NOTICE

TO

THE MEMBERS,

NOTICE is hereby given that the **30th ANNUAL GENERAL MEETING** of the Members of the Company will be held on **Monday, the 8th day of August, 2016 at 11:30 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021,** to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Annual Financial Statements for the year ended March 31, 2016 and the Report/s of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Rajesh V. Shah (DIN: 00033371), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s. K. K. Mankeshwar & Co., Chartered Accountants (Registration No.106009W), as Statutory Auditors of the Company for the financial year 2016-17 at such remuneration as may be agreed upon by the Board of Directors and the Statutory Auditors of the Company.

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify/ approve all existing contracts / arrangements/ agreements entered into / to be entered with Mukand Limited and Mukand Global Finance Limited, (a wholly owned subsidiary of Mukand Limited), a Group Company and hence a related party within the meaning of the aforesaid law, the value of which either singly or all taken together may exceed ten percent of the annual turnover of the Company as per Audited Financial Statements for financial year 2015-16; having following details and more detailed in the Explanatory Statement annexed hereto:

Description of Contract	Period of Contract	Total cumulative contract value with Related Parties (₹ in Lacs)
Contract Execution - Design, Erection, Commissioning & Transportation, Consultancy Service – PMS, Contract Execution - Interest on delayed payments, Maintenance Service - Maintenance of EDP System.	April 1 , 2016 to March 31, 2017.	1,621.00
Corporate Guarantee given by Mukand Limited on behalf of the Company for credit facilities.	April 1, 2016 to March 31, 2017.	11,500.00

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

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

NOTES FOR MEMBER'S ATTENTION:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A person can act as a Proxy on behalf of members upto and not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder. The instrument appointing a Proxy, must be deposited at the registered office of the company not less than 48 (forty-eight) hours before the commencement of the meeting. Members may please note that a Proxy does not have the right to speak at the Meeting and can vote only on poll..
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 30th July, 2016 to Monday, 8th August, 2016** (both days inclusive).
4. As regards the re-appointment of retiring Director Shri Rajesh V. Shah referred to in item no. 2 of the Notice, his brief resume, including shareholding details, have been given in the Report on Corporate Governance which forms part of the Directors' Report and Members are requested to refer to the same.
5. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and in terms of the approval given by the members at the 29th Annual General Meeting of the Company held on 12th August, 2015, the current auditors of the Company, M/s K. K. Mankeshwar & Co., Chartered Accountants (Registration No.106009W), are eligible to hold the office for a period of five years, upto the 34th Annual General Meeting, subject to ratification by members at every subsequent Annual General Meeting. The ratification of appointment of M/s K. K. Mankeshwar & Co., Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting along with their remuneration has been put up for the approval of members.

6. Members desiring any information with regards to Accounts / Reports are requested to write to the Company Secretary at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.

7. Members who have neither received nor encashed their dividend warrant(s) for any of the Financial Years from 2009-2010 upto 2013-2014, are requested to write to the Registrar and Share Transfer Agents of the Company mentioning the relevant Folio Number(s) / DP ID, for issuance of duplicate dividend warrant(s).

   In compliance with the provisions of Section 125 of the Companies Act 2013, the Company has identified the unclaimed and unpaid amounts for the financial year ended 31st March, 2010 to 31st March, 2015 and requisite detailed information was uploaded on the Ministry's website through e-form 5 INV and also on the Company's website within the prescribed time limit.

   Further the Company has identified the unclaimed amount of dividend upto the financial year ended March 31, 2016 and requisite detailed information will be uploaded on the Ministry's website through e-form 5 INV and also on the Company's website within the prescribed time limit.

8. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the Members.

9. Electronic copy of the 30th Annual Report alongwith proxy form and route map is being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participants(s) for communication purpose and have given positive consent to receive the Annual Report in electronic form, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail IDs, physical copies of the 30th Annual Report are being sent in the permitted mode. Notice alongwith proxy form and route map is also available on the Company's website.

10. 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 of the Company (i.e. Bigshare Services Pvt. Ltd). Members are requested to keep the same updated.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Pvt. Ltd.

12. With a view to help us serve the Members better and those 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.

13. 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.

14. 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.

15. Please note that for security reasons, no article / baggage will be allowed at the venue of the meeting.

16. 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 meeting

17. The Company has been maintaining, *inter-alia*, the following Statutory Registers at its Registered Office which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:

    a) Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companis Act, 2013 on all working days during business hours. The said Registers shall also be produced at the commencement of the Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

    b) Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 on all working days during the business hours. The said Registers shall also be produced at the commencement of the Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

18. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is offering remote e-voting facility to its members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on Monday, August 8, 2016 at 11:30 a.m. with a request to follow the instructions for voting electronically as given hereinbelow:-

A) <u>The instructions for members for remote e-voting electronically are as under</u>:-

(i) The voting period begins on Thursday, August 4, 2016 at 10.00 a.m. and ends on Sunday, August 7, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 1, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/ Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **MUKAND ENGINEERS LIMITED** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone

users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non–Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

B) In case of members receiving the physical copy:

1) Please follow all steps from Sr.no.(i) to Sr.no.(xix) above to cast vote.

2) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

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

D) General instructions:

i. The Board of Directors has appointed M/s. Ragini Chokshi & Co., Practising Company Secretary (CP No.1436) as the scrutiniser to the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.

ii. The scrutiniser shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

iii. The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared alongwith the scrutiniser's report shall be placed on the Company's and CDSL website. It shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on Monday, August 8, 2016.

By Order of the Board
For Mukand Engineers Limited

Dhawal J. Vora
Company Secretary

Mumbai, May 20, 2016.

ANNEXURE TO NOTICE

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4 of the Notice

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the Members by way of an Ordinary Resolution in case certain Related Party Transactions exceed such sum as 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 and on an arm's length basis.

However, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on 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 exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions to be entered into by the Company, together with transactions already entered into by the Company with Mukand Limited ("ML") and Mukand Global Finance Ltd. (a wholly owned subsidiary of Mukand Ltd.), a group Company and therefore a related party, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual turnover of the Company as per the audited financial statements of the Company for the year ended 31st March, 2016:-

Related Parties Transactions where control / significant influence exists:- Financial Year 2016-2017				
Sr.No.	**Name of Party**	**Nature of Work**	**Total ₹ (In Lacs)**	**Basis for Pricing**
A	**Operations – Income**			
1	Mukand Ltd.	Contract Execution - Design, Erection, Commissioning & Transportation	900.00	Bills raised as per contract.
2	Mukand Ltd.	Contract Execution - Interest on delayed payments	20.00	Interest charged to Mukand Ltd. on delayed payment against bills. Rate of Interest - 15.50%
3	Mukand Ltd.	Maintenance Service - Maintenance of EDP System	600.00	Bills raised as per contract.
		Total	**1,520.00**	
B.	**Operations – Expenses**			
1	Mukand Ltd.	Rent	45.00	Bills raised as per Agreement for office space.
2	Mukand Ltd.	Electricity Charges	42.00	Bills raised as per Agreement Electricity consumed
3	Mukand Ltd.	Bus Service for staff/IT Infrastructure	11.00	Bills raised as per Agreement for office staff.
		Total	**98.00**	
4	Mukand Global Finance Ltd. (a wholly owned subsidiary of Mukand Ltd.)	Management Fees – Fixed Deposit System Management	3.00	Bills raised as per Contract
		Total	**3.00**	
C.	**Others- Corporate Guarantee**			
	Corporate Guarantee given by Mukand Limited on behalf of the Company for credit facilities		**11,500.00**	Corporate Guarantee given by Mukand Limited to Central Bank of India. No Commission charged.

The other particulars of above transactions are as under:-

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

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

In view the above, it is proposed to 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 said resolution.

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said Resolution except for their holdings in the shares of the Company, if any and to the extent of their memberships and/ or directorships in the subsidiaries and associate companies, if any.

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

By Order of the Board
For Mukand Engineers Limited

Dhawal J. Vora
Company Secretary

Mumbai, May 20, 2016.

MUKAND ENGINEERS

ATTENDANCE SLIP

MUKAND ENGINEERS LIMITED

CIN: L45200MH1987PLC042378

Registered Office: Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai- 400 021

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip at the venue of the meeting.

DP ID*	
Client ID*	

Folio No.	
No. of shares	

I/ We hereby record my/ our presence at the **30th Annual General Meeting** of the Company held on Monday, 8th August, 2016 at 11.30 a.m at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai- 400 021.

*Applicable for investors holding shares in electronic form.

Member's / Proxy's Signature

EVOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD*
160622007	Folio No./ Client ID	PAN Number/ Bank Account No./ Date of Birth

Physical Shareholders who does not have PAN should enter No. of Shares they hold as their password if they prefer to exercise e-voting.

The E-Voting facility will be available during the following voting period.

Commencement of E-Voting	End of E-Voting
Thursday, 4th August 2016 from 10.00 a.m. (IST)	**Sunday, 7th August 2016 upto 5.00 p.m.**

Note: Please refer the details and instructions mentioned in Part A- The instructions for members for remote e-voting which forms part of the Notice for the Annual General Meeting.

MUKAND ENGINEERS

PROXY FORM

MUKAND ENGINEERS LIMITED

CIN: L45200MH1987PLC042378

Registered Office: Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai- 400 021

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We, being member(s) of _____ shares of Mukand Engineers Limited, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him

2. _____ of _____ having e-mail id _____ or failing him

3. _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30th Annual General Meeting** of the Company, to be held on Monday, 8th August, 2016 at 11.30 a.m at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai- 400 021 and at my adjournment thereof in respect of such resolutions as indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Sr.No.	Ordinary Resolutions
1	Adoption of Audited Financial Statements for the year ended 31st March, 2016, and Report of the Board of Directors and Auditors thereon.
2	Re-appointment of Shri. Rajesh V. Shah (DIN: 00033371) as Director, who retires by rotation.
3	Ratification of appointment of Statutory Auditors from the conclusion of this meeting until the conclusion of next Annual General Meeting and fixing their remuneration.
4	Approval of Related Party Transactions u/s 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Signed this_____ day of_____2016

Affix a Re.1/- Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. **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.**

2. **A proxy need not be a Member of the Company.**

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total 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.

4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

VENUE OF AGM - ROUTE MAP

