

## **NOTICE**

Notice is hereby given that Sixty Second (62<sup>nd</sup>) Annual General Meeting of **Molind Engineering Limited** will be held on **Friday, 29<sup>th</sup> day of September 2023** at 01:00 PM at registered office of the Company situated at Cabin No. 3 & 4, Ground Floor, SCO No. 99, Sector-119, Balongi, Distt. S.A.S. Nagar, Mohali 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 2023 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: 01056751) who is liable to retire by rotation and being eligible offers himself for reappointment.
3. **To approve appointment of Statutory Auditors and fixing of their remuneration**  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s Virender K. Jain & Associates Chartered Accountants, having Firm Registration Number- 005994N** be and is hereby appointed as the statutory auditors of the Company for a period of 5 Consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 67<sup>th</sup> Annual General Meeting to be held in the calendar year 2028 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** Directors and/or Company Secretary of the Company be and is hereby authorized to file the required Form ADT-1 with the concerned Registrar of Companies and if required to give intimation to the concern stock exchange, where the shares of the company are listed and also to do all such acts and deeds as may be necessary or incidental to give effect to this resolution.”

### **SPECIAL BUSINESS:-**

4. To Appoint Mr. Manmeet Singh Chadha (DIN: 02414557) as Non- Executive Independent Director of the Company.

To consider and, if thought fit, to pass, with without modification(s), the following resolution as Special Resolution;

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 (1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, approval and recommendation of the

Nomination and Remuneration Committee and that of the Board, Mr. Manmeet Singh Chadha (DIN: 02414557) , who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 4, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till September 3, 2028, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Sd/-  
**Bhupinder Singh**  
Managing Director  
**DIN: 00176255**

**Add:** WZ 136-F F, Gali No.7  
Shiv Nagar, Janakpuri, B-1, Delhi-110058

Place: Mohali (Punjab)  
Date:04.09.2023

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 OR SHAREHOLDER.**

**THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE.**

**EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS' NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.**

2. The businesses set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 14.

Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers. 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.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 23<sup>rd</sup> day of September, 2023 to 29<sup>th</sup> day of September, 2023 (both days inclusive).

**4. Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.** The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

Furthermore, such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website [www.molindengineering.co.in](http://www.molindengineering.co.in) under shareholder information tab.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

Company has issued letters to all Shareholders of the company along with two reminders for PAN Card, Bank account details and dematerialization of shares held in physical form as required by SEBI vide its circular number **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated 20<sup>th</sup> April 2018

Pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03<sup>rd</sup> November 2021 Company has sent letters along with the help of RTA (**Skyline Financial Services Private Limited**) for furnishing the details required as per aforesaid circular.

Further, Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023 Company has sent 2<sup>nd</sup> reminders letters to the shareholders of the company with the help of RTA (**Skyline Financial Services Private Limited**) ) for furnishing the details required as per aforesaid circular.

Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

5. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.molindengineering.co.in](http://www.molindengineering.co.in) under shareholder information tab.

6. SEBI vide its notification dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA of the company i.e. **Skyline Financial Services Private Limited**, for assistance in this regard.

Further, SEBI vide its notification no- SEBI/LAD-NRO/GN/2022/80 dated April 25 2022 and notification no- SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18 2022 has simplified the transmission process and prescribed documents to be executed in case of transmission of securities.

7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.molindengineering.co.in](http://www.molindengineering.co.in) under shareholder information tab. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's RTA **Skyline Financial Services Private Limited**, in case the shares are held in physical form.

8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (**Skyline Financial Services Private Limited**), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:

- a. Change in the residential status on return to India for permanent settlement.
- b. Particulars of the NRE account with a Bank in India, if not furnished earlier.

11. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2022-23 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Annual Report 2022-23 is being sent to all other members who have not registered their email address (es) alongwith physical copies of the Notice of the 62<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

Members may also note that the Annual Report for the financial year 2022-23 and the Notice convening the AGM are also available on the Company's website [www.molindengineering.co.in](http://www.molindengineering.co.in) and on the website of Stock Exchange i.e. Metropolitan Stock Exchange of India Limited [www.msei.in](http://www.msei.in).

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id [moielmhl@gmail.com](mailto:moielmhl@gmail.com).

12. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking re-appointment at this AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.

13. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form, where shares are held in physical form, members are advised to register their e-mail address with (**Skyline Financial Services Private Limited**), In case of queries, members are requested to write to [moielmhl@gmail.com](mailto:moielmhl@gmail.com).

#### **14. Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location ("Remote E-voting") and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by "Remote E-voting". The company has engaged Central Depository Services (India) Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-voting") will be provided by CDSL.

II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their vote at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such member attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers or by show off hands.

III. The process and manner for remote e-voting are as under:

- (i) **The voting period begins on Tuesday the 26<sup>th</sup> day of September 2023 from 9.00 A.M. and ends on Thursday the 28<sup>th</sup> day of September 2023 up to 5.00 P. M. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September 2023, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) **Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.**
- (iii) **Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.**



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by</li> </ol>

	<p>sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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. A new screen will open. You will have to 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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

**(vi) After entering these details appropriately, click on “SUBMIT” tab.**

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant 'MOLIND ENGINEERING LIMITED' on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [moielmhl@gmail.com](mailto:moielmhl@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

- (xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September 2023 may follow the same instructions 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) or contact on Toll free no- 1800 22 55 33
- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

### **General Instructions:**

(a) The voting period begins on **Tuesday the 26<sup>th</sup> day of September 2023 from 9.00 A.M. and ends on Thursday the 28<sup>th</sup> day of September 2023 up to 5.00 P. M.** During this period shareholders' of the Company, holding shares, as on the cut-off date of 22<sup>nd</sup> September 2023 may cast their vote electronically.

(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 22<sup>nd</sup> September 2023.

(c) **Mr. Sanjeev Sharma, Practicing Company Secretary**, (ICSI Membership No.: 3789) 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 working days of the 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) and communicated to the stock exchanges where shares of the Company are listed.

15. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 5.30 pm) on all working days, up to and including the date of Annual General Meeting of the Company.

17. Regulation 44(6) of SEBI Listing Regulations, is not applicable on the company, therefore conducting live webcast of proceedings of AGM is not required during the year under review.

18. The route map showing directions to reach the venue of the 62<sup>nd</sup> AGM is annexed.

19. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.

20. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting at least 3 days before the AGM.

21. Explanatory Statement pursuant to section 102 (1) of the Act in respect of special business set out in this Notice is annexed hereto.

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

Sd/-

**Bhupinder Singh**

Managing Director

**DIN: 00176255**

**Add: WZ 136-F F, Gali No.7**

Shiv Nagar, Janakpuri, B-1,

Delhi-110058

Place: Mohali (Punjab)

Date: 04.09.2023

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

#### **ITEM NO. 3**

Ashwani K. Gupta & Associates, Chartered Accountants, (Firm Registration No.: 003803N) were Re-appointed as the Statutory Auditors of the Company by the Members at the 57<sup>th</sup> Annual General Meeting (AGM) held on 13<sup>th</sup> September, 2018 to hold office from the conclusion of the 57<sup>th</sup> AGM till the conclusion of the 62<sup>nd</sup> AGM of the Company to be held in the calendar year 2023.

Accordingly, the second terms of five years in terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 of Auditor expires on conclusion of the ensuing 62<sup>nd</sup> AGM.

The Board of Directors of the company has, based on the recommendation of the Audit Committee, at its meeting held on September 4, 2023, proposed the appointment of **M/s Virender K. Jain & Associates Chartered Accountants, having Firm Registration Number- 005994N** as statutory Auditor of the company for a term of Five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 67<sup>th</sup> AGM to be held in the year 2028.

**M/s Virender K. Jain & Associates Chartered Accountants, having Firm Registration Number- 005994N** have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of section 139, 141, and other relevant provisions of the Act, and the Companies (Audit and Auditors) Rules, 2014

**Details required under Regulation 36(5) of the SEBI (Listing obligation and Disclosures requirements) Regulations, 2015 are as under.**

- The Fee proposed to be paid to **M/s Virender K. Jain & Associates Chartered Accountants, having Firm Registration Number- 005994N** towards statutory audit for the financial year 2023-24 shall not exceed Rs. 50,000/- ( Rupees Fifty Thousands ) plus Tax/out of pocket expenses, with the authority of the board to make revisions as it may deem fit for the balance term, based on the recommendation of Audit Committee.
- There is no material Change in the proposed fee for the auditor from that paid to the outgoing Auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of **M/s Virender K. Jain & Associates Chartered Accountants, having Firm Registration Number- 005994N** as the statutory auditor of the company, have taken into consideration, among other things, the credentials of the Firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

None of the Directors/ KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 3 of this Notice.

The Board hereby places the resolution set forth in Item no. 3 for the approval of the Members

**ITEM NO. 4**

Mr. Manmeet Singh Chadha (DIN: 02414557) appointed as an Additional Independent Director of the Company by the Board of Directors dated September 4, 2023. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Manmeet Singh Chadha (DIN: 02414557) as a candidate for the office of a Director.

The brief profile of Mr. Manmeet Singh Chadha (DIN: 02414557) is given below:

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Manmeet Singh Chadha (DIN: 02414557) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Manmeet Singh Chadha (DIN: 02414557) as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director subject to the approval of members in the Annual General Meeting.

In the opinion of the Board, Mr. Manmeet Singh Chadha (DIN: 02414557) fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Manmeet Singh Chadha (DIN: 02414557) possesses requisite skills and knowledge and it would be in the interests of the Company to appoint him as an Independent Director of the Company. In compliance with the provisions of Section 149 read with



Schedule IV of the Act, appointment of Mr. Manmeet Singh Chadha (DIN: 02414557) as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Manmeet Singh Chadha (DIN: 02414557) is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Manmeet Singh Chadha (DIN: 02414557), no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 4 of the Notice.

The Directors recommend the resolutions for approval by the members.

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

Place: Mohali (Punjab)  
Date: 04.09.2023

Sd/-  
**Bhupinder Singh**  
Managing Director  
**DIN:** 00176255  
**Add:** WZ 136-F F, Gali No.7  
Shiv Nagar, Janakpuri, B-1, Delhi-110058

**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:**

<b>Name of the Director</b>	<b>Mr. Manmohan Walia</b>	<b>Mr. Mr. Manmeet Singh Chadha</b>
<b>Date of Birth,</b> <b>No. of shares held</b>	12/10/1953 NIL	09/09/1977 Nil
<b>Age,</b>  <b>Remuneration,</b>  <b>Date of first appointment on board,</b>  <b>No. of Board meeting attended during the year</b>	69 Years 9 months ,  Remuneration-NIL,  Date of appointment-22/08/2011  <b>13</b>	46 years  Remuneration-NIL  04.09.2023  NA
<b>Qualification,</b>  <b>Relationship with other Directors, Manager and KMP,</b>  <b>Terms and conditions of appointment/re-appointment</b>	Under-Graduate,  NIL  Terms and conditions as decided by board at the time of appointment	Graduate  NIL  Terms and conditions as decided by board at the time of appointment
<b>Nature of Expertise</b>	Having vast experience in Corporate Field and his continues association would be immense benefit for the company.	Having 22 year experience in the marketing

<b>Name of Companies in which he/she holds Directorship</b>	1) Chadha Distilleries Limited 2) G S R Hotels Limited 3) Wave One Private Limited 4) Royal Beverages Private Limited	1. Flora And Fauna Housing And Land Developements Private Limited 2. Chadha Distilleries Limited 3. Mohan Goldwater Breweries Limited 4. Wave Distilleries And Breweries Limited 5. Himalaya Hi-Tech Developers Private Limited 6. Spectrum City Developers Private Limited 7. Laurel Infrabuild Private Limited 8. Basalt Towns Planners Private Limited 9. Pelo Enterprises Private Limited 10. Rado Enterprises Private Limited 11. Wave Digital Cinemas Private Limited
<b>Name of Committees of the companies of which he/she holds Membership/ Chairmanship</b>	NA	Flora And Fauna Housing And Land Developements Private Limited : Chairperson in the CSR committee.

**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: .....
2. Email Id .....
3. Address: .....
4. Signature.....

or failing him

1. Name:.....
2. Email Id .....
3. Address: .....
4. Signature.....

or failing him

1. Name: .....
2. Email Id .....
3. Address:.....
4. Signature.....

As my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 62<sup>nd</sup> Annual General Meeting of the Company to be held on Friday , 29<sup>th</sup> September, 2023 at 01.00 P.M at Cabin No. 3 & 4, Ground Floor, SCO No. 99, Sector-119,Balangi, Distt. S.A.S. Nagar, Mohali S.A.S.Nagar (Mohali) PB 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>			
<b>1</b>	The Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 and the Reports of the Board of Directors and the Auditors thereon.		
<b>2</b>	To appoint a Director in place of <b>Mr. Manmohan Walia</b> (DIN: 01056751) who is liable to retire by rotation and being eligible offers himself for reappointment.		
<b>3</b>	To approve appointment of Statutory Auditors and fixing of their remuneration.		
<b>Special business</b>			
<b>4</b>	To Appoint Mr. Manmeet Singh Chadha (DIN: 02414557) as Non- Executive Independent Director of the Company.		

Signed this.....day of.....2023

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 Cabin No. 3 & 4, Ground Floor, SCO No. 99, Sector-119,Balangi, Distt. S.A.S. Nagar, Mohali S.A.S.Nagar (Mohali) PB 160055 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.

**ATTENDANCE SLIP**

(To be presented at the entrance)

62<sup>nd</sup> Annual General Meeting on Friday , 29<sup>th</sup> September, 2023 at 01.00 P.M.

at

Cabin No. 3 & 4, Ground Floor, SCO No. 99, Sector-119,Balangi, Distt. S.A.S. Nagar, Mohali  
S.A.S.Nagar (Mohali) PB 160055

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

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

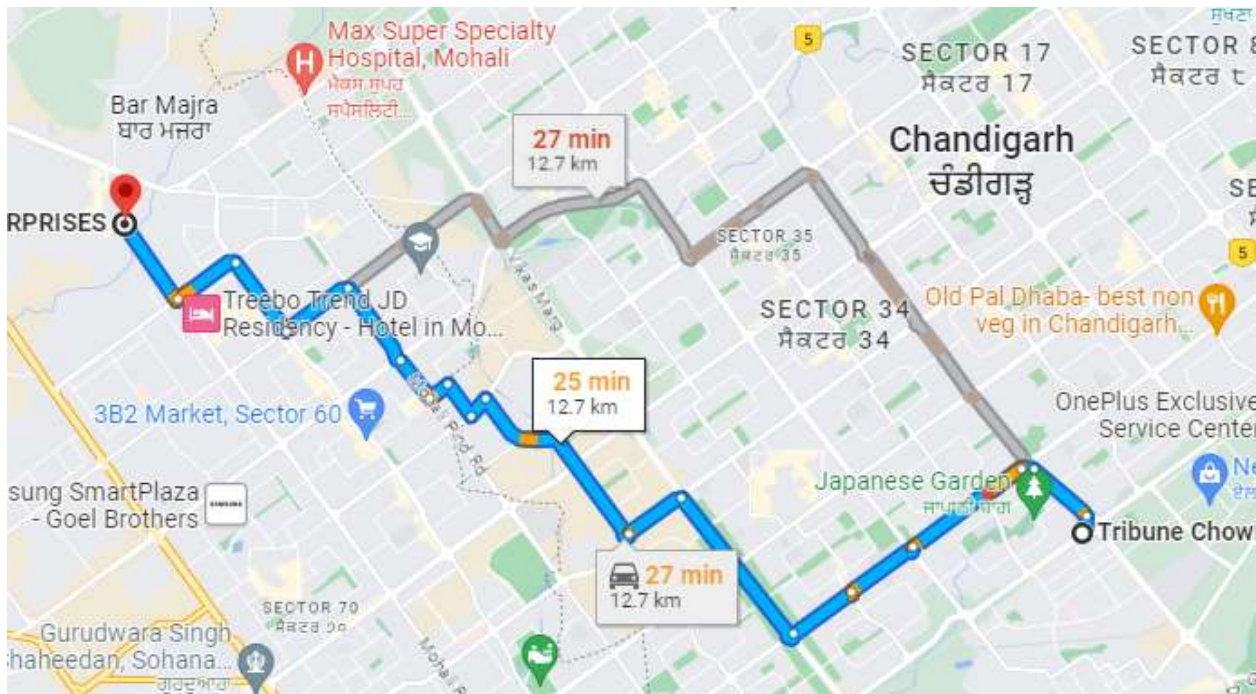
Name of the Proxy holder:..... Signature:.....

I hereby record my presence at the 62<sup>nd</sup> Annual General Meeting of the Company held on Friday , 29<sup>th</sup> September, 2023 at 01.00 P.M at Cabin No. 3 & 4, Ground Floor, SCO No. 99, Sector-119,Balangi, Distt. S.A.S. Nagar, Mohali S.A.S.Nagar (Mohali) PB 160055.

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.



## Route Map



(Route Map from Tribune Chowk, Chandigarh to Molind Engineering Limited, Mohali)