

Mukand Ltd.

Regd. Office : Bajaj Bhavan, 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

SH/ST-EX/BSE&NSE/80AGM/2017-2018/

24th July, 2018

1. Department of Corporate Services Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	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 BSE Scrip Code : 500460	ISIN CODE : INE304A01026 INE304A04012 NSE Scrip Name : MUKAND LTD.

Dear Sir(s),

Sub: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 30 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 80th Annual General Meeting of the members of the Company scheduled to be held on 13th August, 2018 at 4.00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021.

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours faithfully,
For **Mukand Limited**



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

Encl: as above



Notice



MUKAND LIMITED

(CIN No.: L99999MH1937PLC002726)

Registered Office: Bajaj Bhawan, 3rd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021. Tel: 022-61216666, Fax: 022-22021174, E-mail: investors@mukand.com, Website: www.mukand.com

To

The Members,

NOTICE is hereby given that the **80th ANNUAL GENERAL MEETING** of the Members of **MUKAND LIMITED** will be held on Monday, 13th August, 2018 at 4.00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the year ended March 31, 2018, together with the Report/s of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Niraj Bajaj (DIN:00028261), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Rajesh V. Shah (DIN: 00033371), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To fix the remuneration of M/s. Haribhakti & Co, LLP, Chartered Accountants, Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 76th Annual General Meeting held on 13th August 2014, in respect of the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (firm registration no. 103523W) till the conclusion of the 81st Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the financial year 2018-19."

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

SPECIAL BUSINESS:

5. Ratification of Cost Auditor's Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the recommendation of the Audit Committee of the Board of Directors, the remuneration of Rs 90,000/- and reimbursement of travelling and other out of pocket expenses plus taxes as applicable, to

be paid to CMA Sangita Kulkarni, Cost Accountant (Firm Registration No. 102365) 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 March 31, 2019, as approved by the Board of Directors of the Company, be and is hereby ratified."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matter and things as may be necessary to give effect to this resolution."

6. Approval of Material Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, approval of the members of the Company be and is hereby accorded to the Board of Directors (including its Committee thereof), to ratify/ approve all existing contracts / arrangements/ agreements entered into/ to be entered by the Company with Mukand Sumi Metal Processing Limited ("MSMPL") & Mukand Sumi Special Steel Limited (MSSSL), subsidiaries and hence related parties within the meaning of the aforesaid law, the value of which either singly or all taken together may exceed ten per cent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2017-18; having the following details and as detailed in the Explanatory Statement annexed hereto

Description of Contract - Name of Party	Period of Contract	Total cumulative contract value with Related Party (Rs. Crore)
With MSMPL: Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing / rendering of marketing/ business transfer and other services, leasing of factory /office premises/facilities or any other transactions.	April 01, 2018 to March 31, 2019	355.00

Description of Contract - Name of Party	Period of Contract	Total cumulative contract value with Related Party (Rs. Crore)
With MSSSL: Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing / rendering of marketing/ business transfer and other services, leasing of factory /office premises/facilities or any other transactions.	April 01, 2018 to March 31, 2019	2022.00

RESOLVED FURTHER that the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, 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."

7. Fees for service of documents(s) to members

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

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013, and relevant rules prescribed thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), the Company may, upon receipt of a request from a member for delivery of any document through a particular mode, levy an amount, approximate of the actual expense as may be incurred by the Company, by way of fees for sending the document in the particular desired mode, provided such request along with the requisite fees has been duly received by the Company at least one week in advance of the dispatch of the document(s) by the Company."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, Key Managerial Personnel of the Company as defined under section 2(51) of the Companies Act, 2013 be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to the abovementioned resolution, including determination of estimated fees for delivery of the document to be paid by the member in advance."

8. Issue of Redeemable Non-convertible Debentures on private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to offer or invite subscriptions for secured / unsecured

redeemable Non-Convertible Debentures (NCDs), in one or more series / tranches, aggregating up to Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), on private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto."

"RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s) and/ or officer(s) of the Company, to give effect to this resolution."

"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."

9. Appointment of Shri Pratap V. Ashar (DIN:02436046) as a Director

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

"RESOLVED THAT pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification[s] or re-enactment[s] thereof for the time being in force), Shri Pratap V. Ashar (DIN:02436046), who was appointed by the Board of Directors as an Additional Director with effect from 29th May, 2018 and who holds office upto the date of this 80th Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

"RESOLVED FURTHER that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

10. Appointment of Shri Pratap V. Ashar (DIN:02436046) as a Whole-time Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and Rules made thereunder ("the Rules") (including any amendment, statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and/or modifications as may be imposed/stipulated/ suggested by such authorities while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the appointment of Shri Pratap V. Ashar (DIN: 02436046) as Whole-time Director of the Company (designated as "Director & Advisor-Administration") for a period of three years with effect from 29th May, 2018, on the remuneration and upon the terms and conditions set out in the Explanatory Statement relating to this Resolution with liberty and powers to the Board of Directors (which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Shri Pratap V. Ashar within the limits specified in the Act, including any statutory amendment, modifications or re-enactment thereof."

"RESOLVED FURTHER that in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, commission, perquisites, allowances, etc. within such prescribed ceiling limits and the Agreement between the Company and Shri Pratap V.

Ashar, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion deem necessary, proper or expedient and to take such steps as may be necessary to give effect to this Resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING 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 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) forms part of this Notice.
4. The Notice of Meeting will also be available on the Company's website www.mukand.com and the website of Karvy Computershare Pvt. Ltd. ("Karvy") at <https://evoting.karvy.com>
5. Brief profile of Directors viz. Shri Niraj Bajaj, Shri Rajesh V. Shah and Shri Pratap V. Ashar, as per the requirements of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 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.
6. Pursuant to the provisions of section 139 of the Companies Act, 2013, the Members at the 76th Annual General Meeting of the Company held on 13th August, 2014 appointed M/s. Haribhakti & Co., LLP, Chartered Accountant (Firm Reg. No 103523W) as statutory auditors of the Company from the conclusion of the 76th Annual General Meeting till the conclusion of 81st Annual General Meeting, covering one term of five consecutive years, subject to ratification by the members at each intervening Annual General Meeting.

In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7th May 2018, ratification of auditors' appointment is no longer required. However pursuant to provision of section 142 of the Companies Act, 2013, a proposal is put up for approval of members for authorising the Board of Directors of the Company to fix Auditors remuneration for the year 2018-19. The members are requested to approve the same.

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, 4th August, 2018 to Monday, 13th August, 2018 (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 7 days before the date of the meeting to enable the Management to keep the required information readily available at the meeting.
10. In case of joint holders attending the Meeting, 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 Share Transfer Agent (STA) of the Company i.e. Karvy Computershare Pvt. Ltd., members are requested to keep the same updated.
14. (a) Members who have neither received nor encashed their dividend warrant(s) for any of the financial years from 2010-11 for Equity shares and, upto 2013-14 for 0.01% Cumulative Redeemable Preference Shares(CRPS), are requested to write to the STAs 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 2010-11 can be claimed by shareholders by September 2, 2018.
(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 24th July, 2017 (the date of the last Annual General Meeting) on the website of the Company www.mukand.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 Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on 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, 2011, remaining unclaimed for a period of seven years shall become due for transfer in September, 2018 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 2010-11 onwards are requested to approach the Company/KARVY for claiming the same as early as possible, to avoid transfer of relevant shares to IEPF demat account.
(e) Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Details of such shares dematerialised and transferred to suspense account with NSDL, pursuant to SEBI LODR 2015 are available on the website of the Company

- i.e. www.mukand.com. Till settlement of such claim and as per Para E of Schedule VI of SEBI LODR, 2015, voting rights on such shares shall remain frozen.
15. The Company has designated an exclusive e-mail ID viz. investors@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 STA. Members holding shares in demat form are requested to register the details of their PAN with their DPs.
 18. 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 resolutions to be passed in respect of businesses to be transacted at the above meeting.
 19. As per the provisions of the Act, the facility for making /varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Share Department of the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
 20. 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 DPs or with the STA by electronic mode.
 21. 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 STA at mohsin.mohd@karvy.com.
 22. 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 meeting.
 23. 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.
 24. Please note that for security reasons, no article/ baggage will be allowed at the venue of the meeting.
 25. Route map showing directions to arrive at venue of the meeting is provided in the Annual Report.
 26. 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.
 27. **Voting through electronic means(E-voting) :**

In terms of the provisions of Section 108 of the Companies Act, 2013 (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 **Monday, 6th August, 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 Computershare Pvt. Ltd. (Karvy) or to vote at the Annual General Meeting.**

Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The instructions for e-voting are as under:

 - A. For members who receive notice of annual general meeting through e-mail:**
 - 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 cutoff 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.

ANNEXURE TO THE NOTICE

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

- 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: 09th August, 2018 (9:00 a.m.)-till 12th August, 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 Computershare Pvt. Ltd. on telephone no. 1800 345 4001 (toll free).

B. For members who receive the notice of annual general meeting in physical form:

Members may opt for e-voting, for which the **USER ID and initial password** are provided on the attendance slip. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through e-voting platform.

Any person who acquires shares of the Company and becomes a member of the Company after the cut-off date fixed for the purpose of dispatch of Notice of AGM and holding shares as of **cut-off date for E-voting i.e., Monday, 6th August, 2018** may obtain login ID and password by following the procedure and instructions for remote E-voting as stated above.

C. Voting facility at Annual General Meeting:

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through polling paper as provided in Section 107 of the Act read with Rule 20 of the Rules 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.
- ii. 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. Anant B. Khamankar & Co., Practising Company Secretary (FCS No. 3198] CP No.1860) as the Scrutiniser to scrutinise 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 meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company, and shall make available, not later than forty eight hours from the conclusion of the meeting, a Consolidated Scrutiniser's Report of the total votes cast in favour of, or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting.
- iii. The results declared alongwith the Scrutiniser's report shall be placed on the Company's website: **www.mukand.com** and on the website of **Karvy - https://evoting.karvy.com**, and shall also be communicated to the stock exchanges where the Company's shares are listed. Subject to the receipt of the requisite number of votes, the resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on Monday, 13th August, 2018.

By Order of the Board of Directors
For MUKAND LIMITED

K.J. MALLYA
Company Secretary

Mumbai
Dated : May 29, 2018

Item No.5 of the Notice

The Board at its meeting held on 29th May, 2018, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors CMA Sangita Kulkarni, Cost Accountant (Firm Registration No. 102365) to audit the cost records of the Steel Plants at Kalwe and Hospet and Engineering Contracts and Industrial Machinery Division at Kalwe for the financial year ending March 31, 2019, on a remuneration of Rs. 90,000/- plus reimbursement of travelling and other out of pocket expenses plus taxes as applicable.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has been recommended by the Audit Committee, considered and approved by the Board and is required to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution at Item No. 5 of the Notice for approval of the Members.

Item No. 6 of the Notice

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

However, pursuant to regulation 23(4) of SEBI LODR, 2015, approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions to be entered into by the Company, together with transactions already entered into by the Company with Mukand Sumi Metal Processing Ltd. ("MSMPL") and Mukand Sumi Special Steel Limited (MSSSL), subsidiary companies and therefore related parties, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the year ended 31st March, 2018:-

Sl. No.	Nature of Transaction	FY: 2018-19 Estimated Annual Value of Contracts & Services [in Rs. crore]
Sale of Goods & rendering of Services by the Company to MSMPL		
1.	Sale of Black Bars & Rods and Bright Bars & Rods	260.00
2.	Job Work Income	60.00
3.	Marketing Income	2.50
4.	Fees for Services	0.50
5.	Rent of Factory / Office	1.00
6.	Electricity Charges	1.00
	Total Income	325.00

Sl. No.	Nature of Transaction	FY: 2018-19 Estimated Annual Value of Contracts & Services [in Rs. crore]
Purchase of Goods & availing of Services by the Company from MSMPPL		
1.	Purchase of Scrap	15.00
2.	Job Work Charges / Hire Charges	12.00
3.	Interest on Advances	3.00
	Total Expenditure	30.00
	Total Transaction Value	355.00

Sl. No.	Nature of Transaction	FY: 2018-19 Estimated Annual Value of Contracts & Services [in Rs. crore]
Sale of Goods & rendering of Services by the Company to MSSSL		
1.	Sale of cast billets, blooms, cogged billets, bars/rounds, hot rolled bars and hot rolled wire rods	1600
2.	Job Work Income	350
3.	Rent of Factory / Office	1
4.	Provision of other services	1
	Total Income	1952
Purchase of Goods & availing of Services by the Company from MSSSL		
1.	Purchase of Scrap	35
2.	Machinery Hire Charges	30
3.	Other services	5
	Total Expenditure	70
	Total Transaction Value	2022

The other particulars of above transactions are as under:-

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution:
Mukand Sumi Metal Processing Limited (MSMPL)	Rajesh V. Shah Co-Chairman & Managing Director	Chairman & Director, MSMPL	Credit Period of upto 5 days	The transactions are in the ordinary course of business and at Arm's Length basis; A. M. Kulkarni and K. J. Mallya hold 100 shares each in MSMPL jointly with the Company.
	A. M. Kulkarni, Chief Executive Officer, (Steel Plant, Thane)	Director & CEO, MSMPL*		
	K. J. Mallya, Company Secretary	Company Secretary, MSMPL*		

**Mukand Sumi Special Steel Limited (MSSSL)	Rajesh V. Shah Co-Chairman & Managing Director	Chairman & Director	Credit Period of upto 7 days	The transactions are in the ordinary course of business and at Arm's Length basis; A. M. Kulkarni, , Niraj Bajaj, Rajesh V. Shah and K.J. Mallya hold, 10 shares each in MSSSL jointly with the Company
	A. M. Kulkarni, Chief Executive Officer, (Steel Plant, Thane)	Director		

* MSMPPL is a subsidiary company of Mukand Ltd. with 60.07% equity shareholding.

** MSSSL is a subsidiary company of Mukand Ltd. with 51.00% equity shareholding.

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

In view the above, it is proposed seek approval of the members of the Company through an Ordinary resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 6.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution at Item No.6 of the Notice for approval of the Members.

Item No. 7 of the Notice

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a Member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Therefore, to enable the Members to avail this facility, consent of the Members is sought for determining the fees to be charged for delivery of document(s) in a particular mode, as mentioned in the resolution.

The Board recommends the Ordinary Resolution at Item No. 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Item Nos. 8 of the Notice

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Companies Act, 2013 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for Non-Convertible Debentures (NCDs) on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes, the Company may offer or invite subscription for secured / unsecured NCDs in one more series or tranches.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice for issue of secured/unsecured

redeemable NCDs on a private placement basis, from time to time, for a year from the date of passing of this resolution, in one more series or tranches. The NCDs would be issued for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

This Resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

The Board recommends the Special Resolution at Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item Nos. 9 & 10 of the Notice

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 29th May, 2018, appointed Shri Pratap V. Ashar (DIN02436046) as an Additional Director of the Company with effect from 29th May, 2018, and he holds office up to the date of this 80th Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act "). At the said Board Meeting, Shri P.V. Ashar was also appointed as Whole-time Director designated as "Director & Advisor –Administration" for a period of three years with effect from 29th May, 2018, subject to approval of the Shareholders at the next General Meeting on the terms as to remuneration as set out herein

The proposed terms and conditions of appointment of Shri Ashar as a Whole-time Director are as under:-

1. Term of Office: 29th May, 2018 to 28th May, 2021

Shri Ashar shall be liable to retire by rotation and his retirement by rotation and re-appointment at the Annual General Meetings of the Company during the tenure of his service shall not be considered as cessation of his office as Whole-time Director of the Company.

2. Remuneration (subject to Annual Revision):

- (a) Advisory Fee – Rs. 76,750/- per month
- (b) Perquisites - Rs. 40,000/- per month (including Medical reimbursement, Telephone expenses, vehicle expenses etc. as per the rules of the Company)
- (c) Group Insurance and other benefits -
 - i. Medical insurance in accordance with the Scheme applicable to Senior Executives and reimbursement of medical expenses including hospitalization, nursing home and surgical charges for self and family.
 - ii. Personal Accident Insurance Policy in accordance with the scheme applicable to senior executives.
 - iii. Cost of insurance cover against risk of any financial liability or loss because of any error of judgement as may be approved by the Board of Directors from time to time, Subject to statutory ceiling/s, any other allowance/s, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

3. Other Perquisites:

Encashment of Leave at the end of the tenure.

The other perquisites mentioned under Part 3 above shall not be considered or included for computation of ceiling on perquisites.

The annual revision of salary, allowances and perquisites, provided the same is within the limits specified under Schedule V to the Companies Act, 2013, will be subject to the approval of the Board of Directors of the Company.

The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the board as it may, in its discretion, deem fit, including but not limited to the remuneration payable to Shri P. V. Ashar in accordance with the provisions of the Companies Act, 2013, rules thereunder or any amendments made therein.

OVERALL REMUNERATION:

The aggregate salary and perquisites, in any financial year shall not exceed the limits prescribed from time to time under sections 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act as may from time to time being in force.

MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, Shri P.V. Ashar may be paid aforesaid remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the limits specified in item A of Section II of Part II of Schedule V to Companies Act, 2013. The perquisites mentioned in para 3 of this statement shall not be included in the computation of the ceiling on minimum remuneration.

In the absence or inadequacy of profits in any financial year, the Company has to pay to the Directors remuneration within the ceiling limit prescribed in Schedule V to the Companies Act, 2013. Therefore, approval of the Shareholders is sought for payment of remuneration to Shri Ashar not exceeding the limits specified in item A of Section II of Part II of Schedule V to Companies Act, 2013 w.e.f. 29th May, 2018 for a period of 3 years.

The Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, along with the requisite deposit, proposing the candidature of Shri Ashar, for the office of Director.

Shri Ashar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Board considers that the proposed appointment of Shri Ashar, as Whole-time Director, given his vast experience and knowledge in diverse areas, will be in the best interest of the Company.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume is furnished and forms a part of this Notice.

Pursuant to provisions of Section 152 & 196 read with Schedule V to Companies Act, 2013 the approval of the Members is required for the aforesaid appointment.

Accordingly, the Board recommends the Ordinary Resolution at Item No. 9 and Special Resolution at Item No. 10 of the Notice for approval of the Members.

Information pursuant to clause (iv) of the second proviso to Section II, Part II of Schedule (V) to the Companies Act, 2013 is furnished hereunder.

I. GENERAL INFORMATION

Nature of industry

Manufacture of special alloy steel / stainless steel, billets, bars, rods, wire rods, EOT cranes, material handling equipment and other industrial machinery and comprehensive engineering services.

Commencement of commercial production

Date of commencement of business: 9th February, 1938

The Company's plant for manufacture of steel and industrial machinery are already in commercial production.

Financial performance based on given indicators

The financial performance of the Company as reflected by total income, profit, earning per share and dividend recommended for the financial year ended 31st March, 2018 is as under:-

a.	Total Revenue (Rs. in Crore)	3106.65
b.	Profit after tax (Rs. in Crore)	44.06
c.	Earnings per share (in Rs.)	3.12
d.	Rate of Dividend (Equity Share) (in Rs. per share)	Nil

Foreign investments or collaborations	
The Company has invested in 1,000 ordinary shares Stg. Pound (£) 1 each of Mukand International Ltd., a wholly owned subsidiary of the Company, the aggregate equivalent of Rs.50,000/- and in 5 ordinary shares of UAE Dirhams 1,000,000 each of Mukand International FZE, a wholly owned subsidiary of the Company, the aggregate equivalent of Rs. 6,25,24,000/-. The Company has formed joint venture with Sumitomo Corporation, Japan for carrying on the business of cold finished bars and wire through its subsidiary company viz. Mukand Sumi Metal Processing Ltd., and for carrying on alloy steel rolling and finishing business through its subsidiary company viz., Mukand Sumi Special Steel Ltd..	
Information about the appointees	
Background details	Shri Pratap V. Ashar has been in the services of the Company since the year 1959 and retired as General Manager on 31st March, 2013. Thereafter, he was associated with the Company as Advisor - Administration of the Company.
Past remuneration	Rs.13.42 Lakhs p.a. as on 31st March, 2018
Recognition or awards	Nil
Job profile and suitability	Advisor on general administration matters relating to operations of the Company at Kalwe Steel Plant, Hospet Steel Plant and registered office of the Company.
Remuneration proposed	As mentioned above in the Explanatory Statement u/s. 102 of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed takes into consideration nature and size of business operations; job responsibility, the qualifications, experience and contribution of appointees to operations of the Company. The proposed remuneration is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Does not have any pecuniary relationship with the Company except for remuneration drawn as a Director and as a shareholder to the extent of his shareholdings in the Company. Shri Ashar is not related to any of the Director of the Company
Other information	
1. Reasons of loss or inadequate profits	Eventhough the Company had inadequate profits and/or incurred losses in earlier years mainly due to external factors viz., unprecedented global meltdown severely affecting the sector and ban on mining of iron ore as per the order of the Hon'ble Supreme Court of India during FY: 2011-12, it has made small profits in last 3 financial years as per the computation prescribed under Section 198 of the Companies Act, 2013(the Act). However, the same may not be adequate to pay remuneration to the Directors (MD/ WTD) within the overall limits laid down under section 197 of the Act.

2. Steps taken or proposed to be taken for improvement	Several steps have been taken to reduce costs by substituting some of the costly inputs and changing some of the process and taking measures to reduce cost of production and achieve higher productivity while maintaining the superior quality standards of the end products. The Company has carried out modification in production processes in recent years to facilitate the use of cheaper raw material substitutes, fuels, improve productivity & reduce operational cost, changes in product mix and logistic costs. Gearing up to meet the current and estimated future demand, the Company along with its Strategic Alliance Partner, over the previous three years, invested Rs 400 crore in modernising the steel making facilities, enhancing backward integration, installing balancing and process equipment all of which will improve productivity of the division. In order to conserve and minimize power costs, 40% of the power requirements are met through renewable sources such as wind energy and waste gases emanating from the Mini blast furnaces.
3. Expected increase in productivity and profits in measurable terms.	In view of the restructuring of its business involving transfer of alloy steel rolling and finishing business to its subsidiary company during the financial year ended 31st March, 2018 together with improvement in demand for alloy steel products from auto-component industry, the Company expects improvement in productivity and profitability of its operations during the current year. The margins too are expected to show improvement with reduction in operating cost and finance costs.

The draft agreements between the Company and P.V. Ashar are available for inspection at the Registered Office of the Company between 10.00 a.m. and 12.30 p.m. on all working days upto and including the day of the Meeting.

The above may be treated as an abstract of the respective draft agreements between the Company and Shri P.V. Ashar pursuant to Section 190 of the Companies Act, 2013.

Memorandum of Interest

Except Shri Ashar & his relatives, none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolutions.

By Order of the Board of Directors
For MUKAND LIMITED

Mumbai
Dated : May 29, 2018

K.J. MALLYA
Company Secretary

Annexure - I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

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



Name of the Director	Niraj Bajaj	Rajesh V. Shah	Pratap V. Ashar
DIN	00028261	00033371	02436046
Date of Birth (Age)	10th October, 1954 (63 years)	1st October, 1951 (66 years)	14th June, 1937 (80 years)
Nationality	Indian	Indian	Indian
Date of appointment on the Board	3rd July, 1989	3rd July, 1989	29th May, 2018
Brief resume (Qualifications, Experience and Expertise)	<p>Niraj Bajaj is a Commerce Graduate from Sydenham College of Commerce and Economics, Mumbai. He acquired his Masters in Business Administration from Harvard Business School, Boston, U.S.A., After doing a short stint at Bajaj Auto Ltd. and Bajaj Electricals Ltd., he has been associated with Mukand Ltd., in various positions and is now the Chairman and Managing Director. He was selected by World Economic Forum, as one of the 'Global Leaders for Tomorrow', in 1993. He was the President of the Indian Merchants' Chamber for the centenary year 2007-08. He was President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association. He represented India in table tennis for 7 years between 1970-77 and was three-times All-India Table Tennis Champion and ranked India No.1, four times.</p> <p>He is the Recipient of: Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati award, Maharashtra's highest sport's honour and awarded the Maharashtra Gaurav Puraskar. He provides valuable inputs, advice, guidance on matters relating to strategic planning and performance, expansion, diversification, new business decisions in his position as Chairman & Managing Director of the Company subject to the superintendence, control and directions of the Board of Directors of the Company. He has been on the Board of our Company since July 3, 1989.</p>	<p>Rajesh V. Shah, is M.A. in Mathematics from Cambridge University, U. K. and MBA from University of California at Berkeley,U.S.A.</p> <p>He has completed Programme for Management Development at Harvard Business School, USA. He joined the services of the Company in 1977 as Sales Manager (Rolled products) and since then held positions as Chief Marketing Manager, Deputy Chief executive, Chief Executive and Executive Director. He was appointed Managing Director of the Company on 10th August, 1994, as Vice-Chairman & Managing Director on 22nd May, 2007 and as Co-Chairman & Managing Director w.e.f. July 14, 2007.</p>	<p>Pratap V. Ashar, an undergraduate (Commerce) has been in the services of the Company since the year 1959 and at present holds the position of Advisor -Administration of the Company. He was trustee of Mumbai Port Trust and was a Director of Maharashtra Industrial Development Corporation. At present he is actively associated as trustee with various charitable & social trusts /organisations.</p>
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5	Not Applicable

<p>List of Directorship / Membership / Chairmanship of Committees of other Board</p>	<p>DIRECTORSHIPS: Public Companies Bajaj Auto Ltd Bajaj Allianz Life Insurance Company Ltd. Bajaj Allianz General Insurance Company Ltd. Mukand Engineers Ltd. Jeewan Ltd. Private Company Bajaj Sevashram Pvt. Ltd SanrajNayan Investments Pvt. Ltd. Kamalnayan Investment and Trading Pvt. Ltd. Niraj Holdings Pvt. Ltd. Bachhraj and Company Private Limited Jamnalal Sons Pvt Ltd. Baroda Industries Pvt. Ltd. Membership/ Chairmanship of Committees: Jeewan Ltd. : Chairman :Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Asset Liability Management Committee.</p>	<p>DIRECTORSHIPS: Public Companies Mukand Engineers Ltd. Kalyani Mukand Ltd Mukand Sumi Metal Processing Ltd Mukand Sumi Special Steel Ltd Jeewan Ltd Private Companies KVS Energy & Sports Pvt. Ltd. Rajpriya Agro Co. Pvt. Ltd. Kulpi Port Holding Pvt. Ltd. Eastern Gateway Terminals Pvt. Ltd. Bengal Port Pvt. Ltd. Anant Jeewan Agro Co Pvt. Ltd Sunnydays Agro company Pvt. Ltd. Amivir Agro Co Pvt. Ltd. Amar Jyoti Agro Co Pvt. Ltd. Jyoti Shah Premises and Investments Pvt. Ltd. Kshitij Holdings and Engineering Pvt. Ltd. Akhil Investments & Trades Pvt. Ltd. Rajvi Engineering and Investments Pvt Ltd Membership/ Chairmanship of Committees: Mukand Engineers Ltd.: Member: Shareholders Grievance Committee Jeewan Ltd.: Member: Audit Committee & Nomination and Remuneration Committee</p>	<p>DIRECTORSHIP: Public Companies Sidya Investment Ltd. Private Companies Amar Jyoti AgroPvt.Ltd AmivirAgro Co Pvt. Ltd. SunnydaysAgro Company Private Ltd. Anant JeewanAgro Co. Pvt. Ltd.</p>
<p>Shareholding in Mukand Ltd. (Equity)</p>	<p>117,86,730</p>	<p>72,00,842</p>	<p>10</p>
<p>Appointment/Re-appointment</p>	<p>Re-appointment on retirement by rotation</p>	<p>Re-appointment on retirement by rotation</p>	<p>Appointment as Whole-time Director liable to retire by rotation</p>
<p>Relationship with other directors, managers and other Key Managerial Personnel of the Company</p>	<p>None</p>	<p>Brother of Suketu V. Shah, Joint Managing Director</p>	<p>None</p>



MUKAND LIMITED

(CIN No.: L99999MH1937PLC002726)

Registered Office: Bajaj Bhawan, 3rd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021
Tel: 022-61216666, Fax: 022-22021174, E-mail: investors@mukand.com, Website: www.mukand.com

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L99999MH1937PLC002726

Name of the company : MUKAND LIMITED

Registered office : Bajaj Bhawan, 3rd Floor, Jamnalal Bajaj Marg,
226, Nariman Point, Mumbai 400021
Tel: 022-61216666, Fax: 022-22021174,
E-mail: investors@mukand.com, Website: www.mukand.com

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id /DP Id :

I/We, being the member(s) of Equity shares and/or CRPS* of Mukand Ltd. hereby appoint:

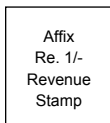
- | | | | |
|----|------------------|------------------|--------------------|
| 1. | Name : | Address: | |
| | E-mail Id: | Signature: | or failing him/her |
| 2. | Name : | Address: | |
| | E-mail Id: | Signature: | or failing him/her |
| 3. | Name : | Address: | |
| | E-mail Id: | Signature: | |

as my/our proxy to attend and vote for me/us and on my/our behalf at the 80th Annual General Meeting of the Company, to be held on the Monday, 13th August, 2018 at 4.00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1.	Adoption of audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2018 and the Reports of Directors' and Auditors' thereon		
2.	Re-appointment of Shri Niraj Bajaj (DIN: 00028261), who retires by rotation		
3.	Re-appointment of Shri Rajesh V. Shah (DIN: 00033371), who retires by rotation		
4.	To fix the remuneration of M/s. Haribhakti & Co, LLP, Chartered Accountants, Statutory Auditors of the Company		
Special Business			
5.	Ratification of remuneration to Cost Auditor for year 2018-19		
6.	Approval of Material Related Party Transactions		
7.	Fees for service of documents(s) to Members		
8.	Approval for issue of Redeemable Non-convertible Debentures on private placement basis		
9.	Appointment of Shri Pratap V. Ashar (DIN:02436046) as a Director of the Company		
10.	Appointment of Shri Pratap V. Ashar as a Whole-time Director		

* 0.01% Cumulative Redeemable Preference Shares

Signed this day of 2018.



Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- In case you are holder of both equity and 0.01% Cumulative Redeemable Preference shares (preference shares), please deposit separate proxy forms for equity & preference shares duly completed and signed, after filling details of your respective folio /Client Id /DP Id no.s of equity /preference shareholding therein.
- As provided under Regulation 44 of SEBI LODR 2015, shareholder may vote either for or against each of the above resolution.