Mukand Engineers Limited
Kalwe Works : Thane-Belapur Road,
Post Office Kalwe, Thane, Maharashtra
India 400 605
Tel : 91 22 2172 7500 / 7700 F : 91 22 2541 0291
E : mel@mukand.com

Regd Office: Bajaj Bhavan, Jamnalal Bajaj Marg,
226 Nariman Point, Mumbai, India 400 021.
www.mukandengineers.com

CIN : L45200MH1987PLC042378

17th March, 2015

Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Ref: ISIN - INE022B01014
Scrip ID- MUKANDENGG

Re: Results of Postal Ballot Pursuant to Clause 35A

Dear Sirs,

This is to inform you that the members of the Company have approved by way of Postal Ballot, the following Resolutions under the Companies Act, 2013 ("the Act") as set out in the Notice of Postal Ballot dated 10th November, 2014 (copy enclosed) with requisite majority :

A. Special Resolution:

i. Approval of Related Party Transaction- u/s. 188 of the Act;

The information required under Clause 35A of the Listing Agreement is as under:

Date of A.G.M. / E.G.M	:	N.A.
Total number of Shareholders on record date	:	23942 Equity Shareholders as on 23rd January, 2015
No. of Shareholders present in the meeting either in person or through proxy	:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	:	N.A.
Detail of the Agenda	:	As detailed in the Notice of Postal Ballot Dated 10th November, 2014 - as enclosed
Resolution required	:	1 Special Resolution
Mode of voting	:	Postal Ballot & e-Voting

MUKAND ENGINEERS LIMITED MUMBAI

MUKAND ENGINEERS

Details of Voting done only through valid Postal Ballot Forms

Resolution No.1: Approval of Related Party Transactions – u/s.188 of the Act

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	6759325	0	0	0	0	0	0
Public – Institutional holders	3248	0	0	0	0	0	0
Public – Others	5809827	41303	0.711	40770	533	98.710	1.290
Total	**12572400**	**41303**	**0.329**	**40770**	**533**	**98.710**	**1.290**

Note: Only valid Postal Ballot forms are considered

Details of Voting done only through E-Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	6759325	17205	0.25	17205	0	100.00	0
Public – Institutional holders	3248	0	0.0000	0.00	0	0.00	0
Public – Others	5809827	938219	16.149	938211	8	99.999	0.001
Total	**12572400**	**955424**	**7.599**	**955416**	**8**	**99.999**	**0.001**

We request you to kindly take above on the record.

Thanking you,

Yours faithfully,
For **Mukand Engineers Limited.**

P.R. Dhruva
Company Secretary

MUKAND ENGINEERS LIMITED * MUMBAI *

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.
Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 14/03/2015

SCRUTINIZER'S REPORT

To,
The Chairman,
MUKAND ENGINEERS LIMITED
Bajaj Bhawan,
Jamnalal Bajaj Marg,
226, Nariman Point,
Mumbai – 400021.

Dear Sir,

Re: **SCRUTINIZER'S REPORT**

1. We, Ragini Chokshi & Co., Practicing Company Secretaries, Mumbai have been appointed by the Board of Directors of **MUKAND ENGINEERS LIMITED** at its meeting held on **10th November, 2014** as the scrutinizer for conducting Postal Ballot / E-voting process and We have given our consent to act as a scrutinizer vide letter dated **08th November, 2014** for passing of the following Special Resolution by Postal Ballot.

2. **Approval of Related Party Transactions:**

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

"RESOLVED THAT pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement 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 / to be entered into contract(s)/transaction(s) with Mukand Limited ("ML"), an Associate 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 per cent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2013-2014; having the following details and as detailed in the Explanatory Statement annexed hereto:

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Description of Contract	Period of Contract	Total cumulative contract value with Related Party (Rs. in Lacs)
Contract Execution - Design, Erection, Commissioning & Transportation, Consultancy Service - PMS, Contract Execution - Interest on delayed payments, Maintenance Service - Maintenance of EDP System, Purchases for Projects, Payment of Expenses, Repayment of Loan and Interest thereon.	April 1, 2014 to March 31, 2015	10221.96
Corporate Guarantee given by Mukand Ltd on behalf of the Company for Credit Facilities. Corporate Guarantee given by the Company on behalf of Mukand Ltd. to ICICI Ltd.	April 1, 2014 to March 31, 2015	8500.00 600.00

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."

DETAILS OF POSTAL BALLOTS RECEIVED FOR RESOLUTION RELATING TO APPROVAL OF RELATED PARTY TRANSACTIONS

Sr.No.	Particulars	No of Postal Ballot Forms	No of Shares	% of total number of votes cast
1.	Total Ballot received	357	41389	100
2.	Less: Invalid Postal Ballot	3	73	0.18
3.	Net Valid Postal Ballot	354	41316	99.82
4.	Less: Number of votes not casted	0	13	0.03
5.	Net Postal Ballots with valid votes	354	41303	99.79
6.	Postal Ballot with Assent Resolution	333	40770*	98.50
7.	Postal Ballot with Dissent Resolution	21	533	1.29

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

***One Shareholder holding 53 equity shares has voted only 40 shares. Therefore, there was difference between numbers of shares voted.**

DETAILS OF VOTING BY ELECTRONIC MODE

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	70	955424	100%
Less: Total no. of Invalid Votes	0	0	0
Total no. of valid Votes	70	955424	100%
Total no. Votes with Assent	69	955416	99.99%
Total no. Votes with Dissent	1	8	0.01%

SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No .of Equity Shares	% of total number of votes casted
Total Valid Votes Cast	996727	100
Assented to Resolution	996186	99.95
Dissented to Resolution	541	0.05

3. We submit our report as under:

3.1 The E-Voting / Postal Ballot Process remained open from Wednesday, **10th February, 2015** to **11th March, 2015.**

3.2 The Company completed the dispatch of Postal- Ballot forms on **04th February 2015** along with postage pre- paid business reply envelope to its Members whose name appear on the Register of Members as on "Cut Off" date as at **23rd January, 2015**.

3.3 Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose.

3.4 The Postal Ballot forms were kept under our safe custody in a sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

3.5 The Postal Ballots were opened on **12th March, 2015** in our presence.

3.6 The Postal ballot forms were duly opened in our presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on **06th March, 2015.**

3.7 All Postal Ballot forms / E-voting confirmations received up to the close of working Hours on **11th March, 2015** the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.

3.8 Envelopes containing Postal- ballot forms / E-Voting confirmations received after closing hours of **11th March, 2015** were not considered for our scrutiny.

3.9 Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.

3.10 We have not found any defaced or mutilated ballot paper.

3.11 We have downloaded the data of E-voting after E-voting module was closed by Central Depository Services (India) Limited (CDSL) on 11th March, 2015 at 5.00P.M.

4. The Postal Ballot forms and other related papers / registers and records shall be delivered for safe custody of the Company Secretary of the Company who is authorized by the Board to supervise the Postal – Ballot process.

5. You may accordingly declare the result of the Voting by Postal Ballot / E- voting.

Place: Mumbai
Date: 14/03/2015

For **RAGINI CHOKSHI & CO.**

R. K. Chokshi

Ragini Chokshi
(Partner)
Membership No. 2390
C.P. No. 1436