



**MAHAAN FOODS LIMITED**

Regd Off: Village Kunja, Rampur Road, Paonta Sahib-173025, Himachal Pradesh  
Corporate Off: M-19, First Floor, Greater Kailash Part-II, New Delhi-110048;  
email: **shweta.arora@mahaanfoods.com**

**NOTICE FOR HOLDING OF THE 24TH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 24th Annual General Meeting of the Company which was scheduled to be held on Friday, 30th December, 2011 will now be held on Monday, 30th September, 2013 at 12:30 PM at Hotel Grand Riviera, Paonta Sahib-173025, Himachal Pradesh to transact the same business as given in the Notice dated 1st December, 2011 already dispatched to the shareholders of the Company. The stay on holding of the Annual General Meeting of the Company was vacated by the Hon'ble High Court, Delhi vide its order dated 10th May, 2013 thereby enabling the Company to hitherto hold its Annual General Meetings.

The Notice of the Annual General Meeting sent earlier along with a form of Proxy and Attendance slip forms part of this Notice. The full Annual Report of Company for the financial year ended 31st March, 2011 is available on the website of the Company [www.mahaanfoods.com](http://www.mahaanfoods.com) and the shareholders may request for a copy of the Annual Report by writing to The Company Secretary at the corporate office address of the Company.

We sincerely regret the inconvenience caused to the shareholders due to delay in holding the Annual General Meeting of the Company.

By order of the Board  
For Mahaan Foods Limited

Place: New Delhi  
Date: 13th August, 2013

Sd/-  
**(Shweta Arora)**  
Company Secretary

## NOTICE

Notice is hereby given that the 24th Annual General Meeting of the shareholders of Mahaan Foods Limited will be held at the Registered Office of the Company at Hotel Yamuna, Paonta Sahib – 173025, Himachal Pradesh on Friday, 30th December, 2011 at 3.00 P.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Smt. Harmeet Kaur, Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Shri Anand Sekhri, Director, who retires by rotation and being eligible, offers himself for re-appointment. .
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and authorize the Board of Directors to fix their remuneration. M/s. D.D. Nagpal & Co., Chartered Accountants, Delhi, retire and are eligible for re-appointment.

### SPECIAL BUSINESS

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

**"RESOLVED THAT** Shri Aditya Goyal, who was appointed by the Board as an Additional Director with effect from 19th October, 2011 and who holds the office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice in writing from a member pursuant to section 257 of the Companies Act proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

**"RESOLVED THAT** Shri Alok Goyal, who was appointed by the Board as an Additional Director with effect from 19th October, 2011 and who holds the office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice in writing from a member pursuant to section 257 of the Companies Act proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

**"RESOLVED THAT** Smt. Parul Seth, who was appointed by the Board as an Additional Director with effect from 19th October, 2011 and who holds the office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice in writing from a member pursuant to section 257 of the Companies Act proposing her candidature for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

**"RESOLVED THAT** Smt. Meera Aggarwal, who was appointed by the Board as an Additional Director with effect from 19th October, 2011 and who holds the office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice in writing from a member pursuant to section 257 of the Companies Act proposing her candidature for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

Place: New Delhi  
Date: 1st December, 2011

Sd/-  
**(Shweta Arora)**  
Company Secretary

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL NOT VOTE EXCEPT ON A POLL THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 27th September, 2013 to Monday, 30th September, 2013 (both days inclusive)
3. In terms of Clause 49 of the Listing Agreement, the brief resume of Shri Aditya Goyal, Shri Alok Goyal, Smt. Parul Seth and Smt. Meera Aggarwal forms part of the Notice. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business set out as above is annexed hereto.
4. All the documents referred in the accompanying Notice along with the Register of Director's Shareholdings, maintained under Section 307 of the Companies Act, 1956, shall be open for inspection for the members at the Annual General Meeting.
5. Members/Proxies are requested to bring their copy of Annual Report to the Meeting as extra copies will not be distributed.
6. Members/Proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those holding shares in physical forms are requested to write their Folio Number in the attendance slip for attending the meeting.
7. 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.
8. 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.
9. Members desiring any information as regards accounts and operations are requested to forward their queries to the Company at its Corporate Office atleast seven days prior to the date of the meeting so that the information is made available at the meeting.
10. The Members are requested to notify change, if any, in their addresses to the Registrar and Transfer Agent of the Company, i.e Alankit Assignment Limited, 2E/ 21, Alankit House, Jhandewalan Extension, New Delhi - 110055,
11. Annual Listing Fee for the year 2011-12 has been paid to the Bombay Stock Exchange and the Delhi Stock Exchange Association Limited wherein shares of the Company are listed.
12. All the members are requested to fill in their e-mail addresses and their contact details in the form annexed hereto and send the same to the Company Secretary/ Registrar & Share Transfer Agent of the company.
13. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 24TH ANNUAL GENERAL MEETING OF YOUR COMPANY.**

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing Agreement, the particulars of Directors who are proposed to be re-appointed are given below:-

**Item No. 5**

Name of the Director	Shri Aditya Goyal
Date of Birth	18th November, 1990
Qualifications	Graduation in Finance & Economics from Carnegie Mellon University, United States of America
Experience	NIL
Outside Directorship	NIL
Membership/ Chairmanship Of the Board Committees of The Companies	NIL
No. of shares held (both own Or held by/ for other persons On a beneficial basis) in the Company	97175

**Item No. 6**

Name of the Director	Shri Alok Goyal
Date of Birth	8th June, 1972
Qualifications	1. Engineer 2. MBA in Finance & Marketing, USA
Experience	Over 10 years experience in the field of Marketing, Finance & International Business.
Outside Directorship	1) M/s Indian Petroleum Services Private Limited 2) Aries Engineers & Consultants Private Limited
Membership/ Chairmanship Of the Board Committees of The Companies	NIL
No. of shares held (both own Or held by/ for other persons On a beneficial basis) in the Company	NIL

**Item No. 7**

Name of the Director	Smt. Parul Seth
Date of Birth	28th June, 1979
Qualifications	Three year Diploma Course in Interior Designing from Meera Bai Polytechnic for Women, New Delhi
Experience	2 years' experience in Construction and Interior Designing
Outside Directorship	NIL
Membership/ Chairmanship Of the Board Committees of The Companies	NIL
No. of shares held (both own Or held by/ for other persons On a beneficial basis) in the Company	NIL

**Item No. 8**

Name of the Director	Smt. Meera Aggarwal
Date of Birth	6th October, 1972
Qualifications	B.A.(P)
Experience	Social worker
Outside Directorship	M/s Sangam PetroPlast Private Limited
Membership/ Chairmanship Of the Board Committees of The Companies	NIL
No. of shares held (both own Or held by/ for other persons On a beneficial basis) in the Company	NIL

**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No. 5 to 8**

The Board of Directors of the Company at its meeting held on 19th October, 2011 inducted Shri Aditya Goyal, Shri Alok Goyal, Smt. Parul Seth and Smt. Meera Aggarwal as Additional Directors and their appointments are being regularized as Directors in the ensuing Annual General Meeting of the Company. The Company has received notices under section 257 of the Companies Act, 1956 with respect to each of these Directors and the Board recommends their appointment as Director of the Company in the best interests of your Company.

The Board recommends passing of the Ordinary Resolutions at S.No. No 5, 6, 7 and 8 of the Notice by the shareholders of the Company.

Except Shri Sanjeev Goyal, Smt Saloni Goyal, Shri Aditya Goyal, Shri Alok Goyal, Smt. Parul Seth and Smt. Meera Aggarwal, no other Director of the Company is in any way concerned or interested in the proposed resolutions.

By order of the Board of Directors

Place: New Delhi  
Date: 1st December, 2011

Sd/-  
**(Shweta Arora)**  
Company Secretary



**MAHAAN FOODS LIMITED**

Regd. Office: Village Kunja, Rampur Road, Paonta Sahib, Solan, Distt. Sirmour,  
Himachal Pradesh 173025

**Attendance Slip**

Regd. Folio No. / Client ID : .....

Name & Address : .....

of First/Sole Shareholder

No. of Shares Held : .....

I hereby record my presence at the 24th Annual General Meeting of the Company on Monday, 30th September, 2013 at 12:30 PM At Hotel Grand Riviera, Paonta Sahib-173025, Himachal Pradesh.

**Signature of Member/ Proxy**

**Note:** Member/Proxy wish to attend the meeting must bring this Attendance Slip to the meeting and handover at the entrance duly signed.

**MAHAAN FOODS LIMITED**

Regd. Office: Village Kunja, Rampur Road, Paonta Sahib, Solan, Distt. Sirmour, Himachal Pradesh 173025

**PROXY FORM**

Regd. Folio No./Client ID :

No. of Shares held :

I/ We \_\_\_\_\_

Of ..... being a Member/ Members of the above named Company, hereby appoint  
..... Of.....

..... or failing him/her .....

As may/our proxy to attend and vote for the me/us on my/our behalf at the 24th Annual General Meeting of the Company on Monday, 30th September, 2013 at 12:30 PM At Hotel Grand Riviera at Paonta Sahib- 173025, Himachal Pradesh

Revenue  
Stamp

Signed this .....day of..... 2013

**Note: a) PROXY NEED NOT BE A MEMBER**

**b) THE PROXY FORM DULY SIGNED BY THE MEMBER(S) ACROSS A REVENUE STAMP SHOULD REACH THE COMPANY'S CORPORATE OFFICE - MAHAAN FOODS LIMITED, M-19, 1ST FLOOR, M BLOCK MARKET, GREATER KAILASH - II, NEW DELHI - 110048 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**