



MUKAND LIMITED
(CIN: L99999MH1937PLC002726)
Registered Office: Bajaj Bhawan, 3rd Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400021.
Tel: 022–61216666, E-mail: investors@mukand.com, Website:www.mukand.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Notice to the Members of the Company

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), as amended from time to time, General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of Mukand Limited (the "Company") as on the cut-off date i.e. August 09, 2024 ("Members"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons in respect thereof, is annexed to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri Anirudh Kumar Tanvar (M-23145, CoP. 19757), Practising Company Secretary, Mumbai, as the Scrutinizer for conducting the Postal Ballot through Remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended from time to time and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are given under note nos. 12 & 13 of the Notes annexed to this Postal Ballot Notice.

In terms of the requirements specified in the MCA Circulars, this Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories.

In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules as amended from time to time and Secretarial Standard - 2 on General Meetings, the Company is providing remote e-voting facility to its members to cast their vote electronically.

The Remote e-voting period will commence from Monday, August 12, 2024 at 9:00 a.m. (IST) and will end on Tuesday, September 10, 2024 at 5:00 p.m. (IST). The results of the Postal Ballot shall be announced on or before Thursday, September 12, 2024.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process on or before the date and time mentioned hereinabove.

The Company has engaged the services of KFin Technologies Limited ("KFINTECH") for providing remote e-voting facilities to the Members.

The voting result, along with the Scrutinizer's Report, shall be available forthwith on the Company's website at www.mukand.com and will also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the Company's shares are listed.

You are requested to carefully read the instructions on Remote E-voting process, printed in the Notes to this Postal Ballot Notice. References to postal ballot in this notice include votes received electronically.

The resolution, 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. September 10, 2024.

SPECIAL BUSINESS:

1. Appointment of Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) as an Independent Director:

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

"RESOLVED THAT that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years commencing from date of passing of this resolution i.e from September 10, 2024 to September 09, 2027."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, proper or expedient and to execute all such documents, instruments and writings as may be required and delegate all or any of their powers herein conferred to any Committee of director(s) to give effect to the above resolution."

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

**Rajendra Sawant
Company Secretary**

Date: August 05, 2024

Place: Mumbai

EXPLANATORY STATEMENT

(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013)

Item No.1

Pursuant to the provisions of Section 178 of the Companies Act, 2013 ('the 'Act'), on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting dated August 05, 2024, has proposed the appointment of Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) as an Independent Director of the Company, for a term of 3 (three) consecutive years commencing from date of passing of this resolution i.e from September 10, 2024 to September 09, 2027.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Shri Prem Kumar Swamidas Chandrani, for the office of Director.

The Company has received the following from Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) i) consent in writing to act as Director ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act iii) intimation confirming his eligibility for such appointment and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') iv) Intimation confirming that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and v) confirmation that he is not debarred to hold the office of Director by SEBI or any other statutory authorities.

In the opinion of the Board of Directors, Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations. Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) is independent of the Management. Accordingly, it is proposed to appoint him as an Independent Director for a term of 3 (Three) consecutive years commencing from date of passing of this resolution i.e. from September 10, 2024 to September 09, 2027, in terms of Section 149 read with other applicable provisions, if any, of the Act and Regulation 25 of the Listing Regulations.

The Board considers that the appointment of Shri Prem Kumar Swamidas Chandrani as an Independent Director, considering his vast experience and knowledge in diverse areas, will be in the best interest of the Company.

As required under Regulations 26(4) and 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standards-2, brief resume of Shri Prem Kumar Swamidas Chandrani and other requisite information is annexed to Notice.

Further, he will not be liable to retire by rotation. A copy of the letter of appointment of Shri Prem Kumar Swamidas Chandrani (DIN: 10690130) as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company.

As per Section 149 of the Act and Regulation 25(2A) of Listing Regulations, appointment of Independent Director requires approval of the shareholders by way of Special Resolution.

Accordingly, the approval of the Members is sought for the appointment of Shri Prem Kumar Swamidas Chandrani as an Independent Director by way of Special Resolution.

The Board recommends Special Resolution for Item no. 1 of the Postal Ballot Notice for approval by the members. Except Shri Prem Kumar Swamidas Chandrani, none of the Directors or Key Managerial Personnel or their relatives, directly or indirectly, have any concern or interest, financial or otherwise, in the said Resolution.

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

**Rajendra Sawant
Company Secretary**

Date: August 05, 2024
Place: Mumbai

NOTES:

1. The Explanatory Statement containing the reasons for the proposed resolution 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. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. This Notice is being sent to the equity shareholders ('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 **August 09, 2024 ('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 Limited/RTA or the Depositories.
4. A copy of this Notice is also available on the Company's website at www.mukand.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
5. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process as per SEBI guidelines (Circular No - SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655) dated November 03, 2021, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
6. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1 (one) Regional language newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated and will also be uploaded on the website of the Company at www.mukand.com.
7. 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.
8. Kindly note that the Communication of the assent/dissent to the Resolution proposed in the Notice of Postal Ballot would take place only through Remote E-voting.
9. The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by KFinTech. **The voting will commence at 9:00 a.m. (IST) on Monday, August 12, 2024 and will end at 5:00 p.m. (IST) on Tuesday, September 10, 2024** for the Members exercising their vote through electronic voting. The Remote E-voting module shall be disabled for voting thereafter.
10. The Members whose names appear in the Register of Members/ Record of Depositories as on cut-off date i.e. August 09, 2024, shall only be considered for voting.
11. Documents, if any, referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall be open for inspection by the Members at the Registered Office of the Company between 11:00 a.m. and 1:00 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:

Access to NSDL e-voting system

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login method
<p>Login method for Individual shareholders holding securities in demat mode with NSDL</p>	<p>A. Users registered for NSDL IDeAS facility.</p> <ol style="list-style-type: none"> i. Open web browser by typing the URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. iii. Click on options available against Company name or e-voting service provider – Kfintech and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> i. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/ Member” section. ii. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. iii. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> i. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi ii. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. iii. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. <p>The menu will have links of ESPs. Click on KFintech to cast your vote.</p> <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> i. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. ii. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech

Type of shareholders	Login method
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	i. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. ii. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. iii. Click on options available against the Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.	
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in logging in can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

13. Login method for remote e-voting for shareholders other than Individual shareholders holding securities in demat and shareholders holding securities in physical mode are as follows:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b) Enter existing credentials to login or use the credentials provided in the email and click on Login.
- c) Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- d) 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.,).
- e) 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.
- f) Login again with the new credentials.
- g) On successful login, the system will prompt you to select the-“EVENT” i.e. “Mukand Limited –

On the voting page, enter the number of shares (which represents the number of votes) 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.
- h) Members holding multiple folios / demat accounts may choose to vote differently for each folio / demat account.
- i) Members may then cast their 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”.
- j) 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 Scrutinizer through email at 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'

- k) 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 1800 309 4001 (toll free).

The Company hereby requests all its members to register their email address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (Form ISR-1) and nomination (Form SH-13 / ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:

- a. KYC details and Nomination.
- b. Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
- c. Email address to receive communication through electronic means, including Annual Report and Notice and other communications.

The said Forms are available on the website of the Company at www.mukand.com and on the website of Registrar and Share Transfer Agent, i.e., KFin Technologies Limited ('KFINTECH') at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members have an option to submit the Forms in person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed Forms online along with requisite documents by accessing the link <https://kprism.kfintech.com/> or physical forms can be sent through post at following address:

KFin Technologies Limited

Unit: MUKAND LIMITED

Selenium Building, Tower-B, Plot No 31 & 32,

Financial District, Nanakramguda,

Serilingampally, Hyderabad, Rangareddi,

Telangana, India - 500 032.

Members holding shares in dematerialised mode, who have not registered / updated their aforesaid details are requested to register / update the same with their respective Depository Participants ('DPs').

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

**Rajendra Sawant
Company Secretary**

Date: August 05, 2024

Place: Mumbai

Profile of Director

Brief profile of Director seeking appointment:

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Name of Director	Prem Kumar Swamidas Chandrani
Current Designation	Not Applicable
DIN of Director	10690130
Nationality	Indian
Date of Birth	24th October, 1954
Age	69 years
First appointment on Board	Not Applicable
Qualification and Experience	<p>Shri Prem Chandrani is Head of the One-Year MBA Program and Chairperson International Relations at S P Jain Institute of Management & Research in Mumbai.</p> <p>He holds a degree of Commerce with Honours from Shri Ram College of Commerce, Delhi University, and an MBA from London Business School, UK. He is a Chartered Accountant, a Chartered Management Accountant and a Certified Information Systems Auditor.</p> <p>Shri Prem Chandrani started his career as an auditor with Price Waterhouse in India in 1974. Since then he has served several organisations in USA , UK, Japan, Middle East and India that included being CFO of a publicly listed company in India, Head of Strategy and Finance of a large conglomerate headquartered in Dubai, CEO of Japanese company, and Director of Strategy Consulting at Powerhousecoopers. From 2007, Shri Prem Chandrani has been a full time Professor at S P Jain Institute of Management & Research at Mumbai. His key interests are in the areas of accounting, strategy and international management.</p>
Board meetings held /attended FY:2024-25	Not Applicable
Membership/ Chairmanship of Committees in other public companies as on 05th August, 2024.	NIL
Equity Shareholding in Mukand Ltd. As on 05th August, 2024	NIL
Relationship between directors inter-se and other KMP of the Company	None
Details of Remuneration sought to be paid	NIL
Terms and conditions of appointment with details of remuneration last drawn	Shri Prem Kumar Swamidas Chandrani will be appointed for a period of 3 (Three) years i.e from September 10, 2024 to September 09, 2027 and he shall not be liable to retire by rotation. He has not drawn any remuneration from the Company.
List of Directorships in other companies as on 05th August, 2024	NIL
Number of Meetings of the Board attended during the year	NIL