

December 09-2020

To,
The Manager, DCS-CRD
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai- 400 001.

To,
The Listing Department,
National Stock Exchange of India Limited
5th Floor, "Exchange Plaza", Bandra-Kurla
Complex, Bandra (East),
Mumbai-400 051.

Dear Sir/Madam,

Sub:- Intimation of 9th Annual General Meeting and Book Closure.

This is to inform you that the 9th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, December 31, 2020 at 04.00 p.m through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with relevant circulars issued by Ministry of Corporate Affairs and SEBI, inter alia, to transact the businesses stated in the Notice convening the said AGM. The said notice is attached herewith.

Book Closure:

Pursuant to Regulation 42 of the Listing regulation register of members and share transfer books of the Company shall remain closed, for the purpose of AGM for the financial year ended March 31, 2020, as under;

Scrip Code/ Security ID	Type of Security	Book Closure both days inclusive		Record Date	Purpose
539207/ Manpasand	Equity	28-12-2020	31-12-2020	N.A	For the Purpose of AGM

Request you to kindly take the same on record.

Thanking you,

For Manpasand Beverages Limited

Sd/-

Dhirendra Singh
Managing Director
DIN - 00626056

Encl: as above

NOTICE

Notice is hereby given that the **9th Annual General Meeting** of the members of **Manpasand Beverages Limited**, will be held on **Thursday, December 31, 2020 at 04.00 p.m** through Video Conferencing ("VC")/Other Audio Visual Means (OAVM), to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt, the Audited Financial Statements (Including audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020, together with the reports of Board and Auditors thereon.
2. To appoint a director in place of Mr. Abhishek Singh (DIN: 01326637), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mrs. Bharti Naik (DIN: 06627217), as Non- Executive & Non Independent Director.

If consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution.

RESOLVED THAT pursuant to provision of Section 152 and 160 of the Companies Act, 2013 and the rules framed thereunder (including statutory modifications, enactments, or re-enactments thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mrs. Bharti Naik (DIN: 06627217), who is eligible to be appointed as Non- Executive & Non Independent Director of the Company, in respect of whom, the Company has received a notice in writing from her, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as Non- Executive & Non Independent Director of the Company and liable to retire by rotation, w.e.f. 31st December, 2020.

RESOLVED FURTHER THAT the Board or any committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolutions and to do all things incidental and ancillary thereto.

Place:- Vadodara
Date:- December 09, 2020

Registered office;
1768 & 1774/1,
Manjusar Village, Savli Road,
Dist. Vadodara- 391775
CIN: L15549GJ2010PLC063283

By order of the Board of Directors

Dhirendra Singh
Chairman & Managing Director
DIN - 00626056

NOTES

THIS NOTICE ALONG WITH BALANCE SHEET IS SENT TO ALL THE MEMBERS WHOSE NAME APPEARS IN THE REGISTER OF MEMBER AS ON DECEMBER 4, 2020.

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to item of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. At the 8th AGM held on December 30, 2019 the Members approved appointment of M/s. Bagaria & Co., LLP, Chartered Accountants (Firm Registration No.113447W/W-100019) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 8th AGM till the conclusion of the 13th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
3. In view of the continuing Covid-19 pandemic, social distancing norms to be followed and pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "Circulars"), the AGM of the Company is being conducted through VC/OAVM and does not require physical presence of members at a common venue.
4. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, December 28, 2020 to Thursday, December 31, 2020 (both days inclusive) in connection with Annual General Meeting of the Company.

6. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, to M/s. KFin Technologies Private Limited (Kfintech), the Registrar and Transfer Agent, by email through its registered email address to einward.ris@kfintech.com.
7. In compliance with the aforesaid MCA Circulars, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Kfintech or CDSL / NSDL ("Depositories"). Members may note that the Notice alongwith Annual Report will also be available on the Company's website at www.manpasand.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech at www.evoting.kfintech.com.
8. Members seeking any information with regard to the accounts or any matter to be placed at the ensuing AGM, are requested to write to the Company on or before December 23, 2020 through email at complianceofficer@manpasand.co.in, through their registered email address along with their DP ID/Client ID and Shares held by them.
9. Members whose email address is not registered can register the same in the following manner:
 - a) Members holding share(s) in physical mode can register their e-mail ID on the Company's e-mail id complianceofficer@manpasand.co.in by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b) Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
10. The Company has engaged the services of M/s. KFin Technologies Private Limited ("Kfintech"), Registrars and Transfer Agent as the authorized agency for conducting e-AGM and providing e-voting facility to the members of the Company.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
14. As mandated by SEBI, effective from April 01, 2019, the securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise share(s) held by them in physical form.
15. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 9th AGM being held through VC.
- 16. Instructions for attending the AGM and e-voting are as follows:**
 - A. Instructions for attending the AGM:**
 1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. 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. Further, Members can also use the OTP based login for logging into the e-voting system.
 2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://www.evoting.kfintech.com>. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
 3. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Auditors, Resolution Professional and his advisors are not restricted on first come first serve basis.
 4. Members who need technical assistance before or during the AGM, can contact Kfintech at <https://evoting.kfintech.com>
 - B. Instructions for e-voting**
 - 1) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members, the facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ('remote e-voting'). The Company has engaged the services of KFin as the agency to provide remote e-voting facility. Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
 - 2) The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
The remote e-voting facility will be available during the following voting period:

• Commencement of remote e-voting: • End of remote e-voting:	Monday, December 28, 2020 at 9.00 A.M. (IST) Wednesday, December 30, 2020 at 5.00 P.M (IST)
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The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.

- 3) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, December 24, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date
- 4) Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFin in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 Example for NSDL: MYEPWD<SPACE>IN12345612345678
 Example for CDSL: MYEPWD<SPACE>1402345612345678
 Example for Physical: MYEPWD<SPACE>XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call on KFin's toll-free numbers / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
 - d) Member may send an e-mail request to evoting@kfintech.com / einward.ris@kfintech.com.
 If the member is already registered with KFin's e-voting platform, then he can use his existing password for logging in.
- 5) The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- 6) A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- 7) The Company has appointed CS Niraj Trivedi, Practicing Company Secretary, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Information and instructions for remote e-voting:

- I. **(A) In case a member receives an e-mail from the Company / KFin [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:**
 - a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact toll-free numbers / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Manpasand Beverages Limited.
 - g) On the voting page, enter the number of shares as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
 - h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- l) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- l) Once you confirm, you will not be allowed to modify your vote.
- m) Corporate/ Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: mail mailneerajtrivedi@gmail.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFin / Depository Participant(s), please follow the following steps to generate your login credentials:

- a) Members who have not registered their E-mail address and in consequence, the Notice of AGM could not be served, may temporarily get their E-mail address and mobile number provided with the Company's Registrar, by clicking the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to einward.ris@kfintech.com. or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at email id complianceofficer@manpasand.co.in.
 - b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
 - c) After due verification, the Company / KFin will forward your login credentials to your registered email address.
 - d) Follow the instructions at I.(A). (a) to (m) to cast your vote.
- III. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. In case of any query, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 345 4001 (toll free).

Instructions for members for e-voting during the e-AGM session:

- a) During the e-AGM proceedings, upon instructions of the chairman, the e-Voting 'Thumb sign' on the left hand corner of the video screen shall be activated. Shareholders shall click on the same to take them to the 'Insta Poll' page.
- b) Members to click on the 'Insta Poll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c) Only those shareholders, who are present in the e-AGM 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 available during the e-AGM.

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.manpasand.co.in and on the website of KFin at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed as per the provision of applicable law.

Instructions for the Members for attending the e-AGM through Video Conference;

1. **Attending e-AGM Video conference :** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and **click on the "video conference"** and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. 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.

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3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
 5. 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.
 6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos. The post the questions shall commence on December 28, 2020 9.00 AM and closed on December 30, 2020 at 5.00 PM.
 7. **Speaker Registration:** Log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on December 28, 2020 at 9.00 AM and closed on December 30, 2020 at 5.00 PM

Instructions for members for e-Voting during the e-AGM session:

1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM 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 available during the e-AGM.

EXPLANATORY STATEMENT (PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 3

The Company received notice dated 01.12.2020 from Mrs. Bharti Naik (DIN: 06627217) under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Non-Executive-Non Independent Director of the Company. The Company also received the following documents from Mrs. Bharti Naik;

1. Consent in writing to act as Director in DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
2. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014.
3. Notice of Interest in Companies in Form MBP-1, pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meeting of Board and its Powers) Rules, 2014 and,

Based on the declaration received from Mrs. Bharti Naik, the Board is of the opinion that, she fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder.

The Resolution seeks the approval of members for the appointment of Mrs. Bharti Naik as Non-Executive-Non Independent Director of the Company with effect from 31st December, 2020 and She is liable to retire by rotation.

None of the Promoters/Directors/Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested in the resolution as set out at item No. 3 of this notice.

ANNEXURE TO THE NOTICE

Information required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment at the 9th Annual General Meeting.

Name of Directors	Mr. Abhishek Singh	Mrs. Bharti Naik
Director Identification Number	01326637	06627217
Age	31 Years	40 Years
Qualification	B.E Food Technology	Home Science graduate with a Post Graduate degree in Human Development and Family Studies and Diploma in Industrial Relations and Personnel Management (IRPM)
Experience	9 years	12 Years
Terms and Conditions of appointment / Re-appointment	Appointed as Whole Time Director of the Company for the period of 5 years.	As per the resolution at item no. 3 of the Notice convening Annual General Meeting read with explanatory statement thereto
Remuneration last drawn	1.20 Crs. p.a.	None
Date of First appointment on the Board of the Company	17th December, 2010	If appointed by shareholders, the effective date of appointment will be December 31, 2020.
Brief resume of the Director	Refer to Corporate Governance Report	She has about 12 years of experience in the H.R.M sector.
Shareholdings in the Company	5,000 Equity shares	Nil
Disclosure of relationship between directors inter-se	Except Mr. Dharendra Singh, Managing Director, None of the Directors have inter-se relation.	None
Number of meeting of Board attended during the year	Refer to Corporate Governance Report	None
List of directorship held in other Company	Manpasand Snacks and Beverages Limited	Inspire Human Potential Private Limited
Membership/ Chairmanship in Committees of other Companies as on date	None	None

Place:- Vadodara
Date:- December 09, 2020

Registered office;
1768 & 1774/1,
Manjusar Village, Savli Road,
Dist. Vadodara- 391775
CIN: L15549GJ2010PLC063283

By order of the Board of Directors

Dhirendra Singh
Chairman & Managing Director
DIN - 00626056