

Mukand Ltd.

Regd. Office : Bajaj Bhawan, 3rd Floor
Jamnalal Bajaj Marg
226 Nariman Point, Mumbai, India 400 021
Tel : 91 22 6121 6666 Fax : 91 22 2202 1174
www.mukand.com

Kalwe Works : Thane-Belapur Road
Post office Kalwe, Thane, Maharashtra
India 400 605
Tel : 91 22 2172 7500 / 7700 Fax : 91 22 2534 8179
CIN : L99999MH1937PLC002726

SEC/STOCK EXCHANGE/
March 1, 2018

1. Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 021. ISIN CODE : INE304A01026 INE304A04012 BSE Scrip Code : 500460	2. Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai – 400051 ISIN CODE : INE304A01026 INE304A04012 NSE Scrip Name : MUKAND LTD.
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Dear Sir,

**Re: Disclosure under Regulation 30 of SEBI (LO&DR) Regulations, 2015
Notice of Postal Ballot and Advertisement in News Papers**

With reference to the above, we are enclosing herewith the Notice of Postal Ballot dated 15th January, 2018 sent to the shareholders of the Company together with the advertisements released in Free Press Journal (in English) and Navshakti (in Marathi) on 28th January, 2018 for passing following resolutions :-

1. To Increase in limit of Investments in other Bodies Corporate/Loans/Guarantees/Securities to other Bodies Corporate or persons – **Special Resolution**
2. To Approve Related Party Transactions with Mukand Alloy Steels Private Limited – **Ordinary Resolution**

Kindly note that the above Notice and Advertisement has also been uploaded on the website of the Company as per the provisions of the Companies Act, 2013 and Regulations 46 and 47 of SEBI (LO&DR), Regulations, 2015.

However, we note that the aforesaid notice and advertisements were inadvertently omitted to be submitted to you as per the provisions of Regulation 30 of the SEBI (LO&DR), Regulations, 2015. Therefore, we request you to kindly condone the delay in submission of the same and accept the above disclosures on record.

Thanking you,

Yours faithfully,
For Mukand Limited



K.J. Malliya
Company Secretary
(kjmallya@mukand.com)

Encl : as above





MUKAND LIMITED

Registered Office: Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021
(CIN No.: L99999MH1937PLC002726); Website: www.mukand.com; E-mail: investors@mukand.com,
Tel: 022-61216666, Fax: 022-22021174,

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as Special/ Ordinary Resolution by way of Postal Ballot/ e-Voting. The Explanatory Statement setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot form (the "Form") for your consideration.

The Board of Directors of Mukand Limited ("Mukand" or "Company") has appointed Mr. Anant Khamankar (Membership No. 3198), Practising Company Secretary (Certificate of Practice No. 1860), Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the original Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e., 5.00 p.m. on Tuesday, 27th February, 2018.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots received. The Company will announce the results of the Postal Ballot on Thursday, 1st March, 2018 at 4.00 p.m. at Registered Office of the Company and the same will also be displayed on the Company's website (www.mukand.com) and on the website of Karvy Computershare Private Limited ("Karvy") (www.evoting.karvy.com), besides being communicated to the Stock Exchanges, where the equity shares of the Company are listed.

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date of voting i.e. Tuesday, 27th February, 2018.

SPECIAL BUSINESS:

Items of business requiring consent of the Members through Postal Ballot:

Item No. 1: Power to make Investments, Loans, Guarantees or Securities

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and the Rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other consent(s), approval(s) and/or permission(s) as may be necessary, the approval, consent and authority of the Members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Board Committee duly authorized by the Board) to:

- (a) invest/acquire from time to time by way of subscription, purchase, conversion, acquisition or otherwise in equity shares, preference shares, debentures, warrants (whether convertible or non-convertible) or any other financial instruments of any body corporate, whether subsidiary or not, additional sums not exceeding the aggregate limits mentioned hereunder, notwithstanding that such investments together with the Company's existing investments in all other bodies corporate are in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013:-

Particulars	Aggregate Limits not exceeding Rs. (in Crore)
Subsidiary Companies	500.00
Other bodies corporate	100.00
TOTAL	600.00

- (b) make/give from time to time any additional loan or loans to any body corporate, whether subsidiary or not, to the extent of aggregate limits as mentioned hereunder, notwithstanding that such loans together with the Company's existing loan(s) to all other bodies corporate are in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013:-

Particulars	Aggregate Limits not exceeding Rs. (in Crore)
Subsidiary Companies	500.00
Other bodies corporate	100.00
TOTAL	600.00

- (c) give from time to time any additional guarantee(s) and/or provide any security in connection with any loan(s) made to any body corporate(s) or person(s), whether subsidiary or not, to the extent of aggregate limits mentioned hereunder, notwithstanding that such guarantee(s) or security together with the Company's existing guarantees already given or securities already provided to all other bodies corporate are in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013:-

Particulars	Aggregate Limits not exceeding Rs. (in Crore)
Subsidiary Companies	500.00
Other bodies corporate	100.00
TOTAL	600.00

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors (which term shall be deemed to include any Committee thereof) be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board of Directors in its absolute discretion may deem fit."

Item No. 2: Approval of Material Related Party Transactions

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 applicable provisions of the Companies Act, 2013 (the 'Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Members be and is hereby accorded for the formation of a strategic alliance with Sumitomo Corporation for engaging in alloy steel rolling & finishing business and consent is hereby accorded to the Board of Directors of the Company for entering into contract(s)/ transaction(s) with Mukand Alloy Steels Private Limited ("MASPL"), presently a subsidiary of the Company, including but not limited to: (i) supply agreements with MASPL for the exclusive sale of special and alloy steel products and semi products (including cast billets, blooms, cogged billets bars/rounds, hot rolled bars and hot rolled wire rods) to MASPL; (ii) conversion agreements with MASPL for rolling and finishing of special and alloy steel long products; (iii) lease agreements for taking on lease rolling mills and finishing facilities from MASPL; and (iv) other agreements relating to rendering of marketing/ business transfer and other services (" the Proposed Transactions"), the value of which either individually or all taken together may exceed ten per cent of the annual consolidated turnover of the Company as per audited financial statements for the Financial Year: 2016-17 having the following details and as detailed in the Explanatory Statement annexed hereto:

Description of Contracts	Total estimated cumulative annual contract value (Rs. in Crore)
(i) Sale, purchase, supply of any products and semi products of special & alloy steel (including cast billets, blooms, cogged billets bars/rounds, hot rolled bars and hot rolled wire rods), scrap and capital goods.	1,709
(ii) Conversion agreements with MASPL for rolling and finishing of special and alloy steel long products, providing/availing job-work.	
(iii) Lease of rolling mills and finishing facilities from MASPL.	
(iv) Rendering of marketing/ business transfer and other services or any other transactions.	

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to finalize and execute all agreements, deeds, documents and writings for the consummation of the aforesaid transaction with MASPL and to do all acts, deeds and things in this connection and incidental thereto as the Board of Directors in its absolute discretion may deem fit.”

By order of the Board
For **Mukand Limited**

K. J. Mallya
Company Secretary

Mumbai
15th January, 2018

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being dispatched (in physical form and/or electronically, by email, to those members who have registered their email address with the Company) to all members, whose names would appear in the register of members / record of depositories as on Friday, 12th January, 2018 (“**Cut-off Date**”).
3. In view of the non-payment of dividend on 0.01% Cumulative Redeemable Preference shares, in terms of section 47 of the Act, the holders of such preference shares have right to vote on all the above resolutions to be passed by way of postal ballot or e-voting.
4. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1(one) Marathi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated and also published on the website of the Company.
5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the Company’s website: www.mukand.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Tuesday, 27th February, 2018.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days except Saturdays, Sundays and national holidays, until the end of the voting period.
7. Kindly note that the members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If the members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case members cast their votes through both the modes, then votes cast through e-voting shall prevail and votes cast by physical postal ballot will be treated as invalid.

8. Instructions for Voting

A. Voting through Physical Postal Ballot Form

- i) A member desiring to exercise his/her vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope. Postage charges will be borne and paid by the Company.
- ii) The Postal Ballot Form, duly completed and signed by the members should be returned in the enclosed self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach before the close of working hours on Tuesday, February 27, 2018 i.e. 5.00 p.m. IST. Any Postal Ballot Form received after the said date and time shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

Members may opt for e-voting, for which the USER ID and initial password are provided on the Postal Ballot Form. Please follow steps from Sl. No.(i) to (xii) under heading B below to vote through e-voting platform.

B. Voting Through Electronic Means

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called “**the Rules**” for the purpose of this section of the Notice) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR, 2015**”), the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 12th January, 2018 (End of Day) being the Cut-off Date for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy.

The instructions for e-voting are as under:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., USER ID and password mentioned in your email. Your Folio No./DP ID – Client ID will be your USER ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and Password for casting your votes.
- iii. After entering the details appropriately, click on “LOGIN”.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new password/credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. **Mukand Ltd.**
- vii. On the voting page, the number of shares (which represents the number of votes) as held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click “FOR”/ “AGAINST” as the case may be or partially in “FOR” and partially in “AGAINST”, but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to khamankar@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format “Corporate Name_EVENT No.”
- xi. **Remote e-voting facility where members can cast their vote online shall remain open for voting from: 29th January, 2018 (9.00 a.m.) till 27th February, 2018 (5.00 p.m.).**
- xii. In case of any queries, you may refer the Frequently Asked Questions (“**FAQs**”) for shareholders and e-voting User Manual available at the “download” section of <https://evoting.karvy.com> or contact Karvy on telephone no. 1800 345 4001 (toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS RELATING TO THE AFORESAID RESOLUTIONS:

Item No. 1: Power to make Investments, Loans, Guarantees or Securities

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of, 60% (sixty percent) of the aggregate of the paid up share capital, free reserves and securities premium account or 100% (one hundred percent) of its free reserves and securities premium account, whichever is more, if special resolution is passed by the shareholders of the lending / investing company.

The Company has in the course of its business formed or proposes to form various subsidiaries wherein, the Company is holding or may hold shares, either directly or through its other subsidiaries. Such companies require support from the Company from time to time in the form of infusion of funds into their businesses for the expansion activities as well as for operations. With a view to meet the fund requirements of the subsidiaries, the Company proposes to provide assistance in the form of direct loans or extension of guarantees or providing securities for loans from other parties or investment into the securities of the said companies as and when required. The Company also has associate companies with whom the Company carries out similar transactions.

The increasing business operations and future growth plans of the Company may necessitate making further investments in / providing loans to or extending guarantees to or providing securities for loans to these subsidiaries / other body corporate(s) including associate companies, over a period of time in the future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee (s)/ provide any security(ies), in connection with loan(s) taken by subsidiaries/ body corporate(s) and /or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ body corporate(s) upto the additional limits as mentioned in the resolution over and above the investments already made / loans given / guarantees given / securities provided for loans taken by subsidiaries/other bodies corporate.

The proposed resolution is enabling in nature for any further or additional loan / investment / guarantee / security, if any, made in or given to subsidiaries/ bodies corporates as per the provisions of the Companies Act, 2013. Hence prior approval of the members of the Company is sought for exercising these powers by the Board.

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 and to the extent of their memberships and/ or directorships in the subsidiaries and associate companies.

The Board recommends the resolution as set out in Item No. 1 for approval of the Members as a **Special Resolution**.

Item No. 2: Approval of Material Related Party Transactions

1. As the Members are aware, the Company has filed pleadings before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") (being Company Scheme Application No. 632 of 2017 together with Company Petition No. 871 of 2017) for sanctioning the Scheme of Arrangement and Amalgamation amongst the Company, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited and their respective shareholders and creditors under the provisions of Section 230 to 232 and Section 52 of the Companies Act, 2013.
2. The aforesaid Scheme provides for (i) the slump sale of the alloy steel rolling, heat treatment and finishing business into long round products and the marketing of alloy steel products including transfer of (a) 3 (three) rolling mills (wire rod mill, bar mill and blooming mill) and alloy steel heat treatment and finishing facilities located at Dighe, Thane (excluding the buildings and underlying land) and (b) Plot of 52.8 (fifty two point eight) acres of land in Karnataka to Mukand Vijayanagar Steel Limited on a going concern basis with effect from 1st January, 2017 and thereafter (ii) the subsequent amalgamation of and vesting of Mukand Vijayanagar Steel Limited into Mukand Alloy Steels Private Limited, on a going concern basis, also with effect from 1st January, 2017. The Members had approved the Scheme at the meeting held on 16th August 2017 and the NCLT vide order dated 13th December, 2017 has approved the Scheme. The Members are also aware that the Company has executed a joint venture agreement with Sumitomo Corporation, Japan for engaging in rolling and finishing of special and alloy steel long products. The joint venture agreement is subject to fulfilment of various conditions precedent. The joint venture will be conducted through Mukand Alloy Steels Private Limited.

3. As on the date of this Notice, Mukand Alloy Steels Private Limited is a wholly owned subsidiary of the Company.
4. It is the desire of the Company that the Company enter into various deeds, documents and writings with Mukand Alloy Steels Private Limited, a subsidiary of the Company, including but not limited to: (i) supply agreements for the exclusive sale of special & alloy steel products and semi products (including cast billets, blooms, clogged billets bars/rounds, hot rolled bars and hot rolled wire rods) to Mukand Alloy Steels Private Limited; (ii) conversion agreements for rolling and finishing of special and alloy steel long products for Mukand Alloy Steels Private Limited; (iii) lease agreements for taking on lease rolling mills and finishing facilities from Mukand Alloy Steels Private Limited; and (iv) other agreements relating to rendering of marketing/ business transfer and other services (“**the Proposed Transaction**”). The value of the Proposed Transaction between the Company and Mukand Alloy Steels Private Limited is expected to exceed 10% (ten percent) of the annual consolidated turnover of the Company as per audited financial statements for the Financial Year: 2016-17. The aforesaid deeds, documents and writings will be executed upon obtaining the approval of the shareholders as aforesaid.
5. It was intended that once the NCLT sanctions the Scheme as aforesaid and upon the said order of NCLT sanctioning the Scheme being filed with the Registrar of Companies, Sumitomo Corporation, Japan will be inducted as a JV Partner in Mukand Alloy Steels Private Limited. Upon such investment, the Company shall hold 51% (fifty one percent) and Sumitomo shall hold 49% (forty nine percent) of the shares in the equity share capital of Mukand Alloy Steels Private Limited.
6. As per the provisions of Section 188 of the Companies Act, 2013 (“**the Act**”) dealing with Related Party Transactions, the Company is required to obtain the prior approval of the Board, and in the event that the transaction value exceeds the threshold limits set out in the said Section read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, then the Company is required to obtain the prior approval of the members. The requirements of obtaining approval by resolution as aforesaid do not apply where the transactions are in the ordinary course other than transactions that are not on an arm’s length basis. Additionally, the said Section stipulates that the approval by the members will not be required for approving transactions between a company and its wholly owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval. **The proposed transactions between the Company and Mukand Alloy Steels Private Limited are in the ordinary course of business and will only be on arm’s length basis. As such the approval of the shareholders under Section 188 is not required.**
7. Regulation 23(4) of SEBI LODR, 2015, requires approval of the shareholders through Ordinary Resolution for all ‘Material’ Related Party Transactions (“**RPT**”). The said Regulations stipulate that a transaction with a related party shall be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Regulation 23(5) clarifies *inter alia* that the approval of shareholders will not be required for a transaction between a holding company and its wholly owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval. **As on the date of this Notice, Mukand Alloy Steels Private Limited is a wholly owned subsidiary of the Company and accordingly, the approval of the shareholders is not required in accordance with Regulation 23(5) above. The deeds, documents and writings that will be executed for effectuating the Proposed Transaction at a time when Sumitomo Corporation will be holding 49% (forty nine percent) share capital of Mukand Alloy Steels Private Limited.** Having regard to the Accounting Standards, on the date when the Proposed Transaction is executed between the Company and Mukand Alloy Steels Private Limited, it will qualify as related party transaction, requiring the approval of the Members. Unlike under the Act, the SEBI LODR, 2015 do not contain any exception in the case of a transaction in the ordinary course of business that are at arm’s length basis. Accordingly, the approval of the Members are sought under Regulation 23(4) of SEBI LODR, 2015 for the Proposed Transaction.

8. The Proposed Transaction, will be a material transaction which is estimated to exceed 10% (ten percent) of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the year ended 31st March, 2017:-

Sl. No.	Nature of Transaction	Estimated Annual Value of Contracts & Services* [in Rs. Crore]	Credit Period
A. Sale of Goods & rendering of Services by the Company to MASPL :			
1.	Sale of cast billets, blooms, clogged billets bars/ rounds, hot rolled bars and hot rolled wire rods of special and alloy steel	1,400	7 days
2.	Job Work Income	200	
3.	Sale of Capital Goods	40	
4.	Rent of Factory / Office	1	
5.	Provision of other Services	4	
	Total Income (A)	1,645	
B. Purchase of Goods & receiving of Services by the Company from MASPL :			
1.	Purchase of Scrap	31	30 days
2.	Machinery Hire Charges	28	
3.	Other Services	5	
	Total Expenditure(B)	64	
	Total Transaction Value(A+B)	1,709	

* based on estimated turnover for FY: 2017-18

The above transactions have been approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI LODR, 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 referred Proposed Transactions under the provisions of Regulation 23(4) of SEBI LODR, 2015, and the related parties will abstain from voting on the resolution as set out at Item No. 2.

None of the Directors, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/her respective shareholding, if any, in the Company, in the resolution set out in Item No. 2 of the Notice.

The Board recommends the Resolution as set out in Item No. 2 for approval of the Members as an **Ordinary Resolution**.

By order of the Board
For **Mukand Limited**

K. J. Mallya
Company Secretary

Place: Mumbai
Date: 15th January, 2018

Registered Office:
Bajaj Bhawan, Jamnalal Bajaj Marg,
226, Nariman Point, Mumbai - 400021.



MUKAND LTD.

CIN : L9999MH1937PLC002726

Registered Office: Bajaj Bhawan, 3rd Floor,
Jammal Bajaj Marg, 226, Nariman Point, Mumbai-400021
Tel: 91+22 6121 6666, Fax: +91 22 2202 1174
Email : investors@mukand.com, Website : www.mukand.com

NOTICE TO MEMBERS

Members of the Company are hereby informed that the Company has on 27th January, 2018 completed the despatch of Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, alongwith Postal Ballot Form ("Form") and self-addressed, postage pre-paid envelope to the Members whose e-mail IDs are not registered and has sent e-mails to the Members whose e-mail IDs are registered with the Company / Depositories as on 12th January, 2018 seeking approval by postal ballot, including voting by electronic means. Notice of the Postal Ballot along with Explanatory Statement, Postal Ballot Form and Instructions can be downloaded from:- <https://evoting.karvy.com> and www.mukand.com.

Members may cast their vote either through e-Voting or through Postal Ballot. The Login ID and Password have been provided, both in the Form as also in the E-mail to enable Members to use e-voting facility. Members who have already used the facility of e-voting on <https://evoting.karvy.com> may use their existing Login ID and Password.

The Board of Directors of the Company has appointed Mr. Anant Khamankar (Membership No. 3198), Practicing Company Secretary (Certificate of Practice No. 1860), Mumbai as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The e-Voting and voting through Postal Ballot would commence on Monday, January 29, 2018 at 9.00 a.m. and would end on Tuesday, February 27, 2018 at 5.00 p.m. Whilst the e-Voting platform will be disabled at 5.00 p.m. on Tuesday, February 27, 2018, any Form received from the Members after that date will be strictly treated as if no reply from such Member(s) has been received and such Forms will be treated as invalid.

Members who have not received the Form and desirous of seeking a duplicate Form or having any query / grievance pertaining to the Postal Ballot process can contact the Company's Share Transfer Agent - Mr. Mohd. Mohsinuddin of Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032, Email id: mohsin.mohd@karvy.com, Phone: (040) 67161562.

The Results of the Postal Ballot would be announced on Thursday, March 01 at 4.00 p.m. at the Registered Office of the Company. The result will be displayed at the Registered Office of the Company, communicated to BSE Limited & National Stock Exchange of India Limited on which Company's shares are listed, and displayed along with the Scrutinizer's report on the website of the Company and Karvy Computershare Pvt. Ltd.

For Mukand Limited

K.J. Mallya

Company Secretary

(kjmallya@mukand.com)

Place: Mumbai

Date: 27th January, 2018





मुकंद लि.

सीआयएन : L9999MH1937PLC002726

नोंदणीकृत कार्यालय : बजाज भवन, 3रा मजला,

जमनालाल बजाज मार्ग, 226, नरिभन पॉइंट, मुंबई - 400021

दूरध्वनी : +91 22 6121 6666, फॅक्स : +91 22 2202 1174

ईमेल : investors@mukand.com वेबसाईट : www.mukand.com

सदस्यांना सूचना

कंपनीच्या सदस्यांना याद्वारे माहिती देण्यात येते की 27 जानेवारी 2018 रोजी कंपनीने कंपनी कायदा, 2013 चे कलम 110 सोबत वाचले जाणारे कंपनी (व्यवस्थापन आणि प्रशासन) नियम, 2014 यांअन्वये टपाल मतपत्राद्वारे, यामध्ये इलेक्ट्रॉनिक पद्धतीने मतदान समाविष्ट, संमती मिळवण्यासाठी, टपाल मतपत्राच्या सूचनेची पाठवणी टपाल मतपत्र प्रपत्रासह (प्रपत्र) स्वतःचा पत्ता असलेला, टपालभाडे आधीच भरलेला लिफाफा कंपनीकडे ईमेल आयडी नोंदवलेले नसलेल्या सदस्यांना पाठवून आणि ज्यांचे ईमेल आयडी 12 जानेवारी 2018 रोजीनुसार कंपनीकडे/डिपॉझिटरीकडे नोंदवलेले आहेत अशा सदस्यांना त्यांना ईमेल आयडीवर पाठवून पूर्ण केली आहे. टपाल मतपत्राची सूचना, स्पष्टीकरणात्मक विवरण, टपाल मतपत्र प्रपत्र आणि सूचनांसह येथून डाऊनलोड करता येऊ शकते : [https://evoting.karvy.comAm\(U www.mukand.com](https://evoting.karvy.comAm(U www.mukand.com)

सदस्य त्यांची मते ई-मतदानामार्फत किंवा टपाल मतपत्रामार्फत देऊ शकतात. लॉगिन आयडी आणि पासवर्ड प्रपत्रात आणि ईमेलमध्येसुद्धा पुरवण्यात आलेले आहेत, ज्यायोगे सदस्यांना ई-मतदान सुविधा वापरता यावी. ज्या सदस्यांनी <https://evoting.karvy.com> येथील ई-मतदान सुविधा यापूर्वीच वापरलेली आहे ते त्यांचा विद्यमान लॉगिन आयडी आणि पासवर्ड वापरू शकतात.

कंपनीच्या संचालक मंडळाने श्री. अनंत खमणकर (सदस्यत्व क्र. 3198), व्यावसायिक कंपनी सचिव (व्यवसाय प्रमाणपत्र क्र. 1860) मुंबई यांना टपाल मतदान न्याय्य आणि पारदर्शक पद्धतीत राबवण्यासाठी परीनिरिक्षकपदी नेमले आहे.

ई-मतदान आणि टपाल मतपत्राद्वारे मतदान सोमवार 29 जानेवारी 2018 रोजी सुरु होईल आणि मंगळवार 27 फेब्रुवारी 2018 रोजी संध्याकाळी 5.00 वाजता संपेल. ई-मतदान मंच मंगळवार 27 फेब्रुवारी 2018 रोजी निष्क्रिय करण्यात येईल, आणि या तासखेनंतर सदस्यांकडून येणारे कोणतेही प्रपत्र वैध मानले जाणार नाही आणि अशा सदस्या (स्यां) कडून कोणतेही उत्तर आले नाही असे गृहीत धरले जाईल.

ज्या सदस्यांना प्रपत्र मिळालेले नाही आणि ज्यांना डुप्लिकेट प्रपत्र मिळवायचे आहे किंवा टपाल मतदान प्रक्रियेसंदर्भात कोणतेही प्रश्न/तक्रार करायची असेल, तर ते कंपनीच्या भाग हस्तांतरण एजंटशी संपर्क साधू शकतात - श्री. मोहम्मद मोहरीनुद्दीन, काव्ही कंप्युटरशेअर प्रायव्हेट लि., कार्ही सेलेनियम टॉवर बी, फ्लॉट 31-32, गचीबावळी फायनान्शियल डिस्ट्रिक्ट, नानकमगुडा, हैदराबाद - 500032, ईमेल आयडी : mohsin.mohd@karvy.com फोन : (040) 67161562.

टपाल मतपत्राचे निष्कर्ष गुरुवार 1 मार्च रोजी दुपारी 4.00 वाजता कंपनीच्या नोंदणीकृत कार्यालयात घोषित होतील. निष्कर्ष कंपनीच्या नोंदणीकृत कार्यालयात प्रदर्शित होतील, कंपनीचे भाग सूचित असणाऱ्या बीएसई लिमिटेड आणि नॅशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेडला कळवले जातील, आणि परीनिरिक्षकाच्या अहवालासह कंपनीच्या आणि काव्ही कंप्युटरशेअर प्रा. लि. च्या वेबसाईटवर प्रदर्शित होतील.

मुकंद लिमिटेड साठी

के.जे. मल्ल्या

कंपनी सचिव

स्थळ : मुंबई

दिनांक : 27 जानेवारी 2018

(kjmallya@mukand.com)

Sun, 28 January 2018

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