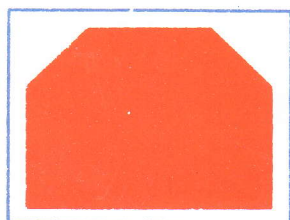


21st
Annual Report
2014 - 2015



MAHAN
INDUSTRIES
LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTOR

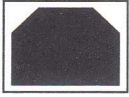
YOGENDRA KUMAR GUPTA	:	MANAGING DIRECTOR
MANIK DATTATREY	:	DIRECTOR
BHARAT SANCHALA	:	DIRECTOR (Ceased w.ef. 15 th April, 2015)
KALPESH TRIVEDI	:	INDEPENDENT DIRECTOR
CHANAKYA SHUKLA	:	INDEPENDENT DIRECTOR
LALIT SHARMA	:	INDEPENDENT DIRECTOR
HIRALBEN KUBAVAT	:	DIRECTOR (Appointed w.e.f. 7 th April, 2015)

<u>REGISTERED ADDRESS</u>	:	3RD FLOOR, D.K. HOUSE, NEAR MITHAKHALI UNDERBRIDGE, ELLISBRIDGE, AHMEDABAD-380006. Tel : 30024897, Fax No: - 26568789 Email id: - mahanint@gmail.com Web : www.mahan.co.in
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<u>BANKERS</u>	:	HDFC BANK LIMITED PALDI BRANCH AHMEDABAD
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<u>AUDITORS</u>	:	N.B. Associates, , CHARTERED ACCOUNTANTS
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<u>REGISTRAR AND SHARE TRANSFER AGENT</u>	:	ADROIT CORPORATE SERVICES INDIA PVT. LTD. 19/20, Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (East), Mumbai - 400 059. Tel.: +91-22-2859 6060 / 2859 4060 / 4227 0400 E-mail: info@adroitcorporate.com
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Important Communication to Members

The Ministry of Corporate Affairs has taken a “**Green Initiative in the Corporate Governance**” by allowing paperless compliances by the Companies and has issued circulars stating that services of Notice/documents including Annual Report can be sent by e-mail to its Member. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail id with Company / Registrar and Transfer Agent, **M/s. Adroit Corporate Services India Private Limited.**



applicable provisions, if any, of the Act and rules made there under, if any (including any statutory modification or re-enactment thereof) and of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as .Board. which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business by creating mortgages, charges, hypothecation as may be necessary on the assets of the Company, both present and future in such manner as the Board may deem fit, provided that the amount to be borrowed shall not exceed Rs. 100.00 Crores (Rupees One Hundred Crores)

By Order of the Board
FOR MAHAN INDUSTRIES LIMITED

Date :31st August, 2015
Place:Ahmedabad

Yogendra Kumar Gupta
Managing Director

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be the member of the company. The proxy from duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting. A person cannot hold more than 50 proxies
2. The relative Explanatory Statement , pursuant to section 102 (2) of the Companies Act, 2013, in respect of the special business under item no. 4 to 6 is annexed hereto
3. Pursuant to the provision of Section 91 of the Companies Act , 2013 the registered of members and share transfer books of the company will remain close from 28th September, 2015 to 30th September, 2015 (both the days inclusive).
4. Members are requested to intimate the change in their address, if any, immediately to the Company's Registrars, M/s Adroit Corporate Services Private Limited.
5. Members/Proxies are requested to bring their Attendance Slip duly filled up for attending the Meeting.
6. The Notice of the 21st Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company /Depositories) whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 29th August, 2015. Members may also note that the notice of the 21st AGM and the annual report 2014-15 will be available on the company's website www.mahan.co.in
7. As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form SH-14 for cancellation/variation as the case may be to the RTA.
8. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot

and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid. The detailed instructions for e-voting is as under :

(A) In case a Member receives an email from NSDL/ CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "shareholders" tab to cast your votes.

(iv) Now select the Electronic Voting Sequence Number – "EVSN" along with "COMPANY NAME" (mahan Industries Limited) from the drop down menu and click on "SUBMIT".

(v) Now, fill up the following details in the appropriate boxes :

For Members holding shares in Demat Form

For Members holding shares in Physical Form User ID

For NSDL – 8 characters of DP ID followed by 8 Digits Client ID

For CDSL – 16 digits beneficiary ID Folio Number registered with the Company PAN*Enter your 10 digits alphanumeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) DOB# Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.

Dividend Bank Details#Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. * Members who have not updated their PAN with the Company/Depository Participant are requested to use - the First 2 alphabets from First Holder Name filed + 8 characters from right of BOID/ Folio Number (If the BOID / Folio Number is shorter than 8 characters then the system will insert "0" (zero) to fulfil the 10 character requirements.) in the PAN field. No special characters will be taken from the name.

please enter any one of the details in order to login. If the Date of Birth & Bank Account Details both are left blank then the system will record BOID / FOLIO NO. in the Bank Account Details

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL / CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL / CDSL platform.

(viii) Click on the relevant EVSN on which you choose to vote.



(viii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(ix) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xi) Once you "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.

(B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy)

(i) Please follow all steps from Sl. No. (ii) to (vi) and then Sl. No. (viii) to Sl. No. (xii) above to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on 26th September, 2015 (9.00 a.m.) and ends on 29th September, 2015 (5.00 p.m.) During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact to Mr. Pratap Pujare, Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhay Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri(E) Mumbai-400059.

(E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September, 2015.

(F) Mr. Alkesh Jalan, of M/s Jalan Alkesh & Associates, Company Secretaries, (Membership No. 15677) (Address : 304, Agrawal Arcade, Nr. Ambawadi Circle, Ambawadi, Ahmedabad – 380006) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

(G) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(H) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website

www.mahan.co.in and the Company will also request the Central Depository Services (India) Limited to display the same on its website.

- (I) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (J) This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013, General circular no. 20/2014 Government of India and Clause 35B of the listing agreement with stock exchanges, as amended from time to time.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 :

Item No. 4

The Board of Directors of the Company ('the Board') at the meeting held on 7th April, 2015 on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Hiralben Pravinkumar Kubavat a Woman Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and any amendments thereto or modification thereof, as set out in the Resolutions to their respective appointment.

The requisite declaration under Section 149 (6) have been obtained from the Director. In the opinion of the Board, Hiralben Pravinkumar Kubavat, proposed to be appointed fulfils the conditions specified in the Act and rules made thereunder. In view of your Board, the association of Hiralben Pravinkumar Kubavat with the Company as a Director would benefit the Company. The Company has received from Hiralben Pravinkumar Kubavat (i) consent in writing to act as Director in form No. DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form No. DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment Hiralben Pravinkumar Kubavat is eligible for sitting fees of the Board and Committees of the Company, if any, payable in accordance with the rules of the Board from time to time.

Copies of the letter for appointment of Hiralben Pravinkumar Kubavat as a Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company. Brief resume of Hiralben Pravinkumar Kubavat and additional information pursuant to Clause 49 of the Listing Agreements with Stock exchanges are provided below:

Name of the Director	Hiralben Pravinkumar Kubavat
Father Name	Pravinkumar Laldas Kubavat
Date of Birth	24/05/1978
Date of Appointment	7th April, 2015
Qualification	Graduate
Name of the Companie(s) in which he is a director other than Mahan Industries Limited	* Nil
Specific functional Areas	She has the expertise in administration, and accounting matters.
Shareholding in the Company as on 31st March, 2015	-

Other than Hiralben Pravinkumar Kubavat, Directors of the Company and their relatives, none of the Directors,



Key Managerial Personnel or their relatives are not concerned or interested in the proposed Ordinary Resolution as set out in Item Nos. 4 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

The Board recommends the resolution for the approval of the members.

Item No. 5

The Company may be required to borrow money for carrying out its business activities. In terms of the provision of Section 180 (1) (c) of the Companies Act, 2013 and the rules made there under the Board of Directors cannot borrow money in excess of the paid up Share Capital and free reserves and accordingly as per new law, it is now required that such a resolution be by way of a special resolution. Passing of this Special resolution will give consent to the Board of Directors of the Company to borrow money including various secured and unsecured loans, provided that the total amount borrowed together with the amount to be borrowed from time to time shall not exceed the limit of Rs 100 Crores (Rupees One Hundred Crores).

Your Directors accordingly recommend creation of charge or mortgage on assets of the Company as set out in the resolution at item No. 5 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice except as members of the Company.

Item No. 6

As per the provision of Section 180 (1) (a) of the Companies Act, 2013 and the rules made there under the Board of Directors cannot create mortgage or charge on the assets of the Company unless prior approval of the members is obtained. With the increase in amount of borrowing to be made by the Company it is also necessary to create charge or mortgage in favor of any one or more Banks, financial institution or financial Companies or any other person or entity. With this resolution the Board of Directors of the Company intends to borrow money by way of creation of charge or mortgage on the assets of the Company, both present and future, provided that the total amount of charge or mortgage to be created on the assets of the Company shall not exceed the limit of Rs 100 Crores (Rupees One Hundred Crores).

Your Directors accordingly recommend creation of charge or mortgage on assets of the Company as set out in the resolution at item No. 6 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice except as members of the Company.

By Order of the Board
FOR MAHAN INDUSTRIES LIMITED

Date : 31st August, 2015
Place : Ahmedabad

Yogendra Kumar Gupta
Managing Director

DIRECTORS' REPORT

To,
The Members,
Mahan Industries Limited

Your Company's Directors are pleased to present the 21st Annual Report of the Company along with the Audited Accounts for the year ended March 31, 2015.

FINANCIAL PERFORMANCE

The summary of the financial result of the Company for the year under review are as under:

Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
INCOME		
Revenue from Operations	12,339,779	5,062,420
Other Income	1,005,837	2,288,203
Total Revenue (i)	13,345,617	7,350,622
EXPENDITURE		
Purchase	1,500,000	7,261,665
(Increase)/ Decrease in inventory	12,645,637	(636,600)
Employee Benefits Expense	477,928	482,630
Finance Cost	5,517,972	6,546,232
Depreciation	18,651	28,557
Other Expenses	791,309	805,510
Loss on Sale of Investments	188,045	19,299,900
Total Expenses (ii)	21,139,542	33,787,893
Profit / (Loss) before Tax [(i) - (ii)]	(7,793,925)	(26,437,271)
Tax expense:	-	-
Current Tax-	-	-
Current tax expenses related to previous year	-	6,700
Add: Balance from previous year of Profit (Loss)	(221303363)	(194859392)
Balance of Profit / (Loss) carried to Balance Sheet	(229097288)	(221303363)

Reserves and Surplus :

The Opening balance of Profit and Loss shows a loss of Rs. **221303363** as against (P.Y. Rs. 194859392). During the year the Company has incurred a loss of Rs. 7793925/- as against (P.Y. Rs. **26437271**). The closing Balance of Profit and Loss shows a loss of Rs. **229097288/-** as against (P.Y. Rs. **221303363**). There is no change in Capital Reserves balance. The opening and closing balance of capital reserves stands at Rs. 90.00 lacs.

PERFORMANCE REVIEW

During the financial year 2014-15, the volatility in the macroeconomic environment continued to cast its shadow and affected most of the markets where your Company operates in.



During the year under review, the Company due to International recessionary condition, high interest rates, heavy inflationary pressure, heavy Competition in the market and presence of large Market players dominating the Market has suffered adversely. During the year under the review the total income has increased by 81% and loss has increased by 29.4%

Disclosure under Rule 5 of Companies (Accounts) Rules, 2014:

Change in Nature of Company Business:

The Company is a Non Banking financial Company (Non Deposit taking) registered with the Reserve Bank of India. There is no change in nature of Company Business.

Details of Directors / Key Managerial Personnel Appointed / Resigned:

The Board of Directors' key purpose is to ensure the company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its Shareholders and stakeholders.

The Board consists of a combination of Executive, Non – Executive and Independent Directors with an extensive and diverse experience in different fields of operations.

During the year under the review, no Directors / Key Managerial Personnel have resigned. However Mr. Bharatbhai Tapubhai Sanchala has resigned with effect from 15th April, 2015.

Details of Holding / Subsidiary Companies / Joint Ventures / Associate Companies :

During the year under review, there was no holding / Subsidiary Company / Joint Ventures / Associate Companies were there.

Deposit :

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

Details of Significant and Material Orders passed by Regulators or Courts or Tribunals :

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

Internal Financial Controls :

The Company has an adequate internal financial controls to support the preparation of the financial statements.

CODE OF CONDUCT

Pursuant to the provisions of Clause 49(1)(D) of the Listing Agreement, your Company has laid down a Code of Conduct for its Board Members and Senior Management Personnel. All the Directors and the Senior Management Personnel have affirmed compliance with the said Code of Conduct. A declaration regarding compliance by Board Members and Senior Management Personnel with the Code of Conduct for the year ended March 31, 2015 is annexed to this Report.

DEPOSITORY SYSTEM

Members not having Shares in Dematerialized form are advised to avail the facility of Dematerialization through any of the nearest Depository Participants (DPs) to avoid the possibility of loss, mutilation ect, of share certificates and

also to ensure safe and speedy transactions in the securities.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under the provisions of Section 134 of the Act, your Directors report that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls as required by Explanation to Section 134(5)(e) of the Act) to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo :

Pursuant to provision of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the Company has no particulars to report in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo during the year under review.

PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

LISTING :

The Equity Shares of the Company are listed on Bombay Stock exchange. The Company is regular in payment of listing fees. The Company has paid the listing fees for the year 2015 – 2016.

AUDITORS AND AUDITORS' REPORT

The Board of Directors of the Company propose to reappoint M/s. N. B. & Associates., (Firm Registrtrtion No. 137865W) Statutory Auditors, of the Company to hold office from the conclusion of this annual general meeting until the conclusion of 24th Annual General Meeting, subject to ratification by the members at each annual general meeting. The Company has also received a letter from M/s. N.B.& Associates., that they are eligible for the appointment of auditors and also stating that their appointment if made will be within the limits prescribed under the provisions of the Companies Act, 2013 and the rules made thereunder.

There is no qualification or adverse remarks in the auditors report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

AUDIT COMMITTEE

The Company has duly constituted its Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 & Clause 49 of the Listing Agreement. The details of the constitution of the audit committee are provided in the Corporate Governance Report.

**DEMATERIALIZATION OF SHARES :**

The ISIN for the equity shares is INE564J01018. As on 31st March, 2015 total 22807511 equity shares of the Company have been dematerialized. Members of the Company are requested to dematerialize their shares.

Related Party Transactions

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. No advance is / was paid for entering into related party transactions. The details of the transactions entered with related party for the Directors Remuneration and for the Loans and advances are mentioned in the notes to the accounts.

Particulars of Loans / Guarantees / Investment :

The Company has not given any loan / guarantee or provided any Security or made any investment to any person (except those required for business purpose). The details of investment made during the year is provided in the Balance Sheet.

Risk Management Policy

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website

Declaration by Independent Directors :

The following Directors are independent in terms of Section 149(6) of the Act and Clause 49 of the Listing Agreement:

- (a) Lalit Sharma
- (b) Kalpesh Lalitbhai Trivedi
- (c) Chanakya Shukla

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

Extract of the Annual Return

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 (1) of Companies (Management and Administration) Rules, 2014 the extract of the annual return in form MGT 9 for the Financial Year ended on 31st March, 2015 is annexed as Annexure I to this Report.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134(3)(e), Section 178(3) & (4) and Clause 49 of the Listing Agreement is attached herewith and forms part of the Directors Report.

The details in respect Disclosure under Section 197 (12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure II of the Report.

The details of the remuneration policy of the Company as required in terms of the Clause 49 of the Listing agreement are provided in Annexure III o the Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis on Company's performance – industry trends and other material changes with respect to the Company pursuant to Clause 49 of the Listing Agreement is presented in Annexure IV forming part of the Annual Report.

Number of Board Meetings

During the year the Board of Directors met 6 times. The details of the Board Meetings are provided in the Corporate Governance Report.

Corporate Social Responsibility :

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with BSE Limited (Bombay Stock Exchange), Management Discussion & Analysis, Corporate Governance Report and Auditor's Certificate regarding compliance to conditions of corporate governance are made part of this Annual Report and marked as Annexure V.

Code For Prevention Of Insider Trading Practices

The Company has instituted a comprehensive code of conduct in compliance with the SEBI regulations on prevention of insider trading. The code lays down guidelines, which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and cautions on the consequences of non compliances.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary , trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redressal.

SECRETARIAL STANDARDS :

Pursuant to provision of Section 110 of the Companies Act, 2013 mandatory compliance of Secretarial Standards were not notified during the year.

SECRETARIAL AUDIT REPORT :

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2015 given by M/s. Jalan Alkesh & Associates, Practising Company Secretary is attached herewith and marked as Annexure VI which forms part of the Directors Report. The observations are self explanatory.

ANNUAL PERFORMANCE EVALUATION :

In compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

Board :

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of



Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board :

The performance of the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the Listing Agreement.

Individual Directors :

(a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.

(b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership

MATERIAL CHANGES AND COMMITMENTS :

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

APPRECIATION:

Your Directors acknowledge the continued support and cooperation received from the Central Government, Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every stakeholder of the Company. .

By the Order of the board of Directors of
Mahan Industries Limited

Chairman cum Managing Director
Yogendra Gupta

Date: : 31st August, 2015

Place : Ahmedabad

MAHAN INDUSTRIES LIMITED

Annexure I
Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2015
[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L91110GJ1995PLC024053
ii.	Registration Date	02/01/1995
iii.	Name of the Company	MAHAN INDUSTRIES LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Govt. Company
v.	Address of the Registered office and contact details	D K House 3rd Floor, Nr Mitha-Khali Under Bridge, Navrangpura, Ahmedabad 380006, Gujarat Email : mahanint@gmail.com Telephone : 079 - 26568789 www. : www.mahan.co.in
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhay Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri(E) Mumbai-400059 Tel: +91 (0) 22 42270400 Direct: +91 (0) 22 42270423 Fax: +91 (0) 22 28503748 pratapp@adroitcorporate.com

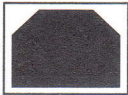
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Finance and Investment	65	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.					
2.			Nil		
3.					
4.					



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	213354	0	213554	0.59	213354	200	213554	0.59	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other (Directors)	320000	100	320100	0.89	320000	100	320100	0.89	0
Sub-total(A)(1):-	533354	300	533654	1.48	533354	300	533654	1.48	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.	12924061	7638600	20562661	57.12	13043709	7638600	20682309	57.45	0.33
(i) Indian									

MAHAN INDUSTRIES LIMITED

(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4088418	143000	4231418	11.75	4125272	139800	4265072	11.85	0.1
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5197562	5413600	10611162	29.48	5048167	5413600	10461767	29.06	(0.42)
c) Others(Specify)									
C (i) clearing member	2	0	2	0	95	0	95	0.0	2
C(ii) NRI	60864	0	60864	0.17	56864	0	56864	0.16	60864
C(iii)	20	189	239	0.0	20	189	239	0.0	0
Sub-total(B)(2)	22270957	13195389	35466346	98.52	22274157	13192189	35466346	98.52	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22270957	13195389	35466346	98.52	22274157	13192189	35466346	98.52	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	22804311	13195689	36000000	100	22807511	13192489	36000000	100	0



ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of shares	% of total Shares of the company	% of Shares Pledged encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged encumbered to total shares	% change in shareholding during the year
1.	ManjuYogendra kumar Gupta	17000	0.05	0	17000	0.05	0	0
2.	Pranav Gupta	6354	0.02	0	6354	0.02	0	0
3.	Pranav Gupta	200	0.00	0	200	0.00	0	0
4.	Prashantkumar Prabhudayal Gupta	90000	0.25	0	90000	0.25	0	0
5.	Ratankumar Prabhudayal Gupta	100000	0.28	0	100000	0.28	0	0
6.	Yogendrakumar Gupta	100	0.00	0	100	0.00	0	0
7.	Yogendrakumar Prabhudayal Gupta	320000	0.89	0	320000	0.89	0	0
	Total	533654	1.48	0	533654	1.48	0	0

iii. Change in Promoters' Shareholding(please specify, if there is no change

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	533654	1.48	533654	1.48
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0	0	0
	At the End of the year	533654	1.48	533654	1.48

(iv) Shareholding pattern of top ten shareholders

Sl No.		Shareholding at the beginning of the year (01.04.2014)		Shareholding at the end of the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares the company	% of total shares of
	For Each of the Top 10				
1.	Venkateswara Capital Manegement	4800000	13.33	78234	0.22
2.	Viaggio Entertainment Private Limited	4500000	12.50	4500000	12.50
3.	PrabhudasLilladher Private Limited	10000	0.03	2925000	8.13
4.	Sourabh H Bora HUF	1800000	5.00	1800000	5.00
5.	Rakhi S Bora	1750000	4.86	1750000	4.86
6.	Lakeview Land Private Limited	1705000	4.74	1705000	4.74
7.	ReligareFinvest Limited	1643720	4.57	1643720	4.57
8.	Sourabh H Bora	1600000	4.44	1600000	4.44
9.	Aalyya Traders Private Limited	0	0.00	1500000	4.17
10.	Concord Realty Private Limited	1500000	4.17	0	0.00
11.	Indivar Traders Private Limited	1429000	3.97	1429000	3.97
12.	Aristo Media And Entertainment Private Limited	3950	0.01	1129084	3.14
13.	Shriram Credit Company Limited	1060936	2.95	1036586	2.88

(v) Shareholding of Directors and Key Managerial personnel:

Sl No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares the company	% of total shares of
	For Each of the Director and KMP				
1.	Yogendrakumar Prabhudayal Gupta	320100	0.89	320100	0.89



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	39809319	33443318	0	73252637
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	0	0
Total(i+ii+iii)	39809319	33443318	0	73252637
Change in Indebtedness during the financial year				
- Addition	0	0	0	0
- Reduction	8537302	21214924	0	29752226
Net Change	8537302	21214924	0	29752226
Indebtedness at the end of the financial year				
i) Principal Amount	31272017	12228394	0	43500411
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	31272017	12228394	0	43500411

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of Managing Director / Whole Time Director		Total Amount
		Yogendra kumar Gupta (Managing Director)	Dattatrey Manik (Executive Director)	
1	Gross salary			
a	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	0	240000	240000
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
c	Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0

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4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify(Bonus)	0	20000	0
	Total(A)	0	260000	260000
	Ceiling as per the Act	4200000	4200000	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount (In Rupees)
	Independent Directors	NIL	
	·Fee for attending board committee meetings ·Commission ·Others, please specify		
	Total(1)		
	Other Non-Executive Directors		
	·Fee for attending board committee meetings ·Commission ·Others, please specify		
	Total(2)		
	Total(B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company	Secretary	CFO	Total
1.	Gross salary	N.A.				
(a)	Salary as per provisions contained in Section17(1)of the Income-tax Act,1961					
(b)	Value of perquisites u/s17(2)Income-taxAct,1961					
(c)	Profits in lieu of salary under Section17(3) Income-taxAct,1961					
2	Stock Option			N.A.		
3	Sweat Equity					
4	Commission - as % of profit -others, specify...					
5	Others, please specify					
	Total					



VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment Compounding					
B.Directors					
Penalty					
Punishment Compounding					
C.Other Officers In Default					
Penalty					
Punishment Compounding					

NIL

Annexure II

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31 March, 2015

Sr. No.	Name of the Director	Remuneration per annum (In Rs.)	Median Remuneration per annum (In Rs.)	Ratio
1	Mr. Lalit Sharma	0	51059	N.A.
2	Mr. Yogendrakumar Prabhudayal Gupta	0	51059	N.A.
3	Mr. Dattatrey Chandrakant Manik	260000	51059	5.09 : 1
4	Mr. Kalpesh Lalitbhai Trivedi	0	51059	N.A.
5	Mr. Chanakya Shukla	0	51059	N.A.
6	Mr. Bharatbhai Tapubhai Sanchala	0	51059	N.A.

- During the year under the review there was no proposal to increase the remuneration of any Director.
The % increase during the year was 0%.
- Percentage increase in median remuneration of employees in the financial year – No increase in median remuneration of employees in the current financial year.
- The number of permanent employees on the rolls of the company as on 31 March, 2015 – 4
- The explanation on the relationship between average increase in remuneration and company performance

Particulars	2014 - 2015	2013 - 2014
Total revenue	13345617	7350622
EBIDTA	(7297346)	(25926084)
EBIDTA as a % of total Income	-16.97%	-270.21%
Profit / (Loss) before tax	(2257303)	(19862482)
PBT as a % of total Income	(16.91)	(270.21)
Provision for income tax	0	6700
Net profit / (Loss) for the year	(7793925)	(26443971)

No increase in the remuneration of employees is in line with the current year's performance, market dynamics and global environment, keeping in view the losses the Company has.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.

Average increase in remuneration of key managerial personnel is 0% and is based on individual performances, company's performance and as measure to motivate them for better future performance to achieve organisation's growth expectations.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. :



During the last three financial years, there was no increase in remuneration of Key Managerial Personnel:

Variations in the market capitalization of the company as at the closing date of the current financial year and the previous financial year:

(i) The market capitalization as on 31.3.2015 was Rs. 212.40 lacs and as on 31.3.2014 was Rs. 378.00 lacs.

(ii) Variation in price earnings ratio as at the closing date of the current financial year and the previous financial year:

Price earnings ratio as on 31.3.2015 was 9.2 and as on 31.3.2014 was 1.14.

(iii) Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Not applicable since the Company has never come out with any public offer during the last 5 years.

No Variable component of remuneration was paid to any Director.

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

ANNEXURE III REMUNERATION POLICY:

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. PREAMBLE:

This Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read with the applicable Rules thereto and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time. This Policy has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations of the NRC.

II. OBJECTIVE:

The objective of the Policy is to ensure that:

(i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III. COMPLIANCE WITH APPLICABLE LAWS:

The procedure and limits for payment of remuneration under this policy shall be in accordance with provisions of (a) the Companies Act, 2013 read with Rules framed thereunder, (b) Listing Agreement with Stock Exchanges, (c) Articles of Association of the Company and (d) any other applicable law or regulations. In the absence of any of the above provisions, the procedure and limits shall be governed by the prevailing HR Policy of the Company.

IV. REMUNERATION TO NON-EXECUTIVE DIRECTORS:

(i) Sitting fees within the limits prescribed under the Companies Act, 2013 and rules framed thereunder for attending meetings of the Board and Committees thereof

(ii) Commission up to 1% of net profit as may be decided by the Board

(iii) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

V. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

i) Components:

Basic salary

Allowances

In kind (car, house, etc.)

Retirals

Reimbursements

Variable Pay

Stock Options

ii) Factors for determining and changing remuneration:

Factors:

Existing compensation

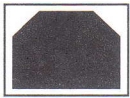
Qualification

Experience

Salary bands

Individual performance

Market benchmark



iii) Variable incentive pay (including Stock Options)

Factors:

Individual Performance Business/Company Performance
Grade Return on Assets
Performance Rating EBIDTA
Comparative performance with KMPs Operational Revenue
(YOY/Budget)
Return on Investments
HSE

Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

VI. REMUNERATION TO OTHER EMPLOYEES:

Components:

Basic Salary, Allowances, Retiral Benefits, such other perquisites and/or incentives and/or bonus and/or Variable Incentive Pay (including ESOP) based on factors as above, as may be decided by the Management from time to time as per HR Policy.

CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

In accordance with the provisions of Section 178(3) of the Act read with Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose are as under:

Criteria for determining qualifications, positive attributes and independence of a director:

I. QUALIFICATIONS:

(a) He/She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

(b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed thereunder and the Listing Agreement with Stock Exchanges.

II. POSITIVE ATTRIBUTES:

(a) He/She should be a person of integrity, with high ethical standard.

(b) He/She should be able to commit to his/her responsibilities and devote sufficient time and attention to his/her

professional obligation as a director.

(c) He/She should be having courtesy, humility and positive thinking.

(d) He/She should be knowledgeable and diligent in updating his/her knowledge.

(e) He/She should have skills, experience and expertise by which the Company can benefit.

(f) In respect of Executive/Whole time Director/Managing Director, in addition to I (a) & (b) and II (a) to (e) above, he/she should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented and ability to enhance reputation of the organization.

III. INDEPENDENCE:

In respect of an Independent director, in addition to I (a) & (b) and II (a) to (e) above, he/she should fulfill the criteria for being appointed as an Independent Director prescribed under section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of Clause 49 of the Listing Agreement as amended from time to time.

By the Order of the board of Directors of
Mahan Industries Limited

Date: : 31st August, 2015

Place : Ahmedabad

Chairman cum Managing Director
Yogendra Gupta



Annexure IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

STRUCTURE OF THE COMPANY

Mahan Industries Limited is basically a Investment Company and majority of its assets are financial assets and income is derived mainly from financial activity.

The company invests in middle market companies. It provides direct equity capital and debt and loans. The company may also invest in public companies that are thinly traded and may acquire investments in the secondary market.

STATE OF THE GLOBAL ECONOMY

The developments over the last year in major economies of the world have been very volatile. Further appreciation of Dollar is also one of the factor that the World economy is facing. World Economies like Greece continues to be one of the danger for euro zone countries. Further there is a decline in the Growth of China. The Growth of China GDP which was approximately 14% has fallen to 7%. Further the Climate in India continues to be challenging. Lending by the Bankers is very strict and rigid and as a result the Credit growth is very low. Further there is a high volatility in the Stock markets. However there is a decline in oil prices which is very positive for the development.

Overview of Developments In 2014 - 2015

During the year 2014 – 2015 the overall development continues to be challenging. There is a deep recession in the market. Further there is huge volatility in the stock markets, currency and commodity markets. Further high inflation and low growth continue to shed the markets and the investor sentiments continues to be poor. Pendency in clearance of infrastructure projects and environmental clearances contributes to more grave situation.

OPPORTUNITIES AVAILABLE

The globalization of India has given rise to new opportunities but it has also brought with it new challenges and responsibilities. It means that the global economy can no longer be viewed from a spectator's standpoint. During the fiscal year ended March 31, 2015, the credit markets offered periods of significant volatility and opportunity. Market liquidity increased and credit spreads tightened as Investors continued their search for yield amid a low interest rate environment. Decline in Commodity Prices can result in higher profits and disposable income of the people.

The Board of Directors foresees good response in coming future.

RISKS AND CONCERNS:

The Company's income is mainly from the Dividends and Interests that may be receivable on Investments held by it. Any adverse impact on the industries of which securities are held by the Company, also have a bearing on the performance of the Company itself. Any slowdown in the growth of Indian economy or future volatility in global financial market, could also adversely affect the business.

SEGMENT REPORTING :

The Company operates in a Single segment and hence segment reporting is not applicable to the Company.

INTERNAL CONTROL SYSTEMS:

The Company has a proper and adequate Internal Control System to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and those transactions are authorized, recorded and reported correctly.

The Company, in consultation with its Statutory Auditors, periodically reviews and ensures the adequacy of Internal Control Procedures for the orderly conduct of business and also includes a review to ensure overall adherence to management policies and applicable laws & regulations. The Company's internal audit team carries out extensive audits throughout the year, across all functional areas, and submits its reports to the Audit Committee of the Board of Directors.

On the Finance and Administrative side, the internal checks and balances are augmented by a formal system of internal and management audit. The Audit Committee of the Board reviews and will continue to review the adequacy and effectiveness of the internal control systems and suggest improvements for strengthening them.

HUMAN RESOURCES DEVELOPMENTS

During the year under review, the Company continued its emphasis on Human Resource Development as one of the critical area of its operation. Executives and officers of the Company having high potential in the field of Finance, Accounts, Marketing and Computer were regularly meet at the head office with a view to update their knowledge and to keep them abreast of the present scenario for meeting the challenges ahead.

The year witnessed recruitment of prominent, proficient and distinguished personnel at key positions in the organization. This search for the highest degree of intellectual capital to enrich our professional and technical milieu is perennial one at the company. The Company organizes periodical trainings to encourage and develop vital human resource. All the efforts are aimed to ensure develop and nurture the entrepreneurial attitude and skill among the employ.

Human capital continued to be recognized as the most valued asset. Your company is adequately managed with experienced professionals to take care of all operations and allied activities. The total number of employees are 4.

FORWARD LOOKING STATEMENTS

The Forward looking statements that address expectations or projections about the future, including the Company's strategy for growth, development, market position, expenditures and financial results, based on certain assumptions and expectations of future events. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements.

CAUTIONARY STATEMENT:

The statements, objectives and estimates provided in the said Management Discussion and Analysis are "forward looking statements" within the meaning of applicable securities laws and regulations which have been prepared in compliance with the requirements of the Companies Act, 2013, the Accounting Standards issued by the Institute of Chartered Accountants of India, the Listing Agreements and all other applicable rules and regulations. The actual performance may vary depending on the market fluctuations, changes in Government policies, rules and regulations change in economic conditions nationally as well as internationally.

By order of the Board of Directors
For, Mahan Industries Limited

Place : Ahmedabad
Date : 31st August, 2015

Yogendrakumar Gupta
(Chairman cum Managing Director)



Annexure V

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

Corporate Governance

"Good Corporate Governance encourages a trustworthy, moral, as well as an ethical environment."

The Corporate Governance is the framework of rules and practices by which Directors of the Company ensures accountability, fairness and transparency in a company's relationships with its stakeholders, which ensures strong and balanced economic development. This also ensures that the interests of all stakeholders are safeguarded and the organization fully recognizes its accountability towards all Shareholders. Framework of Corporate Governance consists of explicit and implicit contracts between the Company and its stakeholders for distribution of responsibilities, rights and rewards.

Corporate Governance refers to the way a corporation is governed. It is the technique by which Companies are directed and managed. It is an interaction between various participants to balance individual, economic and social goals.

Corporate Governance defines ways to take effective strategic decisions, improve efficiency and growth as well as enhance investor confidence.

Company's philosophy on Corporate Governance:

Company's corporate structure, business and disclosure practices have been aligned to its Corporate Governance Philosophy. The Company believes in system driven performance and performance oriented systems to formulate strategies and policies having focus on optimizing value for various stakeholders and to protect their interest.

The Company believes that good governance is a systematic process which enables the Company to operate in a manner that meets with the ethical, legal and business expectations and fulfils its social responsibilities. It also focuses on the need to provide a competitive return for its Investors. The Company has formulated best management practices to bring about an atmosphere of accountability.

The Company is in adherence to the provisions on Corporate Governance pursuant to Clause 49 of the Listing Agreement and aims at achieving not only the highest possible standards of legal and regulatory compliances, but also of an effective management.

A. Board Of Directors

The Board:

Board's efficiency depends on the overall performance of its functions, Board Composition and structure and the procedures followed by it. The primary responsibility of the Board of Directors is to protect the Shareholders' Assets and ensure that they receive a decent return on their Investments.

Composition and Category of Directors:

The Composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges. The Company has maintained optimum combination of Executive and Non-Executive Directors to ensure independent functioning.

As on March 31, 2015, the Company has Six Directors on the Board with an Executive Chairman. Of the Six Directors, three (i.e. 50%) are Non-Executive Independent Directors and three (i.e. 50%) are Executive Directors. None of the Directors on the Board, are Members of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors.

As on 31st March, 2015 the composition of the Board and category of Directors is as follows:

Name of Directors	Category	No. of Board Meetings attended	Attendance at last AGM
Mr. Lalit Sharma	Non Executive& Independent Director	5	Yes
Mr. Yogendrakumar Prabhudayal Gupta	Chairman/ Executive/ Managing director	5	Yes
Mr. Dattatrey Chandrakant Manik	Executive Director	5	Yes
Mr. Kalpesh Lalitbhai Trivedi	Non Executive& Independent Director	5	Yes
Mr. Chanakya Shukla	Non Executive& Independent Director	5	Yes
Mr. Bharatbhai Tapubhai Sanchala	Executive Director	1	No

The details in respect of Directors seeking appointment and reappointment is provided in the notice of annual general meeting.

Board Meetings details

Six Board meetings were conducted during the Financial Year ended 31st March, 2015 and the gap between two Board Meetings did not exceed four Months. The dates on which the said Meeting were held are as follows: 30th May, 2014, 14th August, 2014, 30th August, 2014, 30th September, 2014, 14th November, 2014 and 14th February, 2015.

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company. Necessary data is placed before the Board for the consideration. Notice alongwith the agenda is given to the Directors in the advance before the Board meeting.

INDEPENDENT DIRECTORS MEETING:

Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non independent directors and members of the management. During the year, One meeting of independent directors was held on 30th September, , 2014. Shri Lalit Sharma was unanimously elected as the Chairman of the Meeting of the Independent Directors. The Independent Director meeting was attended by Mr. Lalit Sharma, Mr. Chanakya Shukla and and Mr. Kalpesh Trivedi. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Other Directorship/Committee Positions as on 31st March, 2015

Name of Directors	In Public Limited Companies	Committee as Chairman	Committee as Member
Mr. Lalit Sharma	0	0	0
Mr. Yogendrakumar Prabhudayal Gupta	0	0	0
Mr. Dattatrey Chandrakant Manik	0	0	0
Mr. Kalpesh Lalitbhai Trivedi	1	0	0
Mr. Chanakya Shukla	0	0	0
Mr. Bharatbhai Tapubhai Sanchala *	1	0	0



Notes: Private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes. Only Audit committee and Shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

* As per the verification made on the website of the Ministry of Corporate Affairs, Mr. Bharatbhai Tapubhai Sanchala is a Director in Shukun Construction Limited. Shukun Construction Limited has not filed the annual accounts and annual returns for continuous period of three years. However due to declaration received from Mr. Bharatbhai Tapubhai Sanchala stating that he is not disqualified to act as a Director, he was reappointed as a Director in the Annual General Meeting for the year ended on 31st March, 2014.

COMMITTEES OF THE BOARD:

Functioning of Boards through committees result in enhanced quality of decisions taken with focused approach. Such committees assist the Board in discharging its responsibilities in a better manner. In compliance with the mandatory requirements under the Listing Agreement, and the applicable laws, the Board has constituted the following committees.

The Board has constituted III Committees namely;

- **Audit Committee**
- **Shareholders/Investors Committee**
- **Nomination and Remuneration Committee**

I. The Audit Committee :

The Board of Directors of the Company has constituted an audit committee pursuant to the provisions of Section 177 of the Companies Act, 2013 and in accordance with the Clause 49 of the Listing Agreement to ensure full compliance with all the relevant provisions including code of Corporate Governance.

The Audit Committee is comprising of 3 (three) Directors which are as under :

Name of Directors	Designation	Category	No. of Meetings attended
Mr. Kalpesh Trivedi	Chairman	Non Executive Independent Director	5
Mr. Lalit Sharma	Member	Non Executive Independent Director	5
Mr. Yogendrakumar Gupta	Member	Executive Director	5

The Committee met 5 times during the year ended 31st March, 2015 i.e. on 30th May, 2014, 14th August, 2014, 30th August, 2014, 14th November, 2014 and 14th February, 2015 and the time gap between the two meetings did not exceed four months. The necessary quorum was present for all the meeting. The Company has accepted all the recommendations of the audit committee.

The members of the committee are having financial and accounting knowledge. The committee carries out functions enumerated in the listing agreement and Section 177 of the Companies Act, 2013.

Pursuant to the provision of Section 177 of the Companies Act, 2013 and in accordance with the Clause 49 of the Listing Agreement your Company has constituted an audit committee in accordance with the provision of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The power of the audit committee, terms of reference and role of the audit committee are in conformity with the provision of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The members of the committee are having financial and accounting knowledge.

Representatives of Auditors are invited from time to time depending upon the requirement of the committee to attend the meeting.

The Minutes of the Audit Committee are placed before the next Board Meeting.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company to answer shareholders query.

a. Powers of Audit Committee

The audit committee shall have following powers:

- i) to investigate any activity within its terms of reference.
- ii) to seek information from any employee.
- iii) to obtain outside legal or other professional advice.
- iv) to secure attendance of outsiders with relevant expertise, if it considers Necessary.

b. Role of Audit Committee

The role of the Audit Committee shall include the following:

- 1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
- 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;



6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- c. Review of Information by Audit Committee**
- i. Management Discussion and analysis of financial condition and result of operations
 - ii. Statement of Significant related party transaction submitted by Management

- iii. Management Letters/Letters of Internal Control weakness issued by the Statutory Auditors
- iv. Internal Audit records relating to internal control weakness and
- v. The appointment removal and terms of remuneration of the Chief Internal Auditors shall be subject to review by the Audit Committee

The Audit Committee held discussions with the Auditors of the company concerning the financial reports of the company, internal control systems, and scope of audit and their observations. The Audit Committee also reviewed the quarterly, half-yearly and annual financial results of the company before submission to the Board, also on the "Limited review" of the quarterly accounts, matters relating to compliance of Accounting Standards, their observations arising from the Internal/ Annual Audit of the Company's accounts and other related matters.

II. The Shareholders/Investors Committee:

Pursuant to provision of Section 178 of the Companies Act, 2013 the Company has constituted Stakeholders Relationship Committee (also known as "The Shareholders/ Investors Grievance Committee) deals with the following matters:

- Noting Transfer/ Transmission of Shares
- Review of dematerialised/rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor Grievance Matters received from Investors, Stock Exchange, SEBI, ROC etc.
- All other matters related to shares.

Composition and Category of Directors:

Name of Committee Member	Designation in Committee	Category
Mr. Lalit Sharma	Chairman	Non Executive Independent Director
Mr. Kalpesh Trivedi	Member	Non Executive Independent Director
Mr. Manik Dattatrey	Member	Executive Director

Shareholders/Investors Committee Meetings Held:

In the financial year 2014-2015, the Committee met 4 times. The attendance of each Member at the said Meetings is stated below:

Name of Committee Member	No. of meetings attended
Mr. Lalit Sharma	4
Mr. Kalpesh Trivedi	4
Mr. Manik Dattatrey	4

The Share Transfer and Investors' Grievance Committee generally meets in every Quarter depending on the frequency of grievances / transfer / duplicate requests received from the Shareholders and to discuss a plan of action for the recourse to be taken by the Committee to resolve such issues on time.

III. The Remuneration Committee:

Pursuant to the provision of Section 178 of the Companies Act, 2013 and of Clause 49 of the Listing agreement the Company has constituted a Nomination and Remuneration Committee, which is also known as Remuneration Committee. It also identifies the persons who are qualified to become Directors and who may be appointed senior



management. It also recommends to the Board their appointment and removal and evaluate their performance. The remuneration committee is established to ensure that remuneration arrangements support the strategic aims of the business and enable the recruitment, motivation and retention of senior executives such as Managing Director and the Executive Director while complying with the requirements of regulatory and governance bodies, satisfying the expectations of shareholders.

The Remuneration Committee is entrusted with the power to determine Company's policy on specific remuneration packages, including pension rights and other compensation for executive Directors and other employees of our Company.

Composition and Category of Directors:

The Remuneration Committee comprises of 3 Non-Executive Independent Directors.

Name of Committee Member	Designation in Committee	Category
Mr. Kalpesh Trivedi	Chairman	Non Executive Independent Director
Mr. Lalit Sharma	Member	Non Executive Independent Director
Mr. Chanakya Shukla	Member	Non Executive Independent Director

During the year Mr. Yogendrakumar Gupta ceased to be a member of the Committee and Mr. Chanakya Shukla have become the member of the committee. During the year there was no proposal to increase the remuneration of any Director.

During the year the Company has paid gross remuneration of Rs. 260000/- to Mr. Dattatrey Chandrakant Manik (inclusive of Bonus of Rs. 20000/-).

GENERAL BODY MEETINGS:

1. GENERAL MEETING

a) Annual General Meeting

Financial Year	Day and Date	Type	Time	Location
2011-2012	Friday, 28th September, 2012	AGM	9.00 a.m.	3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006
2012 - 2013	Monday, 30th September, 2013	AGM	9.00 a.m.	
2013 - 2014	Tuesday, 30th September, 2014	AGM	9.00 a.m.	

a) Extraordinary General Meeting

No Extra Ordinary General meeting was held during the year 2011 – 2012 and 2012 – 2013 and 2013 - 2014.

1. Details of the Special Resolutions passed during the last three AGMs:

There were no Special Resolutions passed during the last three Annual General Meetings of the Company.

2. Postal Ballot:

During the year under review, no Postal Ballot was conducted as none of the Businesses proposed to be transacted required passing a special resolution through postal ballot.

DISCLOSURES:

• Related Party Transaction

During the year under review, there were no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.

• Disclosures By The Management

Disclosures of all the material, financial and commercial transactions stating personal interest that could result in a

conflict of interest have been made to the Board by The Management of the Company.

- **Compliances by the Company**

The Company has complied with all the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets hence there are no instances of non-compliances in any matter related to the capital market during the last three years.

- **Accounting treatment:**

The Company has followed the Accounting Standards as prescribed under Companies (Accounting Standards) Rules, 2006 during preparation of financial statements.

- **Code of conduct:**

The Company has adopted the code of conduct and ethics for all the Board Members and senior management of the Company. The said code has been circulated to all the members of the Board and senior management and they have affirmed their compliance with the code and a declaration to the extent signed by the Chairman of the Company appointed within the meaning of Clause 49 of the listing agreement has been annexed to the Annual Report of the company.

MEANS OF COMMUNICATION:

- **Financial Results**

Quarterly & Annual Results are published in prominent daily newspapers.

- **Annual Report**

Annual Report is circulated to all the Members and Auditors of the Company.

- **Intimation to the Stock Exchanges:**

The Company intimates the Stock Exchanges all price sensitive information or such other matters which in its opinion are material and of relevance to the Shareholders.

- **Training to Board Members**

The Board is equipped to perform its role of business assessment through inputs from time to time. Directors are fully briefed on all business related matters, risk assessment & minimization procedures, and new initiatives proposed by the Company. Directors are also updated on changes/ developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislation and economic environment.

CODE OF CONDUCT

The Board of Directors has already adopted the Code of Ethics and Business Conduct for the Directors and Senior Management personnel. This code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration given by the Managing Director is given below:

DECLARATION BY THE MANAGING DIRECTOR PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT

To,

The Member of Company,

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2014 – 2015."

For and on behalf of board

Place : Ahmedabad

Date : 31st August, 2015

YOGENDRA KUMAR GUPTA

(Chairman cum Managing Director)



GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting: Day and Date	Wednesday, 30th September, 2015.
Time	9:00 a.m.
VENUE	3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006.
Financial Year	1st April, 2014 to 31st March, 2015 (12 Months)
Book Closure Dates	28th September, 2015 to 30th September, 2015 (both days inclusive)
Listing on Stock Exchange	BSE Limited
Stock Code & Demat ISIN No.	Scrip code: 531515 ISIN: INE735D01033
Registrar and Transfer Agents	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhay Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri(E) Mumbai-400059
Address for Correspondence	Mahan Industries Ltd. 3rd Floor, D.K. House, Near. Mithakhali Underbridge, Ellisbridge, Navrangpura, Ahmedabad-380006.
Whether Management Discussion and Analysis Report is a part of Corporate Governance Report	Yes
Compliance Officer	Mr. Yogendrakumar Gupta, Managing Director
Plant Locations	Not Applicable
Any presentation made to the institutional investor and analyst	No
Is half yearly report sent to the shareholders	No

Financial Calendar

During the Financial year under review, the Board Meetings for approval of quarterly Un-audited financial results were held on the following dates.

Financial Reporting for the year 2014-15	Date of Board Meeting
Financial Reporting for the quarter ending 30/06/2014	14/08/2014
Financial Reporting for the quarter ending 30/09/2014	14/11/2014
Financial Reporting for the quarter ending 31/12/2014	14/02/2015
Financial Reporting for the quarter ending 31/03/2015	29/05/2015

The Tentative dates of the Board Meeting for consideration of the Financial results for the year ending 31st March, 2016

Financial Reporting for the year 2014-2015	Month of reporting
Financial Reporting for the quarter ending 30/06/2015	Second week of August, 2015
Financial Reporting for the quarter ending 30/09/2015	Second week of Nov, 2015
Financial Reporting for the quarter ending 31/12/2015	Second week of Feb, 2015
Financial Reporting for the quarter ending 31/03/2016	Last week of May, 2016

● Market Information

Monthly high and low price Data of the Company on BSE in comparison with BSE Sensex for the period commencing from 1st April, 2014 to 31st March, 2015:

On the basis of the data available from the BSE website the monthly high and low price of the Shares in comparison to BSE Sensex is as under:

Month and Year	Share Price of the Company		No. of Shares of Company traded	BSE SENSEX	
	High	Low		High	Low
April, 2014	1.1	0.57	26497	22939.31	22197.51
May, 2014	0.66	0.56	67468	25375.63	22277.04
June, 2014	1.34	0.57	224852	25725.12	24270.20
July, 2014	1.45	1.15	152363	26300.17	24892.00
August, 2014	1.13	0.8	396884	26674.38	25232.82
September, 2014	1.06	0.73	527998	27354.99	26220.49
October, 2014	0.88	0.66	219356	27894.32	25910.77
November, 2014	0.7	0.52	116451	28822.37	27739.56
December, 2014	0.89	0.72	24348	28809.64	26469.42
January, 2015	0.78	0.51	71187	29844.16	26776.12
February, 2015	0.59	0.42	12415	29560.32	28044.49
March, 2015	0.65	0.45	26320	30024.74	27889.02

● Distribution of the Shareholding as on 31st March, 2015

Shareholding of Nominal value of Rs.	No. of Shareholders	% of Shareholders Shareholders	No. of Shares	Amount (Rs.)	% of Holding
UPTO - 100	1379	32.99	90625	906250	0.26
101 - 500	1072	25.64	332906	3329060	0.92
501 - 1000	521	12.46	443641	4436410	1.23
1001 - 2000	352	8.42	547229	5472290	1.52
2001 - 3000	225	5.38	579147	5791470	1.61
3001 - 4000	100	2.39	364512	3645120	1.01
4001 - 5000	144	3.44	695883	6958830	1.93
5001 - 10000	182	4.35	1400340	14003400	3.89
10001 - 20000	82	1.96	1209145	12091450	3.36
20001 - 50000	61	1.46	1933758	19337580	5.37
50001 & Above	63	1.51	28402814	284028140	78.90
Total	4181	99.99	36000000	360000000	99.99

● Dematerialization of Shares

Pursuant to SEBI notification, trading in the Equity Shares of the Company is permitted only in Dematerialized form w. e. f. 5th July, 2002.



●Physical and Demat Shares as on 31st March, 2015

Particulars	No. of Shareholders	Shares	%
No. of Shares held by NSDL	1856	8808280	24.47
No. of Shares held by CDSL	1855	13999231	38.89
Physical Shares	470	13192489	36.65
Total		36000000	100

Other Disclosures :

(a) Whistle Blower Policy

In accordance with the requirements of the Act, read with Clause 49 of the Listing Agreement(s), the Company has a Whistle Blower Policy approved by the Board of Directors. The objectives of the policy are:

- To provide a mechanism for employees and directors of the Company and other persons dealing with the Company to report to the Audit Committee; any instances of unethical behavior, actual or suspected fraud or violation of the Company's Ethics Policy and
- To safeguard the confidentiality and interest of such employees/directors/other persons dealing with the Company against victimization, who notice and report any unethical or improper practices.
- To appropriately communicate the existence of such mechanism, within the organization and to outsiders. Whistle blower policy is available on website of the Company.

The Company confirms that no personnel has been denied access to the audit committee pursuant to the whistle blower mechanism

(b) Familiarisation Programme :

The Company has a detailed familiarization programme for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. The details of such programme are available on the website of the Company. The Company has laid down procedures to inform the Board Members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

Date: 31st August, 2015

Place: Ahmedabad

By the Order of the board

Yogendrakumar Gupta
Managing Director

CEO/ CFO CERTIFICATION

To
The Board of Directors,
Mahan Industries Limited.

I, Yogendra Kumar Gupta, Managing Director of **Mahan Industries Limited**, appointed in terms of Companies Act, 2013, hereby certify as follows :

I have reviewed Financial Statements and the Cash Flow Statement for the year ended on 31st March, 2015 and that to the best of my knowledge and belief, I State that;

A. (i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(ii) These Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have been taken or proposed to be taken to rectify these deficiencies.

D. I have indicated to the Auditors and the Audit committee,

(i) Significant changes in internal control over financial reporting during the year; Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the Financial Statement; and

(ii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

By order of the Board of Directors
For, Mahan Industries Limited

Place : Ahmedabad
Date : 31st August, 2015

Yogendrakumar Gupta
(Chairman cum Managing Director)



Auditor's Certificate on Corporate Governance

To

The Members

Mahan Industries Limited

We have examined the compliance of conditions of Corporate Governance by **Mahan Industries Limited** for the year ended on **31st March, 2015** as stipulated in **Clause 49** of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we verify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have examined that no investor grievances are pending for a period exceeding one month, as at **31st March, 2015**, against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For N B & ASSOCIATES

Chartered Accountant

FirmReg No. 137865W

NishilKhandhar

Partner

Membership No.: 157541

Place: Ahmedabad

Date: 31st August, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
MAHAN INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying Financial statements of **MAHAN INDUSTRIES LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

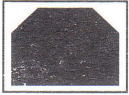
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the " Order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us , we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) the Balance sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) in our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) on the basis of the written representations received from the Directors as on 31st March 2015 are taken on record by the Board of Directors, none of the Director is disqualified as on 31st March 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements ;
 - ii. In our opinion and as per the information and explanation provided to us the Company has not entered into any long-term contracts including derivatives contract, requiring provision under applicable laws or accounting standards, for material foreseeable losses.
 - iii. the company is not required to transfer any amount to Investor Education and Protection Fund .

For, NB & Associates
Chartered Accountants
F.R.N.:- 137865w

Place : Ahmedabad
Date:- 27th May,2015

Nishil Khandhar
Partner
M.no:-157541

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of MAHAN INDUSTRIES LIMITED for the year Ended on 31st March, 2015, we report that:

- 1) (a) In our opinion and according to the information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) In our opinion, the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- 2) As the company has not purchased /sold goods during the year nor there is any opening stock, requirement of reporting on physical verification of stock or maintenance of inventory record, in our opinion does not arises.
- 3) The company has not granted any loans, secured or unsecured to the parties covered in the register maintained under Section 189 of the companies Act, 2013. Accordingly, clauses III (a) , (b) &(c) of the Order are not applicable.
- 4) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of shares, fixed assets and with regard to the sale of shares. During the course of our audit, no major weakness has been noticed in the internal controls.
- 5) The Company has not accepted any deposits from the public.
- 6) The central government has not prescribed the maintenance of cost records under section 148(1) of the Act , in respect of any of the company's shares and hence para 3(vi) of CARO 2015 is not applicable.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the dues of income tax, have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount Period to which (in Rs)	Forum where the amount relates	dispute is pending
Income Tax	Income tax	6,584,951/-	A.Y. 2006-07	CIT Appeal



- (c) the company is not required to transfer the amount of investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956)
- 10) The Company does have accumulated losses at the end of the financial year and has incurred cash losses in the financial year and in the immediately preceding financial year.
- 9) According to the records of the company the company has not borrowed from financial institutions or banks or issued debentures till 31st March, 2015. Hence in our opinion the question of reporting on defaults in repayment of dues to financial institutions or banks or debentures does not arise.
- 10) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 11) According to the records of the company the company has not taken any term loans during the year, hence comments under the clause are not Called for.
- 12) Based on the audit procedures performed and informations and explanations given by the management we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For , NB & Associates
Chartered Accountants
F.R.N.:- 137865w

Place : Ahmedabad
Date:- 27th May,2015

Nishil Khandhar
Partner
M.no:-157541

Balance Sheet As At 31 March, 2015

Particulars	Note No. Sche. No.	As at 31 March 2015 Amt (Rs)	As at 31 March 2014 Amt (Rs)
<u>EQUITY AND LIABILITIES</u>			
<u>1. Shareholders' Funds :</u>			
a) Share Capital	3	360,000,000	360,000,000
b) Reserves & Surplus	4	(220,140,540)	(212,303,363)
		139,859,460	147,696,637
<u>2. Share Application money pending allotment</u>		-	-
<u>3. Non-Current Liabilities :</u>			
a) Long Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		-	-
		-	-
<u>4. Current Liabilities</u>			
a) Short-term borrowings	5	43,500,411	112,062,637
b) Trade Payables		57,778	12,057,673
c) Other Current liabilities	6	192,254	311,027
		43,750,443	124,431,337
TOTAL		183,609,903	272,127,974
<u>ASSETS</u>			
<u>1. Non-Current Assets</u>			
a) Fixed Assets :			
(i) Tangible Assets	7	744,506	806,408
		744,506	806,408
b) Non-Current Investments	8	34,217,285	34,997,386
c) Long-Term Loans and Advance	9	59,426,611	49,483,267
2. Current Assets			
a) Current Investment	10	73,832,979	32,180,000
b) Short Term Loans and Advances	9	1,000,197	965,822
c) Trade Receivables	11	11,583,359	138,436,706
d) Inventories	12	2,368,554	15,014,191
e) Cash & Cash Equivalents	13	436,414	244,194
TOTAL		183,609,903	272,127,973
<u>Summary of Significant Accounting Policies</u>	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date attached herewith

For, NB & Associates
Chartered Accountants
ICAI FRN : 137865W

For, MAHAN INDUSTRIES LTD.

Nishil Khandhar
Partner
M.no:-157541
Place : Ahmedabad
Date : 27th May 2015

Director

Director



Profit & Loss Statement for the year ended 31st March 2015

Particulars	Note No.	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
INCOME			
Revenue from Operations	14	12,339,779	5,062,420
Other Income	15	1,005,837	2,288,203
Total Revenue (i)		13,345,617	7,350,622
EXPENDITURE			
Purchase	16	1,500,000	7,261,665
(Increase)/ Decrease in inventory	17	12,645,637	(636,600)
Employee Benefits Expense	18	477,928	482,630
Finance Cost	19	5,517,972	6,546,232
Depreciation	20	18,651	28,557
Other Expenses	21	791,309	805,510
Loss on Sale of Investments		188,045	19,299,900
Total Expenses (ii)		21,139,542	33,787,893
Profit / (Loss) before Tax [(i) - (ii)]		(7,793,925)	(26,437,271)
Tax expense:			
Current Tax		-	-
Current tax expenses related to previous year		-	6,700
		-	6,700
Profit/ (Loss) for the year		(7,793,925)	(26,443,971)
Basic earnings per share	23	(0.22)	(0.73)
Summary of Significant Accounting Policies	2		

The accompanying notes are an integral part of the financial statements
As per our report of even date attached herewith
For, NB & Associates
Chartered Accountants
ICAI FRN : 137865W

Nishil Khandhar
Partner
M.no:-157541
Place : Ahmedabad

For, MAHAN INDUSTRIES LTD.

Director

Director

Notes to Financial Statements for the year ended 31 March 2015

NOTE - 3 SHARE CAPITAL				
Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Amt (Rs.)	Number	Amt (Rs.)
Authorised Shares:				
Equity Shares of Rs. 10/- each	37,300,000	373,000,000	37,300,000	373,000,000
Issued				
Equity Shares of Rs. 10/- each	36,000,000	360,000,000	36,000,000	360,000,000
Subscribed & fully Paid up				
Equity Shares of Rs. 10/- each fully paid up	36,000,000	360,000,000	36,000,000	360,000,000
TOTAL	36,000,000	360,000,000	36,000,000	360,000,000
<p>The company has only 1 class of shares referred to as Equity shares having face value of Rs. 10 /- Each holder of Equity share is entitled to 1 vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of shares held by the shareholders. The details of shareholders holding more than 5% shares as at 31/03/2015 and 31/03/2014 is set out below.</p>				
Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	Number	% held	Number	% held
Venkateswara Capital Management Ltd	0	0.00%	4,800,000	13.33%
Viaggio Entertainment Pvt. Ltd.	4,500,000	12.50%	4,500,000	12.50%
Prabhudas Liladhar Private Limited	2,925,000	8.13%	-	-
The Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2015 & 31/03/2014 is set out below				
Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Amt (Rs.)	Number	Amt (Rs.)
Shares at the beginning	36,000,000	360,000,000	36,000,000	360,000,000
Addition	-	-	-	-
Deletion	-	-	-	-
Shares at the end	36,000,000	360,000,000	36,000,000	360,000,000



NOTE - 4 RESERVE & SURPLUS

Particulars	As at 31 March 2015	As at 31 March 2014
	Amt (Rs.)	Amt (Rs.)
Capital Reserve (On account of Capital Reduction Scheme in the year 2010-11)	9,000,000	9,000,000
Surplus/(Deficit) in the Statement of Profit and Loss Balance as per Last Financial Statement	(221,303,363)	(194,859,392)
Add : Profit for the year	(7,793,925)	(26,443,971)
Net Surplus/ (Deficit) at year end	(229,097,288)	(221,303,363)
other adjustment on account of depreciation	43,252	
TOTAL	(220,140,540)	(212,303,363)

NOTE - 5 SHORT TERM BORROWINGS

Particulars	As at 31 March 2015	As at 31 March 2014
	Amt (Rs.)	Amt (Rs.)
Loans from Others - Repayable on demand (Unsecured)	-	38,810,000
Loan from Related Party (Unsecured)	12,228,394	33,443,318
Loan from Finance Companies (Secured)	31,272,017	39,809,319
TOTAL	43,500,411	112,062,637

Loans from others & related party

The loans are interest free and repayable on demand

Loan From Finance Companies

Loan taken are under margin funding from the finance companies carries interest from 16.5% to 18 % (p.y.16.5 % TO 18 %)and the loan are repayable on demand. The loan is secured by pledge of shares.

NOTE - 6 OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2015	As at 31 March 2014
	Amt (Rs.)	Amt (Rs.)
Professional Fees Payable	40,532	40,450
Salary Payable	35,613	70,872
TDS Payable	116,109	199,705
TOTAL	192,254	311,027

NOTE NO. 7 TANGIBLE ASSETS

Cost of Valuation	OFFICE BUILDING	PLANT & MACHINERY	OFFICE EQUIPMENT	FURNITURE & FIXTURES	COMPUTER	TOTAL
As at 31 March 2013	954,322	38,300	235,488	504,436	834,820	2,567,366
Addition	-	-	-	-	-	-
Disposal	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-
As at 31 March 2014	954,322	38,300	235,488	504,436	834,820	2,567,366
Addition	-	-	-	-	-	-
Disposal	-	-	-	-	-	-
Other Adjustment	-	-	223,714	479,214	793,079	1,496,007
As at 31 March 2015	954,322	38,300	11,774	25,222	41,741	1,071,359
Depreciation	OFFICE BUILDING	PLANT & MACHINERY	OFFICE EQUIPMENT	FURNITURE & FIXTURES	COMPUTER	TOTAL
As at 31 March 2013	271,922	18,909	169,276	479,214	793,080	1,732,400
Charge for the year	15,555	1,819	11,186	-	-	28,561
Disposal	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-
As at 31 March 2014	287,478	20,728	180,462	479,214	793,080	1,760,960
Charge for the year	14,737	3,914	-	-	-	18,651
Disposal	-	-	-	-	-	-
Other Adjustment	-	-	180,462	479,214	793,080	1,452,756
As at 31 March 2015	302,215	24,642	-	-	-	326,855
NET BLOCK						
As at 31 March 2014	666,844	17,572	55,026	25,222	41,740	806,408
As at 31 March 2015	652,107	13,658	11,774	25,222	41,741	744,506
transfre to reserve(deduct)			43,252	-	-	



NOTE - 8 NON-CURRENT INVESTMENTS			As at 31 March 2015	As at 31 March 2014
Particulars			Amt (Rs.)	Amt (Rs.)
Trade Investments - (Valued at cost , unless stated otherwise)				
I) Quoted	2014-15	2013-14		
	No.of	No.of		
	Shares	Shares		
Investments in Equity Share				
DCM Ltd.	193,769	199,476	27,016,980	27,787,082
Jhonmeyers Granites Ltd.	10,000	10,000	1	1
Kanhaiya Foods Ltd.	2,900	2,900	1	1
Karan Fibers & Fabrics Ltd.	197,900	197,900	1	1
Sanguine Media Ltd.	720,000	720,000	7,200,000	7,200,000
Spenta Finance Ltd.	500	500	1	1
TOTAL (I)			34,216,984	34,987,086
II) Unquoted				
Investments in Shares				
D.K.Association	3	3	300	300
Charotar Housing Corporation	1	1,000	1	10,000
TOTAL (II)			301	10,300
TOTAL (I + II)			34,217,285	34,997,386
Aggregate amount of Quoted Investments (Market Value)			16,155,092	17,403,100
NOTE - 9 LOANS & ADVANCES				
Particulars	Long Term		Short Term	
	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Amt(Rs.)	Amt(Rs.)	Amt(Rs.)	Amt(Rs.)
(A) Deposits				
Unsecured , Considered Good	-	-	-	-
(A)	-	-	-	-
(B) Loans and Deposits				
Unsecured , Considered Good	55,389,959	45,446,615	-	-
(B)	55,389,959	45,446,615	-	-
(C) Other Loans & Advances				
(i) Advance Tax/ TDS Receivable	-	-	958,322	958,322
Less : Provision	-	-	-	-
Net Advance	-	-	958,322	958,322
(ii) Advance to Suppliers	440,343	440,343	-	-
(iii) STT of earlier years	3,596,309	3,596,309	-	-
(iv) Advance to Staff	-	-	41,875	7,500
(C)	4,036,652	4,036,652	1,000,197	965,822
TOTAL (A+B+C)	59,426,611	49,483,267	1,000,197	965,822

MAHAN INDUSTRIES LIMITED

NOTE - 10 CURRENT INVESTMENTS				
Particulars			As at 31 March 2015 Amt (Rs.)	As at 31 March 2014 Amt (Rs.)
Trade Investments - (Valued at Cost or NRV, whichever is lower)				
I) Unquoted	2014-15 No.of Shares	2013-14 No.of Shares		
Investments in Equity Shares				
Akshar Entertainment Pvt. Ltd.	-	320,000	-	32,000,000
A S Techno Build Pvt Ltd	86,630	-	8,749,630	-
RCM Infrastructure Ltd	535,290	-	45,499,824	-
JagmohanlalGupta Estate Pvt Ltd	4,990	-	2,504,980	-
Kalyan Toll Highways Pvt Ltd	1,406,330	-	14,203,933	-
Uyes Investment Pvt Ltd	25,910	-	1,274,772	-
V B Buildcon Pvt Ltd	19,720	-	1,419,840	-
Ujala Finstock Pvt. Ltd.	3,600	3,600	180,000	180,000
TOTAL			73,832,979	32,180,000

NOTE - 11 TRADE RECEIVABLES				
Particulars	Non Current		Current	
	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
A. Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured , Considered Good (A)	-	-	11,583,359	85,335,329
	-	-	11,583,359	85,335,329
B. Other Receivables				
Unsecured , Considered Good (B)	-	-	-	53,101,377
	-	-	-	53,101,377
TOTAL (A+B)	-	-	11,583,359	138,436,706

NOTE - 12 INVENTORIES			
Particulars		As at 31 March 2015 Amt (Rs.)	As at 31 March 2014 Amt (Rs.)
Shares		2,368,554	15,014,191
TOTAL		2,368,554	15,014,191



NOTE - 13 CASH AND CASH EQUIVALENTS

Particulars	Non Current		Current	
	As at 31 March 2015 Amt (Rs.)	As at 31 March 2014 Amt (Rs.)	As at 31 March 2015 Amt (Rs.)	As at 31 March 2014 Amt (Rs.)
Cash and Cash Equivalents				
Balances with Bank:				
in Current Accounts	-	-	17,746	17,915
Cash on Hand	-	-	418,668	226,280
	-	-	436,414	244,194
TOTAL	-	-	436,414	244,194

Contingent Liabilities

Income Tax demand for the Asst. Year 2001-02. :

The company has made an appeal to the CIT (A) against the order of ITO for assessment year 2001-02. The original demand of Rs.2,225,639/- was reduced to Rs. 46,490/- by the CIT (A), which was duly paid. But the department has filed an appeal in I.T.A.T. against this order; the appeal has been set aside by ITAT and is referred back to the CIT (A).

Income Tax demand for the Asst. Year 2006-07 :

The company has made an appeal to CIT(A) against the order for assessment year 2006-07. The original demand of Rs.65,84,951/-

NOTE - 14 REVENUE FROM OPERATIONS		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Sale of Shares	12,339,779	5,062,420
TOTAL	12,339,779	5,062,420

NOTE - 15 OTHER INCOME		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Dividend	880,059	1,034,703
Interest	-	289,400
Commission Income	-	550,000
Profit On Sale of Unquoted Investment	125,779	414,100
TOTAL	1,005,837	2,288,203

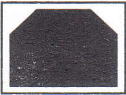
NOTE - 16 PURCHASE		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Purchase of Shares	1,500,000	7,261,665
TOTAL	1,500,000	7,261,665

NOTE - 17 (INCREASE)/ DECREASE IN INVENTORIES		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Inventory at the beginning of the year		
Shares	15,014,191	14,377,591
	15,014,191	14,377,591
Inventory at the end of the year		
Shares	2,368,554	15,014,191
	2,368,554	15,014,191
(Increase)/ Decrease in Stock	12,645,637	(636,600)

NOTE - 18 EMPLOYEE BENEFIT EXPENSES		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Director's Remuneration	240,000	240,000
Salary & Bonus	224,076	229,224
Staff Welfare	13,852	13,406
TOTAL	477,928	482,630

NOTE - 19 FINANCE COST		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Bank Charges	7,491	21,520
Interest on Margin Funding	5,491,570	6,482,611
Other Interest	18,910	42,101
TOTAL	5,517,972	6,546,232

NOTE - 20 DEPRECIATION AND AMORTISATION EXPENSES		
Particulars	31 March 2015 Amt (Rs)	31 March 2014 Amt (Rs)
Depreciation of Tangible Assets	18,651	28,557
TOTAL	18,651	28,557

**NOTE - 21 OTHER EXPENSES**

Particulars	31 March 2015 Amt (Rs.)	31 March 2014 Amt (Rs.)
Auditors Remuneration	44,944	44,944
Legal Exp	244,766	300,000
NSDL-CDSL Charges	117,978	112,360
Repairs & Maintenance	16,540	13,487
Rates & Taxes	33,547	27,703
Securities Transactions Tax	12,410	23,484
Service Tax	6,935	478
Miscellaneous Expenses	314,188	283,054
TOTAL	791,309	805,510

Miscellaneous Expense

Particulars	Amount	
	2015	2014
Advertisement	2,315	6,779
Books & Periodicals	-	335
Consultancy Exp	51,550	54,236
Conveyance	5,403	3,446
Electricity	19,465	12,691
Kasar & Vatav	2,070	4,820
Listing Fees	112,360	84,270
Internet Charges	7,602	9,618
Other Charges	704	680
Office Expense	4,850	17,019
Printing, Stationery & Postage	19,385	7,484
ShareTransfer, Demat, Stamping Exp	66,947	53,311
Stamp Duty	1,099	480
Transaction Charges	251	164
Telephone Expense	20,135	27,720
Debit credit balance w/off	53	
Total	314,188	283,054

MAHAN INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2014-15

PARTICULARS	31 March,2015 Amt (Rs)	31 March,2014 Amt (Rs)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	(7,793,925)	(26,443,971)
Non-cash adjustment to reconcile profit before tax to net cash flows	-	-
ADD: Depreciation	18,651	28,557
		-
Operating Profit before Working Capital Changes	(7,775,274)	(26,415,414)
Movement in Working Capital :		
Increase / (Decrease) in Trade Payables	(11,999,895)	(13,144,675)
Increase / (Decrease) in Provisions	-	-
Increase / (Decrease) in Other Current Liabilities	(118,773)	(1,800,535)
(Increase)/ Decrease in Trade Receivables	126,853,347	(63,540,212)
(Increase)/ Decrease in Inventories	12,645,637	(636,600)
(Increase)/ Decrease in Current Loans & Advances	(34,375)	(11,901)
-		
Cash generated from / (used in) operations	127,345,941	(79,133,923)
Income Tax Paid		
Net Cash Flow From / (Used in) Operating Activities(A)	119,570,667	(105,549,337)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of Non-Current Investments	780,101	20,000,000
Sale / Purchases of Current Investments	(41,652,979)	65,933,750
(Increase) / Decrease in Non Current Loans & Advances	(9,943,344)	41,399,927
Net Cash Flow From / (Used in) Investing Activities(B)	(50,816,222)	127,333,677
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Short Term Borrowings	(68,562,226)	(21,895,779)
Net Cash Flow From / (Used in) Financing Activities(C)	(68,562,226)	(21,895,779)
Net Increase/ (Decrease) in Cash & Cash Equivalent(A+B+C)	192,221	(111,439)
	244,194	355,632
Cash & Cash Equivalents at the end of the year	436,414	244,194

Notes: Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

As per our report of even date

For, NB & Associates
Chartered Accountants
ICAI FRN : 137865W

For, MAHAN INDUSTRIES LTD.

Director

Director

Nishil Khandhar
Partner
M.no:-157541
Place : Ahmedabad
Date : 27th May 2015

Place : Ahmedabad
Date : 27th May 2015



Notes to financial statements for the year ended 31 March, 2015.

1. Corporate Information

MAHAN INDUSTRIES LIMITED having registered office in Ahmedabad is a Gujarat based Public Limited Company incorporated under provisions of the Companies Act, 1956. The main business of the company is Investment, Trading in Shares & Securities. The company is also into textile business.

The Company is registered with RBI vide Reg. No.01-00247 dt.16.5.1998; as a Non deposit taking Non- Banking Finance Company (NBFC).

2. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which is, measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the companies (Accounting Standards) Rules , 2006 , the provisions of the companies ACT 2013(to the extent notified), the companies Act , 1956 (to the extent applicable), and guidelines issued by the securities and Exchange Board of the India (SEBI). Accounting policies have been consistently applied except where newly issued accounting standards is initially adopted or a version to an existing accounting standards requires a change in the policy hereto in use.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below:

2.1 Summary of significant accounting polices

a. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repaired maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit & loss when the asset is de recognized.

c. Depreciation on Tangible Fixed Asset

Depreciation on tangible fixed asset is calculated on Straight Line method considering the useful life prescribed under the Schedule II to The Companies Act, 2013.

d. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, will be classified as current investments. All other investments will be classified as non-current investments.

Long term investments are carried at cost. However, provision for diminution in value is to be made to recognize a decline, other than temporary, in the value of investments.

e. Inventories

The company accounts for the traded shares & securities remaining unsold at the end of the year as Inventory and the same are valued at cost or market value whichever is lower.

f. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from sales is recognized on the basis of delivery of shares & securities.

Dividend income is accounted on receipt basis.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest Income is included under the head "Other Income" in the statement of profit & loss.

Profit from sale of investments is recognized at the time of sale.

g. Income Tax

Tax expense comprises current tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted, at the reporting date.

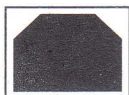
h. Provisions and Contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

i. Cash & Cash equivalents

Cash and cash equivalents comprise cash and balance with banks in current accounts. The company considers all highly



liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

23. EARNING PER SHARE:

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

Sr No	Particulars	Year ended	Year ended
		31-03-2015	31-03-2014
1	Net Profit / (Loss) attributable to shareholders	(77,93,925)	(26,443,971)
2	Weighted average no. of. Equity Shares	36,000,000	36,000,000
3	Basic Earning Per Share	(0.22)	(0.73)

24. RELATED PARTY TRANSACTIONS:

Name	Relationship	Nature of transaction	Amt (Rs)		Outstanding Balance(Rs)	
			2014-15	2013-14	2014-15	2013-14
Yogendra Kumar Gupta	Managing Director	Loan Taken	49,02,000	2,185,000	1,22,28,394	33,443,318
		Loan Repaid	2,61,16,924	36,605,000		
Manik Dattatreya	Key Managerial Personnel	Remuneration Bonus	240,000 20000	240,000	-	-

N B & Associates
Chartered Accountants
Firm Reg. No. 137865w

For, MAHAN INDUSTRIES LTD.

Nishil Khandhar
Partner
M.no:-157541

Director Director

Place : Ahmedabad
Date:27/05/2015

Place : Ahmedabad
Date:27/05/2015

MAHAN INDUSTRIES LIMITED

Registered Address : 3rd Floor, D.K. House,
Nr. Mithakhali Underbridge, Ahmedabad - 380006 Gujarat
Tel : 079 -30024897, Fax Nos. 079 - 26568789
www.mahan.co.in, Email address: mahanint@gmail.com
CIN : L91110GJ1995PLC024053

ATTENDANCE SLIP

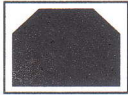
(To be presented at the entrance)

DP ID _____
Folio No. /Client ID _____

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company at 3rd Floor, D. K. House, Nr. Mithakhali Underbridge, Ahmedabad-380006 (Gujarat) on Wednesday, and 30th day of September, 2015 at 9.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013
read with Rule 19(3) of the Companies (Management and
Administration) Rules, 2014]

MAHAN INDUSTRIES LIMITED

Registered Address : 3rd Floor, D.K. House, Nr. Mithakhali Underbridge,
Ahmedabad - 380006 Gujarat

Tel : 079 -30024897, Fax Nos. 079 - 26568789

www.mahan.co.in, Email address : mahanint@gmail.com

CIN : L91110GJ1995PLC024053

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./ Client ID:

DP Id:

I/We being the member(s) of _____ shares of the above named Company hereby
appoint:

(1) Name: _____

Address: _____

E-mail Id: _____ or falling him;

(2) Name: _____

Address: _____

E-mail Id: _____ or falling him;

(3) Name: _____

Address: _____

E-mail Id: _____ or falling him;

MAHAN INDUSTRIES LIMITED

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Wednesday, 30th day of September, 2015 at 9.00 a.m. at the Registered office of the Company at 3rd Floor, D. K. House, Nr. Mithakhali Underbridge, Ahmedabad-380006 (Gujarat) and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	ORDINARY BUSINESS		
1	Consider and adopt Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors' thereon		
2	To Reappoint Mr. Dattatrey Chandrakant Manik (DIN No. 01825572) who retires by rotation and, being eligible, himself for Re-appointment.		
3	To appoint M/s. N B & Associates., (Firm Registrtrtion No. 137865W) in place of M/s. DJNV & Co., as Statutory Auditors of the Company and fixing their remuneration		
	SPECIAL BUSINESS		
4	To appoint Mrs. Hiralben Pravinkumar Kubavatas Independent Director of the Company		
5	To authorise Board of Directors to borrow money as per Section 180 (1) (c) of the Companies Act, 2013		
6	To authorise Board of Directors to create charge, mortgage or hypothecation etc as per Section 180(1)(a) of the Companies Act, 2013		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder _____

Signature of second proxy holder _____

Signature of third proxy holder _____

Book - Post

If undelivered please return to
MAHAN INDUSTRIES LTD.
3rd Floor D.K. House,
Nr. Mithakhali Under Bridge.
Ahmedabad - 380 006.