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

Date: 05/09/2020

1.	BSE Ltd. Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400021	2.	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex. Bandra East, Mumbai- 400051
	Kind Attn: Mr. Sanjeev Kapur, General Manager, Department of Corporate Relations		Kind Attn: Mr. Hari K., Vice President
	ISIN Code: INE022B01014 BSE Scrip Code: 532097		ISIN Code: INE022B01014 NSE Scrip name: MUKANDENGG

Dear Sir/Madam,

Sub.: Annual Report for the Financial Year 2019 – 20 along with Notice convening 34th Annual General Meeting

Ref.: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

As required under Regulation 34 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2019-20 along with the Notice convening the 34th Annual General Meeting scheduled to be held on **Tuesday, September 29, 2020 at 11.30 A.M. (IST)** through Video Conferencing/Other Audio Visual Means in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI and applicable provisions of the Companies Act, 2013.

The Annual Report for the financial year 2019-20 along with the Notice convening the 34th Annual General Meeting is uploaded on the website of the Company at **www.mukandengineers.com**.

Please take the above information on record.

For Mukand Engineers Limited

D. J. Vora

MUKAND ENGINEERS LIMITED * MUMBAI *

Dhawal Vora
Company Secretary
(dhawal@mukand.com)

MUKAND ENGINEERS

NOTICE

To,

The Members,

NOTICE is hereby given that the Thirty Fourth (34th) Annual General Meeting ("AGM") of the Members of the Mukand Engineers Limited will be held on Tuesday, 29th September, 2020 at 11:30 a.m. (I.S.T) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Ms. Anna Usha Abraham (DIN: 07072268), who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint Statutory Auditors and fix their remuneration.

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Bhushan Khot & Co., Chartered Accountants (Firm Registration No. 116888W), be appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. K.K. Mankeshwar & Co., Chartered Accountants (Firm Registration No. 106009W), to hold office from the conclusion of this 34th AGM until the conclusion of the 39th AGM, subject to approval by Members at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorized to do all necessary acts, deeds, things and matters, and execute all such documents, as may be necessary in this regard from time to time to give effect to this resolution."

SPECIAL BUSINESS:

4. **Approval / Ratification of Material Related Party Transactions for F.Y. 2020-21 / F.Y. 2019-20.**

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

   "**RESOLVED** that pursuant to the 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, consent of the Members 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) and Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited) a Group Companies and hence a related party within the meaning of the aforesaid law, the value of which either singly or taken together may exceed ten percent of the annual turnover of the Company as per Audited Financial Statements for the financial year 2018-19 & 2019-20. The details of which are given in the tabular chart hereunder and explained further in detail in the Explanatory Statement annexed hereto:

Name of Related Party	Description of Contract	Period of Contract	Total cumulative contract value with Related Parties (₹ in Lacs)
Mukand Limited	Inter Corporate Deposit along with interest	April 1, 2019 to March 31, 2020	515.58
Mukand Limited and Mukand Global Finance Limited (wholly owned subsidiary of Mukand Limited) and Mukand Sumi Metal Processing Limited. (subsidiary of Mukand Limited)	Contract Execution - Design, Erection, Commissioning & Transportation, Consultancy Service - PMS, Contract Execution, Maintenance Service - Maintenance of EDP System - Commission on Corporate Guarantee- Supplies of Traded Material -Purchase of Cranes & Maintenance, Rent, and Management fess - Fixed Deposit - SAP up-gradation services - Inter-Corporate Deposit along with Interest thereon, etc.	April 1, 2020 to March 31, 2021	6,419.10
Mukand Limited	Corporate Guarantee given by Mukand Limited for credit facilities	April 1, 2020 to March 31, 2021	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 MEMBERS' ATTENTION:

1. The AGM will be held on Tuesday, 29th September, 2020 at 11:30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 08th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020 and MCA General circular No. 20/2020 dated 05th May, 2020 and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Body Corporate whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id **dhawal@mukand.com** a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.

4. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to SEBI Listing Regulation and the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, physical presence of the Members is not required. Hence, Members have to attend and participate in the ensuing AGM though VC/OAVM only.

5. Those Shareholders whose Email IDs are not registered can get their Email ID registered as follows:

   - Members holding shares in Demat form can get their email ID registered by contacting their respective Depository Participant.
   - Members holding shares in the physical form can get their Email ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email id **investor@bigshareonline.com**.

6. Pursuant to the MCA circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 34th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for Members for attending the AGM through VC/OAVM are given in this Notice.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the email ID **dhawal@mukand.com**.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Tuesday, September 29, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

11. Brief profile of Director Smt. Anna Usha Abhraham as per the requirements of Regulation 26(4) & 36(3) of SEBI LODR Regulations 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**.

12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") Secretarial Standard-2 on General Meeting in respect of items of Special Business, and as per Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015 or SEBI Listing Regulations 2015) for item no's 3 to 4 of the Notice is annexed hereto. The Board of Directors has decided that the special businesses set out under item no. 4 being considered 'unavoidable', be transacted at the 34th AGM of the Company.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant 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 to the Registrar and Share Transfer Agent.

14. Members desiring any information as regards to Accounts are requested to send an email to **dhawal@mukand.com**, 10 days in advance before the date of the Meeting to enable the Management to keep full information ready on the date of AGM.

15. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to **dhawal@mukand.com**.

16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 25.

17. 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 at the AGM.

18. The Annual Report along with the Notice of AGM will be placed on the Company's website on **www.mukandengineers.com**.

19. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.

20. Shareholder's of the Company holding shares either in Physical form or in Dematerialised forms as on Benpos date i.e. August 28, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode only.

21. SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1st April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.

22. Members are requested to notify any changes in their address to the Company's **Registrar & Share Transfer Agents, viz. M/s. Bigshare Services Pvt. Ltd.,** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai - 400059.

23. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

25. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

a. Pursuant to the provisions 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 & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility. The facility of casting votes by a member using remote e-voting system as well as e-voting system on the date of AGM will be provided by CDSL.

b. The Board of Directors of the Company has appointed M/s. Ragini Chokshi and Company. Practicing Company Secretary, (CP No. 1436) to act as a Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.

c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 18, 2020.

d A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. September 18, 2020 only shall be entitled to cast their vote either through remote e-voting or through e-voting at the AGM.

e. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at **www.mukandengineers.com** and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited and National Stock Exchange Limited, where the shares of the Company listed.

f. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2020.

g. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

The instructions for Members for Remote E-Voting are as under:-

(i) The voting period begins on Friday, 25th September, 2020 at 9.00 a.m. (I.S.T) and ends on Monday, 28th September, 2020 at 5.00 p.m. (I.S.T). The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website at **www.evotingindia.com**.

(iii) Click on Shareholders/Member.

(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 PAN No. 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 sequence number which is sent by Company / RTA indicated 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 directly reach 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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a Demat account holder has forgotten the login 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. 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 Corporates.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

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** or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to **helpdesk.evoting@cdslindia.com** or call 1800225533.

Instructions for Members for E-Voting on the day of the AGM are as under:-

(i) The procedure for E-Voting is same as the instructions mentioned above for Remote E-Voting.

(ii) Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system in the AGM.

(iii) Members who have voted through Remote E-Voting will be eligible to attend the AGM and participate there at. However, they will not be eligible to vote at the AGM. In case any Member, who had voted through Remote E-Voting, casts his vote again at the E-Voting provided during the AGM, then the Votes cast during the AGM through E-voting shall be considered as Invalid.

(iv) Members are requested to follow the instructions, if any, provided during the currency of the AGM for E-Voting.

(v) The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same person mentioned for Remote e-voting.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

(i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID **investor@bigshareonline.com**.

(ii) For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client master or Copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID **investor@bigshareonline.com**.

(iii) The RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.

26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

a) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the AGM through VC/OAVM can apply at **dhawal@mukand.com** requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.

b) Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.

c) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

d) Shareholders may access the same at https://www.evotingindia.com under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.

e) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

f) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

g) System requirements for best VC experience

Internet connection - broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers - built-in or USB plug-in or wireless Bluetooth

Browser: Google Chrome: Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet Explorer: Not Supported

h) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

i) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/Folio number, PAN, mobile number to **dhawal@mukand.com** from 20th September, 2020 (9:00 a.m. IST) to 26th September, 2020 (5:00 p.m. IST).

j) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

k) Members who need assistance before or during the AGM, can contact CDSL by sending an email to **helpdesk.evoting@cdslindia.com** or call 1800225533.

l) Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat.

27. Any person, who acquires shares of the Company and become Member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com**.

28. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling AGM has been uploaded on the website of the Company at **www.mukandengineers.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and NSE Limited at **www.bseindia.com** and **www.nse.com** respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. **www.evotingindia.com**.

29. Investor Grievance Redressal: - The Company has designated an e-mail id **mel@mukandengineers.com** to enable investors to register their complaints, if any.

30. (a) Members who have neither received nor uncashed their dividend warrant(s) for financial year 2012-13 are requested to write to the Registrars and Share Transfer Agent 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 2012-13 can be claimed by shareholders by 10th September, 2020.

(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 8th August, 2019 (the date of the last Annual General Meeting) on the website of the Company **www.mukandengineers.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 IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on **www.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, 2013, remaining unclaimed for a period of seven years shall become due for transfer in September, 2020 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 2012-13 onwards are requested to approach the Company/RTA for claiming the same as early as possible on receipt of this Notice.

31. Since the AGM will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.

Order of the Board of Directors
For Mukand Engineers Limited

Dhawal J. Vora
Company Secretary
ACS-18646
Mumbai, August 13, 2020.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

[The following Explanatory Statement sets out all material facts relating to business mentioned under item nos. 3 to 4 of the accompanying Notice]

Item No. 3 of the Notice

M/s. K.K. Mankeshwar & Co., Chartered Accountants (Firm Registration No. 106009W) were appointed as Statutory Auditors of the Company. In terms of their appointment made at the 29th AGM held on 12.08.2015, they are holding office of the auditors up to the conclusion of the 34th AGM and hence, would retire at the conclusion of the forthcoming 34th AGM. Further the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. Bhushan Khot & Co., Chartered Accountants (Firm Registration No. 116888W) is proposed to be appointed as Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 34th AGM till the conclusion of the 39th AGM.

M/s. Bhushan Khot & Co., Chartered Accountants (Firm Registration No. 116888W), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The details, terms and conditions of appointment (including remuneration) of the Auditor proposed to be appointed, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as follows:

Name of Auditor	M/s. Bhushan Khot & Co., Chartered Accountants (Firm Registration No. 116888W)
Brief Profile and Credentials of the Firm	M/s. Bhushan Khot & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). The firm was established in the year 1997 and it has Head office at Andheri - Mumbai and have branch offices Matunga-Mumbai, Vashi- Navi Mumbai and Uttam Nagar- New Delhi. The audit firm has valid Peer Review certificate Issued by the Peer Review Board of the ICAI. The Firm has 30+ members, including Partners, Directors, Associate Directors, Managers, Associates, Article Trainees, etc.
Basis of recommendation for appointment	The Board and Audit Committee, have considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found said firm be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.
Terms of appointment	The tenure of said firm as Auditors will be from the conclusion of the 34th AGM of the Company, for a period of five years i.e. till the conclusion of 39th AGM of the Company on such terms as may be mutually determined by the Board of Directors of the Company in consultation with the Auditors.
Proposed fees payable	Not exceeding ₹ 10,00,000/- (Rupees Ten lacs only) payable to the Auditors for the financial year 2020-21 plus applicable taxes and out of pocket expenses, as may be incurred, in connection with the Statutory Audit and other services of the Company. The fees payable for Statutory Auditor for financial year 2020-21 and onwards till the remainder of their tenure, will be mutually determined by the Board of Directors/Committee thereof, in consultation with the Auditors.
Material change in the fee payable to the auditor from that paid to the outgoing auditor Rationale for such change in remuneration	There is no material change in the proposed fees payable to the new Statutory Auditors as compared to fees paid to outgoing Statutory Auditors

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the Notice.

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 LODR 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 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") & Mukand Global Finance Limited (a wholly owned subsidiary of Mukand Limited) and Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited) 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, have/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, 2019 & 31st March, 2020;

Related Parties Transactions where control / significant influence exists:- Financial Year 2019-2020				
Sr. No.	**Name of Related Party**	**Nature of Work**	**Total ₹ In Lacs**	**Basis for Pricing**
1	Mukand Limited	ICD along with interest thereon	**515.58**	Interest as per prevailing market rate
Related Parties Transactions where control / significant influence exists:- Financial Year 2020-2021				
A	**Operations - Income**			
1	Mukand Limited	Contract Execution - Design, Erection, Commissioning, Transportation, ERP Services, trading activities etc	2,456.00	As per contract.
		Total	**2,456.00**	
B.	**Operations - Expenses**			
1	Mukand Limited.	Purchase of Cranes & Maintenance, Rent& Electricity for office space, CG commission etc	471.60	As per Contract
2	Mukand Global Finance Limited (a wholly owned subsidiary of Mukand Limited)	Management Fees - Fixed Deposit System Management	4.00	As per Contract
3	Mukand Sumi Metal Processing Limited. (Subsidiary of Mukand Limited.)	SAP Upgradation Services	2.50	As per Contract
		Total	**478.10**	
C.	**Loan - Mukand Limited**	ICD along with interest thereon	**3,485.00**	Interest as per prevailing market rate
D.	**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.

The other particulars of above transactions are as under:-

Sr. No.	**Details**	**Particulars**
a.	Name of the Related Party:	Mukand Limited, Mukand Global Finance Limited (wholly owned subsidiary of Mukand Limited), Mukand Sumi Metal Processing Limited (subsidiary of Mukand Limited).
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 & Shri R. Sankaran - Director.
c.	Nature of Relationship:	Group Company.
d.	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement:	As per 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.

Further, the Members of the Company had approved at the 33rd Annual General Meeting held on August 8, 2019 through an Ordinary Resolution that all the 'Material Related Party Transactions (RPT) even though these were entered into in the ordinary course of business and on arm's length basis with Mukand Limited ("ML") a Group Company for the Financial Year 2019-20 to the extent of ₹ 3,312.50 lacs for ICD along with interest thereon, however, due to delay in release of dues from major clients, the Company had to avail additional loan along with interest from Mukand Limited ("ML") a group Company to the extent of ₹ 515.58 lacs, for which approval is being sought from the shareholders

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

In view of the above, it is proposed to seek approval of the Members of the Company through an Ordinary Resolution for the above transactions and in pursuance of regulation 23(7) of the Listing Regulations, 2015, all entities failing under the definition of "Related Party" shall not vote irrespective of whether the entity is a party to the particular transaction or not.

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.

Order of the Board of Directors
For Mukand Engineers Limited

Dhawal J. Vora
Company Secretary
ACS-18646
Mumbai, August 13, 2020.

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

ANNEXURE- I

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed at the Annual General Meeting

Name of the Director	Ms. Anna Usha Abraham
DIN No	07072268
Date of Birth & Age	November 30, 1965 - 54 years
Qualification	Holds a Post Graduate Diploma in Journalism from the Indian Institute of Mass Communication, New Delhi, 1987. Also completed Executive Program in Human Resources Management from Indian Institute of Management, Kolkata, 2011; an Executive Certificate Course in Brand Management from Indian School of Business, Hyderabad, 2007.
Date of appointment	February 11, 2015
Experience & Expertise in Specific Functional areas	Communication professional with more than 28 years of experience in a variety of industries including manufacturing, logistics, banking and publishing. Experience in execution & handling of Corporate Social Responsibility activities
***^^List of Directorship/ Membership / Chairmanship of Committees of other Boards**	Director of Mukand Sumi Metal Processing Limited.
#Chairman / Member of the Committee of the Board of other Companies in which she is a Director	Nil
Shareholding of Director as on March 31, 2020.	Nil
Number of Meetings of the Board attended during the financial year 2019-2020.	4 out of 4
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil
Terms and Conditions of re-appointment	N.A
Details of remuneration sought to be paid	N.A

*Listed Company

^^ List of Directorship of public and private Companies are considered.

Chairmanship and Membership of Audit Committee and Stakeholder's Relationship Committee are considered.