



**MOLIND**  
ENGINEERING LIMITED

A-7, Phase-3, Industrial Estate,  
S.A.S. Nagar, Mohali - 160 055  
Punjab (India)

CIN No. L29199PB1960PLC008893

**NOTICE**

Notice is hereby given that **Fifty Eight (58<sup>th</sup>) Annual General Meeting of Molind Engineering Limited** will be held on **Monday, 30<sup>th</sup> day of September 2019** at 12:30 PM at registered office of the Company situated at **A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab** to transact the following business:

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Board of Director's and the Auditor's thereon.
2. To appoint a Director in place of Mr. Manmohan Walia (DIN NO. 01056751) who is liable to retire by rotation and being eligible offers himself for reappointment.

**SPECIAL BUSINESS:-**

3. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 & 64 and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called the "Act") and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter called the "Rules"), Articles of Association of the Company and subject to any other approval as may be required, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company comprising of **Rs. 15,00,00,000/- (Rupees Fifteen Crore only)** divided into **50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each** and **1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten) each** to **Rs. 20,00,00,000/- (Rupees Twenty Crore only)** divided into **50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each** and **1,50,00,000 (One Crore Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each**.

**RESOLVED FURTHER THAT** the existing **Clause V** of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following **Clause V** shall be substituted:

**"The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each"**

**RESOLVED FURTHER THAT** Directors and Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such form(s), papers and documents with the concern Registrar of Companies, Stock Exchange and with other Statutory Authorities, as may be required and to do all such acts, deeds, things and matters including appointing, attorney(s) or authorized representative(s), as may be considered necessary or expedient, to give effect to this resolution.



**RESOLVED FURTHER THAT** Certified True Copy (ies) of the resolution be provided to all concerned under the hands of any Director of the Company.”

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of section 42, 55, 179(3) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules, circulars and notifications made there under and as may be amended from time to time and in accordance with the provisions of Articles of Association of the Company, Securities and Exchange Board of India (“SEBI”) including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such other approvals and sanctions, as may be necessary and expedient and such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to the Board, the consent of the members of the Company be and is hereby accorded to issue and allot, 50,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares (NCNCRPS) of the face value of Rs. 10/- each, for an aggregate value of **Rs. 5,00,00,000/- (Rupees Five Crore Only) for cash at Par** in one or more tranches under this offer, on a private placement basis to **Royal Beverages Private Limited**, promoter of the Company on such terms and conditions as mentioned in the explanatory statement annexed to the notice.

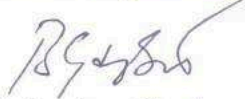
**RESOLVED FURTHER THAT** the said Non Convertible Non Cumulative Redeemable Preference Shares shall not be listed with any stock exchange.

**RESOLVED FURTHER THAT** the Non Convertible Non Cumulative Redeemable Preference Shares shall be non participating, carry a preferential right, vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital.

**RESOLVED FURTHER THAT** Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things including signing and filing of all or any kind of forms or document as may be required pursuant to the provisions of Sections 42, 55 and 179(3) of the Companies Act, 2013 read with rules made there under, filing of intimation to Stock Exchange and to execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate.

**RESOLVED FURTHER THAT** Certified True Copy (ies) of the resolution be provided to all concerned under the hands of any Director of the Company.”

By order of the Board  
For **Molind Engineering Limited**

  
**Bhajandeep Singh**  
Managing Director  
DIN: 06918983  
Add: House No. 74,  
Near Lady Fatima School,  
Ajit Nagar, Patiala,  
Punjab-147001

Place: Mohali  
Date: 31/08/2019



## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. PROXY FORM IS ALSO ATTACHED HEREWITH.
2. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON(S) OR SHAREHOLDER(S)..
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
5. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Members/ proxies are requested to bring their copies of Annual Report to the Meeting.
8. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
9. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. Register of Members and the share transfer Books of the Company will remain closed from 24<sup>th</sup> September 2019 to 30<sup>th</sup> September 2019 (both days inclusive).



## 11. Voting through Electronic Means:

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (management and administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided a facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") through the electronic voting service facility arranged by Central Depository Services Limited (CDSL).

The facility for voting, through polling paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-voting are as under:

- (i) The remote e-voting period starts on Friday the 27<sup>th</sup> day of September 2019 from 9.00 A.M and ends on Sunday the 29<sup>th</sup> day of September 2019 up to 5.00 P.M., During this period shareholder's of the Company, holding shares in physical form as on cut-off date (record date) of 23<sup>rd</sup> September 2019 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "shareholders/Members" tab.
- (iv) Now enter your User ID
  - a. For CDSL: 16 digit beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding Shares in physical Form Should enter Folio Number registered with the Company
  - d. Next enter the Image Verification as displayed and click on login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (In Capital) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is <i>abcdxyz</i> with sequence number 1 then enter AB00000001 in the PAN field.</li></ul>
DOB#	Enter the Date of Birth (DOB) as recorded in the company records for the folio in DD/MM/YYYY format.
Dividend Bank details#	Enter the Dividend Bank Details as recorded in the Company records for the said folio. <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank details in order to login. Incase both the details are not recorded with the depository and Company please enter the member ID/folio number in the Dividend Bank details field.</li></ul>



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **MOLIND ENGINEERING LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selection the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "Cancel" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for non- individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodian**
  - For non- individual shareholders and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on and then cast their vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board resolution and Power of attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holdings Shares as on the Cut-off date i.e. 23<sup>rd</sup> September 2019 may follow the same instruction as mentioned above for e-voting.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



#### **General Instructions:**

- (a) The voting period begins on Friday the 27<sup>th</sup> day of September 2019 from 9.00 A.M and ends on Sunday the 29<sup>th</sup> day of September 2019 up to 5.00 P.M. During this period shareholders' of the Company, holding shares, as on the cut-off date of 23<sup>rd</sup> September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The voting right of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 23<sup>rd</sup> September 2019.
- (c) Mr. Sanjeev Sharma Practising Company Secretary (FCS 3789, CP NO 4047) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
- (d) The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.molindengineering.co.in](http://www.molindengineering.co.in), its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.

10. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for general Meeting issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members at or in connection with the meeting."

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

##### **Item No. 3**

In order to meet its working capital requirement(s) the Company has decided to expand its capital structure by infusion of further funds therefore, company has decided to issue further shares on Private Placement basis. Further, it also proposed to increase the Authorised Share Capital of the Company from the existing Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association of the Company requires consent and approval of the Members of the Company by way of an Ordinary Resolution.

Accordingly, approval of the members is being sought by way of an Ordinary Resolution. The Directors have already accorded their approval vide their meeting dated 31<sup>st</sup> August, 2019.

The Board commends the resolution for approval of the members as an Ordinary Resolution.

All documents related to this item and the explanatory statement will be open for inspection at the registered office of the Company on working days during office hours.



None of the Directors Key Managerial Person or their relatives are in any way interested or concerned financially or otherwise, in the said resolution.

#### **Item No. 4**

Provisions of Section 42 and Section 55 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to group of persons, whether or not those persons are holders of the equity shares of the company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 and 55 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42, and 55 of the Act read with the Rules made there under, for the issue of 50,00,000, 10% Non Convertible Non Cumulative Redeemable Preference Shares aggregating an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crore Only) and to offer and allot the said shares on a private placement basis on the terms and conditions as set out hereunder.

Keeping in view the working capital requirements and to reduce company's liability, it is proposed to raise long term funds through issue of Preference shares on Private Placement basis, which will ultimately help in meeting the working capital requirements and also rebuilding the net worth of the Company.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2018 the terms and conditions of issue of the above mentioned preference shares are as under:

1	Size of the issue, number of preference shares to be issued, nominal value of each share including date of passing of Board Resolution	50,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of the face value of Rs. 10/- each aggregating an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crore Only).  Further, the Board of Directors have accorded their approval vide their meeting dated 31/08/2019.
2	Nature of Preference shares	Non Convertible, Non Cumulative, Redeemable Preference Shares
3	Objective of the issue	To meet working capital requirement, of the company and to facilitate net worth rebuilding.
4	Manner of issue of shares	On private placement basis to Royal Beverages Private Limited promoter of the company in one or more tranches as may be decided by board of directors of the company.
5	Price at which	Rs 10/- each share

	such shares are proposed to be issued						
6	Basis on which price has been arrived at	The preference shares will be issued on a private placement basis on the face value of Rs. 10/- only.					
7	Terms of issue, including terms and rate of dividend on each shares etc.	Preference shares shall rank prior in respect to payment of dividend or redemption amount compared to equity shareholders of the company and in the event of winding up preferential right over the equity shareholder in participation of surplus funds, surplus assets and profits of the company. Rate of dividend will be 10%.					
8	Terms, Manner and Modes of Redemption	Preference shares shall be redeemed anytime after the expiry of first year, from the date of issue, at the option of the Company or of the preference share holder, as the case may be, until the maximum redemption period i.e. 20 years at such premium as may be decided by the Board.					
9	Current shareholding pattern of the company	S. No.	Category	No. of equity shares held	Percentage (%)	No. of Preference shares held	Percentage (%)
		1.	Royal Beverages Private Limited (Promoter)	18,93,820	74.71	94,00,000	100
		2.	Financial Institutions/Banks	1,820	0.07	0.00	0.00
		3.	Body Corporate	2,14,866	8.48	0.00	0.00
		4.	Individuals	4,24,494	16.74	0.00	0.00
		Total		25,35,000	100	94,00,000	100
10	Expected dilution of equity share capital	The preference Shares issued will be Non Convertible; hence no dilution of Equity Capital will be there upon.					
11	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;	Contribution of Rs 5,00,00,000 will be made by the Promoter of the Company i.e. <b>Royal Beverages Private Limited</b> in one or more tranches.					
12	Principle terms of assets charged as securities	Not applicable					
13	Name and address of the valuer who performed valuation	DEEPENDRA MANRAL B-376,UGF NIRMAN VIHAR DELHI-110092					



None of the Directors, Key Managerial Personnel or their relatives are interested or concerned to the extent of their shareholding in Royal Beverages Private Limited in the above resolution.

By order of the Board  
For **Molind Engineering Limited**

**Date:** 31/08/2019  
**Place:** Mohali



**Bhajandeep Singh**  
Managing Director  
**DIN:** 06918983  
**Add:** House No., 74,  
Near Lady Fatima School,  
Ajit Nagar Patiala  
Punjab-147001



**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:**

Name of Director	Date of Birth, No. of shares held	Age, Remuneration, Date of first appointment on board, No. of Board meeting attended during the year	Qualification, Relationship with other Directors, Manager and KMP, Terms and conditions of re-appointment	Nature of Expertise	Name of Companies in which he/she holds Directorship	Name of Committees of the companies of which he/she holds Membership/ Chairmanship
Mr. Manmohan Walia	12/10/1953, NIL	66 years, Remuneration- Nil, Date of appointment- 22/08/2011, 11	Under-Graduate, NIL, Terms and conditions as decided by board at the time of re-appointment	He is having vast experience in corporate field and his continues association would be of immense benefit for the Company.	1) Wave One Private Limited 2) Chadha Distilleries Limited 3) Royal Beverages Private Limited 4) G S R Hotels Limited	Molind Engineering Limited: 1). Audit Committee- Member 2). Nomination & Remuneration Committee- Member 3). Stakeholder Relationship Committee- Member



**MOLIND ENGINEERING LIMITED**

Regd. Office-A-7,Phase-3, Industrial Estate, Mohali-160055 Punjab, India  
CIN:L29199PB1960PLC008893

**MOLIND ENGINEERING LIMITED**

A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab

CIN. L29199PB1960PLC008893

TEL:0172-2224326,2225628 | Email: moielmhl@gmail.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

58th Annual General Meeting on Monday, 30th September, 2019 at 12.30 P.M.

at

A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab

Folio No.....DP ID No.....No. of shares.....

Name of the member:..... Signature:.....

Name of the Proxy holder:..... Signature:.....

I hereby record my presence at the 58th Annual General Meeting of the Company held on Monday, 30th September, 2019 at 12.30 P.M at A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the annual report for reference at the Meeting.



**MOLIND ENGINEERING LIMITED**

Regd. Office-A-7,Phase-3, Industrial Estate, Mohali-160055 Punjab, India  
CIN:L29199PB1960PLC008893

**MOLIND ENGINEERING LIMITED**

A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab

CIN. L29199PB1960PLC008893

TEL:0172-2224326,2225628 | Email: moielmhl@gmail.com

**FORM NO. MGT-11****PROXY FORM**

(Pursuant to section 105(6) of the Companies act, 2013 and Rule 19(3) of the Companies (Management and administration) rules, 2014)

Name of the Member(s) : .....

Registered Address : .....

E-mail Id : .....

Folio No. / Client ID No. : ..... DP ID No.....

I/We, being the member(s) of.....Equity Shares of Molind Engineering Limited, hereby appoint

1. Name: .....  
Email Id .....  
Address: .....  
Signature.....

or failing him

2. Name: .....  
Email Id .....  
Address: .....  
Signature.....

or failing him

3. Name: .....  
Email Id .....  
Address: .....  
Signature.....

As my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 58th AnnualGeneral Meeting of the Company to be held on Monday, 30th September, 2019 at 12.30 P.M at A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019 and the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Manmohan Walia (DIN 01056751) who is liable to retire by rotation and being eligible offers herself for reappointment.		
<b>Special Business</b>			
3	To Increase Authorized Share Capital of the Company.		
4	To issue and allot 50,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of the face value of Rs. 10/- each.		

Signed this.....day of.....2019

Affix  
revenue  
Stamp

Signature of Shareholder.....

Signature of Proxy holder(s).....

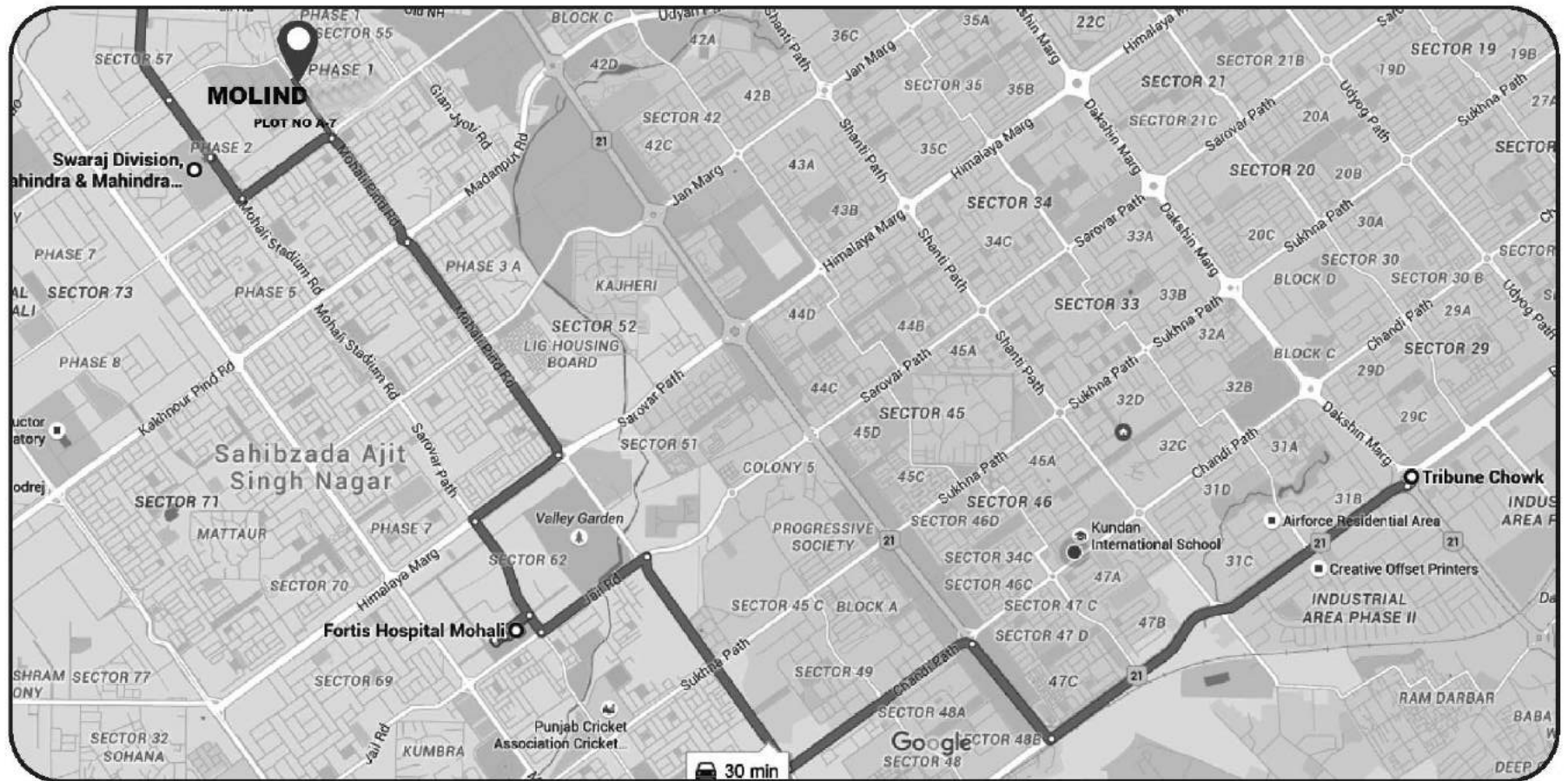


**NOTES:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company at A-7, Phase 3, Industrial Estate, S.A.S. Nagar, Mohali-160055, Punjab not less than 48 hours before the commencement of the Meeting.
2. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the Signature of any one holder will be sufficient, but names of all the joint holders should be stated.



**MOLIND  
ENGINEERING LIMITED**



**LOCATION MAP FROM TRIBUNE CHOWK CHANDIGARH TO MOLIND ENGINEERING LTD. MOHALI**