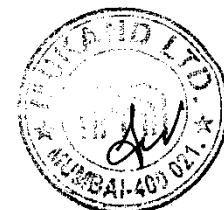
10. Appointment of Shri Pradip P. Shah as an Independent Director

The Chairman took up and presented the voting result for the special business item no. 10 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes "in favour"	No. of votes "against"	% of votes "in favour" on votes cast	% of votes "against" on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable



provisions of the Companies Act, 2013 and the rules made thereunder, Shri Pradip P. Shah (DIN : 00066242) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 consecutive years upto the conclusion of the 81st Annual General Meeting in the calendar year 2019.”

11. Ratification of remuneration of Cost Auditors

The Chairman took up and presented the voting result for the special business item no. 11 of the Notice as under:

% of total votes cast to total paid-up capital	No. of votes “in favour”	No. of votes “against”	% of votes “in favour” on votes cast	% of votes “against” on votes cast
77.73	109,920,162	100	99.99	0.000090

In view of the above, the Chairman declared the following resolution as passed with requisite majority as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and as per the recommendation of the Audit Committee of the Board of Directors, the remuneration of Rs.1,50,000/- and reimbursement of travelling and other out of pocket expenses plus service tax as applicable to be paid to CMA Sangeeta Kulkarni, Cost Accountant for conducting the audit of cost records of the Steel Plants at Kalwe and Hospet and Engineering Contracts and Industrial Machinery Division at Kalwe for the financial year ending 31st March, 2015 as approved by the Board of Directors of the Company, subject to the approval of the Central Government, be and is hereby ratified.”

The Chairman also informed that the Scrutinizer’s Report was available for members for their information. The same would also be made available on the Company’s website.

The Chairman then invited comments / queries on accounts and other connected matters from the shareholders.

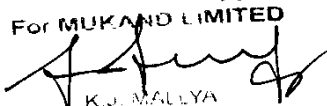
Smt. Shobhana Mehta, S/Shri A.F. Lala , Kirti Shah, Michael P. Martin and G. H. Bharucha in addition to offering their comments on the financial statements, raised queries / sought information about borrowings and finance costs, performance of subsidiaries, loans to subsidiaries, employee strength, mode of despatch of annual



report, valuation of land, CSR activities, growth plans and offered suggestions for additional financial data in Annual Report to make it more informative.

Shri Suketu V. Shah, Joint Managing Director replied to the above queries.

The meeting concluded with a vote of thanks to the Chair.

Certified True Copy
For MUKAND LIMITED

K.J. MALHYA
COMPANY SECRETARY

Sd/-
CHAIRMAN

