



MANPASAND
BEVERAGES LTD.

30th September, 2019

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai- 400 001.
Security Code:- **539207**
ISIN:- **INE122R01018**

To,
The Listing Department,
National Stock Exchange of India Limited
5th Floor, "Exchange Plaza", Bandra-Kurla
Complex," Bandra (East), Mumbai-400 051.
Security ID:- **MANPASAND**
ISIN:- **INE122R01018**

Dear Sir/Madam,

Subject: Intimation under Reg. 30 SEBI (LODR), 2015 and Resignation of Directors of the Company.

With reference to the above subject, we would like to inform you that Mr. Dharendra Singh (DIN – 00626056), Promoter, Chairman and Managing Director of the Company has filed First Information Report (FIR) against Mr. Bharat Jayantibhai Patel, Mr. Hardik Bharatbhai Patel, Mr. Ajay Agrawal, Mr. Vishal Jariwala, Mr. Parsiva Murthy, Mr. Pawan Rathi, Mr. Vishal Sood under Section 120B, 420, 406 and 114 of Indian Penal Code, 1860 in the matter of Hostile takeover of Manpasand Beverages Limited, at the Bhadarva Police Station, Vadodara, Gujarat.

Resignation of Directors

Further, we would like to inform you that Mr. Bipin Rathod (DIN: 01780814), Mr. Uday Kamath (DIN: 07079399) and Mr. Jitendra Dhivare (DIN: 08502079) Directors of the Company have tendered resignation from the post of Director of the Company with



MANPASAND
BEVERAGES LTD.

Further, we would like to inform you that Mr. Bipin Rathod (DIN: 01780814), Mr. Uday Kamath (DIN: 07079399) and Mr. Jitendra Dhivare (DIN: 08502079) Directors of the Company have tendered resignation from the post of Director of the Company with immediate effect i.e. 30.09.2019. The Copies of resignation of said directors are attached for your kind consideration and record purpose.

We also like to inform you that the designation of Mr. Bipin Rathod (DIN: 01780814), Mr. Uday Kamath (DIN: 07079399) and Mr. Jitendra Dhivare (DIN: 08502079) in the Company are not Independent Directors of the Company but they are Nominee Directors (Directly/indirectly - Interested/concerned in M/s. Finquest Financial Solutions Private Limited) of the Company.

Kindly take note of the above.

For **Manpasand Beverages Limited**

Mr. Dharendra Singh
Chairman & Managing Director
DIN - 00626056

30th September 2019

From:

Bipin Motilal Rathod

Room No 26, Patel Wadi,

Nanda Patkar Road,

Vile Parle (East)

Mumbai 400 057

To:

The Board of Directors

Manpasand Beverages Limited

1768-1774/1, GIDC Estate

Savli Road

Vadodara 391775

Dear Sir,

Sub: Resignation from the Board of Directors

I have been member of the Board of the Company with effect from 11th July, 2019. Subsequent to my appointment, the company has convened Board of Directors meeting on 2nd August, 2019, 6th September 2019 and 12th September 2019. I am deeply concerned about the recent developments at the company and dismayed at the manner in which the current management is dealing with.

Being Chairman of Audit Committee, I have forwarded my observations vide letter dated 6th September 2019 (copy at attached) sent by me to the Board of Directors and the Stock Exchanges viz., NSE and BSE. Further, I am deeply shocked at the strategy adopted by the CMD to prevent us in participating in the Board of Directors meeting held on 12th September 2019. The chronological order of events has been captured vide letter dated 12th September 2019 (copy attached) and forwarded the same to the Board of Directors and the Stock Exchanges.

I here by tender my resignation from Board of Directors the Company with immediate effect.

Kindly acknowledge the receipt of this letter and do the needful.

With regards



Bipin Motilal Rathod

DIN: 06845495



MANPASAND
BEVERAGES LTD.

Date: 06.09.2019

To,
Listing Department,
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001
Security Code 539207

To,
Listing Department,
NSE Limited
5th Floor, "Exchange Plaza", Bandra Kurla
Bandra East, Mumbai 400 051
Security ID: MANPASAND

Dear Sir.

Sub: Outcome of Board Meeting held on 06.09.2019 of Manpasand Beverages Limited

Reg: Intimation under regulation 30 of SEBI (LODR) Regulation, 2015

The Board Meeting was Scheduled to be held at 1.30 p.m. at Mumbai, However at the request of the One of the Independent Director of the Board, it was rescheduled to 2.15 p.m.

The Meeting was convened at 2.13 p.m. and Attended by all Board members Except Mr. Abhishek Singh, a Whole Time Director.

Reference to the captioned subject, below mentioned Agend have been passed:

1. Appointment of a Shailika Soni, Company Secretary and Compliance officer and Nodal Officer under IEPF - Rules.

2. Appointment of a Forensic Auditor

The Board was informed by the newly appointed Statutory Auditor who filled up the casual vacancy caused by the resignation of erstwhile Auditors M/s. Mehra Goel & Co., that during the Audit process they have come across several discrepancies in the Books of Account particularly under Sales and Purchase, GST Returns, subsequent reversal of Sales by the suppliers, Capital Advances, Sundry Debtors and Sundry Creditors, Operating Expenses and non-availability of Bank statements and other relevant documents/data for conducting the statutory audit. The Auditors have expressed their suspicion on the said transactions to be "fraudulent" in nature, accordingly to ascertain the true and fair statement of the affairs of the company the board has decided to appoint an Independent Forensic Auditor for carrying out forensic audit for the period FY 2016-17, FY 2017-18 and FY 2018-19 to be completed within a period of 45 days.

Financial Solutions Pvt Ltd. who had Sanctioned Loan of Rs. 100 Crores to the company also have informed the board that an independent Study conducted by them have reiterated above findings as mentioned.

At this juncture the Chairman and Managing Director of the Company Mr. Dharendra Singh (DIN - 00626056) refused to continue as part of the meeting any

B. R. Rathi

Regd. Office : 1768-1774/1, GIDC Estate, Sayli Road, Vadodara - 391775. (Gujarat) Ph. No.: 91-2667-290290-291
CIN : L15549GJ2010PLC063283 E-mail : info@manpasand.co.in www.manpasand.co.in
Other Plants : Vadodara (Gujarat), Varanasi (Uttar Pradesh), Dehradun (Uttara Khand), Ambala (Haryana), Chittoor (Andhra Pradesh)

further. The members decided to take a break and reconvened the meeting around at 5.30pm.

The Meeting reconvened at 5.28 p.m. and Attended by all Board members Except Mr. Dharendra Singh, Mr. Abhishek Singh and Miss Bharti Naik. Miss. Shailika Soni, newly appointed Company Secretary also refused to be part of the meeting.

3. Call Option Agreement

The Board was informed by lender of the company i.e. Finquest Financial Solutions Pvt Ltd that they had entered into Call option Agreement dated 19.07.2019 with Mr. Dharendra Hansraj Singh (the Existing Shareholder and Promoter) and Manpasand Beverages Ltd. Upon the terms and conditions set out in the said Agreement, whereby the said Existing Shareholder Mr. Dharendra Hansraj Singh has agreed to irrevocably grant a Call Options on the Call Option Shares (2,53,65,000 Shares equivalent to 22.16% of the paid up Equity shares of the target Company- Manpasand Beverages Ltd.) to sell the same to and in favour of Finquest Financial Solutions Pvt Ltd.

The meeting was concluded at 06.02 pm.

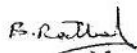
This Information is being submitted to the stock Exchange vide Email since the user ID and Log in ID is not available with the undersigned.

You are requested to take note of the same.

Thanking you,

Yours faithfully,

For, Manpasand Beverages Limited



Bipin Motilal Rathod
Independent and Non-Executive Director
DIN 06845495



12th September 2019

To,

1. Mr. Dharendra Hansraj Singh, CMD,
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat
2. Mr. Abhishek Dharendra Singh, WTD
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat
3. Mrs. Bharti Pratish Naik, Director
403, Sundram Tower, S-Cube Residency,
Behind Reliance Mall, Old Padra Road,
Vadodara – 390020, Gujrat
4. Mr. Paresh Thakkar, CFO
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat

Sir/Madam,

Sub: Manpasand Beverages Ltd - Board Meeting Scheduled on 12th September 2019 at 5 p.m.

1. Company circulated the notice of the Board Meeting vide email dated 12th September 2019 at 2.19 p.m. (copy at Annexure-I) without giving adequate notice period as required under the Company's Act. Agenda notes were not annexed.
2. The undersigned independent directors requested for Audio call conference facility vide email dated 12th September 2019 at (copy at Annexure-II)
3. Mr.Uday Kamat tried calling CMD, WTD and Mrs.Bharti Naik from mobile no. 9833168919 belonging to Mr.Jitendra Dhivare, independent director. The exact transcript is given in Annexure-III. Summary is as under:
 - a. Mr.Dhirendra Singh, CMD was contacted on his mobile no. 8527327308 at 5.09 pm who sought to know who is on the line. When Mr.Uday Kamat replied and asked about the status of the Audio call conference facility, CMD disconnected the call after saying hello, hello several times.
 - b. Mr.Abhishek Singh, WTD was contacted on his mobile nos. 9099062450 at 5.11 pm and 9099062442 at 5.12 pm. While the first number was switched off, the second number said all incoming calls were barred.
 - c. Mrs.Bharti Naik, Independent Director was contacted on her mobile no. 9824168785 at 5.15 pm. Surprisingly, she replied that she is at home and not aware of any Board Meeting scheduled. Mr.Naik said she will check the email and revert. The exact transcript is
4. At 5.28 pm, Mr.Bipin Rathod, independent director got a call from mobile no.8980015290 saying that Mr.Dhirendra Singh, Mr.Abhishek Singh and Mrs.Bharti Naik are present and the Board Meeting is about to start and requested us to join.

Regd. Office : 1768-1774/1, GIDC Estate, Savli Road, Vadodara - 391775 (Gujarat) Ph. No.: 91-2667-290290-291
CIN : L15549GJ2010PLC063283 E-mail : info@manpasand.co.in www.manpasand.co.in
Other Plants : Vadodara (Gujarat), Varanasi (Uttar Pradesh), Dehradun (Uttara Khand), Ambala (Haryana), Chittoor (Andhra Pradesh)

5. At 5.33 pm, the undersigned independent directors called on mobile no. 8980015290 for joining the meeting. Mr.Dhirendra Singh responded saying that the meeting got concluded and said will forward the minutes without giving any opportunity for us to participate in the meeting.

We express our dissatisfaction towards the unprofessional, unethical way the Board Meeting of the listed company viz., Manpasand Beverages Limited was conducted without allowing the independent directors to participate in the meeting and state that all the resolution passed, if any, at today's Board Meeting are null and void and bad in the law.

We are forwarding a copy of this letter to all the existing bankers of Manpasand Beverages Limited not to act on any of the resolution passed, if any, in today's meeting.

Thanking you,

Yours Faithfully,

For, Manpasand Beverages Limited

 Jitendra Vasant Dhivare	 Uday Jayavanth Kamath	 Bipin Motilal Rathod
DIN 08502079	DIN 07079399	DIN 06845495

Bipin Rathod

From: complianceofficer <complianceofficer@manpasand.co.in>
Sent: Thursday, September 12, 2019 2:19 PM
To: manpasandmangosip; Abhishek Singh; Bipin Rathod; bharti; Jitendra Dhivare; Uday Kamat
Cc: paresh.thakkar1
Subject: NOTICE OF THE BOARD MEETING
Attachments: BM Notice 12.09.2019.doc

Dear All

Please find attached herewith the notice of Board meeting.

Manpasand Beverages Ltd, Vadodara, India

12 September, 2019

NOTICE OF THE BOARD MEETING

NOTICE is hereby given that Meeting of the Board of Directors of the Company is scheduled to be held on, Thursday, the September 12, 2019 at 5pm, at 2nd Floor, Saffron Tower, Vadodara, Gujarat, to transact the business as set out in the enclosed agenda with shorter notice.

The Audio/Video call conference facility is available throughout the said Board Meeting. The Director who wish to participant the said meeting via, audio/video call conference is requested to give confirmation, to the Company Secretary on his email ID:- complianceofficer@manpasand.co.in with advance notice by two hours of the said Board Meeting.

You are requested to make it convenient to attend the meeting.

For and on behalf of
Manpasand Beverages Limited

Encl: Agenda

To:

- Mr. Dharendra Singh - Chairman & Managing Director
- Mr. Abhishek Singh - Whole Time Director
- Mrs. Bharti Naik - Director
- Mr. Bipin Rathod - Additional Director
- Mr. Uday Kamath - Additional Director
- Mr. Jitendra Dhivare - Additional Director

Other Invitee

- Mr. Paresh Thakkar, Chief Financial Officer

**AGENDA FOR THE BOARD MEETING SCHEDULED TO BE HELD ON WEDNESDAY,
SEPTEMBER 12, 2019 AT 2ND FLOOR, SAFFRON TOWER, VADODARA, GUJARAT.**

Sr. No.	Agenda Items
1	To withdraw the debit freeze instruction of all the existing bank accounts of the Company passed through circular resolution.
2	Addition of Authorized Signatory in IDBI Bank account held in the name of Company along with change in net banking authorities.
3	Any other business with the permission of the Chair.

Bipin Rathod

From: Bipin Rathod
Sent: Thursday, September 12, 2019 2:58 PM
To: complianceofficer@manpasand.co.in; manpasandmangosip; Abhishek Singh; bharti; Jitendra Dhivare; Uday Kamat
Cc: paresh.thakkar1
Subject: RE: NOTICE OF THE BOARD MEETING

Dear All

I shall be attending the meeting. So kindly send us details for Audio conference.

Bipin Rathod.

From: complianceofficer <complianceofficer@manpasand.co.in>
Sent: Thursday, September 12, 2019 2:19 PM
To: manpasandmangosip <manpasandmangosip@gmail.com>; Abhishek Singh <abhishek.singh@manpasand.co.in>; Bipin Rathod <brathod@finquestonline.com>; bharti <bharti@bhartinaik.com>; Jitendra Dhivare <jdhivare@finquestonline.com>; Uday Kamat <ukamat@finquestonline.com>
Cc: paresh.thakkar1 <paresh.thakkar1@manpasand.co.in>
Subject: NOTICE OF THE BOARD MEETING

Dear All

Please find attached herewith the notice of Board meeting.

Manpasand Beverages Ltd, Vadodara, India

1. Telephonic conversion between Uday Kamath (Independent director) and Dharendra Singh, CMD as mentioned below:

Dhirendra Singh, CMD: Hello

Uday Kamath (Independent director) : Hello

Dhirendra Singh, CMD: Hanji

Uday Kamath (Independent director) : Dharendraji.....

Dhirendra Singh, CMD: Aap kaun?

Uday Kamath (Independent director): Uday bol raha mai.....Uday Kamath...wo

Dhirendra Singh, CMD: Hello

Uday Kamath (Independent director): wo.....Conference

Dhirendra Singh, CMD: Hello.....

Uday Kamath (Independent director): ha..... Conference ke details nahi aaye hai.

Dhirendra Singh, CMD: Hello hello

Uday Kamath (Independent director) : Ha hello....Dharendraji.....

Dhirendra Singh, CMD Hello.....

Call disconnected by Dharendra Singh, CMD

2. Telephonic conversion between Uday Kamath (Independent director) and Bharati Naik, Director as mentioned below: 17.15

Uday Kamath (Independent director) : Bharatiiji.....this is Uday here..Uday Kamath

Bharati Naik, Director : Uday Kamat...!

Ya

I wanted to.... Know... the conference call numbers details....where can I calling to join the conference call that was scheduled today

Bharati Naik, Director: Conference call today....? is it scheduled..? I don't Know...!

Board Meeting ? the board meeting is there na today it was schedule at 5 o'clock you would have received the mail....you marked in that mail that I marked

Bharati Naik, Director: Aa... aa.. ascha...

I was wondering....

Bharati Naik, Director: Aa yaa

Because I did not get the numbers that I talked with

Bharati Naik, Director: Acha No I have not check the mail....let me check my email first....is the board meeting today ?

Uday Kamath (Independent director): You are not there meeting?

Bharati Naik, Director: No..I am not there right now

Bharati Naik, Director: Am I there in the email address?

Uday Kamath (Independent director) : Ya... you are ...that's why I calling you.

Uday Kamath (Independent director): Other peoples are not....the phones are not reachable

Bharati Naik, Director: Ascha

Uday Kamath (Independent director): they are not pick up the phone

Bharati Naik, Director: Ascha....Ascha...find out I am at my home and not checked my mail yet

Uday Kamath (Independent director): Ok...can you check with them and let me know ?

Bharati Naik, Director: I let you know

Uday Kamath (Independent director): Thank you

Bharati Naik, Director: Ya

Uday Kamath (Independent director): I wait for your call

Bharati Naik, Director: Ya ya

Call ended

3. Telephonic conversion between Bipin Rathod (Independent director) and Dhirendra Singh, CMD as mentioned below: 17.34

Bipin Rathod (Independent director): Hello....

Dhirendra Singh, CMD: hello

Bipin Rathod (Independent director): Dhirendraji Bipin Bol raha Hu

Dhirendra Singh, CMD: ha Ji hum to nikal gaya hu complet ho gaya na ... do hi agenda the

Aap ne kaha ki aap aavoge....

Are sir hum kabase try kar rahai hai phone not reachable aa raha hai

Dhirendra Singh, CMD: Ha.....barish ho rahi hai ya ha pe sub.....

Bipin Rathod (Independent director): Sir do minutes?

Dhirendra Singh, CMD: Call to laga tha aap ruke nahi aur chale gaye...

Bipin Rathod (Independent director): Sirji do minute mai do agenda kaise discuss hoga ye ? surprising sir

Dhirendra Singh, CMD: Are 2 minutes nahi 5 minutes ho gaya 2 hi agenda the

Bipin Rathod (Independent director): Maine aapako mail bhi dala tha ki mereko contact detail bhej digiye

Dhirendra Singh, CMD: Ha to esiliye aapako lagaya call pe ab aapako details hum sara bhej denge ...

Bipin Rathod (Independent director): Aare sir?

Dhirendra Singh, CMD: aapako details hum sara bhej denge

Dhirendra Singh, CMD: thank you very much

Call disconnected by Dhirendra Singh, CMD

30th September 2019

From:

Jitendra Vasant Dhivare

707/6, Panvelkar Aqua Marine,
B Cabin Road, Ambernath East
Thane 421501

To:

The Board of Directors

Manpasand Beverages Limited

1768-1774/1, GIDC Estate
Savli Road
Vadodara 391775

Dear Sir,

Sub: Resignation from the Board of Directors

I have been member of the Board of the Company with effect from 11th July 2019. Subsequent to my appointment, the company has convened Board of Directors meeting on 2nd August 2019, 6th September 2019 and 12th September 2019. I am deeply concerned about the recent developments at the company and dismayed at the manner in which the current management is dealing with.

I concur with the views expressed vide letter dated 6th September 2019 (copy at attached) sent by Mr. Bipin Motilal Rathod to the Board of Directors and the Stock Exchanges viz., NSE and BSE. Further, I am deeply shocked at the strategy adopted by the CMD to prevent us in participating in the Board of Directors meeting held on 12th September 2019. The chronological order of events has been captured vide letter dated 12th September 2019 (copy attached) and forwarded the same to the Board of Directors and the Stock Exchanges.

I here by tender my resignation from the Board of Directors of the company with immediate effect.

Kindly acknowledge the receipt of this letter and do the needful.

With regards



Jitendra Vasant Dhivare
DIN: 08502079



12th September 2019

To,

1. Mr. Dharendra Hansraj Singh, CMD,
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat
2. Mr. Abhishek Dharendra Singh, WTD
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat
3. Mrs. Bharti Pratish Naik, Director
403, Sundram Tower, S-Cube Residency,
Behind Reliance Mall, Old Padra Road,
Vadodara – 390020, Gujrat
4. Mr. Paresh Thakkar, CFO
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat

Sir/Madam,

Sub: Manpasand Beverages Ltd - Board Meeting Scheduled on 12th September 2019 at 5 p.m.

1. Company circulated the notice of the Board Meeting vide email dated 12th September 2019 at 2.19 p.m. (copy at Annexure-I) without giving adequate notice period as required under the Company's Act. Agenda notes were not annexed.
2. The undersigned independent directors requested for Audio call conference facility vide email dated 12th September 2019 at (copy at Annexure-II)
3. Mr.Uday Kamat tried calling CMD, WTD and Mrs.Bharti Naik from mobile no. 9833168919 belonging to Mr.Jitendra Dhivare, independent director. The exact transcript is given in Annexure-III Summary is as under:
 - a. Mr.Dhirendra Singh, CMD was contacted on his mobile no. 8527327308 at 5.09 pm who sought to know who is on the line. When Mr.Uday Kamat replied and asked about the status of the Audio call conference facility, CMD disconnected the call after saying hello, hello several times.
 - b. Mr.Abhishek Singh, WTD was contacted on his mobile nos. 9099062450 at 5.11 pm and 9099062442 at 5.12 pm. While the first number was switched off, the second number said all incoming calls were barred.
 - c. Mrs.Bharti Naik, Independent Director was contacted on her mobile no. 9824168785 at 5.15 pm. Surprisingly, she replied that she is at home and not aware of any Board Meeting scheduled. Mr.Naik said she will check the email and revert. The exact transcript is
4. At 5.28 pm, Mr.Bipin Rathod, independent director got a call from mobile no.8980015290 saying that Mr.Dhirendra Singh, Mr.Abhishek Singh and Mrs.Bharti Naik are present and the Board Meeting is about to start and requested us to join.

5. At 5.33 pm, the undersigned independent directors called on mobile no. 8980015290 for joining the meeting. Mr.Dhirendra Singh responded saying that the meeting got concluded and said will forward the minutes without giving any opportunity for us to participate in the meeting.

We express our dissatisfaction towards the unprofessional, unethical way the Board Meeting of the listed company viz., Manpasand Beverages Limited was conducted without allowing the independent directors to participate in the meeting and state that all the resolution passed, if any, at today's Board Meeting are null and void and bad in the law.

We are forwarding a copy of this letter to all the existing bankers of Manpasand Beverages Limited not to act on any of the resolution passed, if any, in today's meeting.

Thanking you,

Yours Faithfully,

For, Manpasand Beverages Limited

Jitendra Vasant Dhivare	Uday Jayavanth Kamath	Bipin Motilal Rathod
DIN 08502079	DIN 07079399	DIN 06845495

Annexure-1

Bipin Rathod

From: complianceofficer <complianceofficer@manpasand.co.in>
Sent: Thursday, September 12, 2019 2:19 PM
To: manpasandmangosip; Abhishek Singh; Bipin Rathod; bharti; Jitendra Dhivare; Uday Kamat
Cc: paresh.thakkar1
Subject: NOTICE OF THE BOARD MEETING
Attachments: BM Notice 12.09.2019.doc

Dear All

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Manpasand Beverages Ltd, Vadodara, India

12 September, 2019

NOTICE OF THE BOARD MEETING

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The Audio/Video call conference facility is available throughout the said Board Meeting. The Director who wish to participant the said meeting via., audio/video call conference is requested to give confirmation, to the Company Secretary on his email ID:- complianceofficer@manpasand.co.in with advance notice by two hours of the said Board Meeting.

You are requested to make it convenient to attend the meeting.

For and on behalf of
Manpasand Beverages Limited

Encl: Agenda

To:

- Mr. Dhirendra Singh - Chairman & Managing Director
- Mr. Abhishek Singh - Whole Time Director
- Mrs. Bharti Naik - Director
- Mr. Bipin Rathod - Additional Director
- Mr. Uday Kamath - Additional Director
- Mr. Jitendra Dhivare - Additional Director

Other Invitee

- Mr. Paresh Thakkar, Chief Financial Officer

AGENDA FOR THE BOARD MEETING SCHEDULED TO BE HELD ON WEDNESDAY, SEPTEMBER 12, 2019 AT 2ND FLOOR, SAFFRON TOWER, VADODARA, GUJARAT.

Sr. No.	Agenda Items
1	To withdraw the debit freeze instruction of all the existing bank accounts of the Company passed through circular resolution.
2	Addition of Authorized Signatory in IDBI Bank account held in the name of Company along with change in net banking authorities.
3	Any other business with the permission of the Chair.

Bipin Rathod

From: Bipin Rathod
Sent: Thursday, September 12, 2019 2:58 PM
To: complianceofficer@manpasand.co.in; manpasandmangosip; Abhishek Singh; bharti; Jitendra Dhivare; Uday Kamat
Cc: paresh.thakkar1
Subject: RE: NOTICE OF THE BOARD MEETING

Dear All

I shall be attending the meeting. So kindly send us details for Audio conference.

Bipin Rathod.

From: complianceofficer <complianceofficer@manpasand.co.in>
Sent: Thursday, September 12, 2019 2:19 PM
To: manpasandmangosip <manpasandmangosip@gmail.com>; Abhishek Singh <abhishek.singh@manpasand.co.in>; Bipin Rathod <brathod@finquestonline.com>; bharti <bharti@bhartinaik.com>; Jitendra Dhivare <jdhivare@finquestonline.com>; Uday Kamat <ukamat@finquestonline.com>
Cc: paresh.thakkar1 <paresh.thakkar1@manpasand.co.in>
Subject: NOTICE OF THE BOARD MEETING

Dear All

Please find attached herewith the notice of Board meeting.

Manpasand Beverages Ltd, Vadodara, India

Annexure -III

1. Telephonic conversion between Uday Kamath (Independent director) and Dhirendra Singh, CMD as mentioned below:

Dhirendra Singh, CMD: Hello

Uday Kamath (Independent director) : Hello

Dhirendra Singh, CMD: Hanji

Uday Kamath (Independent director) : Dhirendraji.....

Dhirendra Singh, CMD: Aap kaun?

Uday Kamath (Independent director): Uday bol raha mai.....Uday Kamath...wo

Dhirendra Singh, CMD: Hello

Uday Kamath (Independent director): wo.....Conference

Dhirendra Singh, CMD: Hello.....

Uday Kamath (Independent director): ha..... Conference ke details nahi aaye hai

Dhirendra Singh, CMD: Hello hello

Uday Kamath (Independent director) : Ha hello....Dhirendraji.....

Dhirendra Singh, CMD Hello.....

Call disconnected by Dhirendra Singh, CMD

2. Telephonic conversion between Uday Kamath (Independent director) and Bharati Naik, Director as mentioned below: 17.15

Uday Kamath (Independent director) : Bharatiiji.....this is Uday here..Uday Kamath

Bharati Naik, Director : Uday Kamath....!

Ya

I wanted to.... Know.... the conference call numbers details....where can I calling to join the conference call that was scheduled today

Bharati Naik, Director: Conference call today? is it scheduled...? I don't Know ...!

Board Meeting ? the board meeting is there na today it was schedule at 5 o'clock ... you would have received the mail... you marked in that mail that I marked

Bharati Naik, Director: Aa...aa...ascha...

Uday Kamath (Independent director) : ...

Bharati Naik, Director: Aa yaa

Because I did not get the numbers that I talked with

Bharati Naik, Director: Acha No I have not check the mail....let me check my email first....is the board meeting today ?

Uday Kamath (Independent director): You are not there meeting?

Bharati Naik, Director: No..I am not there right now

Bharati Naik, Director: Am I there in the email address?

Uday Kamath (Independent director) : Ya... you are ...that's why I calling you.

Uday Kamath (Independent director): Other peoples are not....the phones are not reachable

Bharati Naik, Director: Ascha

Uday Kamath (Independent director): they are not pick up the phone

Bharati Naik, Director: Ascha....Ascha...find out I am at my home and not checked my mail yet

Uday Kamath (Independent director): Ok...can you check with them and let me know ?

Bharati Naik, Director: I let you know

Uday Kamath (Independent director): Thank you

Bharati Naik, Director: Ya

Uday Kamath (Independent director): I wait for your call

Bharati Naik, Director: Ya ya

Call ended

3. Telephonic conversion between Bipin Rathod (Independent director) and Dhirendra Singh, CMD as mentioned below: 17.34

Bipin Rathod (Independent director): Hello....

Dhirendra Singh, CMD: hello

Bipin Rathod (Independent director): Dhirendraji Bipin Bol raha hu

Dhirendra Singh, CMD: ha Ji hum to nikal gaya hu complet ho gaya na do hi agenda the

Aap ne kaha ki jab javogis...

Are sir hum kabase try kar rahi hai phone not reachable aa raha hai ...

Dhirendra Singh, CMD: Ha.....barish ho rahi hai ya ha pe sub....

Bipin Rathod (Independent director): Sir do minutes?

Dhirendra Singh, CMD: Call to laga tha aap ruke nahi aur chale gaye...

Bipin Rathod (Independent director): Sirji do minute mai do agenda kaise discuss hoga ye ? surprising sir

Dhirendra Singh, CMD: Are 2 minutes nahi 5 minutes ho gaya 2 hi agenda the

Bipin Rathod (Independent director): Maine aapako mail bhi dala tha ki mereko contact detail bhej dijiye

Dhirendra Singh, CMD: Ha to esiliye aapako lagaya call pe ab aapako details hum sara bhej denge ...

Bipin Rathod (Independent director): Aare sir?

Dhirendra Singh, CMD: aapako details hum sara bhej denge

Dhirendra Singh, CMD: thank you very much

Call disconnected by Dhirendra Singh, CMD

30th September 2019

From:

Uday Jayavanth Kamath
C-615, Legend Apartments
St. Anthony's Street, Vakola
Santa Cruz (East)
Mumbai 400 055

To:

The Board of Directors
Manpasand Beverages Limited
1768-1774/1, GIDC Estate
Savli Road
Vadodara 391775

Dear Sir,

Sub: Resignation from the Board of Directors

I have been member of the Board of the Company with effect from 2nd August 2019. Subsequent to my appointment, the company has convened Board of Directors meeting on 6th September 2019 and 12th September 2019. I am deeply concerned about the recent developments at the company and dismayed at the manner in which the current management is dealing with.

I concur with the views expressed vide letter dated 6th September 2019 (copy at attached) sent by Mr. Bipin Motilal Rathod to the Board of Directors and the Stock Exchanges viz., NSE and BSE. Further, I am deeply shocked at the strategy adopted by the CMD to prevent us in participating in the Board of Directors meeting held on 12th September 2019. The chronological order of events has been captured vide letter dated 12th September 2019 (copy attached) and forwarded the same to the Board of Directors and the Stock Exchanges.

I hereby tender my resignation from the Board of Directors of the company with immediate effect.

Kindly acknowledge the receipt of this letter and do the needful.

With regards



Uday Jayavanth Kamath
DIN: 07079399

12th September 2019

To,

- | | |
|--|--|
| 1. Mr. Dharendra Hansraj Singh, CMD,
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat | 2. Mr. Abhishek Dharendra Singh, WTD
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat |
| 3. Mrs. Bharti Pratish Naik, Director
403, Sundram Tower, S-Cube Residency,
Behind Reliance Mall, Old Padra Road,
Vadodara – 390020, Gujrat | 4. Mr. Paresh Thakkar, CFO
Manpasand Beverage Limited,
Survey No.1768 & 1774/1,
Manjusar Village, Savli,
Vadodara – 391775, Gujrat |

Sir/Madam,

Sub: Manpasand Beverages Ltd - Board Meeting Scheduled on 12th September 2019 at 5 p.m.

1. Company circulated the notice of the Board Meeting vide email dated 12th September 2019 at 2.19 p.m. (copy at Annexure-I) without giving adequate notice period as required under the Company's Act. Agenda notes were not annexed.
2. The undersigned independent directors requested for Audio call conference facility vide email dated 12th September 2019 at (copy at Annexure-II)
3. Mr.Uday Kamat tried calling CMD, WTD and Mrs.Bharti Naik from mobile no. 9833168919 belonging to Mr.Jitendra Dhivare, independent director. The exact transcript is given in Annexure-III. Summary is as under:
 - a. Mr.Dhirendra Singh, CMD was contacted on his mobile no. 8527327308 at 5.09 pm who sought to know who is on the line. When Mr.Uday Kamat replied and asked about the status of the Audio call conference facility, CMD disconnected the call after saying hello, hello several times.
 - b. Mr.Abhishek Singh, WTD was contacted on his mobile nos. 9099062450 at 5.11 pm and 9099062442 at 5.12 pm. While the first number was switched off, the second number said all incoming calls were barred.
 - c. Mrs.Bharti Naik, Independent Director was contacted on her mobile no. 9824168785 at 5.15 pm. Surprisingly, she replied that she is at home and not aware of any Board Meeting scheduled. Mr.Naik said she will check the email and revert. The exact transcript is
4. At 5.28 pm, Mr.Bipin Rathod, independent director got a call from mobile no.8980015290 saying that Mr.Dhirendra Singh, Mr.Abhishek Singh and Mrs.Bharti Naik are present and the Board Meeting is about to start and requested us to join.

5. At 5.33 pm, the undersigned independent directors called on mobile no. 8980015290 for joining the meeting. Mr.Dhirendra Singh responded saying that the meeting got concluded and said will forward the minutes without giving any opportunity for us to participate in the meeting.

We express our dissatisfaction towards the unprofessional, unethical way the Board Meeting of the listed company viz., Manpasand Beverages Limited was conducted without allowing the independent directors to participate in the meeting and state that all the resolution passed, if any, at today's Board Meeting are null and void and bad in the law.

We are forwarding a copy of this letter to all the existing bankers of Manpasand Beverages Limited not to act on any of the resolution passed, if any, in today's meeting.

Thanking you,

Yours Faithfully,

For, Manpasand Beverages Limited

 Jitendra Vasant Dhivare	 Uday Jayavanth Kamath	 Bipin Motilal Rathod
DIN 08502079	DIN 07079399	DIN 06845495

Bipin Rathod

From: complianceofficer <complianceofficer@manpasand.co.in>
Sent: Thursday, September 12, 2019 2:19 PM
To: manpasandmangosip; Abhishek Singh; Bipin Rathod; bharti; Jitendra Dhivare; Uday Kamat
Cc: paresh.thakkar1
Subject: NOTICE OF THE BOARD MEETING
Attachments: BM Notice 12.09.2019.doc

Dear All

Please find attached herewith the notice of Board meeting.

Manpasand Beverages Ltd, Vadodara, India

12 September, 2019

NOTICE OF THE BOARD MEETING

NOTICE is hereby given that **Meeting of the** Board of Directors of the Company is scheduled to be held on, **Thursday, the September 12, 2019 at 5pm, at 2nd Floor, Saffron Tower, Vadodara, Gujarat**, to transact the business as set out in the enclosed agenda with **shorter notice**.

The Audio/Video call conference facility is available throughout the said Board Meeting. The Director who wish to participant the said meeting via., audio/video call conference is requested to give confirmation, to the Company Secretary on his email ID:- complianceofficer@manpasand.co.in with advance notice by two hours of the said Board Meeting.

You are requested to make it convenient to attend the meeting.

For and on behalf of
Manpasand Beverages Limited

Encl: Agenda

To:

- Mr. Dhirendra Singh - Chairman & Managing Director
- Mr. Abhishek Singh - Whole Time Director
- Mrs. Bharti Naik - Director
- Mr. Bipin Rathod - Additional Director
- Mr. Uday Kamath - Additional Director
- Mr. Jitendra Dhivare - Additional Director

Other Invitee

- Mr. Paresh Thakkar, Chief Financial Officer

AGENDA FOR THE BOARD MEETING SCHEDULED TO BE HELD ON WEDNESDAY, SEPTEMBER 12, 2019 AT 2ND FLOOR, SAFFRON TOWER, VADODARA, GUJARAT.

Sr. No.	Agenda Items
1	To withdraw the debit freeze instruction of all the existing bank accounts of the Company passed through circular resolution.
2	Addition of Authorized Signatory in IDBI Bank account held in the name of Company along with change in net banking authorities.
3	Any other business with the permission of the Chair.

Bipin Rathod

From: Bipin Rathod
Sent: Thursday, September 12, 2019 2:58 PM
To: complianceofficer@manpasand.co.in; manpasandmangosip; Abhishek Singh; bharti; Jitendra Dhivare; Uday Kamat
Cc: paresh.thakkar1
Subject: RE: NOTICE OF THE BOARD MEETING

Dear All

I shall be attending the meeting. So kindly send us details for Audio conference.

Bipin Rathod.

From: complianceofficer <complianceofficer@manpasand.co.in>
Sent: Thursday, September 12, 2019 2:19 PM
To: manpasandmangosip <manpasandmangosip@gmail.com>; Abhishek Singh <abhishek.singh@manpasand.co.in>; Bipin Rathod <brathod@finquestonline.com>; bharti <bharti@bhartinaik.com>; Jitendra Dhivare <jdhivare@finquestonline.com>; Uday Kamat <ukamat@finquestonline.com>
Cc: paresh.thakkar1 <paresh.thakkar1@manpasand.co.in>
Subject: NOTICE OF THE BOARD MEETING

Dear All

Please find attached herewith the notice of Board meeting.

Manpasand Beverages Ltd, Vadodara, India

1. Telephonic conversion between Uday Kamath (Independent director) and Dharendra Singh, CMD as mentioned below:

Dhirendra Singh, CMD: Hello

Uday Kamath (Independent director) : Hello

Dhirendra Singh, CMD: Hanji

Uday Kamath (Independent director) : Dharendraji.....

Dhirendra Singh, CMD: Aap kaun?

Uday Kamath (Independent director): Uday bol raha mai.....Uday Kamath...wo

Dhirendra Singh, CMD: Hello

Uday Kamath (Independent director): wo.....Conference

Dhirendra Singh, CMD: Hello.....

Uday Kamath (Independent director): ha..... Conference ke details nahi aaye hai.

Dhirendra Singh, CMD: Hello hello

Uday Kamath (Independent director) : Ha hello....Dharendraji.....

Dhirendra Singh, CMD Hello.....

Call disconnected by Dharendra Singh, CMD

2. Telephonic conversion between Uday Kamath (Independent director) and Bharati Naik, Director as mentioned below: 17.15

Uday Kamath (Independent director) : Bharatiiji.....this is Uday here..Uday Kamath

Bharati Naik, Director : Uday Kamath...!

Ya

I wanted to.... Know... the conference call numbers details....where can I calling to join the conference call that was scheduled today

Bharati Naik, Director: Conference call today....? is it scheduled..? I don't Know...!

Board Meeting ? the board meeting is there na today it was schedule at 5 o'clock you would have received the mail....you marked in that mail that I marked

Bharati Naik, Director: Aa... aa.. ascha...

I was wondering....

Bharati Naik, Director: Aa yaa

Because I did not get the numbers that I talked with

Bharati Naik, Director: Acha No I have not check the mail....let me check my email first....is the board meeting today ?

Uday Kamath (Independent director): You are not there meeting?

Bharati Naik, Director: No..I am not there right now

Bharati Naik, Director: Am I there in the email address?

Uday Kamath (Independent director) : Ya... you are ...that's why I calling you.

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Bharati Naik, Director: Ascha

Uday Kamath (Independent director): they are not pick up the phone

Bharati Naik, Director: Ascha....Ascha...find out I am at my home and not checked my mail yet

Uday Kamath (Independent director): Ok...can you check with them and let me know ?

Bharati Naik, Director: I let you know

Uday Kamath (Independent director): Thank you

Bharati Naik, Director: Ya

Uday Kamath (Independent director): I wait for your call

Bharati Naik, Director: Ya ya

Call ended

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Bipin Rathod (Independent director): Dhirendraji Bipin Bol raha Hu

Dhirendra Singh, CMD: ha Ji hum to nikal gaya hu complet ho gaya na ... do hi agenda the

Aap ne kaha ki aap aavoge....

Are sir hum kabase try kar rahai hai phone not reachable aa raha hai

Dhirendra Singh, CMD: Ha.....barish ho rahi hai ya ha pe sub.....

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Bipin Rathod (Independent director): Aare sir?

Dhirendra Singh, CMD: aapako details hum sara bhej denge

Dhirendra Singh, CMD: thank you very much

Call disconnected by Dhirendra Singh, CMD