

27th ANNUAL REPORT
(2013-2014)



MAHAAN FOODS LIMITED



MAHAAN FOODS LIMITED

Board of Directors	Shri. Sanjeev Goyal Smt. Harmeet Kaur Shri Youdhveer Singh Rawat	Chairman cum Managing Director
Bankers	HDFC Bank Axis Bank	
Secretary	Ms. Shweta Arora	
Auditors	M/s D. D. Nagpal & Co. Chartered Accountants Room No. H, 6th Floor, Gopala Tower, 25, Rajendra Place, New Delhi – 110008	
Registered Office	Highwinds, National Highway 22, Village Datyar, Parwanoo, Himachal Pradesh - 173220	
Corporate Office	M-19, 1st Floor, M-Block Market, Greater Kailash – II, New Delhi – 110048	
Works	9 KM Stone, Pipli to Ambala, G. T. Karnal Road, Village. Masana, Kurukshetra Haryana – 136118	
Registrar & Transfer Agents	M/s Alankit Assignments Limited 1 E/ 13, Alankit House, Jhandewalan Extension, New Delhi - 110005	

**NOTICE**

Notice is hereby given that the 27th Annual General Meeting of the shareholders of Mahaan Foods Limited will be held at Hotel Park Inn, Plot No. 1, Sector-2, Parwanoo, Himachal Pradesh-173220 on Saturday 27th September, 2014 at 11.00 a.m to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Sanjeev Goyal (DIN: 00221099), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and authorize the Board of Directors to fix 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 Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s D.D. Nagpal & Co. Chartered Accountants (Registration No. 006413N), New Delhi be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting (subject to the ratification of the appointment by the members at every Annual General Meeting) and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration in consultation with them."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, the term of Shri Youdhveer Singh Rawat (DIN: 01207589) as Independent Director of the Company , not liable to retire by rotation, be and is hereby fixed upto 31st March, 2019 in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, the term of Smt. Harmeet Kaur (DIN: 01421368) as Independent Director of the Company , not liable to retire by rotation, be and is hereby fixed up to 31st March, 2019 in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company."

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

"RESOLVED THAT pursuant to provisions of section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, the Authorized Share Capital of the company be and is hereby increased from Rs. 12,00,00,000/- (Rupees Twelve Crore) to Rs. 20,00,00,000/- (Rupees Twenty Crore) by creation of 80,00,000 equity shares of Rs. 10/- each, ranking pari passu with the existing Equity Shares and the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be substituted with the following clause:

'V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000/- (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary and expedient, to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith and incidental hereto."

7. 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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof), and subject to the approval of the Central Government as may be required, the Company hereby approves and ratifies the total remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax and out of pocket expenses payable to M/s Sanjay Gupta & Associates (Firm Registration No.: 000212), Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2014-2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, material, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sum to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters, and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

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

"RESOLVED THAT pursuant to Section 62 and other applicable provisions, if any, of the Companies Act 2013, (including amendments thereto and re-enactments thereof) and subject to such approvals, as may be necessary, the Board of Directors of the Company and any Committee constituted thereof by the Board, be and is hereby authorized to offer further equity shares to the shareholders of the company in such proportion and at such a price as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby also authorized to issue any other permissible instruments (not amounting to public issue of equity shares) upto an overall limit of Rs 20 crore (Rupees Twenty Crore) for raising funds for the purpose of funding the expansion plans of the company subject to the necessary approvals as may be required from Stock Exchanges, SEBI or any other Statutory or other prescribed authorities as may be required in this connection.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary and expedient, to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith and incidental hereto."

By the orders of the Board of Directors

Sd/-

(Shweta Arora)

Company Secretary cum Compliance Officer

Place: New Delhi

Date: 23rd August, 2014

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 to 9 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 FOR THE AGM 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. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed on Thursday 25th September, 2014 to Saturday 27th September, 2014 (both days inclusive) for the purpose of AGM.
7. 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.
8. 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.
9. 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.
10. 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.
11. Copies of the Annual Report 2014 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 2014 are being sent by the permitted mode.
12. Members may also note that the Notice of the 27th AGM and the Annual Report 2014 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.
13. Additional Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

14. 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 shall submit their PAN details to the Company.
15. Annual Listing Fee for the year 2014-2015 has been paid to the Bombay Stock Exchange Limited and the Delhi Stock Exchange Limited wherein shares of the Company are listed. The Company has not paid Annual Listing fees to Ludhiana Stock Exchange Ltd for the year 2014-2015.
16. The Company has also applied for Voluntary Delisting of its equity shares from the Delhi Stock Exchange Limited under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. The equity shares of the Company shall continue to be listed on the Bombay Stock Exchange Limited, which has nationwide trading terminals.
17. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 27TH ANNUAL GENERAL MEETING OF YOUR COMPANY.**

Voting in Electronic Form

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
2. The Notice of Annual general meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on Friday, August, 22, 2014.
3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every Folio/ Client ID, irrespective of the number of joint holders.
4. The Company has appointed Mr. Deepak Bansal, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
5. The scrutinizer will submit his final report to Chairman of the Company within three working days after the conclusion of e-voting period.
6. After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website : www.mahaanfoods.com and will also inform to the stock exchanges where the securities of the Company are listed within two days from the date of AGM of the Company.
6. The scrutinizer's decision on the validity of e-voting will be final.

A. Instructions of voting through electronic mode

- i. Open email and open the attached PDF file therein. The said pdf file contains your User ID & 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 "Shareholders 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 22nd September, 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 AGM Notice 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. 1A (ii) to Sl. No. 1A(x) above, to cast your vote.

C. The voting period begins at 9.30 a.m., Saturday 20th September, 2014, and ends at 6.00 p.m Monday 22nd September, 2014.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August, 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. 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.

STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**Item No. 4.**

Shri Youdhveer Singh Rawat is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in December, 2012. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the term of Shri Youdhveer Singh Rawat, as Independent Director is proposed to be fixed upto 31st March, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1 lakh, proposing the candidature of Shri Youdhveer Singh Rawat for the office of Independent Director of the Company.

The Company has received from Shri Youdhveer Singh Rawat a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for fixing the term of Shri Youdhveer Singh Rawat as an Independent Director of the Company upto 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Youdhveer Singh Rawat as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Shri Youdhveer Singh Rawat to whom the resolution relates, is interested or concerned financially or otherwise in the Resolution.

The Board recommends the Resolution No. 4 for the approval of the members.

Item No. 5

Smt. Harmeet Kaur is a Non-Executive (Independent) Director of the Company. She joined the Board of Directors in April, 2009. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the term of Smt. Harmeet Kaur, as Independent Director is proposed to be fixed upto 31st March, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000 proposing the candidature of Smt. Harmeet Kaur for the office of Independent Director of the Company.

The Company has received from Smt. Harmeet Kaur a declaration to the effect that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for fixing the term of Smt. Harmeet Kaur as an Independent Director of the Company upto 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Smt. Harmeet Kaur as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Smt. Harmeet Kaur to whom the resolution relates, is interested or concerned financially or otherwise in the Resolution.

The Board recommends the Resolution No. 5 for the approval of the members.

Item No. 6:

The existing Clause V of Memorandum of Association specifies the present Authorized Share Capital of your Company. The Authorised Share Capital of your Company is proposed to be increased from Rs. 12,00,00,000/- (Rupees Twelve Crores) to Rs. 20,00,00,000/- (Rupees Twenty Crores) to augment the additional capital required for funding the expansion plans of the company.