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: 13th December, 2019

1.	Department of Corporate Services **BSE LIMITED,** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. ISIN CODE : INE022B01014 BSE Scrip Code:532097	2.	Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Plot no. C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 ISIN CODE : INE022B01014 NSE Scrip Name: MUKANDENGG.

Dear Sir,

Sub.:- Voting Results of Public Shareholders in terms of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circulars")

This is further to our communication dated 30th November, 2019 informing results of the shareholders meeting convened as per the directions of NCLT, Mumbai.

As per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015(**"SEBI LODR"**), Mukand Engineers Limited being a listed company ("**MEL**" or "**Company**"), shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board. Further in terms of SEBI Circulars, Scheme shall be acted upon only if the votes cast by the public shareholders of MEL in favour of the proposal are more than the number of votes cast by the public shareholders against it.

In light of the above, we wish to update you that the aforesaid requisite majority required as per SEBI Circulars for approval of the Scheme, was obtained as the votes cast by the public shareholders of MEL in favour were more than the votes cast against the same. The same was already communicated in results as per Regulation 44(3) of SEBI LODR forming part of our communication dated 30th November, 2019.

MUKAND
ENGINEERS

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We further herewith submit a copy of the report issued by the Scrutinizer considering the voting results of Public Shareholders only for information and record.

Please note that the Scheme shall now be subject to further approval of the regulatory authorities including approval of the NCLT.

Thanking you,

Yours faithfully,

For Mukand Engineers Limited,

D. J. Vora

Dhawal J. Vora
Company Secretary

MUKAND ENGINEERS

Ragini Chokshi & Co.
Company Secretaries
34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com
Tel. : 022-2283 1120
022-2283 1134

Date : _____

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Mr. R Sankaran
The Chairman of Tribunal convened meeting of Equity Shareholders
Mukand Engineers Limited ("Company")
CIN: L45200MH1987PLC042378
Bajaj Bhawan, 3rd Floor, Jamnalal Bajaj Marg,
226 Nariman Point
Mumbai – 400021
Maharashtra, India

Consolidated Report of Scrutinizer on the results of Voting by Public Shareholders by way of Remote E-voting and Postal Ballot under section 110 of the Companies Act, 2013 read with rules made thereof, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circulars") for approval of the Scheme of Amalgamation by Absorption amongst Adore Traders & Realtors Private Limited; Mukand Global Finance Limited; Mukand Engineers Limited and Mukand Limited and their respective shareholders and creditors ("Scheme")

Dear Sir,

I, Ragini Kamal Chokshi, Practicing Company Secretary (FCS 2390), partner of Ragini Chokshi & Co., have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal (NCLT), Bench at Mumbai by its order dated 27th September, 2019, for the purpose of conducting the voting done on the resolution by the **Public Shareholders** through the Postal Ballot and Remote e-voting for the resolution as set out in the notice to the equity shareholders dated 19th October, 2019.

I do hereby submit the report as under:

1. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 to 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by the Hon'ble NCLT, the Company had provided remote e-voting facility through CDSL and the facility to vote by way of Postal Ballot, before the

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

Tribunal convened Meeting and also, by way of ballot paper at the Tribunal convened Meeting

2. The compliance with NCLT order dated 27th September, 2019, in relation to voting through Remote E-voting/ Postal Ballot / by way of ballot paper at the Tribunal convened Meeting on the proposed resolution is the responsibility of the management of the Company. Our responsibility as a scrutinizer was to ensure that the processes of voting by way of Remote e- voting, Postal Ballot and ballot paper at the Venue of Tribunal convened Meeting conducted in a fair and transparent manner and to submit a consolidated scrutinizer's report on the voting to the Chairman of this Meeting on the resolution, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited ("CDSL" or "agency") and physical counting of votes by way of Postal Ballot and ballot paper conducted at the Tribunal convened Meeting.

3. Notices were issued to the Members whose names were appearing in the Register of Members as on 18th October, 2019, being the cut-off date as per the directions issued by Hon'ble NCLT vide order dated 27th September, 2019, for the purpose of deciding the eligibility to vote by the shareholders.

4. The Company has on the basis of the Register of Members and the list of beneficial owners made available by the depositories, completed the dispatch of the notice of the Meeting along with the relevant annexures referred thereto, postal ballot forms, proxy form, attendance slip etc. to the Equity Shareholders (including Public Shareholders) of the Company (holding equity shares as on the cut-off date i.e. 18th October, 2019) by Monday, 19th October, 2019 and has also published an advertisement in this regard, in English language in The Free Press Journal, Mumbai and Translation thereof in Navshakti, Mumbai edition in Marathi language on 27th October, 2019.

5. The voting through Remote E-voting and Postal Ballot remained open for a period of 30 days commencing from Tuesday the 29th day of October, 2019 at 09:00 a.m. and ended on Wednesday, 27th day of November, 2019 at 5:00 p.m.

6. The e-voting module was disabled and blocked by CDSL for voting on 27th November, 2019 at 5.00 p.m.

7. The Equity Shareholders (including Public Shareholders) were required to send completed and signed Postal Ballot forms on or before 5.00 p.m. on 27th November, 2019 and we have relied on information provided by Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) of the company in relation to these.

8. On 28th November, 2019 at the Tribunal convened Meeting, the Chairman, after discussion on resolution mentioned in the said Notice was over, announced that the Members present at the Meeting and who have not casted their vote by Remote E-voting and Postal Ballot, can exercise their voting rights by ballot paper, which was made available at the venue of the Tribunal.

9. Thereafter, on completion of the voting at the Tribunal convened Meeting, the Ballot Box(es) were unlocked in the presence of 2 witnesses, whose details are given below, who are not in the employment of the company. The ballot papers received thorugh Physical ballot and Postal ballot were verified and reconciled with the record



maintained by the Company/RTA of the Company (Bigshare Services Private Limited) and the authorisations/ proxies lodged with the Company together with the eligibility of Members to vote on the resolution. The votes were also scrutinized for eliminating duplicate voting.

Rahul Goswami

Name: Rahul Goswami

Reena Bordia

Name: Reena Bordia

10. We have relied on information provided by Bigshare Services Private Limited, RTA of the Company in relation to details regarding number of shares held by shareholders and signatures of shareholders.

11. Subsequently, the votes casted through Remote E-voting were unblocked in the presence of two witnesses and the Remote E-voting summary statement generated from the electronic voting system provided by CDSL.

12. Particulars of all the Postal Ballot forms received from the shareholders have been entered in the register in electronic mode separately maintained for the purpose.

13. Voting rights of Equity Shareholders (including Public Shareholders) have been reckoned in proportion to their shares in the paid-up share capital of the Company as on 18th day of October, 2019.

14. The Postal Ballot/ ballot papers which were incomplete and/or which were found defective were treated as invalid and record for the same were maintained.

15. The SEBI Circulars require the Scheme to be put for voting by Public Shareholders through postal ballot and e-voting and provide that the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the proposal are more than the number of votes cast by the Public Shareholders against it.

16. Information with respect to the votes cast by the public shareholders and the consolidated result in respect of public shareholders, in accordance with the aforesaid rules and provisions of the Act read with SEBI Circulars is annexed as **Annexure - A** to this report.

RESULTS:

Resolutions stated above have been passed with requisite majority required under the SEBI Circulars for approval of the Scheme since the votes cast by the Public shareholders of the Company in favour were more than the votes cast against the same.

The Register, all other papers and relevant records relating to electronic voting, postal ballot and physical ballot shall remain in our safe custody until the Chairman considers, Secretary for safe keeping.

Thanking You,

Yours faithfully,

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

For Ragini Chokshi & Co.
(Company Secretaries)

Place: Mumbai
Date: 29/11/2019

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

Countersigned
For **MUKAND ENGINEERS LIMITED**

Annexure -

MUKAND ENGINEERS LIMITED

Voting Results of Public Shareholders-NCLT Convened Meeting-28th November, 2019

Resolution required: Votes cast in favour of the resolution by the Public Shareholders shall be more than the votes cast against the resolution		Approval for scheme of Amalgamation by Absorption among Adore Traders and Realtors Pvt Ltd, Mukand global Finance Ltd, Mukand Engineers Ltd and Mukand Ltd and their respective shareholders and creditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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	E-Voting	Promoter and Promoter Group holding 66,30,798 Equity shares have not been considered for the voting process						
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Institutions	E-Voting	1058	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	**1058**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public-Non Institutions	E-Voting	59,40,544	5,24,433	8.83	5,24,422	11	99.99	0.01
	Poll		42,923	0.72	42,923	0	100	0.00
	Postal Ballot (if applicable)		325	0.01	325	0	100	0.00
	Total	**59,40,544**	**5,67,681**	**9.56**	**5,67,670**	**11**	**99.99**	**0.01**
Total		**59,41,602**	**5,67,681**	**9.55**	**5,67,670**	**11**	**99.99**	**0.01**

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