

Mahaan



Mahaan Foods Limited

Regd. Office: Village Kunja, Rampur Road, Paonta Sahib
Solon, Himachal Pradesh-173025
CIN: L15419HP1987PLC007356

NOTICE OF THE POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To,

The Members of Mahaan Foods Limited,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed through Postal Ballot for the purpose of 'Change in the situation of registered office outside the local limits but within the same State'.

The Company seeks the consent of the Members for the aforesaid proposal through Special Resolution as specified herein below. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

The Board vide its Resolution passed on 16.07.2014 appointed Shri Deepak Bansal, Company Secretary in Practice, as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in accordance with law and in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the **close of working hours (06.00 p.m.) on the 22 day of August, 2014**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

For members opting for E- Voting:

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with the Rules, the Company is pleased to provide e-voting as an alternate, to all its members, to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman or Managing Director of the Company. The result of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on **23rd August, 2014 at 3.00 p.m** at the Corporate Office of the Company at M-19, 1st Floor, M Block Market, Greater Kailash -II, New Delhi - 110048. The results of the Postal Ballot will also be posted on the Company's website www.mahaanfoods.com besides communicating to the BSE where the Company's shares are listed. The results of the Postal Ballot shall also be announced through newspaper advertisement as well. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

CERTIFIED TRUE COPY

For Mahaan Foods Limited

Company Secretary





Mahaan Foods Limited

Regd. Office: Village Kunja, Rampur Road, Paonta Sahib
Solun, Himachal Pradesh-173025
CIN: L15419HP1987PLC007356

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this Form)

- Name of the Member including joint-holder(s), if any, registered with the Company (in block letters) :
- Registered Address of The Sole / First Named Member :
- Folio No. / DP ID – Client ID*(Applicable to members holding shares in Dematerialised Form) :
- Number of Shares held :
- I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated **July 16, 2014** by conveying my / our assent or dissent to the said resolutions by placing a tick mark in the appropriate box below:

Resolution No.	Description	No. of Shares	(For) I / We assent to the resolution	(Against) I / We assent to the resolution
1.	Change in the situation of the registered office of the company outside the local limits but within the same state.			

Place:

Date:

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

Note: Please read carefully the instructions printed overleaf before exercising the Vote.

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For Mahaan Foods Limited
Company Secretary

For Mahaan Foods Limited

Company Secretary

NOTES & INSTRUCTIONS:

1. Voting Period commences on 23rd July, 2014 (from 6 P.M.) and ends on August 22, 2014 (upto 6 P.M.) for the members exercising their Voting either by Postal Ballot Form or through E-Voting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 in respect of the Item No. 1 is annexed hereto.
3. The Notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their Email Ids with the Company), whose names appear in the Register of Members / Record of Depositories (Specified Date) as on July 11, 2014.
4. The members whose names appear in the Register of Members / Record of Depositories as on July 11, 2014 will only be considered for voting.
5. The Postal Ballot Notice, Postal Ballot Form and the Self - addressed Business Reply envelope is enclosed for the use of the Members.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.mahaanfoods.com.
7. Resolution passed by the members through this Postal Ballot will be deemed to have been passed on 23 August, 2014 wherein the results of such Postal Ballot will be declared. The results will be informed to the BSE Limited and will also be posted on the Company's website www.mahaanfoods.com. The result of Postal Ballot shall be announced through Advertisement.

VOTING IN PHYSICAL FORM

8. A member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutiniser by August 22, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before August 22, 2014, being the last date for receipt of Postal Ballot Form by Scrutiniser, providing sufficient time for postal transit. The Postal Ballot Form(s) may be deposited personally. The same should be sent in the name of 'Scrutiniser, C/o Mahaan Foods Limited, M-19, 1ST Floor, M Block Market, Greater Kailash - II, New Delhi - 110048.
9. The Postal Ballot Form should be completed and signed by the member (as per the specimen registered with the RTA or furnished by the NSDL / CDSL, in respect of shares held in physical form or dematerialised for, respectively).
10. The votes should be cast either in favour or against the resolution by putting a tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick mark in both the columns will render the Form invalid.
11. The Postal Ballot Form should be completed and signed by the Sole / First named member. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member will be valid.
12. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority Letter, with signatures of the Authorised Signatory (ies), duly attested. Holders of Power of Attorney ("POA") on behalf of the member may vote on the Postal Ballot mentioning the Registration No. of the POA and enclosing an attested copy of the POA.
13. Incomplete, unsigned or incorrectly filed Postal Ballot Forms will be subject to rejection by the Scrutiniser.
14. Members are requested to fill the Postal Ballot Form in indelible ink and not in erasable writing mode like a pencil.
15. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed self- addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
16. A member neither necessarily needs to use all the votes nor needs to necessarily cast all the votes in the same manner.

VOTING IN ELECTRONIC FORM

The procedure and instructions for the voting through electronics means are as follows:

In case a member receive same mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open email and open PDF file viz "MFL E-Voting.pdf" with your DPID & Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the Password is an initial password.
 - ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>. Click on "Shareholder Login".
 - iii. Put User ID and Password as initial Password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - iv. If you are logging in for the first time, Password change menu appears. Change the Password with new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. Home page of "e-voting" opens. Click on "e-Voting": Active Voting Cycles.
 - vi. Select "EVEN (E-Voting Event Number)" of Mahaan Foods Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of August 22, 2014 whichever is earlier.
 - vii. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to investor@mahaanfoods.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receiving the Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] may also vote electronically through the following procedure:
- (i) Initial password will be provided separately EVEN (E Voting Event Number) USER ID PASSWORD-
 - (ii) Please follow all steps from Sl. No. 1 A (ii) to Sl. No. 1 A (x) above, to cast your vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com/

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For Mahaan Foods Lim...

Company Secretary



SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

1. Change in the situation of registered office of the company outside local limits but within the same State

To consider and if thought fit, to give Assent / Dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, the Registered office of the Company be and is hereby shifted with effect from the date of passing of special resolution by the shareholders of the Company from Village Kunja, Rampur Road, Paonta Sahib, Solan, Himachal Pradesh - 173025 to, High Winds, N.H.22, Village Datyar, Parwanoo, Himachal Pradesh - 173220 which falls within the State of Himachal Pradesh but outside the local limits of Paonta Sahib where the registered office of the company is currently situated.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to file the prescribed Form with the Registrar of Companies and to do all incidental deeds and things as may be required to effectuate the implementation of the aforesaid resolution."

By order of the Board

Sd/-

(Shweta Arora)

Company Secretary

ACS No.: 26655

Place : New Delhi

Date : 16.07.2014

Annexure to the Notice

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No.1:

As per provisions of Section 12(5) of the Companies Act, 2013, shifting of registered office of a company outside the local limits of any city or town requires approval of shareholders by way of special resolution. Your company has sold its two units namely Mahaan Biosys and Mahaan Nutrition located at Paonta Sahib, Himachal Pradesh and it is considered desirable to shift the registered office of the company from its present location at Paonta Sahib to Parwanoo within the State of Himachal Pradesh with a view to improve co-ordination and communication between the corporate office at New Delhi and marketing office located at Parwanoo. It is proposed to shift the registered office of the company from its present location at Village Kunja, Rampur Road, Paonta Sahib, Solan, Himachal Pradesh to High Winds, N.H.-22, Village-Datyar, Parwanoo, Himachal Pradesh-173220. The proposed location of the new registered office is outside the local limits of Paonta Sahib and therefore it requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to High Winds, N.H.-22, Village-Datyar, Parwanoo, Himachal Pradesh-173220 with effect from the date of passing of proposed resolution.

The Board of Directors commend passing of the Special resolution set out in item no.1 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned financially or otherwise in the proposed resolution. Your approval is being sought, either by voting through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolution under Item No. 1 as set out in this Notice.

By order of the Board

Sd/-

(Shweta Arora)

Company Secretary

ACS No.: 26655

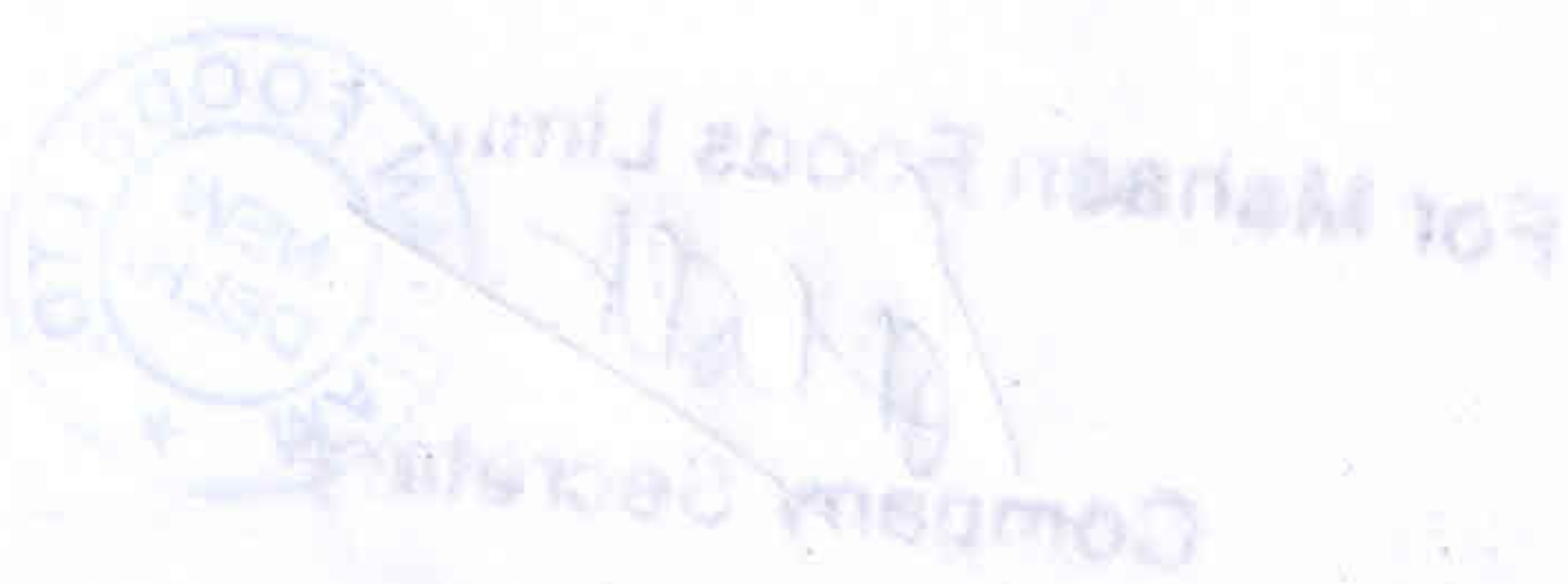
Place : New Delhi

Date : 16.07.2014

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For Mahaan Foods Ltd...

Company Secretary





MAHAAN FOODS LTD.

Correspondence Address :

M-19, 1st Floor, M Block Market

Greater Kailash Part-II,

New Delhi-110 048 India

Ph. : 91-11-43107200

Fax : 91-11-43107235

Email : info@mahaanfoods.com

Website : http://www.mahaanfoods.com

Calendar of Events for Postal Ballot Process

Calendar of Events for Postal Ballot approved by the Board of Directors at their meeting held on July 16, 2014, pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013:-

Sr. No.	Events	Date of Event	Day
1	Consent given by Scrutinizer to act as such	16-Jul-14	Wednesday
2	Date of Board Resolution for Postal Ballot	16-Jul-14	Wednesday
3	Date of Appointment of Scrutinizer	16-Jul-14	Wednesday
4	Authorizing one functional Director and Company Secretary to be responsible for the entire Postal Ballot process	16-Jul-14	Wednesday
5	Filing of Intimation with the BSE	16-Jul-14	Wednesday
6	Record Date for providing e-voting rights	11-Jul-14	Friday
7	Date of completion of dispatch of notice to the members of the Company	23-Jul-14	Wednesday
8	Start date of e-voting	23-Jul-14	Wednesday
9	Date of publication of Notice in the newspaper	24-Jul-14	Thursday
10	E- Voting end date	22 Aug 14	Friday
11	Last date for receiving Postal Ballot papers by Scrutiniser	22 Aug 14	Friday
12	Preparation and Submission of Scrutiniser's Report to the Managing Director	23-Aug-14	Saturday
13	Date of declaration of result by Chairman and to:	23-Aug-14	Saturday
	i) Inform the BSE; and		
	ii) Display on the website of the Company		
14	Date of signing of the Minutes Book by the Chairman & Managing Director in which the results of the Ballot is recorded	23-Aug-14	Saturday
15	Date of returning the Ballot papers, register and other related papers to the Managing Director by the Scrutinizer	23-Aug-14	Saturday
16	Date of release of advertisement in the newspaper	25-Aug-14	Monday

Registered Office : Rampur Road, Village Kunja, Paonta Sahib-173025 (H.P.)

For Mahaan Foods Limited


Shweta Arora
Company Secretary

