

Mukand Ltd.

Regd. Office : Bajaj Bhawan, 3rd Floor
Jamnalal Bajaj Marg
226 Nariman Point, Mumbai, India 400 021
Tel : 91 22 6121 6666 Fax : 91 22 2202 1174
www.mukand.com

Kalwe Works : Thane-Belapur Road
Post office Kalwe, Thane, Maharashtra
India 400 605
Tel : 91 22 2172 7500 / 7700 Fax : 91 22 2534 8179
CIN : L99999MH1937PLC002726

Date: August 17, 2017

1.	Department of Corporate Services BSE LIMITED, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. ISIN CODE : INE304A01026 INE304A04012 BSE Scrip Code: 500460	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 : INE304A01026 INE304A04012 NSE Scrip Name: MUKANDLTD.
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Dear Sir,

Sub.: –Intimation of Proceedings of the Tribunal Convened Meeting of Mukand Limited held on 16th August 2017, under Regulation 30 of SEBI (LODR) Regulations, 2015

Further to our communication dated 16th Aug, 2017 regarding the convening of the NCLT (National Company Law Tribunal) convened meetings (“TCM”) *inter alia*, of the preference shareholders and the equity shareholders of Mukand Limited (“Company”) on 16th August, 2017 for approving the Scheme, we wish to inform you that based on the consolidated report dated 17th August, 2017 submitted by the Scrutinizer, Mr. Anant Khamankar, Practising Company Secretary, the Chairman of the TCM has declared that the resolution proposed in the notices dated 4th July, 2017 of the meetings of the equity shareholders and preference shareholders respectively has been approved by the shareholders with requisite majority.

Copy of the consolidated report issued by the Scrutinizer along with the requisite particulars of the voting results as per regulation 44(3) of the Listing Regulations is enclosed for your 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 Limited



K J Mallya
Company Secretary

Encl: a.a.



Mukand Limited – Voting Results for 0.01% Cumulative Redeemable Preference Shares (CRPS)

The information required under Regulation 44 of SEBI (LODR) Regulations, 2015 is as under:

Date of NCLT Meeting	Wednesday, 16 th August, 2017
Record (Cut-off) date	30 th June, 2017
Total number of CRPS Shareholders as on record date i.e. 30th June, 2017 (i.e. cut-off date for E-Voting)	41,060 CRPS holders
No. of CRPS Shareholders present in the meeting either in person or through proxy :	56
Promoters and Promoter Group	12
Public	44
No. of CRPS Shareholders attended the meeting through Video Conferencing :	NIL
Promoters and Promoter Group	NIL
Public	NIL
Details of the Agenda, Type of Resolutions required & Mode of Voting	As per <u>Annexure A</u>



Mukand Limited – Voting Results for Equity Shares

The information required under Regulation 44 of SEBI (LODR) Regulations, 2015 is as under:

Date of NCLT Meeting	Wednesday, 16 th August, 2017
Record (Cut-off) date	Not Applicable
Total number of Equity Shareholders as on record date i.e. 30th June, 2017 (i.e. cut-off date for E-Voting)	41,883 Equity shareholders
No. of Equity Shareholders present in the meeting either in person or through proxy :	92
Promoters and Promoter Group	27
Public	65
No. of Equity Shareholders attended the meeting through Video Conferencing :	NIL
Promoters and Promoter Group	NIL
Public	NIL
Details of the Agenda, Type of Resolutions required & Mode of Voting	As per <u>Annexure B</u>



ANNEXURE A

MUKAND LIMITED

Voting Results for 0.01% Cumulative Redeemable Preference Shares - NCLT Convened Meeting - 16th August, 2017

Voting Results for 0.01% Cumulative Redeemable Preference Shares - NEEF Convened Meeting - 16th August, 2017									
Resolution ID	Category	Mode of Voting	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
Resolution No. 1: Resolution approving Scheme of Arrangement and Amalgamation pursuant to section 230 to 232 and section 52 of companies act, 2013 and other applicable provisions, amongst Mukand Limited, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited and their shareholders and Creditors.									
Resolution Required: Requisite Majority under Sec. 230(6) of Companies Act 2013									
Whether promoter / promoter group are interested in agenda / resolution: No									
1	Promoter and Promoter Group	E-Voting	1,437,316	1,422,523	98.97	1,422,523	0	100.00	-
		Voting by Poll (at the Venue)		0	-	0	0	-	-
		Postal Ballot		13,513	0.94	13,513	0	100.00	-
	Public – Institutional Holders	E-Voting	1,175,363	0	-	0	0	-	-
		Voting by Poll (at the Venue)		0	-	0	0	-	-
		Postal Ballot		-	-	-	-	-	-
	Public-Others	E-Voting	3,013,641	920,773	30.5535	920,753	20	99.998	0.0022
		Voting by Poll (at the Venue)		0	-	0	-	-	-
		Postal Ballot		260,199	-	260,108	91	99.965	0.0350
	Total		5,626,320	2,617,008	46.5137	2,616,897	111	99.9958	0.0042

* Excluding Invalid, abstain and Less votes polled.



ANNEXURE B

MUKAND LIMITED

Voting Results for Equity Shares - NCLT Convened Meeting - 16th August, 2017

Voting Results for Equity Shares - NCLT Convened Meeting - 16th August, 2017									
Resolution No.	Category	Mode of Voting	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
Resolution No. 1: Resolution approving Scheme of Arrangement and Amalgamation pursuant to section 230 to 232 and section 52 of companies act, 2013 and other applicable provisions, amongst Mukand Limited, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited and their shareholders and Creditors.									
Resolution Required: Requisite Majority under Sec. 230(6) of Companies Act 2013									
Whether promoter / promoter group are interested in agenda / resolution: No									
1	Promoter and Promoter Group	E-Voting	101,371,694	101,220,124	99.85	101,220,124	0	100.00	
		Voting by Poll (at the Venue)		0	-	0	0	-	-
		Postal Ballot		131,602	0.13	131,602	0	100.00	-
	Public – Institutional Holders	E-Voting	7,519,050	7,228,076	96.1302	7,228,076	0	100.00	
		Voting by Poll (at the Venue)		0	-	0	0	-	-
		Postal Ballot		0	-	0	0	-	-
	Public-Others	E-Voting	32,515,117	9,005,053	27.6950	9,004,578	475	99.995	0.0053
		Voting by Poll (at the Venue)		60,630	0.1865	60,628	2	99.997	0.0033
		Postal Ballot		1,208,066	3.7154	1,207,388	678	99.944	0.0561
	Total		141,405,861	118,853,551	84.0514	118,852,396	1,155	99.9990	0.0010

* Excluding Invalid, abstain and Less votes polled.



SCRUTINIZER'S REPORT

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the Mumbai Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated 20th June, 2017 in the Company Scheme Application No. 632 of 2017]

To

Mr. Niraj Bajaj

The Chairman of Tribunal convened meeting of Preference shareholders ("Chairman"),
Mukand Limited

CIN: L99999MH1937PLC002726

3rd Floor, Bajaj Bhavan, Jamnalal Bajaj Marg,

226 Nariman Point, Mumbai- 400 021

Maharashtra

Dear Sir,

Consolidated report of the Scrutinizer on the results of Voting by way of remote E-voting/ Postal Ballot/ Poll at the venue of the Tribunal convened meeting of 0.01% cumulative redeemable Preference Shareholders ("Tribunal convened Meeting" or "Meeting") of Mukand Limited ("the Company"), in connection with the resolution detailed in the Notice dated 4th July, 2017 ("Notice") convening meeting of the Company on Wednesday, 16th August, 2017 at 10.30 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai- 400 021 in pursuance to the directions issued by Mumbai Bench of Hon'ble NCLT vide order dated 20th June, 2017 in the Company Scheme Application No. 632 of 2017.

1. We, M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of Scrutinizing the remote e-voting and postal ballot process and voting by poll (ballot papers at the venue of the meeting), and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and as per the directions issued by the NCLT vide order dated 20th June, 2017, on the Resolution contained in the Notice convening (hereinafter referred to as "Resolution") the Tribunal convened meeting of the 0.01% cumulative redeemable Preference Shareholders ("CRPS") (hereinafter referred to as "Tribunal Convened Meeting" or "Meeting") of the Company, held on Wednesday the 16th day of



August, 2017 at 10.30 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai- 400 021.

2. The Notice dated 4th July, 2017 convening the Tribunal convened Meeting of the 0.01% CRPS of the Company along with the statement setting out material facts under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies Arrangements & Amalgamation Rules, 2016 was sent to the shareholders in respect of the Resolution to be passed at the Meeting.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting, postal ballot and voting by poll on the Resolution contained in the Notice convening Tribunal convened Meeting of the 0.01% CRPS. Our responsibility as the Scrutinizers for the remote e-voting and postal ballot process is restricted to make a Scrutinizer's Report of the votes, cast "in favor" or "against" the Resolution and "invalid" and "abstained" ballots and votes, based on the reports generated from the remote e-voting and postal ballot process system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company.
4. Further to the above, we submit our report as under:-
 - i. The remote e-voting and postal ballot period remained open from Monday, 17th July, 2017 at 9.00 a.m. (IST) and ended on Tuesday, 15th August, 2017 at 05.00 p.m. (IST).
 - ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 30th June, 2017 were entitled to vote on the Resolution as set out in the Notice of the Tribunal Convened Meeting of 0.01% CRPS.
 - iii. The voting by poll was provided at the Meeting to those members who attended the meeting but not voted through remote e-voting facility/postal ballot facility.
 - iv. Particulars of all postal ballot forms received from the shareholders and votes cast through electronic means have been maintained in a separate register in electronic mode.
 - v. I have relied on information provided by Karvy Computershare Pvt. Ltd., the Registrar & Share Transfer Agent of the Company in relation



to details regarding number of shares held and signature of shareholders.

- vi. After the conclusion of counting of the voting cast by poll at the Meeting, the votes cast through remote e-voting and postal ballot were unblocked in the presence of two witnesses, viz. Ms. Gauri Mali and Mr. Surender Singh Chauhan, who are not in the employment of the Company.
- vii. Thereafter considering remote e-voting, postal ballot and voting by poll at the Tribunal Convened Meeting of the 0.01% CRPS, the consolidated result of the voting by 0.01% CRPS is annexed as **Annexure I**. The details containing inter alia, list of 0.01% CRPS, who voted electronically "for" or "against", on each of the Resolution that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Karvy i.e. evoting.karvy.com and is based on such reports generated.
- viii. Based on the aforesaid results, I report that the Resolution approving Scheme of Arrangement and Amalgamation pursuant to Section 230 to 232 and Section 52 of the Companies Act, 2013, amongst Mukand Limited, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited has been passed with requisite majority.

All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and poll papers were handed over to the Company Secretary of the Company for safe-keeping.

Thanking You.

Yours truly,

For Anant B. Khamankar & Co.



Anant B. Khamankar

FCS: 3198

CP No: 1860



Place: Mumbai,

Date: 17th August, 2017

Based on the foregoing, the resolution has been passed with requisite majority.

For Mukand Limited



NIRAJ BAJAJ

CHAIRPERSON APPOINTED FOR THE MEETING OF SHAREHOLDERS
(DIN: 00028261)



Annexure I

MUKAND LIMITED

Ballot Control Report (e-voting & Physical ballot) for the Tribunal Convened Meeting of the 0.01% cumulative redeemable preference shareholders (CRPS) of Company held on 16/08/2017.

Resolution No.	Resolution Description	Voting	Total Votes received		Invalid Votes		Abstain Votes		Less Voted	Valid Votes		Voted in FAVOUR			Voted AGAINST		
			Ballots (No. of Shareholders)	No. of Votes / Shares	Ballots (No. of Shareholders)	No. of Votes / Shares	Ballots (No. of Shareholders)	No. of Votes / Shares		Ballots (No. of Shareholders)	No. of Votes / Shares	Ballots (No. of Shareholders)	No. of Votes / Shares	%	Ballots (No. of Shareholders)	No. of Votes / Shares	%
1	Resolution approving Scheme of Arrangement and Amalgamation pursuant to section 230 to 232 and section 52 of companies act, 2013 and other applicable provisions, amongst Mukand Limited, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited	Remote e-voting	82	2343296	0	0	0	0	0	82	2343296	81	2343276	99.9992	1	20	0.0008
		Voting by Poll (at the Venue)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Ballot Form (Postal)	171	273712	0	0	0	0	0	171	273712	161	273621	99.9667	10	91	0.0333
		TOTAL	253	2617008	0	0	0	0	0	253	2617008	242	2616897	99.9958	11	111	0.0042



SCRUTINIZER'S REPORT

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the Mumbai Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated 20th June, 2017 in the Company Scheme Application No. 632 of 2017]

To

Mr. Niraj Bajaj

The Chairman of Tribunal convened meeting of Equity shareholders ("Chairman"),
Mukand Limited

CIN: L99999MH1937PLC002726

3rd Floor, Bajaj Bhavan, Jamnalal Bajaj Marg,

226 Nariman Point, Mumbai- 400 021

Maharashtra

Dear Sir,

Consolidated report of the Scrutinizer on the results of Voting by way of remote E-voting/ Postal Ballot/ Poll at the venue of the Tribunal convened meeting of Equity Shareholders ("Tribunal convened Meeting" or "Meeting") of Mukand Limited ("the Company"), in connection with the resolution detailed in the Notice dated 4th July, 2017 ("Notice") convening meeting of the Company on Wednesday, 16th August, 2017 at 11.30 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai- 400 021 in pursuance to the directions issued by Mumbai Bench of Hon'ble NCLT vide order dated 20th June, 2017 in the Company Scheme Application No. 632 of 2017.

1. We, M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of Scrutinizing the remote e-voting and postal ballot process and voting by poll (ballot papers at the venue of the meeting), and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and as per the directions issued by the NCLT vide order dated 20th June, 2017, on the Resolution contained in the Notice convening (hereinafter referred to as "**Resolution**") the Tribunal convened meeting of the Equity Shareholders of the Company (hereinafter referred to as



"Tribunal Convened Meeting" or "Meeting"), held on Wednesday the 16th day of August, 2017 at 11.30 A.M.at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai- 400 021.

2. The Notice dated 4th July, 2017 convening the Tribunal convened Meeting of the Equity Shareholders of the Company along with the statement setting out material facts under Sections 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies Arrangements & Amalgamation Rules, 2016 was sent to the shareholders in respect of the Resolution to be passed at the Meeting.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting, postal ballot and voting by poll on the Resolution contained in the Notice convening Tribunal Convened Meeting of the Equity Shareholders. Our responsibility as the Scrutinizers for the remote e-voting and postal ballot process is restricted to make a Scrutinizer's Report of the votes, cast "in favor" or "against" the Resolution and "invalid" and "abstained" ballots and votes, based on the reports generated from the remote e-voting and postal ballot process system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company.
4. Further to the above, we submit our report as under:-
 - i. The remote e-voting and postal ballot period remained open from Monday, 17th July, 2017 at 9.00 a.m. (IST) and ended on Tuesday, 15th August, 2017 at 05.00 p.m. (IST).
 - ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 30th June, 2017 were entitled to vote on the Resolution as set out in the Notice of the Tribunal Convened Meeting of Equity Shareholders.
 - iii. The voting by poll was provided at the Meeting to those members who attended the Meeting but not voted through remote e-voting/postal ballot facility.
 - iv. Particulars of all postal ballot forms received from the shareholders and votes cast through electronic means have been maintained in a separate register in electronic mode.
 - v. I have relied on information provided by Karvy Computershare Pvt. Ltd., the Registrar & Share Transfer Agent of the Company in relation to details regarding number of shares held and signature of shareholders.



- vi. After the conclusion of counting of the voting cast by poll at the Meeting, the votes cast through remote e-voting and postal ballot were unblocked in the presence of two witnesses, viz. Ms. Gauri Mali and Mr. Surender Singh Chauhan, who are not in the employment of the Company.
- vii. Thereafter considering remote e-voting, postal ballot and voting by poll at the Tribunal Convened Meeting of the Equity Shareholders, the consolidated result of the voting by Equity Shareholders is annexed as **Annexure I**. The details containing inter alia, list of Equity Share Holders, who voted electronically "for" or "against", on each of the Resolution that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Karvy i.e. evoting.karvy.com and is based on such reports generated.
- viii. **Based on the aforesaid results, I report that the Resolution approving Scheme of Arrangement and Amalgamation pursuant to Section 230 to 232 and Section 52 of the Companies Act, 2013, amongst Mukand Limited, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited has been passed with requisite majority.**

All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and poll papers were handed over to the Company Secretary of the Company for safe-keeping.

Thanking You.

Yours truly,

For Anant B. Khamankar & Co.



Anant B. Khamankar



FCS: 3198

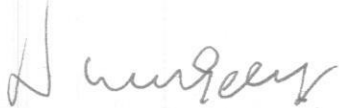
CP No: 1860

Place: Mumbai,

Date: 17th August, 2017

Based on the foregoing, the resolution has been passed with requisite majority.

For Mukand Limited



NIRAJ BAJAJ

CHAIRPERSON APPOINTED FOR THE MEETING OF SHAREHOLDERS

(DIN: 00028261)



Annexure I

MUKAND LIMITED

Ballot Control Report (e-voting & Physical ballot) for the Tribunal Convened Meeting of the Equity Shareholders of Company held on 16/08/2017.

Resolution No.	Resolution Description	Voting	Total Votes received		Invalid Votes		Abstain Votes		Less Voted	Valid Votes		Voted in FAVOUR			Voted AGAINST		
			Ballots (No. of Shareholders)	No. of Votes / Shares	Ballots (No. of Shareholders)	No. of Votes / Shares	Ballots (No. of Shareholders)	No. of Votes / Shares		Ballots (No. of Shareholders)	No. of Votes / Shares	Ballots (No. of Shareholders)	No. of Votes / Shares	%	Ballots (No. of Shareholders)	No. of Votes / Shares	%
1	Resolution approving Scheme of Arrangement and Amalgamation pursuant to section 230 to 232 and section 52 of companies act, 2013 and other applicable provisions, amongst Mukand Limited, Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited	Remote e-voting	133	117453913	0	0	1	600	60	132	117453253	128	117452778	99.9996	4	475	0.0004
		Voting by Poll (at the Venue)	13	60630	0	0	0	0	0	13	60630	11	60628	99.9967	2	2	0.0033
		Ballot Form (Postal)	230	1339668	0	0	0	0	0	230	1339668	221	1338990	99.9494	9	678	0.0506
		TOTAL	376	118854211	0	0	1	600	60	375	118853551	360	118852396	99.999	15	1155	0.00097

