



MUKAND LIMITED

(CIN: L99999MH1937PLC002726)

Registered Office: Bajaj Bhawan, 3rd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021

Tel: 022-61216666, **Fax:** 022-22021174, **E-mail:** investors@mukand.com, **Website:** www.mukand.com

Last date for receipt of Postal Ballot is
27th November, 2019

Dispatch No. _____

Postal Ballot No. _____

POSTAL BALLOT FORM

TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS AND PREFERENCE SHAREHOLDERS OF MUKAND LIMITED ON THURSDAY, 28TH NOVEMBER, 2019

| | |
|--|--|
| Regd. Folio No./DP ID & Client ID | |
| Name and Address of the sole /first named Member | |
| Name(s) of the Joint Holder-1, if any | |
| Name(s) of the Joint Holder-2, if any | |
| No. of Equity shares held | |
| No. of Preference Shares (CRPS) * held | |

* 0.01 % Cumulative Redeemable Preference Shares

I/We hereby exercise my / our vote(s) in respect of Resolution as detailed in the Notice dated 19th October, 2019 of Tribunal Convened Meeting of the Preference shareholders and Equity shareholders of Mukand Limited as directed by Hon'ble National Company Law Tribunal, Mumbai Bench, on Thursday, 28th November, 2019 at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai 400 020, at 10.30 a.m. and 11.30 a.m. respectively by sending my / our assent or dissent to the said scheme by placing a tick mark [✓] in the appropriate box below:

| Particulars | No. of Shares for which votes cast | | Option | |
|---|------------------------------------|--------------------------|--------------|-------------------|
| | Equity Shares | Preference Shares (CRPS) | Assent (For) | Dissent (Against) |
| To approve 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") | | | | |

Place:

Date:

(Signature of the Shareholders)

E-VOTING PARTICULARS

[Users who wish to opt for e-voting may use the following login credentials]

| Class of Shares | EVSAN (Electronic Voting Sequence No.) | User ID | Password |
|-------------------|--|---------|----------|
| Equity | | | |
| Preference (CRPS) | | | |

Notes:

- Please read the instructions printed overleaf carefully before exercising your vote through postal ballot/e-voting.
- Please follow steps for e-voting procedure as given in the Notice of meeting or as available on <https://evoting.karvy.com>. E-voting starts from 9:00 a.m. (IST) on Tuesday, 29th October, 2019 and ends at 5:00 p.m. (IST) on Wednesday, 27th November, 2019.
- In view of non-payment of dividend on 0.01 % Cumulative Redeemable Preference Shares (CRPS/Preference), pursuant to the provisions of Section 47 of the Companies Act, 2013, the holders of CRPS have a right to vote on resolution stated in the Notice.
- Shareholder(s) can opt only for one mode of voting. If a Shareholder has opted for remote e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case Shareholders cast their vote both through remote e-voting and postal ballot, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

INSTRUCTIONS

1. Pursuant to Sections 230 to 232 and Section 52 read with sections 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, assent or dissent of the Members in respect of the Resolution detailed in the Notice dated 19th October, 2019 convening Tribunal Convened Meeting of the Preference and Equity Shareholders of Mukand Limited, as per directions of Mumbai Bench of National Company Law Tribunal ('NCLT' or 'Tribunal'), on **Thursday, 28th November, 2019** at 10.30 a.m. and 11.30 a.m. respectively, at **Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Building, IMC Marg, Churchgate, Mumbai 400 020**, is being additionally sought through Postal Ballot process/Remote E-voting as per directions of NCLT.
2. A member desiring to exercise vote by postal ballot, may send duly completed form in the enclosed business reply envelope. **The voting period will commence from Tuesday, 29th October 2019, at 9:00 a.m. (IST) and end on Wednesday, 27th November, 2019 at 5:00 p.m. (IST). The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on 27th November, 2019** failing which, it will be strictly considered that no reply has been received from the member. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
4. The Postal Ballot form should be completed and signed by the Shareholder(s). An unsigned Postal Ballot Form will be rejected.
5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in which case the registration number of the Power of Attorney with the Company should be mentioned or a notarised copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by Companies, Institutional Members (FP's/Foreign Institutional Investors/Trust/Mutual Funds/Banks etc.) etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the Authorised Signatory(ies) duly verified. In case of Remote E-voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at khamankarcs@gmail.com and to the Company at investors@mukand.com with a copy marked to evoting@karvy.com
7. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in Dematerialised form or in physical form, respectively.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on close of business on Friday, 18th October, 2019, being a Cut-off Date.
11. A Member may request for a duplicate Postal Ballot Form, if so required, from the Company/Karvy Fntech Private Limited ('Karvy'). However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
12. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
15. The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Postal Ballot, Remote E-voting and Voting by Poll at the meeting shall be considered as passed on the date of Meeting i.e. Thursday, 28th November, 2019.
16. In case of any clarification(s)/grievance(s) connected with facility for e-voting, the Members may contact to following officer of Voting agency:
Mr. Mohd. Mohsinuddin, Sr. Manager, Karvy Fintech Private Limited
Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District,
Nanakramguda, Hyderabad, Telangana — 500 032
Email ID: mohsin.mohd@karvy.com, evoting@karvy.com
Telephone No. 040 — 6716 1562 | toll free No. 1800-3454-001.
17. **E-VOTING:** In compliance with provisions of sections 108 and 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide Remote E-Voting facility (through E-Voting Platform of Karvy at <https://evoting.karvy.com>, as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that Remote E-Voting is optional. In case a Member has voted through Remote E-Voting facility, then not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Remote E-Voting, then voting done through Remote E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to Remote E-voting.
18. **INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED**
 - (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/Depository;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the voting rights of the Member;
 - (g) The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls; and
 - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.