

Mawana Sugars Limited

(CIN: L74100DL1961PLC003413)

Registered Office: 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125

Phone No: 011-25739103, Fax No: 011-25743659

E-mail: corporate@mawanasugars.com, Website: www.mawanasugars.com



NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held as scheduled below:

Day : Monday
Date : 26.03.2018
Time : 10:00 A.M.
Place : Shriram Bharatiya Kala Kendra (Lawn)
1, Copernicus Marg, New Delhi-110001

to transact the following business :

SPECIAL BUSINESS:

1. 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 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to acquire the entire shares of Mawana Foods Private Limited by way of purchase of 91,78,987 fully paid up equity shares of face value of Rs.10/- each from its present holders Usha International Limited at its fair market value based on valuation done by an independent SEBI registered valuer provided that the total amount of acquisition shall not exceeds Rupees 25 crores (Rupees Twenty Five Crores).

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making the above investment, including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

By Order of the Board of Directors
For Mawana Sugars Limited
Sd/-

(Ashok Kumar Shukla)

Company Secretary

ACS-29673

Dated : February 20, 2018

Place : New Delhi

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. A PROXY FORM IS APPENDED WITH THE ATTENDANCE SLIP.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the EGM as set out in the Notice is annexed hereto.
3. In compliance of SEBI requirements, Mas Services Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form

and other related activities at the following address: Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, Phone No. : 011-26387281-83, Fax No. : 011-26387384, Website: www.masserv.com, E-mail: info@masserv.com

4. Members are requested to notify immediately any change in their address to Mas Services Ltd. quoting their folio numbers.
5. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
6. Members seeking any information with regard to proposed resolution are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
7. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
8. Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP).
9. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company/ Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.
10. Members are requested to please read the instructions/procedures on remote E-Voting carefully which is given on the back side of the Attendance Slip.
11. Route map to the venue of the EGM is appended to the Notice of EGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Sugar is the core business of the Company and there is a favourable opportunity to strengthen the retail business of sale of Sugar. Mawana Foods Private Limited (MFPL), a wholly owned subsidiary of Usha International Limited (UIL) has already established a decent market space in the retail business of sugar and it would make a perfect fit for the expansion of the business of the Company.

The Board of Directors in their meeting held on 20.02.2018 decided to acquire by way of purchase the entire fully paid up equity shares of face value of Rs.10/- each of Mawana Foods Private Limited from UIL, its present holders at its fair market value.

M/s Usha International Limited has got the valuation done from M/s SPA Capital Advisors Limited, an Independent SEBI Registered Valuer who has valued the equity shares of MFPL at Rs.27.05 per share. The Company had also independently got valuation of share from M/s RR Investor Capital Services Pvt. Ltd., a SEBI Registered Category-I Merchant Banker who has valued the share of MFPL @ Rs.25.74 per share. Copies of both valuation reports are available at the registered office of the company on each working day between 9.30 a.m. to 4.30 p.m. and shall also be available for inspection at the venue of the meeting.

UIL is agreeable to sell these shares only at Rs.27.05 per share. The Board of Directors of the Company has considered this matter and feel that the difference in two valuations being small, Company should purchase the entire equity of MFPL from the present holders at an agreed purchase price of Rs.27.05 per equity share (91,78,987 fully paid up equity shares of face value of Rs.10/- each) at a total consideration of Rs.24.83 crores.

Since, the investment to be made, by way of purchase of equity shares of MFPL exceeds the limits of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more, as provided under section 186 of the Companies Act, 2013, the Company proposes to obtain the prior approval of shareholders by means of a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out in the Notice for approval by the shareholders.

By Order of the Board of Directors
For Mawana Sugars Limited
Sd/-

(Ashok Kumar Shukla)

Company Secretary

ACS-29673

Dated: February 20, 2018

Place: New Delhi



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PROXY FORM

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

Folio No./DP ID/Client ID	No. of Share(s)
Name of Member(s):	
Registered Address:	

I/ We, being the Members(s), holdingshares of the above named company, hereby appoint:

1) Name Address:

Email ID Signature:or failing him/ her

2) Name Address:

Email ID Signature:or failing him/ her

3) Name Address:

Email ID Signature:

as my/ our Proxy to attend and vote (on a poll) for my/our and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 26th March, 2018 at 10.00 A.M at Shriram Bharatiya Kala Kendra (Lawn), 1, Copernicus Marg, New Delhi - 110001 and at any adjournment thereof in respect of such resolution as is indicated below:

Special Resolution No.	Resolution	Optional*	
		FOR	AGAINST
1.	Approval under Section 186 of the Companies Act, 2013 to make investment by way of purchase of 91,78,987 fully paid up equity shares of face value of Rs.10/- each of Mawana Foods Private Limited from its present holders Usha International Limited not exceeds Rupees 25 crores (Rupees Twenty Five Crores).		

Signed thisDay of 2018

Signature of Shareholder(s)



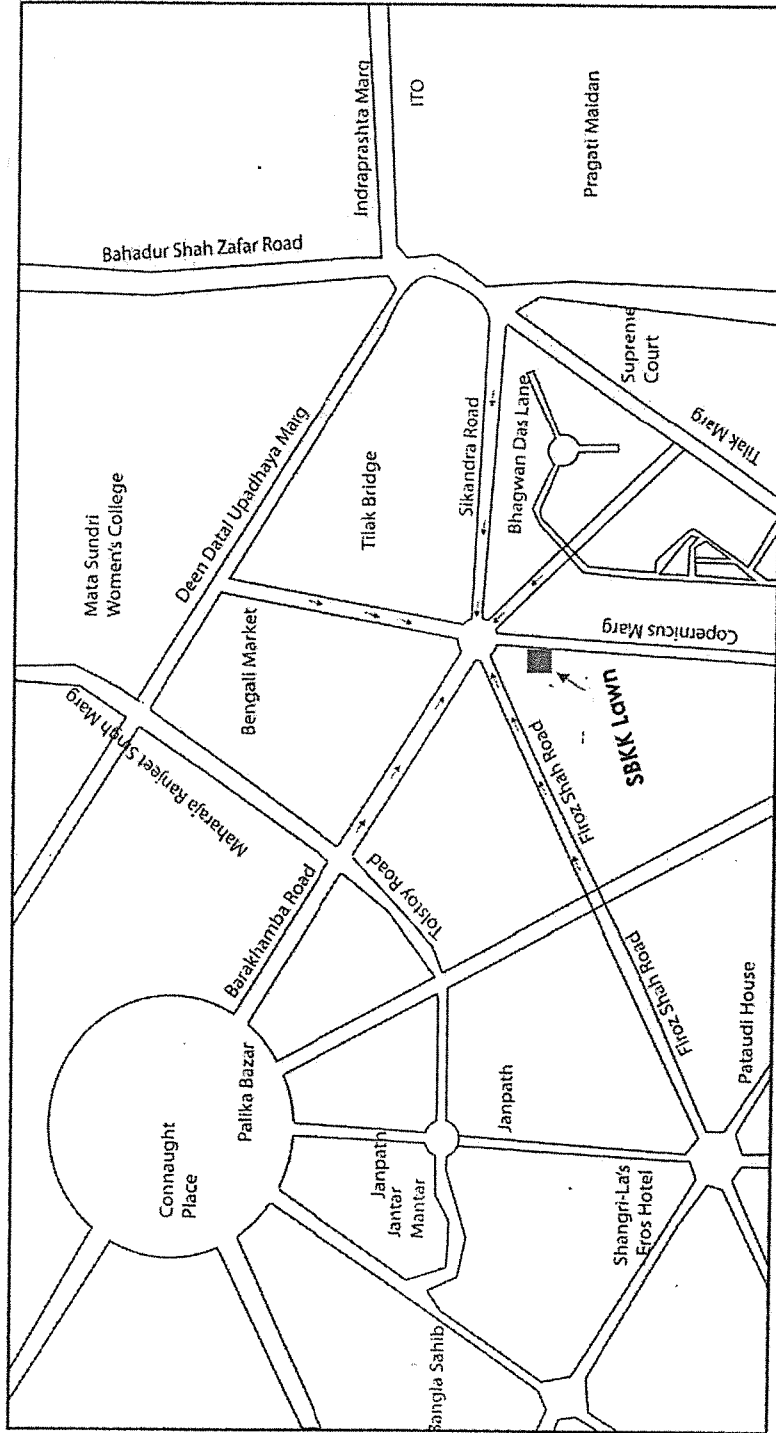
Email ID of Member.....

Signature of Proxy holder(s).....

- Note:
- This form of proxy in order to be effective should be duly completed and deposited at the Regd. office of the Company not less than 48 hours before the commencement of the Meeting.
 - For Resolution, Explanatory Statement and Notes, please refer to the Notice of EGM.
 - It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route map of the venue of the Extra Ordinary General Meeting

Shriram Bharatiya Kala Kendra (Lawn)
1, Copernicus Marg
New Delhi - 110001





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REMOTE ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN NO.	NO. OF SHARES

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 09:00 a.m. (IST) on March 23, 2018
End of remote e-voting	Upto 05:00 p.m. (IST) on March 25, 2018

The cut-off date (i.e. the relevant date) for the purpose of remote e-voting is March 19, 2018.

.....TEAR HERE.....



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ATTENDANCE SLIP

Regd. Folio No./DP ID - Client ID	
Name & Address of First/Sole Shareholder	
No of Shares held	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 26th March, 2018 at 10.00 a.m. at Shriram Bharatiya Kala Kendra (Lawn), 1, Copernicus Marg, New Delhi - 110001.

Signature of the Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

Instructions and other information relating to remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • AS MENTIONED OVERLEAF
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (A) The remote e-voting period commences on March 23, 2018 (9.00 a.m.) and ends on March 25, 2018 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the relevant date) of March 19, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) 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 cutoff date (i.e. the relevant date) of March 19, 2018.
- (D) M/s Nirbhay Kumar and Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (E) The results of the voting will be announced within forty-eight (48) hours after the conclusion of the meeting on Company's website at www.mawanasugars.com and communicated to the CDSL and stock exchanges.

Business Standard (English)
Delhi - 4.3.2018

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NOTICE OF EXTRA ORDINARY GENERAL MEETING AND REMOTE E-VOTING INFORMATION

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the members of the Company will be held on Monday, the 26th day of March, 2018 at 10.00 A.M. at Shriram Bharatiya Kale Kendra (Lawn), 1, Copernicus Marg, New Delhi - 110001 to transact the business as set out in the Notice along with explanatory statement pursuant to Section 102 of the Companies Act, 2013.

Notice convening the said EGM has been mailed/dispached through electronic mode (e-mail) to the members who have registered their e-mail ids with the Depository Participant(s)/Company/Registrar and Transfer Agent and to other members in permitted mode to their registered address. The Company has completed the dispatch as well as sending the e-mails of the Notice of EGM on 1.3.2018.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their rights to vote by electronic means. Members may cast their votes on electronic voting system from any place other than the venue of EGM (remote e-voting). The Company has engaged the services of M/s Central Depository Services (India) Limited (CDSL) to provide e-voting platform in this regard to the members of the Company. The Company shall also arrange for the voting by use of ballot or pooling paper at the EGM venue for the members who have not cast their vote through remote e-voting.

In this regard, the members are hereby further notified that:

1. The business as set out in the Notice of EGM may be transacted through remote e-voting.
2. The remote e-voting commences from 9.00 a.m. on 23rd March, 2018 and ends at 5.00 p.m. on 25th March, 2018. The e-voting module shall be disabled for voting at 5.00 p.m. on 25th March, 2018.
3. The voting rights of the members shall be in proportion to the equity shares held by them in the paid up share capital of the company on 19th March, 2018 (cut-off date). Any person who acquires shares of the company and become the member of the company after the dispatch of the Notice of EGM and holding shares as on the cut off date may cast his/her vote through remote e-voting by obtaining the Login-Id and Password by sending a request at e-mail to corporate@mawanasugars.com or info@masserv.com or sending a letter to the Company for exercising his/her vote electronically.
4. The facility for voting through ballot or polling paper shall be made available only to those members who are present at the EGM, but have not cast their votes by the remote e-voting facility.
5. The members are requested to opt for any one mode of voting i.e. either through e-voting or through polling process to be conducted at the EGM. If a member cast votes by both modes, then the voting done through a valid e-voting shall prevail and the voting through polling process conducted at the EGM shall be treated as invalid.
6. The cut-off date for determining the eligibility to vote remote e-voting or through ballot paper at the EGM is 19th March, 2018. A person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at EGM through ballot paper.
7. The Notice of the EGM is displayed on the website of the Company i.e. www.mawanasugars.com and on the e-voting website of the CDSL.
8. In case any queries or issues regarding e-voting, kindly 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.

By Order of the Board
For Mawana Sugars Limited
Sd/-

(Ashok Kumar Shukla)
Company Secretary

Place : New Delhi
Date : 03.03.2018

ACS-29673

विजनेस स्टैंड (हिन्दी)
दिल्ली - 5.3.2018

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4. The facility for voting through ballot or polling paper shall be made available only to those members who are present at the EGM, but have not cast their votes by the remote e-voting facility.
5. The members are requested to opt for any one mode of voting i.e. either through e-voting or through polling process to be conducted at the EGM. If a member cast votes by both modes, then the voting done through a valid e-voting shall prevail and the voting through polling process conducted at the EGM shall be treated as invalid.
6. The cut-off date for determining the eligibility to vote remote e-voting or through ballot paper at the EGM is 19th March, 2018. A person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at EGM through ballot paper.
7. The Notice of the EGM is displayed on the website of the Company i.e. www.mawanasugars.com and on the e-voting website of the CDSL.
8. In case any queries or issues regarding e-voting, kindly 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.

By Order of the Board
For Mawana Sugars Limited

Sd/-
(Ashok Kumar Shukla)
Company Secretary

Place : New Delhi
Date : 03.03.2018

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