



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

CIN : L15419HP1987PLC007356

E-mail : info@mahaanfoods.com

Website : http://mahaanfoods.com

Date: 01.09.2017

To
The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.
25, P.J. Towers,
Dalal Street,
Mumbai -400 001.

Scrip Code No.: 519612

Sub: Annual General Meeting for the Year 2017

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the company at their meeting held today on 1st September, 2017, inter-alia, has decided to hold 30th Annual General Meeting of the company on Thursday, 28th September, 2017. The copy of the notice to convene said Annual General Meeting is enclosed for your record.

You are requested to take the above information on record.

Thanking you

For Mahaan Foods Limited

Vijay Gupta,
Vijay Gupta
Company Secretary



NOTICE

Notice is hereby given that the 30th Annual General Meeting of the shareholders of Mahaan Foods Limited will be held at RVCC, Sector-5, Parwanoo, Himachal Pradesh-173220 on Thursday, 28th September, 2017 at 2:00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31st March, 2017 and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Saloni Goyal (DIN: 00400832), Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Auditors

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

"RESOLVED THAT pursuant to the Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. D.D. Nagpal & Co. Chartered Accountants (Registration No. 006413N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 on such remuneration, as may be decided by the Board of Directors of the Company in consultation with Statutory Auditor."

SPECIAL BUSINESS

4. Approval of Related Party Transaction

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consideration and approval of the Audit Committee and the Board of Directors vide Resolutions passed in its meetings held on 12.08.2017, the consent of the Shareholders of the Company be and is hereby accorded to the Related Party Transaction as entered by the Company as per details as set out in the explanatory statement annexed to the notice and the Board of Directors of the Company be and is hereby authorized to perform and execute all such actions as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By the orders of the Board of Directors

Sd/-

(Vijay Gupta)

Company Secretary cum Compliance Officer

Membership No.:A29731

Place: New Delhi

Date: 1st September, 2017

NOTES:

1. **The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out in Item Nos. 4 of the accompanying Notice is annexed hereto.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF (ONLY ON A POLL) AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED.**
3. 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 or shareholder.
4. Corporate members intending to send their Authorized Representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. In case of joint holders attending the meeting, only such joint holder whose name is mentioned in the first place in the order of names will be entitled to vote.
7. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given below in this Notice. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The Register of Members and Share Transfer Books of the Company will remain closed on 23rd September, 2017 to 28th September, 2017 (both days inclusive) for the purpose of AGM.
10. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.
11. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested intimate such changes to the Company or the Registrar and Transfer Agent of the Company.
12. Members seeking any information or clarification on Accounts are requested to send written queries to the Company at least 7 days before the date of the meeting to enable the management to keep the required information available at the Meeting.
13. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
14. Copies of the Annual Report 2017 are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.
15. Members may also note that the Notice of the 30th AGM and the Annual Report 2017 will be available on the Company's website, www.mahaanfoods.com. 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. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investor@mahaanfoods.com.
16. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is given hereunder. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
18. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
19. All documents referred to in the notice will be available for inspection at the company's registered office during normal business hours on working days up to the date of the AGM.
20. Annual Listing Fee for the year 2017-2018 has been paid to the BSE Limited wherein shares of the Company are listed.
21. No gift(s) shall be distributed at the ensuing 30th Annual General Meeting of your company.

Voting through Electronic Means - Remote E-Voting

1. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted

through e-Voting Services. 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 National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
- IV. The remote e-voting period commences on Monday, 25th September 2017 (9:00 am) and ends on Wednesday, 27th September, 2017 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- V. The instructions for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Mahaan Foods Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

Note : Shareholders who forgot the user details/password can use forgot user details/password? or physical user reset password? option available on www.evoting.nsd.com.

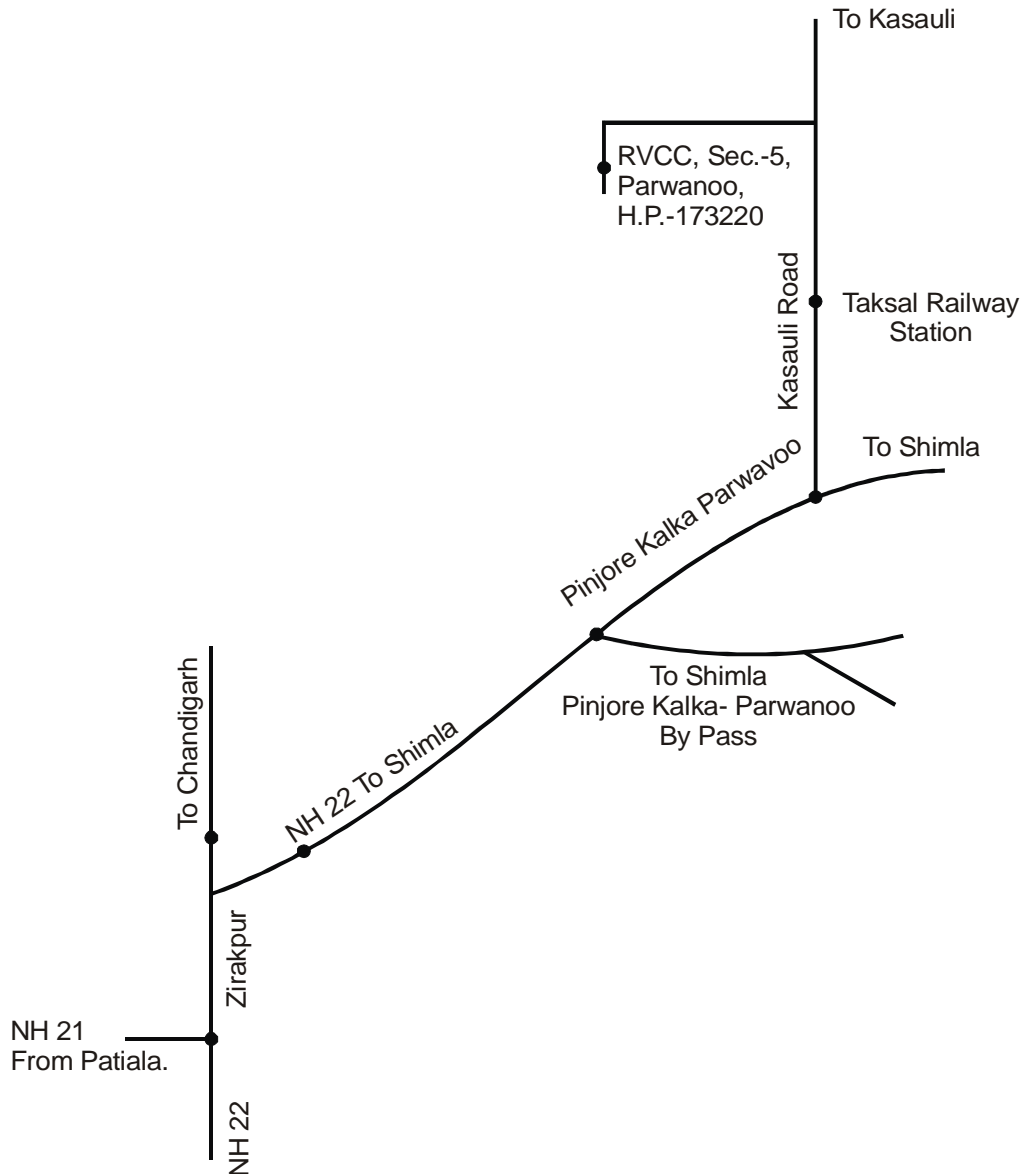
In case shareholders are holding shares in demat mode, USER ID is the combination of (DPID+CLIENT ID)

In case shareholders are holding shares in physical mode, USER ID is the combination of (EVEN NO+FOLIO NO.)
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Deepak Bansal, Company Secretary in Practice (CP 7433) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the the Company's website: www.mahaanfoods.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

The route map of the venue of the AGM is given herein below:



Relevant details, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking Appointment/Re-appointment at the ensuing 30th Annual General Meeting are as follows:

Name of the Director	Mrs. Saloni Goyal
DIN	00400832
Date of Birth	4th December, 1965
Date of Appointment	27.09.2014
Qualifications	PG in International Trade
Expertise in Specific Functional Area	Mrs. Saloni Goyal is having corporate experience of around 17 years
Name of the listed entities in which the person also hold the directorship and the membership of committees of the board	NIL
Shareholding in the Company	516715 (14.76%) Equity Shares of Re.10/- each
Relation with other Directors of the Company	Mrs. Saloni Goyal is wife of Mr. Sanjeev Goyal, Managing Director

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

As per Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 prior approval of Audit Committee, the Board of Directors and shareholders is required before entering into a related party transaction by the Company with a related party if the proposed transaction is beyond a threshold limit prescribed under Section 188 of the Companies Act, 2013 and is also a material transaction in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

As required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the relevant information is given below: -

Particulars	Details
Name of the Related Parties	Mahaan Foods Limited Mrs. Saloni Goyal, Non-Executive Non -Independent Director
Name of Directors or KMP who is related, if any	Mr. Sanjeev Goyal, Managing Director Mrs. Saloni Goyal, Non-Executive Non -Independent Director
Nature of Relationship	Mrs. Saloni Goyal is Non-Executive Non -Independent Director of Mahaan Foods Limited
Nature, material terms, monetary value and particulars of contracts or arrangements	Mahaan Foods Limited proposes to buy property owned by Mrs. Saloni Goyal Situated at B-7/5, Safdarjung Enclave, New Delhi-110029 for official purposes at market price of Rs 5.40 crore and on arm's length basis on the basis of valuation report obtained by Mahaan Foods Limited.
Any other information relevant or important to take a decision on the proposed resolution	The Audit Committee and Board of Directors of Mahaan Foods Limited has already considered and approved the transaction.

Except Mr Sanjeev Goyal, Mrs Saloni Goyal, Directors and their relatives, none of the Directors and Key Managerial Personnel and their relatives is interested in the proposed Ordinary Resolution.

The Board recommends the resolution set out at item no.4 of the Notice for your approval.

By the orders of the Board of Directors

Sd/-

(Vijay Gupta)

Company Secretary cum Compliance Officer

Membership No.:A29731

Place: New Delhi

Date: 1st September, 2017



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

30th ANNUAL GENERAL MEETING

Thursday, 28th September, 2017

CIN: L15419HP1987PLC007356

Name: Mahaan Foods Limited

Registered Office: Highwinds, National Highway 22, Village Datyar, Parwanoo, Himachal Pradesh-173220

Website: www.mahaanfoods.com

Name of the member(s):	_____
Registered Address:	_____
E-mail ID:	_____
Folio No. / Client ID No.:	_____
DP ID:	_____

I/We, being the member(s) of Shares of the above named company, hereby appoint:

1. Name:.....

Address:.....

E-mail ID:

Signature:.....or failing him / her

2. Name:.....

Address:.....

E-mail ID:.....

Signature:.....or failing him / her

3. Name:.....

Address:.....

E-mail ID:.....

Signature:.....or failing him / her

As my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 30th Annual General Meeting of the company to be held on Thursday, 28th September, 2017 at 2:00P.M. at RVCC, Sector-5, Parwanoo, Himachal Pradesh-173220 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Description of Resolutions
1.	Adoption of the Financial Statements of the Company for the year ended 31st March, 2017 together with the reports of the Directors' and Auditors' thereon.
2.	Re-appointment of Mrs. Saloni Goyal as a Director.
3.	Ratification of appointment of M/s D D Nagpal & Co. Chartered Accountants as Statutory Auditors of the Company
4.	Approval of Related Party Transaction

Signed thisday of 20.....

Signature of shareholder(s)Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.**
- The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/ Depository Participant.**
- A Proxy need not be a Member.**

**Affix
Revenue Stamp**

Mahaan Foods Limited

CIN: L15419HP1987PLC007356

Reg. Office: Highwinds, National Highway 22, Village Datyar, Parwanoo, Himachal Pradesh-173220

Attendance Slip

30th Annual General Meeting

Thursday, 28th September, 2017

DP ID- Client ID No./ Folio No.....

No. of Share(s) held:.....

Name of the Member / Proxy:.....

Address of the Member:.....

I/ We hereby record my/our presence at the 30th Annual General Meeting of Mahaan Foods Limited held on Thursday 28th September, 2017 at 2:00 P.M. at RVCC, Sector -5, Parwanoo, Himachal Pradesh-173220

.....
Signature of Member/ Proxy

Notes:

- Please complete this attendance slip and hand it over at the entrance of the meeting hall.
- Members are informed that no duplicate slips will be issued at the venue of the meeting and are requested to bring this slip for the Meeting.