

## **NOTICE**

Notice is hereby given that **27<sup>th</sup> Annual General Meeting** of the Members of MAHAN INDUSTRIES LIMITED will be held on Tuesday, 21<sup>st</sup> day of September, 2021 at 11:00 A.M. at the registered office of the Company at 3<sup>rd</sup> Floor, D. K. House, Nr. Mithakhali – Under bridge, Ahmedabad-380006, Gujarat, India to transact the following business, the member can join the meeting virtually through Video Conferencing/ Other Audio Visual Means (VC/OAVM) as per MCA guide lines:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon and other documents required to be attached or annexed thereto.

**“RESOLVED THAT** the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon and other documents be and are hereby considered, approved and adopted.”

2. To re-appoint Mr. Yogendra Kumar Gupta (DIN: 01726701), Director of the Company, who liable to retires by rotation as Director and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Yogendra Kumar Gupta (DIN: 01726701), Managing Director of the company, who retires by rotation and being eligible for re-appointment, be and is hereby re- appointed as Managing Director of the Company and the same shall be liable to retire by rotation.

### **SPECIAL BUSINESS**

Approval for reduction of the capital of the Company under Section 66 and other applicable provisions of the Companies Act, 2013 and rules made thereunder;  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 66 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder (the “Act”), read with the Articles of Association of Mahan Industries Limited (“the Company”); and subject to the Approval by Stock Exchange and confirmation by the Hon’ble National Company Law Tribunal (“NCLT”); and such other approvals as may be required and subject to the terms and conditions and modifications, if any, as may be prescribed by the National Company Law Tribunal (“NCLT”) and any other appropriate authority while granting approval or confirmation, and which may be agreed to by the Board of Directors of the Company, the reduction of share capital by 3,24,00,000 (Three crore twenty four Lakhs) equity shares of face value INR 10 (Indian Rupees Ten) per equity shares held by promoter and Public Share holder, without payment of any consideration be done. The share capital of the company

after the reduction will be 3,60,00,000(Three Crore Sixty lakh) divided into 36,00,000 (Thirty Six lakh) equity shares of Rs 10 ( Rupees Ten) each.

FURTHER RESOLVED THAT Director's of the Company be individually and severally hereby authorized to provide the certified copy of this resolution to the appropriate authorities and also authorized to do all such things that are necessary for giving effect to the above resolution."

For and on behalf of Board of Directors of  
**Mahan Industries Limited**

Date : 25/08/2021  
Place : Ahmedabad

**Yogendra Kumar Gupta**  
Managing Director  
**DIN: 01726701**

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13<sup>th</sup> January, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 27<sup>th</sup> AGM of the Company is being held through VC / OAVM and physical attendance of Members to AGM venue is not required. The Members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the above mentioned MCA circular No. 14/2020 dated 8th April, 2020 and SEBI Circular dated 12th May, 2020 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.

5. Pursuant to the provision of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain close from 14/09/ 2021 to 21/09/2021 (both the days inclusive).
6. Brief resume of Directors proposed to be appointed/re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure to this Notice.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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. Shareholder holding shares in physical mode are requested to submit their KYC details as per SEBI guidelines.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Adroit Corporate Services Pvt. Ltd in case the shares are held in physical form.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider and convert their holdings into dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent for assistance in this regard.
11. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email IDs with the RTA, M/s Adroit Corporate Services Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section

136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 - 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website [www.mahan.co.in](http://www.mahan.co.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
14. The AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
15. **Voting through electronic means:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 27<sup>th</sup> Annual General Meeting (AGM) dated 21<sup>st</sup> September, 2021. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 18<sup>th</sup> September, 2021 at 9:00 A.M. and ends on 20<sup>th</sup> September, 2021 at 5 :00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Steps for to vote electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal

Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
5. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  7. Now, you will have to click on “Login” button.
  8. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders :**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to arvindg\_cs@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mahan.int@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to to mahan.int@gmail.com .

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. 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 13<sup>th</sup> September, 2021.
7. Shri Arvind Gaudana, Practicing Company Secretary or failing him Shri Bhavya Gaudana, Practicing Company Secretary, to act as the Scrutinizer to scrutinize the



e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

8. The Scrutinizer shall, after the conclusion of voting at the AGM, make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorised by him in writing, who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forth with.
9. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such vote cast through remote e-voting shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM through VC/OAVM, however such Member shall not be allowed to vote again during the AGM.
10. 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](http://www.mahan.co.in) and the Company will also request the NSDL to display the same on its website.
11. This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013 read with rule 20 of companies (Management and administration) rules, 2014 as per General circular no. 20/2014 and regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force with stock exchanges, as amended from time to time.

**EXPLANATORY STATEMENTS**  
**[Pursuant to Section 102 of Companies Act, 2013]**

The following explanatory statement sets out all material facts relating to various Business including Special Business of the accompanying Notice of the Annual General Meeting to be held on 21<sup>st</sup> September, 2021.

**SPECIAL BUSINESS.**

**ITEM NO. 3**

The proposed reduction of the Capital of Mahan Industries Limited (“the Company”) is being undertaken in accordance with the provisions of Section 66 of the Companies Act, 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and the rules made there under (the “Act”) and specifically the Hon’ble National Company Law Tribunal (Procedure for Reduction of Capital of Company) Rules, 2016 (“Reduction Rules”), which permits the Company to undertake a reduction of its share capital.

The Company has Paid Up Share Capital of 3,60,00,000 (Three Crore Sixty Lakh) Number of Share of Rs. 10/- (Rupees Ten each) aggregating Amount of Rs. 360,000,000/- (Rupees Thirty Six Crore Only).

The Company has accumulated loss at Rs . 32,71,63,365 at 31.03.2021 For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost is not continued to be shown on the face of balance sheet it is necessary to carry out reduction of capital of the Company

Upon the Scheme becoming effective, 3,24,00,000 (Three Crore Twenty Four Lakhs) equity shares of face value INR 10 (Indian Rupees Ten) per equity shares shall stand cancelled and extinguished held by promoter and Public Share holder shall be cancelled, with corresponding adjustment 32,40,00,000 from the accumulated loss.

The paid-up equity share capital of the Company as on the Effective Date shall become INR 3,60,00,000 (Three Crore Sixty lakh) divided into 36,00,000 (Thirty Six lakh) equity shares of Rs 10 ( Rupees Ten) each

The reduction of Capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.

The Scheme of Reduction of Share Capital is presented with a view to achieve Restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company.

The Scheme of Reduction of Share Capital will result in reflecting the financial statements at the actual values which would enhance shareholders value and Confidence

**PROPOSED SCHEME FOR  
REDUCTION OF SHARE  
CAPITAL  
OF  
MAHAN INDUSTRIES  
LIMITED  
WITH  
ITS SHAREHOLDERS AND  
CREDITORS**

**UNDER SECTION 66 READ WITH SECTION 52 AND OTHER  
APPLICABLE SECTIONS OF THE COMPANIES ACT, 2013 AND  
NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR  
REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016**

**PARTS OF THE SCHEME**

This Scheme is divided into the following Parts:

**Part A** deals with the Preamble and details of the Company.

**Part B** deals with Rationale and Salient Features of the Scheme

**Part C** deals with definitions;

**Part D** deals with the Reduction of share capital of the Company; and

**Part E** deals with the general terms and conditions applicable to the Scheme.

## **PART A : THE PREAMBLE AND DETAILS OF THE COMPANY.**

### **A PREAMBLE**

This scheme of selective reduction of share capital (“**Scheme**”) is presented under the provisions of Section 66 read with Section 52 and other relevant provisions of the Companies Act, 2013 (“**Act**”) read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 (“**Rules**”) for the reduction of equity share capital of Mahan Industries Limited (“**Company**”) as specified in this Scheme.

### **1. DETAILS OF THE COMPANY**

Incorporation of the Company

- (a) The Company was incorporated on January 02, 1995 in Ahmedabad under the provisions of the Companies Act, 1913, under the name ‘*Mahan Fin stock Limited*. Pursuant to effectiveness of Section 24 of the Companies Act, 1956, In 1997 Company has applied for change in name from *Mahan Fin stock limited* to *Mahan Industries limited*;
- (b) The registered office of the Company is at D.K House, 3<sup>rd</sup> Floor, Nr. Mitha-Khali Under Bridge, Navarangpura Ahmedabad-380006;
- (c) The corporate identity number of the Company is L91110GJ1995PLC024053.
- (d) The shares of the Company are listed on the BSE Limited,

(e) The Company is *inter alia* engaged in the business of trading investment, business of financial company, to undertake all types of leasing and hire purchase rental business relating to all kinds of machinery, plant equipment, ships, vehicles, air craft's, buildings, houses, Syndicate leasing or hire purchase business, to undertake bill discounting business, and to finance housing Business and to finance for working Capital.

#### Objects of the Company

The Memorandum of Association of the Company sets out *inter alia* the following objects:

To carry on business of trading investment, business of financial company, to undertake all types of leasing and hire purchase rental business relating to all kinds of machinery, plant equipment, ships, vehicles, air craft's, buildings, houses, Syndicate leasing or hire purchase business, to undertake bill discounting business, and to finance housing Business and to finance for working Capital

#### Capital Reduction and the Articles of Association of the Company

Article 8 of the Articles of Association of the Company authorizes the Company by special resolution to reduce its share capital in any manner. Article 8 of the Articles of Association of the Company for the sake of ready reference, is set out hereunder:

*“The Company may (subject to the provisions of Section 52, 55, 66 and any other provisions of the Act) from time to time by Special Resolution, reduce its capital and any Capital Redemption Reserve Fund or other premium account in any manner for the time being authorized by law.”*

## Share Capital

The share capital structure of the Company, as on March 31, 2021 is as under:

Share Capital	Amount (INR)
Authorized Share Capital 3,73,00,000 equity shares of INR 10 each	37,30,00,000
Total	37,30,00,000
Issued, Subscribed and Paid-up Share Capital 3,60,00,000 equity shares of INR 10 each	36,00,00,000
Total	36,00,00,000

## Financials

The key aspects with respect to the financial performance of the Company for the financial year ended March 31, 2021 are as summarized below:

Particulars	Financial Year ended March 31, 2021 (Amount in INR Crores)
Subscribed, Issued and fully Paid up Share Capital divided in to 3,60,00,000 of Rs. 10/- each	36,00,00,000
Accumulated Losses	(32,71,63,365)
Net Worth	3,28,36,635

## **Part B : RATIONALE AND SALIENT FEATUES OF THE SCHEME**

**2.** The background and reasons/ rationale, commercial justification of the proposed Scheme are as follows:

- (a) The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 readwith Section 52 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner, read with the Listing Regulations (*as defined hereinafter*) and the SEBI Circular (*as defined hereinafter*).
- (b) In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion program that has been considered for development would need huge amount of investment both in terms of equity as well as debt.
- (c) Continuous Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts. The Company has evaluated the effect of this upon the Company's functioning and has carefully examined different options available to the Company. After detailed deliberations, the Board of Directors of the Company is of the view that reduction of capital in accordance with section 66 of the Companies Act, 2013 readwith National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, is the only practical and economically efficient legal option available to the Company. In order

to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the company In accordance with Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.

- (d) The Scheme of Reduction of Share Capital is presented with a view to achieve Restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick Company.
- (e) Upon the Scheme coming into effect from the appointed date :  
By the effective date and after securing necessary approvals and permissions, accumulated losses of Rs. 32,71,63,365 ( Rupees Thirty Two crore Seventy one lac sixty three thousand three hundred sixty five ) will be set of to the extent of the share capital cancelled i.e. 90 % of Rs. 36,00,00,000 (Thirty Six Crore ) which will amount to Rs. 32,40,00,000 (Thirty Two Crore Forty Lacs) with effect from the appointed date.
- (f) With the aim of attracting a globally reputed player such as the Investor in the Company to meet its business objectives of the Company in the long run, the Company has agreed, subject to compliance with applicable laws, receipt of necessary regulatory approvals and allotment of the Subscription Shares to the Investor, to selectively reduce 324,00,000 (Three Crore Twenty Four Lacs) equity shares of face value INR 10 (Indian Rupees Ten) per equity shares held by promoter and Public Share holder, without payment of any consideration. ("**Capital Reduction**").
- (g) The Board of Directors of the Company in its meeting held on August 12, 2021, *inter alia*, provided an in-principle approval to consider reducing the share capital of the Company by such number of equity shares which is equal to the number of Subscription Shares, by cancelling and extinguishing 3,24,00,000 (Three Crore Twenty Four Lacs) equity shares of face value INR 10 (Indian Rupees Ten) per equity shares held by promoter and Public Share holder, without payment of any consideration.



- (h) The proposed reduction of equity share capital of the Company would not have any adverse effect on the creditors and employees of the Company or the Company's ability to fulfil its commitments or meet its obligations in the ordinary course of business as there is no payout resulting from the proposed capital reduction.
- (i) The reduction of capital in the manner proposed would be beneficial to all the shareholders of the Company as the same shall ensure that the total equity share capital of the Company remains unchanged even after the preferential allotment to the Investor.

## **PART C: DEFINITIONS**

### **3. DEFINITIONS**

For the purposes of this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings mentioned herein below:

- (a) **"Act"** means the Companies Act, 2013 and the rules, regulations, circulars and notifications issued there under, including without limitation the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, each as amended from time to time;
- (b) **"Board"** or **"Board of Directors"** means the board of directors of the Company including any duly constituted committee(s) thereof;
- (c) **"Capital Reduction"** means the selective 324,00,000 (Three Crore Twenty Four lacs) equity shares of face value INR 10 (Indian Rupees Ten) per equity shares held by promoter and Public Share holder, without payment of any consideration ;
- (d) **"Company"** means Mahan Industries Limited, a company incorporated under the Companies Act, 1913 having its registered office at D.K House, 3<sup>rd</sup> Floor, Nr. Mitha-Khali Under Bridge, Navarangpura Ahmedabad-380006;
- (e) **"Effective Date"** means the date on which the certified copy of the order passed by the NCLT sanctioning the Scheme and minute of reduction is filed with the Registrar of Companies, Ahmadabad
- (f) **"Ind AS"** means the Indian Accounting Standards prescribed under Section 133 of the Act;
- (g) **"Investor"** means Equity Shareholder of the Company;

- (h) **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (i) **“RoC”** means the Registrar of Companies, Ahmadabad;
- (j) **“Rules”** means National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, as amended from time to time;
- (k) **“SEBI Circular”** means the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time;
- (l) **“Scheme”** means this scheme of arrangement between the Company and its shareholders, pursuant to the provisions of Section 66 read with Section 52 and other applicable provisions of the Act, and rules made there under;
- (m) **“SEBI”** mean the Securities and Exchange Board of India;
- (n) **“Stock Exchanges”** means the stock exchanges where the equity shares of the Company are listed and are admitted to trading, viz, BSE Limited;
- (o) **“Tribunal”** or **“NCLT”** means the National Company Law Tribunal, Ahmadabad bench.
- (p) **“Record Date”** means the date to be fixed by Board of Directors for the reduction of share capital as per the scheme

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Exchange Board of India Act, 1992, Listing Regulations and other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modifications or re-enactment thereof from time to time.

## **PART D: BACKGROUND AND REDUCTION OF SHARE CAPITAL OF THE COMPANY**

### **4. Reduction of Share Capital of the Company :**

- 4.1 Upon effectiveness of the Scheme 3,24,00,000 (Three Crore Twenty Four Lacs ) equity shares will reduced and the share capital of the company will be 36,00,00,000 (Thirty Six Lakh And Ninety Five) equity shares of face value INR 10 (Indian Rupees Ten) equity shares held by promoter and Public Share holder, without payment of any consideration with the adjustment of loss of 32,40,00,000 (Rupees Thirty Two Crore Forty Lacs).
- 4.2 The Scheme seeks to reduce or otherwise alter the issued, subscribed and paid up share capital of the Company and the same will reduce as a result of the Scheme.
- 4.3 On the Effective date and after securing necessary approvals and permissions the Company shall reduce its fully paid up equity share capital from Rs. 36,00,00,000 (Thirty Six Crore) divided in to 3,60,00,000 (Three Crore Sixty lacs) Equity Shares of Rs. 10/- each to Rs. 3,60,00,000 (Three crore Sixty lacs) divided in to 36,00,000 (Thirty Six lacs) Equity share of Rs.10/- each. The accumulated losses of Rs. 32,71,63,365 ( Rupees Thirty Two crore Seventy one lac sixty three thousand three hundred sixty five ) will be set of to the extent of the share capital cancelled i.e. 90 % of Rs. 36,00,00,000 (Thirty Six Crore ) which will amount to Rs. 32,40,00,000 (Thirty Two Crore Forty Lacs) with effect from the appointed date.
- 4.4 The Company acting through the Board of Directors shall be empowered to advise the depository participant of the equity shareholders in dematerialized form, on the record date, the information of shareholding arising out of reorganization of capital pursuant to this Scheme, for substitution thereof or in lieu of the certificates of the equity shares held by them before such reorganization of capital.

4.5 Reduction and the consequent cancellation of the Equity Share Capital of the Company as hereinabove, shall be affected as per the provisions of Section 66 of the Act read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Act and Rules and Regulations made there under upon the Scheme becoming effective. The order of National Company Law Tribunal (NCLT) Ahmadabad Bench/Regional Director Western Region, Register of Companies or any other competent authority sanctioning the Scheme shall border under 66 of the Act read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 for the purpose of confirming the reduction. The reduction does not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

4.6 **RE-ORGANISATION OF PAID UP SHARE CAPITAL AND ITS IMPACT ON THE COMPANY**

The share capital of the Company before and after the Capital Reduction in terms of this Scheme shall be as under:

Particulars	As on date of approval of the Scheme by Board of Directors		Post Capital reduction in terms of this Scheme	
	Number of Equity shares	Amount(INR)	Number of Equity shares	Amount (INR)
<b>Authorized equity share Capital</b>	3,73,00,000	3,73,000,000	3,73,00,000	3,73,000,000
<b>Issued Subscribed Paid-up equity share capital</b>	3,60,00,000	3,60,000,000	36,00,000	3,60,00,000

- 4.7 Any fraction shares arising on account of reduction of Equity share Capital shall be rounded off to the nearest integer. For example share holder will hold 10.4 shares after reduction it shall be rounded off to 10 equity shares and 0.40 shall be ignored. However, if the shareholder holds 10.50 shares it shall be rounded off to 11 shares. Further, if a shareholder holds 10 or less than 10 shares as on the record date to be fixed by the Board then such shareholders shareholding will be reduced to one share, for example if Shareholders holds 10 shares after reduction of capital it shall be rounded off to 1 share, if they hold 9 shares after reduction of capital it shall be rounded off to 1 share, if they hold 1 shares after reduction of capital they shall continue to hold 1 share. For the purpose of rounding off, the promoters will offer their holdings for reduction to the nearest rounding off so that post reduction the equity share capital of the Company shall remain amount Rs. 3,24,00,000 (Three crore Twenty Four Lacs) consisting of 32,40,000 Thirty Two lacs forty thousand) fully paid up equity share of Rs. 10/- each.
- 4.8 The Company shall not be required to use the words “AND REDUCED” as part of its corporate name and such use is dispensed with.
- 4.9 The Capital Reduction and the consequent reducing equity share capital shall be effected as per the provisions of Section 66 read with Section 52 of the Act and other applicable provisions of the Act, rules (including the Rules) and regulations made there under upon the Scheme becoming effective.
- 4.10 The Capital Reduction does not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

4.11 Object/Benefits arising out of the scheme:

- The Company has incurred heavy losses in past and has an eroded net worth.
- The Scheme will enable the Company to overcome its financial difficulties and improve its working in the future.
- Once the Scheme is sanctioned it would enable the Company to share its future profits with its shareholders.
- The true financial statements of the Company would ensure the Company to attract new source of revenue and in turn enhancement of its Shareholder's value.
- The Scheme will help the growth of the Company, which will be in the interest of its employee, shareholders, the national and state exchequer and the society in general
- The scheme will facilitate the Company to expand and smoothen the business activities. The experience and expertise of the promoters will bring efficiency and professionalism in the management of the Company.

## **PART E : OTHER DISCLOSURES, GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME**

### **5. OTHER DISCLOSURES**

- 5.1 No investigations or proceedings have been instituted and are pending against the Company under the Act.
- 5.2 The Company has not accepted any deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Hence, the Company is not in arrears with respect to repayment of any deposits or interest thereon, as on the date of filing of this Scheme.
- 5.3 The Scheme will not have any adverse effect on any directors, key managerial personnel, promoters, non-promoter members, creditors and employees and depositors of the Company. The Company does not have any debenture holders. The Scheme will be in the best interest of all the stakeholders of the Company.
- 5.4 The benefits of the Scheme to the Company and its respective members, creditors and employees, as perceived by the Board of the Company are mentioned in Part B of the introduction of this Scheme (*Rationale of Scheme*).
- 5.5 The Capital Reduction will not cause any prejudice to the creditors of the Company as there will not be any reduction in the amount payable to the respective creditors. The liabilities with respect to payments due to the creditors will be discharged by the Company in accordance with the terms of their agreements with the Company, if any, or in the ordinary course of business, as the case may be. The Company has positive net worth and therefore the proposed Capital Reduction will not adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
- 5.6 The Capital Reduction will not have any adverse impact on the employees and workers of the Company in any manner and their service shall be continuous and they will continue to enjoy the same benefits as they used to before the Capital Reduction.

- 5.7 The Scheme does not in any manner alter, vary or affect the payment of any dues or outstanding amounts including all or any of the statutory dues payable or outstanding.
- 5.8 The Scheme does not envisage transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity.
- 5.9 The Scheme is merely a Capital Reduction and does not involve any conveyance or transfer of any property of the Company and does not involve any issue of shares. Consequently, the order of NCLT approving the Scheme will not attract any stamp duty.
- 5.10 Notwithstanding the Capital Reduction in pursuance to this Scheme and subject to the orders of the NCLT, the Company shall not be required to add the words “And Reduced” as a suffix.

## **6. COMPLIANCE**

- 6.1 The consent of the members of the Company for the Capital Reduction and this Scheme shall be obtained through a special resolution under the provisions of Section 66 of the Act and any other applicable provision.
- 6.2 The Scheme, if sanctioned, shall be fully in compliance of the Securities and Exchange Board of India Act, 1992, Listing Regulations and SEBI Circular.

## **7. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY**

Upon the Scheme becoming effective, effective 3,24,00,000 (Three crore twenty Four lacs ) equity shares of face value INR 10 (Indian Rupees Ten) per equity shares shall stand cancelled and extinguished held by promoter and Public Share holder shall be cancelled, with corresponding adjustment by way of Adjust to loss of 32,40,00,000 out of total loss of Rs. 32,71,63,365 as on 31-03-2021.



**8. MINUTE**

The Form of Minute proposed to be registered under Section 66(5) of the Act and Rule 6(2) of the Rules is as follows:

*“The issued, subscribed and paid-up capital of Mahan Industries limited is henceforth INR 3,60,00,000 (Indian Rupees Three Crore Sixty lakh) divided into 36,00,000 (Thirty Six lakh and Ninety Five) equity shares of INR 10 (Indian Rupees Ten) each reduced from INR effective 32,40,00,000 (Indian Rupees Thirty Two Crore Forty lacs) divided into 3,24,00,000 (Three crore twenty Four Lakhs) equity shares of INR 10 (Indian Rupees Ten) each .”*

**9. LEGAL PROCEEDINGS**

The Scheme will not affect any legal or other proceedings by or against the Company, pending or arising, but the proceedings may be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Company prior to the Scheme.

**10. CONDUCT OF BUSINESS BY COMPANY**

The Scheme does not involve any financial outlay / outgo and therefore, will not affect the ability or liquidity of the Company to meet its obligations / commitments in the normal course of business. Further, this Scheme will also not in any way adversely affect the ordinary operations of the Company during the course, or after the approval, of the Scheme.

**11. APPLICATION TO THE TRIBUNAL**

The Company shall make applications/petitions under Section 66 and other applicable provisions of the Act to the National Company Law Tribunal, Ahmadabad Bench for the sanction of this Scheme, minute of reduction and all matters ancillary or incidental thereto.

## **12. JUSTIFICATION OF THE SCHEME**

- a) The accumulated losses of the Company as on 31<sup>st</sup> March, 2021 which amounted to Rs. 32,71,63,365 has wiped off the entire net worth of the Company. The Company has been consistently running into losses and has substantial carried forward losses in its Financial Statements making it difficult for the Company to either raise new resources for expansion or for any modernization. The Company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed Scheme would enable the Company to show the actual financial position in its balance sheet to depict the representing assets value which in turn enable it to approach for financial assistance in order to develop its business and thereby decrease accumulated losses to enhance the stakeholder's value.
- b) In view of the above, the Company is seeking to reconstruct/restructure its capital by way of writing off its accumulated capital loss against the reduction of its—paid up capital which is not represented by available assets.

## **13. MODIFICATIONS/ AMENDMENTS TO THE SCHEME**

- 13.1 The Company will be at liberty to apply to the NCLT from time to time for necessary directions in matters relating to this Scheme or any terms thereof, in terms of the Act.

- 13.2 Subject to the provisions of the SEBI Circular, the Company through its Board, may assent to any modifications/ amendments to the respective section of this Scheme and/ or to any conditions or limitations, including such modifications/ amendments and/ or conditions or limitations that the Tribunal, the SEBI, the Stock Exchanges and/ or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Company, through its authorized representatives, be and is hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions, that may arise in relation to the meaning or interpretation of the respective sections of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or order of the Tribunal or any other authority or otherwise, howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.
- 13.3 All amendments / modifications to the scheme pursuant to this clause shall be subject to approval of National Company Law Tribunal, Ahmadabad Bench, Regional Director North-Western Region, Registrar of Companies or any other competent authorities.

#### **14. CONDITIONALITY OF THE SCHEME**

This Scheme is and shall be conditional upon and subject to:

- (a) the Scheme being approved by the members of the Company through special resolution and provided that the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it through e-voting in terms of Para 1(A)(9) of Annexure I of SEBI Circular
- (b) the Scheme being approved by the creditors of the Company as prescribed under the Act and/or as may be directed by NCLT and/or any other appropriate authority as maybe applicable;
- (c) the Company obtaining the observation letter / no-objection letter from the relevant Stock Exchanges for the implementation of the Scheme;

- (d) the Scheme being sanctioned by the Tribunal under Section 66 and any other applicable provision of the Act;
- (e) certified copy of the order of the Tribunal sanctioning this Scheme and the minute of reduction being filed with the RoC by the Company; and
- (f) the requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

## **15. EFFECT OF NON-RECEIPT OF APPROVALS**

- 15.1 In the event of any of the sanctions and approvals referred to in Para 14 above not being obtained and / or the Capital Reduction not being sanctioned by the Hon'ble Tribunal or such other appropriate authority, if any, this Capital Reduction shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Capital Reduction or as may otherwise arise in law and agreed between the relevant parties.
- 15.2 The Board of the Company shall be entitled to revoke, cancel and declare the Scheme or any part thereof to be of no effect and/ or to withdraw the Scheme or any part thereof and respective applications/ petitions filed with the Tribunal for any reason including if the Board is of view that the coming into effect of the Scheme or of any part thereof, in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on the Company or in case any condition or alteration imposed by the Tribunal or any other authority or entity is not on terms acceptable to them.

## **16. COSTS, CHARGES AND EXPENSES**

The Company shall bear all the costs, charges, taxes including duties, levies and all other expenses, if any arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto.



**17. LISTING OF SHARES**

Notwithstanding the reduction of capital of the Company in pursuance of this Scheme, the listing benefits of the Company, for the existing shares being issued in pursuance of this Scheme, on all or any of the Stock Exchange where the existing equity shares of the Company are listed may continue and the Company will comply with the applicable provisions of the Listing Agreement with the Stock Exchange for listing and trading of shares.

**18. MISCELLANEOUS**

Notwithstanding the reduction of the capital of the Company in pursuance of this Scheme, the Company shall not be required to add the words “And Reduced” to its name as the last words thereof

## ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

<b>Name of Director</b>	Mr. Yogendra Kumar Gupta
<b>DIN</b>	01726701
<b>Date of Birth</b>	01.02.1957
<b>Qualification</b>	Graduate
<b>Expertise in specific area</b>	Expertise in administration and accounting Matters
Date of first appointment in the current designation	02.01.1995
Shareholding in the Company	533454
Directorships	Mahan Industries Limited
Memberships/ Chairmanship of Committees of other companies	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	NIL
Number of Meetings of the Board attended	5
Details of remuneration last drawn	N.A.

For and on behalf of Board of Directors of  
**Mahan Industries Limited**

Date: 25/08/2021  
Place: Ahmedabad

**Yogendra Kumar Gupta**  
Managing Director  
**DIN: 0172670**