

#### 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](http://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](http://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.nsd.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](mailto:investor@mahaanfoods.com) with a copy marked to [evoting@nsdl.co.in](mailto: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. 1A(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.nsd.com/](http://www.evoting.nsd.com/)