

MUKAND LIMITED

The 77th Annual General Meeting of the Members of Mukand Limited was held on Wednesday, August 12, 2015 at 4.00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400 021.

PRESENT:

Shri Niraj Bajaj	- Chairman & Managing Director
Shri Rajesh V. Shah	- Co-Chairman & Managing Director
Shri Suketu V. Shah	- Joint Managing Director
Shri Dhirajlal S. Mehta	- Director
Dr. N. P. Jain, IFS(Retd.)	- Director
Shri N. C. Sharma	- Director
Shri Prakash V. Mehta	- Director
Shri Pradip Shah	- Director
Shri Narendra J. Shah	- Director
Shri Amit Yadav	- Director
Mrs. Bharti R. Gandhi	- Director

IN ATTENDANCE :

Shri S. B. Jhaveri	- Chief Financial Officer - in attendance
Shri K J. Mallya	- Company Secretary - in attendance

MEMBERS PRESENT:

In Person	: 64 members
In Proxy	: 38 valid proxies representing 1,72,13,101 (12.17%) Equity Shares
In Representation	: 24 representing 6,61,09,540 (46.75%) Equity Shares

Shri Ashish Ruparelia, Senior Manager, M/s. Haribhakti & Co. LLP, Statutory Auditors of the Company and Shri Anant B. Khamankar, Secretarial Auditor and Scrutinizer appointed by the Company for e-voting process were also present.

Shri Niraj Bajaj, Chairman of the Board of Directors of the Company occupied the Chair, confirmed that the requisite quorum is present and called the meeting to order.

The Chairman welcomed all the members to the 77th Annual General Meeting (AGM) of the Company and thereafter introduced the Directors to the members present.

The Chairman informed the members that the Statutory Auditors, Secretarial Auditors, and Dr. N. P. Jain, who is the Chairman of the Audit Committee & Nomination and Remuneration Committee and Shri N. C. Sharma, Chairman of the Stakeholders Relationship Committee of the

Company are present at the meeting.

The Chairman announced that Standalone & Consolidated Financial Statements, Directors' Report and Auditors' Report, Secretarial Audit Report, Proxy Register with Proxies, Register of Directors' Shareholdings under section 170 of the Companies Act, 2013, and Register of Contracts under section 189 of the Companies Act, 2013 were available for the inspection of the members.

The Chairman stated that the Company had received 38 valid proxies in respect of 1,72,13,101 equity shares and 24 valid representations u/s. 113 of the Companies Act, 2013, for 6,61,09,540 equity shares of the Company. He further stated that these had a very limited purpose under the new law since shareholders with 77.73% holdings have already exercised their voting through E-voting.

Notice convening the Meeting and the Directors' Report was taken as read with the consent of the Members present.

The Chairman mentioned that under the new law, the Auditors' Report was to be read only when there were qualifications or adverse observation or comments in the Report. He further mentioned that there were no such qualifications, observations or comments in the Auditors' Report. Accordingly, the Auditors' Report was not read out at the meeting, unlike in the previous years.

The Chairman provided an overview of the financials and highlights of the performance of the Company for the FY 2014-15.

He highlighted that the performance of the Company during the year 2014 - 15 has improved tremendously as compared to the previous year mainly due to increase in capacity utilization and reduction in costs. The production of alloy steel at Ginigera (Karnataka) increased during the year. The Company commenced utilising Sinter in place of the high cost iron ore lumps which has reduced the input costs. The use of beneficiated iron ore eased the pressure of procuring iron ore lumps resulting in the increase in production of billets and blooms.

He informed that although the overall availability of iron ore also eased during the year, the majority of iron mines in Karnataka continued to remain closed since the Hon'ble Supreme Court's order in July 2011. This resulted in steel plants in Karnataka having a disadvantage over their competitors situated in other mining states.

The sales of alloy steel products increased by 11% over the previous year. This was made possible due to better capacity utilization. New products developed in-house to stringent requirements for critical applications contributed to 18% of the total sales of alloy steel products. The Company continued its focus on new product development by working in

tandem with the international original automobile manufacturers and component makers to augment their localisation programmes. The production of stainless steel at Dighe (Thane) was also higher as compared to the previous year. The sales of Stainless Steel products of the Company increased by 13 % from that of the previous year.

He emphasized on the fact that the Company produces speciality steel long products which cater to a very niche market. Out of India's entire steel production of approximately 90 MT per year, the special, alloy and stainless steel long products, in which the Company operates, is only 6-7 MT per year and hence assured the shareholders regarding non-applicability of the depressing news items about the general condition of the steel industry - which he explained to be applicable to commodity steel products.

He explained that the Company was an outperformer and continues to be a leader in the industry amongst specialised steel plants with similar products to record 12% increase in net sales of steel products in the year 2014-15.

He, however, drew attention of the shareholders to the huge increase in the import of steel specially from China. He stated that although the majority of these imports are in the commodity steel markets this has adversely affected the entire domestic steel industry and put pressure on the pricing of all steel products, including Company's products.

He further informed that the Industrial Machinery Division was severely affected due to the slowdown in the modernization and expansion activities in steel and infrastructure sectors, resulting in lower sales and margins. The capital goods production has recorded a 4.4% growth in the period April - May 2015 perhaps indicating that the industry may just pick up in the coming quarters. He informed that the steel division has an order book of Rs. 284 crore as on June 2015.

He further informed that the Company has repaid all its debts to all the CDR lenders and the CDR Empowered Group has given the approval for the Company's exit from CDR mechanism.

On the CSR front, he explained that the CSR activities, done jointly with the Janaki Devi Bajaj Gram Vikas Sanstha, are steadily progressing. Apart from providing text books, notebooks, compass boxes and footwear to 10,000 children studying in classes 8, 9 and 10 across 44 schools in Shahapur in Thane District, the Company also conducted free math classes in about 30 schools in this taluka. The Company has also been contributing in the development of sports and increase in hygiene in the schools.

He touched upon the performance of the Company for the 1st quarter of the financial year

2015-16 in which the gross turnover of the Company stood at Rs.758 crore (compared to Rs.724 crore in the immediately preceding quarter). He further stated that the Company expects to achieve a turnover of Rs.3,300 crore in the year in running.

He informed that the transfer of the alloy steel business to the subsidiary, Mukand Alloy Steels Private Ltd. will be completed after all the approvals from the various authorities are obtained.

On behalf of the Board of Directors he placed on record the appreciation for every gesture of support and encouragement received from all the stakeholders over the past several decades. He also thanked members of the Board and all employees of the company who have continuously found ways to meet the challenging times and come out stronger.

The Chairman after elaborating on the new provisions of law concerning remote e-voting and e-voting at the meeting, stated that for those shareholders who had not voted prior to the meeting, facility was provided to vote through electronic means / InstaPoll at the venue of this meeting after completing the discussions on all the items of the AGM notice. He stated that the e-voting platform provided by Karvy Computershare Pvt. Ltd. has been used.

He added that Mr. Anant B. Khamankar, a practicing Company Secretary, was appointed by the Board of Directors of the Company as a Scrutinizer for scrutinizing the e-voting process and that the Results of the meeting along with the consolidated Scrutinizer's report would be declared and posted on the company's website and Karvy's website, not later than 15th August, 2015 and shall also be forwarded to the Stock Exchanges.

1. Adoption of Accounts and the Directors' & Auditors' Reports thereon.

The Chairman then proposed the following resolution as an Ordinary resolution, which was seconded by Shri Kirti Shah:

"RESOLVED that the audited stand-alone and consolidated financial statements of the Company as at 31st March, 2015, the Statement of Profit & Loss for the year ended 31st March, 2015 and the Directors' Report and Auditors' Report attached thereto be and are hereby adopted."

The Chairman then invited comments/queries on annual report, accounts and other connected matters from the shareholders.

Smt. Shobhana Mehta, S/Shri A.F. Dala, Kirti Shah and Janak Mathuradas, in addition to offering their comments on the financial statements, raised queries / sought information about the level of capacity utilisation vis-s-vis expected turnover for the current year, status of raw material availability and procurement, employee strength, dividend expectatations and plant visit for shareholders..

At the request of Chairman, Shri Rajesh V. Shah answered / clarified the queries / observations of the shareholders.

After discussions on the first item, the Chairman then took the subsequent items referred to in the AGM Notice for the consideration of the shareholders.

2. Re-appointment of Shri Narendra J. Shah (DIN 00047403) as Director.

The Chairman then proposed the following resolution as an Ordinary resolution, which was seconded by Shri Janak Mathuradas:

"RESOLVED that Shri Narendra J. Shah (DIN 00047403), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

3. Re-appointment of Shri Niraj Bajaj (DIN 00028261) as Director.

Chairman being interested in this item, handed over the proceedings to Shri Rajesh V. Shah, Co-Chairman who took the chair.

Shri Rajesh V. Shah proposed the following resolution as an Ordinary resolution, which was seconded by Shri Sudhir Parikh:

"RESOLVED that Shri Niraj Bajaj (DIN 00028261), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

The Chairman re-assumed the Chair and took up the next items.

4. Ratification of appointment of Statutory Auditors.

The Chairman proposed the following resolution as an Ordinary resolution, which was seconded by Shri Sameer Shrimankar:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being in force), the Company hereby ratifies the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 81st Annual General Meeting in the calendar year 2019 on such remuneration as may be agreed upon by the Board of Directors and the Statutory Auditors, plus applicable service tax and out-of-pocket expenses incurred by them for the purpose of audit of the accounts of the Company for the financial year ending 31st March, 2016 and thereafter."

5. Appointment of Smt. Bharti R. Gandhi (DIN 00306004) as an Independent Director.

The Chairman proposed the following resolution as an Ordinary resolution, which was seconded by Smt. Shobhana Mehta:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the

Companies (Appointment and Qualification of Directors) Rules, 2014 and any statutory modifications thereof and pursuant to the provisions of the Clause 49 of the Listing Agreement with the Stock Exchanges, Smt. Bharti R. Gandhi (DIN: 00306004), who was appointed as an Additional Director of the Company with effect from 11th February, 2015 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 consecutive years upto 10th February, 2020, not liable to retire by rotation."

6. Ratification of Remuneration to Cost Auditor.

The Chairman proposed the following resolution as an Ordinary resolution, which was seconded by Shri Sanjay Murarka:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and as per the recommendation of the Audit Committee of the Board of Directors, the remuneration of Rs.1,50,000/- and reimbursement of travelling and other out of pocket expenses plus service tax as applicable to be paid to CMA Sangita Kulkarni, Cost Accountant for conducting the audit of cost records of the Steel Plants at Kalwe and Hospet and Engineering Contracts and Industrial Machinery Division at Kalwe for the financial year ending 31st March, 2016 as approved by the Board of Directors of the Company, subject to the approval of the Central Government, be and is hereby ratified."

7. Approval of Material Related Party Transactions.

Chairman and Co-Chairman being interested in this item, the Chairman handed over the proceedings to Shri Dhirajlal S. Mehta who took the chair.

Shri Dhirajlal S. Mehta proposed the following resolution as a Special resolution, which was seconded by Shri K. R. Bhattad:

"RESOLVED THAT pursuant to the provisions of the 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 and to enter into contract(s)/transaction(s) with Mukand Sumi Metal Processing Limited ("MSMPL"), a subsidiary 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: 2014-15; having the following details and as detailed in the Explanatory Statement annexed

hereto:

Description of Contract	Period of Contract	Total cumulative contract value with Related Party (Rs.Crore)
Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out/availing job-work and hire of facilities, availing / rendering of marketing/ business transfer and other services, leasing of factory /office premises/facilities or any other transactions.	April 1, 2015 to March 31, 2016	418

RESOLVED FURTHER that the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual, 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."

The Chairman re-assumed the Chair thereafter.

Chairman, on completion of discussion on all the above items, requested the members present, who have not voted earlier, to cast their votes using InstaPoll services provided by Karvy.

The Chairman then thanked the members for their participation in the meeting and announced that the proceedings of the meeting shall close after the members present, who have not voted earlier, have cast their vote through InstaPoll and the Scrutinizer confirms closure of voting at the AGM.

Chairman then requested the Company Secretary and the Scrutinizer to co-ordinate for an orderly conduct of the e-voting at the meeting.

With the assistance from Karvy, the e-voting agency, the voting through InstaPoll system was conducted at the meeting. Thereafter, the Scrutinizer, Shri Anant B. Khamankar, after conclusion of counting of votes cast at the AGM, unblocked the votes cast through remote e-voting, in the presence of Ms. Anshu Shah and Ms. Shikha Singh, two witnesses not in the employment of the Company.

The proceedings of the meeting ended at 6.00 p.m.

On 13th August 2015, M/s. Anant B. Khamankar & Co., Scrutinizer appointed by the Board, issued their scrutinizer's report giving following summarized particulars of the votes cast "in favour of" or "against" the resolutions and "invalid" and "abstained" ballots, based on the reports generated from the e-voting system provided by Karvy Computershare Pvt. Ltd. together with the votes cast in Physical Ballot Forms and InstaPoll voting at the AGM:

Resolution No.1: Ordinary Resolution - Adoption of audited standalone financial statements and audited consolidated financial statements for the year ended 31st March, 2015 and the Reports of Directors' and Auditors' thereon.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	10,10,37,953	10,10,07,319	99.9697	10,10,07,319	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	10,82,51,799	76.5540	10,82,51,694	105	99.9999	0.0001

* Includes only valid postal ballot forms / eVotes received

Resolution No.2: Ordinary Resolution - Re-appointment of Shri Narendra J. Shah (DIN: 00047403) as a Director, who retires by rotation

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	10,10,37,953	10,10,07,319	99.9697	10,10,07,319	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	10,82,51,799	76.5540	10,82,51,694	105	99.9999	0.0001

* Includes only valid postal ballot forms / eVotes received

Resolution No.3: Ordinary Resolution - Re-appointment of Shri Niraj Bajaj (DIN: 00028261) as a Director, who retires by rotation

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	10,10,37,953	10,10,07,319	99.9697	10,10,07,319	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	10,82,51,799	76.5540	10,82,51,694	105	99.9999	0.0001

* Includes only valid postal ballot forms / eVotes received

Resolution No.4: Ordinary Resolution - Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, as Statutory Auditors and fixing their remuneration

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	10,10,37,953	10,10,07,319	99.9697	10,10,07,319	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	10,82,51,799	76.5540	10,82,51,694	105	99.9999	0.0001

* Includes only valid postal ballot forms / eVotes received

Resolution No.5: Ordinary Resolution - Appointment of Smt. Bharti R. Gandhi (DIN: 00306004) as an Independent Director

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	10,10,37,953	10,10,07,319	99.9697	10,10,07,319	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	10,82,51,799	76.5540	10,82,51,694	105	99.9999	0.0001

* Includes only valid postal ballot forms / eVotes received

Resolution No.6: Ordinary Resolution - Ratification of remuneration to Cost Auditor

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	10,10,37,953	10,10,07,319	99.9697	10,10,07,319	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	10,82,51,799	76.5540	10,82,51,694	105	99.9999	0.0001

* Includes only valid postal ballot forms / eVotes received

Resolution No.7: Special Resolution - Approval of Material Related Party Transactions

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	10,10,37,953	1,38,64,271	13.7218	1,38,64,271	-	100.0000	-
Public - Institutional holders	73,78,866	-	-	-	-	-	-
Public - Others	3,29,89,042	72,44,480	21.9603	72,44,375	105	99.9986	0.0014
Total	14,14,05,861	2,11,08,751	14.9278	2,11,08,646	105	99.9995	0.0005

* Includes only valid postal ballot forms / eVotes received

All the resolutions as set out in Item No. 1 to 7 in the Notice of the 77th AGM of the Company were duly passed with requisite majority and are recorded as part of the proceedings of this AGM of the members.

Date: 5th September, 2015

Place: Mumbai

CHAIRMAN