



MUKAND LIMITED

(CIN: L99999MH1937PLC002726)

Registered Office: Bajaj Bhawan, 3rd Floor, Jammalal Bajaj Marg,
226, Nariman Point, Mumbai - 400021. Tel: 022-61216666,
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POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

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

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013, (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 ('MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars') that the resolutions appended below are proposed to be passed by way of Postal Ballot only through electronic means ('Remote e-voting'). The proposed resolutions together with the explanatory statement setting out the material facts, reasons for the passing of each Resolution is annexed hereto along with this Postal Ballot Notice, for your consideration.

The Board of Directors of Mukand Limited ("Mukand" or "Company") has appointed Mr. Anant Khamankar (FCS 3198, CoP. 1860), of M/s. Anant B. Khamankar & Co., Practising Company Secretary, Mumbai, as the Scrutinizer for conducting the Remote E-voting process in a fair and transparent manner. The Company has engaged the services of KFin Technologies Private Limited ("KFin") for providing Remote e-voting facilities to the Members.

In accordance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only by e-mail to all Members whose e-mail addresses are available in the beneficial ownership data/records of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the record of the KFin Technologies Private Limited, Registrar and Share Transfer Agent. Further, the MCA has, vide General Circular No. 39/2020 dt. 31st December 2020, inter alia, extended the relaxation to the Company for the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot. Therefore, the Company is not required to send a physical copy of the Postal ballot form to the Members for voting. The Members are required to communicate their assent or dissent through the Remote E-voting facility only.

You are requested to carefully read the instructions on Remote E-voting process, printed in the Notes to this Postal Ballot Notice.

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date specified by the Company for Remote e-voting i.e., Wednesday, 16th June, 2021.

SPECIAL BUSINESS:

Item No. 1: Approval/Ratification of Related Party Transaction – Sale of 1,19,76,756 equity shares held by the Company in Vidyavihar Containers Limited to Sidya Investments Limited, a promoter group entity

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made thereunder (the "Act"), as amended from time to time, and in accordance with and subject to the provisions of Memorandum and Articles of Association of the Company, the Related party transaction executed on 19th March, 2021 for the sale of the Company's stake/investment in Vidyavihar

Containers Limited ("VCL") comprising 1,19,76,756 (One Crore Nineteen Lakhs Seventy Six Thousand Seven Hundred and Fifty Six) equity shares of Rs. 100/- (Rupees One Hundred only) each in the issued and paid-up equity share capital of VCL, to Sidya Investments Limited, a Promoter Group Entity of the Company, for an aggregate consideration of INR 1,19,76,756 (Indian Rupees One Crore Nineteen Lakhs Seventy Six Thousand Seven Hundred and Fifty Six), ("Transaction"), be and is hereby approved/ratified by the Members.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No. 2: Revision of the limits under Section 186 of the Companies Act, 2013 with respect to Board's power to make Investments, give Loans, Guarantees or provide Securities

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Resolutions passed earlier in this regard and pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other consent(s), approval(s) and/or permission(s) as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) to:

- give loans, advances, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other body corporate/s;
- give any guarantee in connection with a loan made to any person or body corporate/s; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate/s,

up to an aggregate sum of Rs.1,500 crore (Rupees One Thousand Five Hundred Crore), including the loans, guarantees, securities and investments already made, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (or a Committee thereof) be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit, (including the terms and conditions of such investments in securities / giving of loans / guarantees, as may be determined by the Board of Directors), from time to time, and the Board of Directors is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to the foregoing and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board of Directors in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

By order of the Board
For **Mukand Limited**

Place: Mumbai
Date: 12th May, 2021

K. J. Mallya
Company Secretary

NOTES:

1. The Explanatory Statement containing the reasons for the proposed resolutions and setting out material facts, pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. This Notice is being sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on **Friday, May 07, 2021 ('cut-off date')**. **Members as on the cut-off date would be entitled to vote by way of Remote E-voting** and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with KFin Technologies Private Limited, Company's Registrar and Share Transfer Agents (RTA), or the Depositories.
3. In view of the non-payment of dividend on 0.01% Cumulative Redeemable Preference shares, in terms of section 47 of the Act, the holders of such preference shares have right to vote on all the above resolutions to be passed by way of postal ballot (e-voting) in proportion to amount paid-up(net of amount redeemed) on such shares.
4. Members who have not registered their email address and in consequence could not receive the Notice may temporarily get their email address registered with the RTA, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/> and following the registration process as guided thereafter.
5. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1(one) Marathi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated and also published on the website of the Company.
6. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories.
7. Kindly note that the Communication of the assent/dissent to the Resolutions proposed in the Notice would take place only through Remote E-voting.
8. The voting period will commence on Tuesday, May 18, 2021 9:00 Hours IST and will end on Wednesday, June 16, 2021 17:00 Hours IST for the Members exercising their vote through electronic voting. The Remote E-voting module shall be disabled by KFin for voting thereafter.
9. The Members whose names will appear in the Register of Members/ Record of Depositories as on **cut-off date** i.e. **Friday, May 07, 2021 only be considered for voting**. Voting rights shall be reckoned on the paid-up value of the shares mentioned against the name of the Member in the Register of the Members on Friday, May 07, 2021.
10. The Resolutions mentioned in the Notice shall be deemed to be passed on the last date of voting period i.e. Wednesday, June 16, 2021, if approved by the requisite majority.
11. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall subject to Covid-19 related restrictions, be open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days except Saturdays, Sundays and national holidays, until the end of the voting period.
12. **Instructions for Voting through electronic means:**
The Company has entered into an agreement with KFin Technologies Private Limited for facilitating e-voting in a secure manner. The procedure and instructions for the voting through electronic means are as follows:

Instructions for Remote E-voting are as under:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>

- II. Enter the login credentials provided in the email and click on Login.
- III. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- IV. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc..).
- V. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- VI. Login again with the new credentials.
- VII. On successful login, the system will prompt you to select the "EVENT" i.e. "Mukand Ltd."
- VIII. On the voting page, enter the number of shares (which represents the number of votes in proportion to the paid-up value of shares) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- IX. Members holding multiple folios / demat accounts may choose to vote differently for each folio / demat account.
- X. You may then cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".
- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at Khamankarcs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'MUK_EVENT No'
- XII. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-345-4001 (toll free).

Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:

- I. Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- II. Select the company name i.e. Mukand Ltd.
- III. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical.
- IV. Enter DP ID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- V. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- VI. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

- VII. Enter the email address and mobile number.
- VIII. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- IX. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- X. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- XI. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- XII. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- XIII. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1-800- 345-4001.

13. **General Instruction:**

The **e-voting period** will commence on **Tuesday, 18th May, 2021 at 9.00 a.m. IST and ends on Wednesday, 16th June, 2021 at 5.00 p.m. IST** (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 7th May, 2021 may cast their vote electronically. The Remote e-voting module shall be disabled by KFin, thereafter. Please note that once the vote on a resolution has been cast, the Members can not change it subsequently.

The Scrutinizer shall, immediately after the conclusion of voting through e-voting, unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of e-voting through Postal Ballot, a scrutinizer's report of the total votes cast in favour or against, if any.

The Scrutinizer will submit his report to the Chairman or any other duly authorized person of the Company who shall countersign the same, after completion of the scrutiny of the Remote e-voting. The results of postal ballot (Remote e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before 18th June 2021. The results of the Remote E-voting and the Scrutinizer's report will be placed on the Company's website www.mukand.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity and preference shares / securities of the Company are listed.

By order of the Board
For **Mukand Limited**

Place: Mumbai
Date: 12th May, 2021

K. J. Mallya
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company at its meeting held on 17th March, 2021, based on the recommendation of the Audit committee, had considered and approved the proposal for divestment of Company's stake/investment in its wholly owned subsidiary company, Vidyavihar Containers Limited ("VCL") by way of sale/transfer of upto 1,19,76,756 equity shares of Rs. 100 each fully paid-up held in VCL to Sidya Investments Ltd, ("SIL"), a promoter group entity of the Company.

Vidyavihar Containers Limited is an unlisted public limited company & engaged in the business of property development. However, at present, no significant commercial operations are being carried out by VCL. The net worth of the VCL has fully eroded and stands at negative Rs. 50 Cr. as on 31st March, 2020. Therefore, the Board of Directors of the Company, thought it prudent to sell the shares of VCL, and transferred 1,19,76,756 equity shares held by the Company in VCL to SIL, for an aggregate consideration of Rs. 1,19,76,756 (Indian Rupees One Crore Nineteen Lakhs Seventy Six Thousand Seven Hundred and Fifty Six) on 19th March, 2021.

Post transfer, the Company is holding only 6 (six) equity shares in VCL jointly with its 6 Nominees.

Pursuant to provisions of Section 188(3) of the Companies, Act, 2013, a transaction entered into without the requisite approval by the shareholders may be ratified by the shareholders at a meeting within three months from the date of such transaction. The above Transaction therefore requires the ratification by the shareholders within the period referred to above.

Therefore, considering the nature of the Transaction, the Board thought it fit to obtain the approval of the shareholders pursuant to section 188(3) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and as per the recommendation of the Audit Committee, the Board is, accordingly, proposing the resolution as set out under Item No. 1 in the accompanying notice for the ratification of the members by way of passing an ordinary resolution.

None of the Directors/ Managers/ Key Managerial Personnel of the Company and their relatives is/ are, in any way, concerned or interested in the said resolutions, except to the extent of common directorships, and also to the extent of their respective shareholdings, if any, in each of the companies, if any.

The following disclosure for sale of property to Related Party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rule, 2014.

Sr. No.	Particulars	Remarks
1	The name of the related party and the nature of relationship	Sidya Investments Ltd., a promoter group entity.
2	Name of the Director / KMP who is Related, if any, and nature of relationship	Shri Pratap V. Ashar, a Director & Advisor - Administration of the Company is also a director of Sidya Investments Ltd.
3	Nature, material terms, monetary value and particulars of the contract or arrangements	Refer the details above.
4	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and Section 110 of the Act which have been mentioned in the foregoing paragraphs.

The Directors recommend the resolution as set out in item No 1 of the notice for approval of the Members as an **Ordinary Resolution**.

Item No. 2

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of sixty per cent of the aggregate of the paid up capital and free reserves or hundred per cent of its free reserves, whichever is more, if Special Resolution is passed by the shareholders of the lending / investing Company.

The Company in the course of its business has formed or proposes to form various subsidiaries wherein, the Company is holding or may hold shares, either directly or through its other subsidiaries. Such companies require support from the Company, from time to time in the form of infusion of funds into their businesses for the expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries, the Company may propose to provide assistance in the form of direct loans or provision of guarantees and/or securities for loans from other parties or investment into the securities of the said companies as and when required. The Company has associate companies also with whom the Company carries out similar transactions.

The increasing business operations and future growth plans of the Company may necessitate making further investments in /providing loans to or giving guarantees to or providing security to its subsidiaries / other body corporate(s), including associate companies, over a period of time in the future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee (s)/ provide any security(ies), in connection with loan(s) taken by subsidiaries/ body corporate(s) and / or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ body corporate(s) upto the limits as mentioned in the resolution, including the investments already made / loans given / guarantees given / securities provided for loans taken by subsidiaries/other bodies corporate.

The proposed resolution is enabling in nature for any further loan / investment / guarantee / security, if any, made in or given to any person /subsidiaries/ bodies corporate as per the provisions of the Companies Act, 2013. Hence prior approval of the members of the Company is sought for exercising these powers by the Board.

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 and to the extent of their memberships and/ or directorships in the subsidiaries and associate companies.

The Directors recommend the Resolution at item no. 2 of the Notice for approval of the Members as a **Special Resolution**.

By order of the Board
For **Mukand Limited**

Place: Mumbai
Date: 12th May, 2021

K. J. Mallya
Company Secretary