



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

29th December, 2014

To,

The Bombay Stock Exchange Limited

Corporate Services

Phiroz Jeejeebhoy Towers

Dalal Street

Mumbai – 400001

Sub: Clause 35 A of the Listing Agreement – detail of the voting results of Postal Ballot (including e-voting) Scrip Code: 519612

Dear Sir/ Madam,

Pursuant to Clause 35A of the Listing Agreement, enclosed herewith is the detail of the voting results pertaining to the Postal Ballot process conducted (including E-voting), in accordance with Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Scrutinizers Report.

The Shareholders have granted their approval, with requisite majority, through Special Resolution for providing authorisation to the Board of Directors of the company for making Loans, Investments etc. in accordance with Section 186 and other applicable provisions of the Companies Act, 2013.

You are requested to take the said information on record.

Thanking You,

Yours faithfully

For Mahaan Foods Limited

Vijay Gupta

(Vijay Gupta)

Company Secretary cum Compliance Officer



Encl: Disclosure under Clause 35 A of the Listing Agreement



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

RESULT OF POSTAL BALLOT (INCLUDING EVOTING) AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 approval of the Members of the Company was sought by way of Postal Ballot for providing authorisation to the Board of Directors of the company for making Loans, Investments etc. in accordance with Section 186 and other applicable provisions of the Companies Act, 2013.

The last date for casting vote through E-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members was December 27th, 2014 before 6:00 pm.

Mr. Deepak Bansal, Company Secretary in Practice, the Scrutinizer has submitted his Report dated 29th December, 2014 on the Postal Ballot & E-voting. Based on the consolidated Report of Scrutinizer, the resolution as set out in the Postal Ballot notice dated 14th November, 2014 has been duly approved by the shareholders with requisite majority and the results were announced on Monday 29th December, 2014, at M-19, First Floor, M Block Market, Greater Kailash – II, New Delhi – 110048.

Description	Particulars
Date of Declaration of Results	29 th December, 2014
Total Number of Shareholders on Record Date	3530
No. of shareholders present in person or through proxy	Not Applicable
No. of shareholders attending Video Conferencing	Not Applicable

Detail of Resolution	Resolution passed (Ordinary/ Special)	Mode of voting (Show of Hands/ Poll/ Postal Ballot/ E-voting)	Remarks
Special Resolution for providing authorisation to the Board of Directors of the company for making Loans, Investments etc. in accordance with Section 186 and other applicable provisions of the Companies Act, 2013.	Special	Postal Ballot (including e-voting)	Passed with requisite majority





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

Promoter/ Public	No. of Shares Held	No. of votes polled	% of votes polled on outstanding shares	Number of votes in favor	Number of votes against	% of votes in favor of votes polled	% of votes against of votes polled
	1	2	3 = 2/1*100	4	5	6=4/2*100	7=5/2*100
Promoters	1865299	644151	34.53	644151	0	100%	0
Public - Institutional Holders	68800	0	0	0	0	0	0
Public - others	1566601	1450	.092	1450	0	100%	0
Total	3500700	645601	18.44	645601	0	100%	0

Accordingly the special resolution as mentioned in the notice of postal ballot dated 14th November, 2014 has been passed by the requisite majority.

Yours faithfully

For Mahaan Foods Limited

(Vijay Gupta)

Company Secretary cum Compliance Officer



DEEPAK BANSAL & ASSOCIATES

COMPANY SECRETARIES

E-102/2, Naraina Vihar, New Delhi-110028
Telefax : 011-45141907 | Mobile : 9899167774
E-mail : deepakbansal.fcs@gmail.com, csdeepakbansal@gmail.com



December 29, 2014

The Chairman & Managing Director
Mahaan Foods Limited
M-19, 1st Floor, M Block Market,
Greater Kailash – II, New Delhi – 110048

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Report to the Chairman & Managing Director of Mahaan Foods Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Highwinds, National Highway 22, Village Datyar, Parwanoo, Himachal Pradesh-173220 (hereinafter referred to as 'MFL' or the 'Company') on the POSTAL BALLOT conducted by the Company:

- 1) Pursuant to the resolution passed by the Board of Directors of the Company on 14th November, 2014, I have been appointed as the scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolution for providing authorization to the Board of Directors of the company for making Loans, Investments etc. in accordance with Section 186 and other applicable provisions of the Companies Act, 2013, as circulated in the Postal Ballot Notice dated November 14, 2014.
- 2) To enable wider participation of shareholders pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, Companies listed on BSE Limited and National Stock Exchange of India Limited (NSE), are required to provide e-voting facility to their shareholders on all the resolutions to be passed at General Meetings or through Postal Ballot. Since, MFL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, the Company has provided for the same.
- 3) MFL accordingly made arrangements with System provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting. The Company has accordingly through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, M/s Alankit Assignments Limited (hereinafter referred to as "RTA") to set up e-voting facility on the NSDL e-voting website <http://www.evoting.nsdl.com>.
- 4) MFL through RTA has also uploaded the Resolution together with their Explanatory Statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All the necessary formalities in compliance with the requirements specified by NSDL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated November 14, 2014 sent to the shareholders by email, who had registered their email-ids with Company and by courier to 3015



shareholders. The Register of Members and the list of Beneficiary Owners as on November 14, 2014 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited for the purpose of dispatch of Postal Ballot Notice.

5)

Reference to the Companies Act, 2013	Types and Description of the Special Resolution
Special Resolution pursuant to Section 110 of the Companies Act, 2013(including any statutory modification or re-enactment thereof for the time being in course)	Special Resolution for providing authorization to the Board of Directors of the company for making Loans, Investments etc. in accordance with Section 186 and other applicable provisions of the Companies Act, 2013.

- 6) I report that the Postal Ballot notice dated November 14, 2014 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders, by courier along with self - addressed pre-paid Business Reply Envelope on or before November 28, 2014.
- 7) In addition to the above, Postal Ballot notices were also sent via electronic mode by NSDL to the shareholders whose e-mail ID's are registered with the Depository Participants as per the data downloaded from the NSDL / CDSL as on November 14, 2014 (Cut- Off date). I further report that as stated in the Notice sent to shareholders, the Company has fixed 6:00 P.M on Saturday, December 27, 2014 as the last date of receipt of Postal Ballots and for E-voting.
- 8) As stated in sub - rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014, an advertisement was published by the Company in The Himachal Times, English Newspaper and The Himachal Times, Hindi Newspaper, on November 29, 2014 informing about the dispatch of the Postal Ballot notices.
- 9) I report that I have received the Postal Ballot Forms from the shareholders during the period commencing from Friday, November 28, 2014 to Saturday December 27, 2014. All the Postal Ballot Forms together with all votes casted by e-voting through NSDL received up to 6:00 P.M on Saturday, December 29, 2014 being the last date fixed by the Company for receipt of Postal Ballot forms / e-voting, were considered for my scrutiny.
- 10) The Postal Ballot Forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me at the end of the voting period. During the course of scrutiny of Postal Ballot forms, I have not come across any mutilated Postal Ballot forms.
- 11) While the details of the e-voting was provided by the System provider namely, NSDL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, Folio No., Postal Ballot number, number of shares held, number of votes exercised in favour, votes against and those votes which were rejected have been duly scrutinized.
- 12) On scrutiny, I report that out of 3530 shareholders, one Shareholder has exercised her vote through e-voting and 19 Shareholders have exercised their vote through Postal Ballot form as received. The details of polling results for the item placed for consideration by the shareholders are given below:



A. Postal Ballot	No. of votes
Number of Forms received from members	19
Number of Forms rejected / not considered for reasons as stated below:-	
a) Not signed	0
b) Signature mismatch	0
c) Not voted	0
d) Nil Account	0
e) Voted under both Postal Ballot and e-voting	0
Number of valid Forms (A)	19
B. E-voting	
Number of members who participated in E-voting	1
Number of valid E-votes (B)	1
Total (A+B)	20

Note:

- 1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.
- 2) The votes cast through e-voting have been considered valid pursuant to Rule no. 22 of the Companies (Management and Administration) Rules, 2014.
- 3) Invalid Postal Ballot was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Resolution	Promoter/ Public	No. of Shares Held	No. of votes polled	% of votes polled on outstanding shares	Number of votes in favor	Number of votes against	% of votes in favor of votes polled	% of votes against of votes polled
Special Resolution for providing authorization to the Board of Directors of the company for making Loans, Investments etc. in accordance with Section 186 and other applicable provisions of the Companies Act, 2013	Promoters	1865299	2	3 = 2/1*100 34.53	4	5	6=4/2*100 100%	7=5/2*100 0
	Public Institutional Holders	60800	0	0	0	0	0	0
	Public - others	1566601	1450	.092	1450	0	100%	0
	Total		3500700	645601	18.44	645601	0	100%



Results:

Percentage of Votes cast in favour : 100%

Percentage of votes cast against : NIL

- i) As the number of votes casted in favour of the resolution is 100% I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the result.
- ii) I further report that as per the Postal Ballot notice dated November 14, 2014 and the Board Resolution dated November 14, 2014, the Chairman or Executive Director or the Company Secretary of the Company may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on December 29, 2014, as intimated to the Stock Exchanges.
- iii) The result of the Postal Ballot together with the Scrutinizer's Report would have to be displayed on the Company's website www.mahaanfoods.com and on the website of NSDL and shall be communicated to the BSE.
- iv) I further report that Rule 22 of the Companies (management and Administration) Rules, 2014 has been complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the shareholders, voting through Postal Ballot which includes all the particulars of shareholders, voting through Postal Ballot which includes all the particulars of shareholders such as the names, Folio Number, DP ID / Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting

I thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking You,
Yours Faithfully,

For Deepak Bansal & Associates,
Company Secretaries



Deepak Bansal
Proprietor
COP No.: 7433
Membership No.: 3736

