



**MANPASAND**  
BEVERAGES LTD.

**December 20, 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**  
5<sup>th</sup> Floor, "Exchange Plaza", Bandra-Kurla  
Complex," Bandra (East), Mumbai-400 051.  
Security ID:- **MANPASAND**  
ISIN:- **INE122R01018**

Dear Sir/Madam,

**Sub.:- Notice of 8<sup>th</sup> Annual General Meeting of the Company.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 8<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on Monday, the 30<sup>th</sup> December, 2019 at 12.30 p.m. at the Registered Office of the Company situated at S. No. 1768 & 1774/1, Manjusar Village, Savli Road, Vadodara – Gujarat.

We request you to kindly take note of the same.

Thanking you,

For Manpasand Beverages Limited

  
**Bhavesh Jingar**  
Company Secretary  
Mem. No. A28011



Encl:

*Notice of 8<sup>th</sup> Annual General Meeting of the Company.*

## NOTICE

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**NOTICE IS HEREBY GIVEN THAT THE 8<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MANPASAND BEVERAGES LIMITED IS SCHEDULED TO BE HELD ON;**

|       |                                                                        |
|-------|------------------------------------------------------------------------|
| Day   | MONDAY                                                                 |
| Date  | 30th DECEMBER, 2019                                                    |
| Time  | 12.30 P.M.                                                             |
| Place | 1768 & 1774/1, MANJUSAR VILLAGE, SAVLI ROAD, VADODARA 391775, GUJARAT. |

### **TO CONSIDER THE FOLLOWING BUSINESS;**

#### **ORDINARY BUSINESS:**

##### **ITEM NO. 1. ADOPTION OF FINANCIAL STATEMENTS:**

To consider, adopt and approve the Audited Financial Statements for the year ended 31st March, 2019 and the reports of the Board of Directors' and Auditors' thereon.

##### **ITEM NO. 2. RETIRE BY ROTATION:**

To appoint a director in place of Mr. Dharendra Singh (DIN: 00626056), who retires by rotation and, being eligible, offers himself for re-appointment.

##### **ITEM NO. 3. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY.**

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

**RESOLVED THAT** pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s. Bagaria & Co LLP, Chartered Accountants, Mumbai (FRN 113447W/W-100019) be and are hereby appointed as Statutory Auditors of the Company for the financial year 2018-2019, to fill casual vacancy caused by resignation of M/s. Mehra & Goel, Chartered Accountants, New Delhi, to hold office upto the conclusion of next Annual General Meeting of the Company at such remuneration as may be determined by Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 4. RE-APPOINTMENT OF STATUTORY AUDITORS:**

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

**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amendments from time to time and other applicable provisions of the Companies Act, 2013, M/s. Bagaria & Co LLP, Chartered Accountants, Mumbai (FRN 113447W/W-100019), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 8th Annual General Meeting for term of 5 consecutive year till the conclusion of 13th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company and out of pocket expenses incurred by them in connection with the audit of the accounts of the Company.

##### **ITEM NO. 5. TO RE-APPOINT MR. DHIRENDRA SINGH (DIN: 00626056) AS MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required, the consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Dharendra Singh (DIN: 00626056) as Managing Director of the Company for a period of five (05) years with effect from 01st September, 2019 on the remuneration to be paid for a period of 3 (three) years and other terms and conditions as set out as under and whose period of office shall be liable to determination by retirement of directors by rotation.

#### **1. Salary**

₹ 20,83,318/- per month.

The Nomination and Remuneration Committee, may decide, from time to time, to revise salary, subject to the approval of the shareholders.

#### **2. Allowances/Perquisites/Commission/Incentive.**

In addition to salary as stated above, Mr. Dharendra Singh shall be entitled to;

- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;
  - perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
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- commission / incentive as may be approved by the Nomination & Remuneration Committee from time to time.
- 3. Retirement benefits**
- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.
  - Encashment of leave as per rules of the Company in force from time to time.
- 4. General**
- In the event of absence or inadequacy of profits in any financial year, Mr. Dharendra Singh, shall be entitled to the same remuneration as mentioned above.
  - Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
  - The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to limits prescribed under Schedule V of the Companies Act, 2013.
  - Mr. Dharendra Singh will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
  - Mr. Dharendra Singh will be subject to all other service conditions as applicable to any other employee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, on the recommendations of the Nomination & Remuneration Committee, be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Dharendra Singh (DIN: 00626056) in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr. Dharendra Singh (DIN: 00626056) without any further reference to the shareholders in general meeting.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Dharendra Singh (DIN: 00626056) as Managing Director, the Company incurs losses or profits are inadequate, the Company shall pay to Mr. Dharendra Singh, the above remuneration by way fixed salary, perquisites, allowances and other benefits, subject to the limits, restrictions under Schedule V read with Section 196 and 197 of the Companies Act, 2013 and related statutory regulations.

**RESOLVED FURTHER THAT** as Managing Director of the Company, Mr. Dharendra Singh shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

**ITEM NO. 6. TO RE-APPOINT MR. ABHISHEK SINGH (DIN: 01326637) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Abhishek Singh (DIN: 01326637) as Whole Time Director of the Company for a period of five years with effect from 01st September, 2019 on the remuneration to be paid for a period of 3 (three) years and other terms and conditions as set out as under and whose period of office shall be liable to determination by retirement of directors by rotation.

- 1. Salary**  
₹ 12,49,990/- per month.  
The Nomination and Remuneration Committee, may decide, from time to time, to revise salary, subject to the approval of the shareholders.
- 2. Allowances/Perquisites/Commission/Incentive.**  
In addition to salary as stated above, Mr. Abhishek Singh shall be entitled to;
  - allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;
  - perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
  - commission / incentive as may be approved by the Nomination & Remuneration Committee from time to time.
- 3. Retirement benefits**
  - Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.
  - Encashment of leave as per rules of the Company in force from time to time.
- 4. General**
  - In the event of absence or inadequacy of profits in any financial year, Mr. Abhishek Singh, shall be entitled to the same remuneration as mentioned above.
  - Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
  - The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to limits prescribed under Schedule V of the Companies Act, 2013.

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- Mr. Abhishek Singh will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
  - Mr. Abhishek Singh will be subject to all other service conditions as applicable to any other employee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Abhishek Singh (DIN: 01326637) in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr. Abhishek Singh (DIN: 01326637) without any further reference to the shareholders in general meeting.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Abhishek Singh (DIN: 01326637) as Whole Time Director, the Company incurs losses or profits are inadequate, the Company shall pay to Mr. Abhishek Singh, the above remuneration by way fixed salary, perquisites, allowances and other benefits, subject to the limits, restrictions under Schedule V read with Section 196 and 197 of the Companies Act, 2013 and related statutory regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

**ITEM NO. 7. TO RE-APPOINT MS. BHARTI NAIK (DIN: 06627217) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Bharti Naik (DIN: 06627217), whose present term of office as an Independent Director expired on 13th August, 2019, and has given her consent for the re-appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act, proposing her re-appointment as Independent Director, whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five years with effect from 14th August, 2019 and not liable to retire by rotation.”

**ITEM NO. 8. TO APPOINT MR. NISHISH MOBAR (DIN: 08582046) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Nishish Mobar (DIN: 08582046) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th October, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence Director as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five years with effect from 9th October, 2019 to 8th October, 2024 and not liable to retire by rotation.”

**ITEM NO. 9. WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. DHIRENDRA SINGH, MANAGING DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 126.00 Lakhs paid to Mr. Dharendra Singh (DIN: 00626056), Managing Director of the Company for the financial year 2018-19, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2018-19 and within the limits as approved by the Members of the Company at their 6th Annual General Meeting held on August 25, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

**ITEM NO. 10. WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. ABHISHEK SINGH, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.

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**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 26.00 Lakhs paid to Mr. Abhishek Singh (DIN: 01326637), Whole Time Director of the Company for the financial year 2018-19, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2018-19 and within the limits as approved by the Members of the Company at their 6th Annual General Meeting held on August 25, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

**Place : Vadodara**  
**Date : December 07, 2019**

**Registered office;**  
1768 & 1774/1,  
Manjusar Village, Savli Road,  
Dist. Vadodara- 391 775

**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 MEMBERS AS ON 29TH NOVEMBER, 2019.

1. A statement giving the relevant details of the Directors seeking appointment/re-appointment under item no. 2, 5, 6, 7, and 8 of the accompanying notice, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E BY 28th DECEMBER, 2019, 12.30 P.M..
3. A person can act as a proxy on behalf of the members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.  
A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board Resolution together with their representatives to attend and vote on their behalf at the meeting.
5. Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No and those who hold shares in physical form are requested to write clearly and correctly their Folio Number in the Entrance Pass for attending the Meeting and should execute the same by affixing their signature on it.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting, provided that the votes are not already cast through remote e-voting by the first holder.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 28th December, 2019 to 30th December, 2019. (Both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the security market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat accounts.
9. Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules under the Act, the Company is pleased to provide the facility to the Members, to exercise their rights to vote through electronic voting. The members who have not cast their vote through remote e-voting shall be able to vote at the meeting.
10. The members whose names appear on the Registrar of Members/list of the beneficial owners as on 23rd December, 2019 are eligible to participate in e-voting on the resolution set forth in this notice.
11. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5 p.m. (IST), on the date preceding the AGM. Accordingly, the remote e-voting period will commence at 9 a.m. (IST) on 27th December, 2019 and will end at 5 p.m. (IST) on 29th December, 2019.
12. The remote e-voting will not be allowed beyond the aforesaid period and time and the remote e-voting module shall be disabled by Karvy Fintech Private Limited, the agency engaged by the Company to provide e-voting facility.

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13. The member who has cast their vote through remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  14. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
  15. The Company has appointed CS Niraj Trivedi, Practicing Company Secretary, Vadodara (COP-3123, FCS-3844) to act as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
  16. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than two days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company.
  17. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
  18. Subject to approval of the requisite number of votes, the resolutions set forth in the Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. 30th December, 2019.
  19. Please read the instructions given below before exercising the vote. The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at [www.manpasand.co.in](http://www.manpasand.co.in) and that of the Service provider "Karvy" at [www.evoting.karvy.com](http://www.evoting.karvy.com).

**Procedure for e-voting:**

- I. The Company has engaged the services of M/s. Karvy Fintech Private Limited (Karvy) as agency to provide e-voting facility for the AGM.  
Instructions and other information relating to remote e-voting are as under :
  - 1 A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]
    - (i) Launch internet browser by typing the URL <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
    - (iii) After entering these details appropriately, Click on "LOGIN".
    - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. 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, email 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.
    - (v) You need to login again with the new credentials.
    - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Manpasand Beverages Limited.
    - (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
    - (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
    - (ix) 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.
    - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
    - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

**During the voting period, Members can login any number of times till they have voted on the Resolution(s).**

- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (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 Scrutinizer at e-mail ID [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
    - B. In case a member receives physical copy of the Notice by post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
      - (i) User ID and initial password – As provided overleaf.
      - (ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.
  - 2 Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - 3 The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
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- 4 The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  - 5 The Board of Directors of the Company has appointed Mr. Niraj Trivedi, a Practicing Company Secretary, Vadodara as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  - 6 The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd December, 2019.
  - 7 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 i.e. 23rd December, 2019 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
  - 8 Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23rd December, 2019, may obtain the USER ID and Password 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 < s p a c e > 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> XXX1234567890
    - 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.karvy.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 Karvy’s toll free number 1-800-3454-001
    - d. Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
 If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
  - 9 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 30th December, 2019
  - 10 In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
  - 11 The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.manpasnad.co.in](http://www.manpasnad.co.in) and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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### ITEM NO. 3 & 4

A Statutory Auditor M/s. Mehra & Goel, Chartered Accountants, New Delhi who was appointed as statutory auditors of the Company for a term of 5 years from 7th Annual General Meeting held on 13th September, 2018. On July 04, 2019, they resigned from the post of Statutory Auditors of the Company due to its firm has policies and procedures to evaluate client continuation on a regular basis, and considered the recent development, including action and investigation initiated by Goods and Services Tax authorities in relation to the Company and resignation of Directors and Company Secretary of the Company.

After receiving their resignation the members of the Board, as per the recommendation of the audit committee, appointed M/s. Batliboi & Purohit, Chartered Accountants, Mumbai as Statutory Auditor subject to the approval of shareholders. But, before their appointment could get approved by shareholders they tendered their resignation due its firm has policy of re-evaluation of client and the recent development of ongoing litigation amongst the Board of Directors and subsequent resignation of Directors and Company Secretary. The Management would like to inform you that the said firm had not received a valid "No Objection Certificate" (NOC) from erstwhile Statutory Auditor of the Company as per ICAI norms.

Subsequently a new auditor M/s. Bagaria & Co., LLP, Chartered Accountants, Mumbai, was appointed to fill the casual vacancy caused due to resignation of statutory auditor. The appointment of M/s. Bagaria & Co., LLP, Chartered Accountants, Mumbai, as Statutory Auditor is subject to approval of shareholders. Due to time being a constraint for holding Annual General Meeting on or before this December 2019. It was not possible for the company to have appointment of auditor with the consent of shareholders.

Your company therefore, ratify the appointment of auditor for the tenure from the date of their appointment till the date of Annual General Meeting as per item mentioned at Sr. No 03 of the notice.

As mentioned above the appointment due to casual vacancy is only upto forthcoming Annual General Meeting, therefore as per the recommendation of audit committee and board of directors your company wish to re-appoint M/s. Bagaria & Co., LLP, Chartered Accountants, Mumbai as statutory auditor for the period of 5 years from this Annual General Meeting with a remuneration to be decided by Board from time to time reconsidering scope of work etc.

The company has also received consent from the statutory auditor confirming that if the appointment is made the same will be in compliance with the requirement of Companies Act 2013.

Accordingly, consent of the Members is sought for passing ordinary Resolutions as set out at Sr. No. 3 and 4 of the Notice to fill the causal vacancy and re-appointment of Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

### ITEM NO. 5 & 6

#### Mr. Dharendra Singh

Mr. Dharendra Singh was re-appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the members of the Company at the Extraordinary General Meeting held on 03rd September, 2014 for a period of 5 years w.e.f. 01st September, 2014 and the said term expired on 31st August, 2019.

Further considering the paid up capital as well as being a listed company, the appointment of Managing Director / Key Managerial Person is mandatory. As per the recommendation of the Nomination and Remuneration Committee and also as per the confirmation of the Board of Directors at the meetings held on 07.12.2019, and subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr. Dharendra Singh the consent of the Members is sought for the re-appointment of Mr. Dharendra Singh as Managing Director of the Company for further period of 5 years w.e.f. 01st September, 2019 and payment of remuneration for a period of three (03) years with such terms and conditions as set out at the resolution no. 5 of this notice.

#### Mr. Abhishek Singh

Mr. Abhishek Singh was re-appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the members of the Company at the Extraordinary General Meeting held on 03rd September, 2014 for a period of 5 years w.e.f. 01st September, 2014 and his term will expire on 31st August, 2019.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 05.12.2019, and subject to approval of Members at this Annual General Meeting and considering the increased role and responsibility of Mr. Abhishek Singh towards the Company, consent of the Members was sought for the re-appointment of Mr. Abhishek Singh as Whole Time Director of the Company for further period of 5 years w.e.f. 01st September, 2019 to 30th August, 2024 on the terms and conditions as set out at the resolution no. 6 of this notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Dharendra Singh and Mr. Abhishek Singh may be considered as concerned or interested in the same, being relative of each other. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

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The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

**1. General Information**

**a) Nature of Industry**

The Company is engaged in the business of manufacturing of fruits drink and its flag mark product is Mango Sip.

**b) Date or expected date of commencement of commercial production:** December, 2010.

**c) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable as the Company is an existing Company.

**d) Financial Performance based on given indicators**

₹ In Lakhs

| Particular                                                        | 2018-19           | 2017-18          |
|-------------------------------------------------------------------|-------------------|------------------|
| <b>Revenue from Operations</b>                                    | <b>63,607.84</b>  | <b>95,517.47</b> |
| Profit/Loss before interest, depreciation & tax                   | -9,240.21         | 20,743.15        |
| Less : - Finance Cost                                             | 1,288.08          | 292.08           |
| <b>Profit before depreciation, Tax &amp; Exceptional item</b>     | <b>-10,528.29</b> | <b>20,451.07</b> |
| Less: - Depreciation and Amortization expenses                    | 10,142.41         | 8,660.76         |
| <b>Profit before Exceptional Item</b>                             | <b>-20,670.07</b> | <b>11,790.31</b> |
| Less :- Exceptional Item                                          | 38,687.64         | 0.00             |
| <b>Profit before Tax</b>                                          | <b>-59,358.34</b> | <b>11,790.31</b> |
| Less:- Tax Expenses                                               | -171.42           | 1,790.62         |
| <b>Profit after Tax</b>                                           | <b>-59,186.92</b> | <b>9,999.69</b>  |
| Add :- Total other Comprehensive Income for the period net of tax | 13.87             | 20.07            |
| <b>Total Comprehensive Income for the Year</b>                    | <b>-59,173.05</b> | <b>10,019.76</b> |

**e) Foreign investments and collaboration, if any:**

The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

**2. Information about the appointee:**

**a) Background Details:**

Mr. Dharendra Singh, aged 56 years, with qualification of Bachelor of Arts, has more than 20 years of rich industrial and Managerial experience. He is the founder of the Company. He has set up industrial empire in Gujarat, Varanasi, Andhra Pradesh and Haryana in the name of Manpasand Beverages Limited (the Company). He is the promoter, Chairman & Managing Director of the Company. Due to his clean vision and dedication, the Company has diversified divisions in the Gujarat, Varanasi, Haryana and Andhra Pradesh and has varied interest in fruit drinks products.

Mr. Abhishek Singh has been associated with the Company since incorporation the Company. He holds bachelor's degree in engineering in food and technology. He has good exposure in the field of branding, marketing and admin management. Due to his branding and innovative ideas the Company's products are visible at modern trade business and covers majority of rural area of India

**b) Past Remuneration**

During the Financial Year ended March 31, 2018, Rs. 250.00 Lakhs and Rs. 150.00 Lakhs was paid as remuneration to Mr. Dharendra Singh and Mr. Abhishek Singh, respectively.

**c) Recognition or awards**

The Story of Mr. Dharendra Singh was appeared in issue of Forbes Asia under the titled "Dhirendra Singh Makes A Fortune Selling juice to Indian Small Towns and Villages".

**Mr. Abhishek Singh**

Under the able leadership of Mr. Abhishek Singh, Manpasand Beverages Limited bagged the award in respect of Food & Agri Company of the Year from VCCircle.

For his vision & implementation of strategic tie up with PPPL, Mr. Abhishek Singh also won 'Challenger Strategy 2019' award at Chief Strategy Officer Summit 2019.

**d) Job profile and his suitability**

**Mr. Dharendra Singh**

His current term of appointment as a Managing Director of the Company has expired on 31st August, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Dharendra Singh should be available to the Company.

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**Mr. Abhishek Singh**

His current term of appointment as Whole Time Director of the Company has expired on 31st August, 2019. Considering his vast experience in field of Marketing of fruit drinks products and plan of visibility of such products, the Board of Directors is of the opinion that the services of Mr. Abhishek Singh should be availed for further period of time.

**e) Remuneration proposed**

As mentioned in respective resolution of appointee directors.

**f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Dharendra Singh and Mr. Abhishek Singh, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

**g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel**

Besides the remuneration paid to Mr. Dharendra Singh and Mr. Abhishek Singh, they do not have any other pecuniary relationship with the Company or relationship with other managerial personnel and directors.

Mr. Dharendra Singh and Mr. Abhishek Singh are related to each other.

**1. Other Information**

| Sr. No. | Particulars                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a)      | <b>Reason for Loss</b>                                                   | The past 18 months have been in many ways a turbulent and difficult year for the Company. The loss during the year was a result of various unfavorable and unforeseen events. The Company has faced certain external critical events during the period thereafter resulting into disturbed operations, distribution, collections and operational losses during the current year.                                                                                                                                                                                                                                                                                                                       |
| b)      | <b>Steps taken or proposed to be taken for improvement</b>               | <ul style="list-style-type: none"><li>Various initiatives are being taken up to make the entire distribution chain more robust and dense</li><li>Channel partners are being trained to expand their distribution reach</li><li>Export opportunities are being explored which will help the Company during off-season with better capacity utilization</li><li>Various cost reduction initiatives are being assessed to reduce the overall cost</li><li>Investment in leadership and creative talent and delivering on the potential of the tie up between the Company and Parle Products Pvt Ltd.</li><li>Our targets to be achieved by the end of FY21 is organic growth in line with peers</li></ul> |
| c)      | <b>Expected increase in productivity and profits in measurable terms</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

**ITEM NO. 7**

Ms. Bharti Naik (DIN: 06627217) was appointed on 06.09.2019 as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of 5 years. She holds office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company.

Nomination and Remuneration Committee of the Board of Directors, has recommended to re-appoint Ms. Bharti Naik (DIN: 06627217) as Independent Directors of the Company for a second term of 5 (five) years on the Board of the Company, and not liable to retire by rotation.

The Company has also received declarations from Ms. Bharti Naik (DIN: 06627217) and she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI (Listing obligations and Disclosures Requirement) Regulations, 2015.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ms. Bharti Naik (DIN: 06627217) to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Ms. Bharti Naik (DIN: 06627217) setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 5.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

None of the Directors, except mentioned above / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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**ITEM NO. 8**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 09th October, 2019, has appointed Mr. Nishish Mobar (DIN: 08582046) as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years till 8th October, 2024, subject to consent of the Members of the Company.

The Company has received a declaration from Mr. Nishish Mobar (DIN: 08582046) confirming that he meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Nishish Mobar (DIN: 08582046) is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Nishish Mobar (DIN: 08582046) fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day of the Company and is also available on the website of the Company [www.manpasand.co.in](http://www.manpasand.co.in).

None of the Directors, except mentioned above / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions

**ITEM NO. 9 & 10**

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors had approved revision in remuneration of Mr. Dharendra Singh as Managing Director and Mr. Abhishek Singh as Whole Time Director. The said remuneration was approved by shareholders at their meeting held on 25th August, 2017. At the time of revision in remuneration, the Company was profit making Company and remuneration paid to the Managing Director and Whole Time Director was well within the limits prescribed under Section 197 read with schedule V of Companies Act 2013.

The past 18 months have been in many ways a turbulent and difficult year for the Company. The loss during the year was a result of various unfavorable and unforeseen events. The Company has faced certain external critical events during the period thereafter resulting into disturbed operations, distribution, collections and operational losses during the current year.

Remuneration which has been amended and approved by shareholders for current year is in excess of limit prescribed under the Companies Act 2013. The Company therefore either takes the excess remuneration back from the Managing Director and Whole Time Director or the said excess amount can be waived off within stipulated time prescribed under Companies Act, 2013 with the consent of shareholders by obtaining consent by way of special resolution.

Considering the dedication and experience, Board is of the view that the Company should waive the recovery of said excess remuneration from the Managing Director and Whole Time Director by obtaining consent of shareholders.

The Company has not defaulted in payment of dues to any bank or public financial institution or convertible debenture holders or other secured creditors.

In the long term interest of the Company and to avail the services of Mr. Dharendra Singh as Managing Director, and Mr. Abhishek Singh as Whole Time Director, you are requested to accord your consent to this Resolution. Brief profile of Mr. Dharendra Singh and Mr. Abhishek Singh are mentioned at Corporate Governance Report of the Company.

None of the Directors except Mr. Dharendra Singh and Mr. Abhishek Singh, Key Managerial Personnel, are directly or indirectly, financially or otherwise interested in the above Resolution.

## ANNEXURE TO THE NOTICE

Additional information on Director seeking appointment or re-appointment at the forthcoming Annual General Meeting as mentioned in item no. 2, 5, 6, 7 and 8 of this Notice.

[In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2].

| Name of Directors                                                    | Mr. Dharendra Singh                                                                                                                      | Mr. Abhishek Singh                                                                                                                       | Ms. Bharti Naik                                                                                                                                               | Mr. Nishish Mobar                                                                                                                        |
|----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Director Identification Number                                       | 00626056                                                                                                                                 | 01326637                                                                                                                                 | 06627217                                                                                                                                                      | 08582046                                                                                                                                 |
| Age                                                                  | 56 Years                                                                                                                                 | 31 Years                                                                                                                                 | 40 Years                                                                                                                                                      | 64 Years                                                                                                                                 |
| Qualification                                                        | Bachelor of Arts Degree                                                                                                                  | 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) | Degree of Bachelor of Commerce, Master in Commerce, Bachelor in Law, Diploma in public administration and CAIIB (Institute of Bank)      |
| Experience                                                           | 20 years                                                                                                                                 | 8 years                                                                                                                                  | 12 years                                                                                                                                                      | 36 Years                                                                                                                                 |
| Terms and Conditions of appointment / Re-appointment                 | As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 30.12.2019 read with explanatory statement thereto | As per the resolution at item no. 6 of the Notice convening Annual General Meeting on 30.12.2019 read with explanatory statement thereto | As per the resolution at item no. 7 of the Notice convening Annual General Meeting on 30.12.2019 read with explanatory statement thereto                      | As per the resolution at item no. 8 of the Notice convening Annual General Meeting on 30.12.2019 read with explanatory statement thereto |
| Remuneration last drawn                                              | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                                          | Not Applicable, as he is appointed first time                                                                                            |
| Date of First appointment on the Board of the Company                | 17th December, 2010                                                                                                                      | 17th December, 2010                                                                                                                      | 14th August, 2014                                                                                                                                             | 09th October, 2019                                                                                                                       |
| Brief resume of the Director                                         | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                                          | Refer to Corporate Governance Report                                                                                                     |
| Shareholdings in the Company                                         | 5,07,30,000 Equity Shares                                                                                                                | 5,000 Equity shares                                                                                                                      | Nil                                                                                                                                                           | 200 Equity shares                                                                                                                        |
| Disclosure of relationship between directors inter-se                | Except Mr. Abhishek Singh, Whole Time Director, None of the Directors have inter-se relation.                                            | Except Mr. Dharendra Singh, Managing Director, None of the Directors have inter-se relation.                                             | None                                                                                                                                                          | None                                                                                                                                     |
| Number of meeting of Board attended during the year                  | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                                          | Not Applicable                                                                                                                           |
| List of directorship held in other Company                           | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                     | Inspire Human Potential Private Limited                                                                                                                       | None                                                                                                                                     |
| Membership/ Chairmanship in Committees of other Companies as on date | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                     | Refer to Corporate Governance Report                                                                                                                          | None                                                                                                                                     |
| Expertise in specific functional area                                | Beverages Sector. Business strategy, Products Development and Branding.                                                                  | Beverages Sector. Branding/ Marketing & Sales and General Management.                                                                    | Human Resource Sector.                                                                                                                                        | Banking Related                                                                                                                          |

Place:- Vadodara  
Date: December 5, 2019

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

By Order of the Board of Directors of  
Manpasand Beverages Limited

Dhirendra Singh  
Chairman & Managing Director  
DIN - 00626056

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

**Manpasand Beverages Limited**  
**CIN :- L15549GJ2010PLC063283**  
**1768 & 1774/1, Manjusar Village, Savli Road, Dist. Vadodara- 391775**  
**Ph. No. +91 84699 09000, +91 90994 42000**  
**Investors@manpasand.co.in | www.manpasand.co.in**  
**8<sup>th</sup> Annual General Meeting – December 30, 2019**

|                     |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|---------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| Name of the members |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Registered Address  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|                     |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Email Id            |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Folio No./Client ID |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| DP ID               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| No. of Shares Held  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

I / We, being the member(s) of the above named Company, hereby appoint

Name: ..... Email: .....

Address: .....

Signature: ..... or failing him / her.

Name: ..... Email: .....

Address: .....

Signature: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the **8<sup>th</sup> Annual General Meeting of the Company**, to be held on **Monday, the December 30, 2019** at 12.30 P.M. at 1768 & 1774/1, Manjusar Village, Savli Road, Dist. Vadodara- 391 775 and at any adjournment thereof in respect of such resolutions as are indicated below;

| Resolution No.    | Resolution(s)                                                                                                                                                              | Vote |         |         |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------|---------|
|                   |                                                                                                                                                                            | For  | Against | Abstain |
| Ordinary Business |                                                                                                                                                                            |      |         |         |
| 1                 | Adoption of Financial Statements                                                                                                                                           |      |         |         |
| 2                 | Retire by rotation                                                                                                                                                         |      |         |         |
| 3                 | Appointment of Statutory Auditors to Fill Casual Vacancy                                                                                                                   |      |         |         |
| 4                 | Re-Appointment of Statutory Auditors                                                                                                                                       |      |         |         |
| Special Business  |                                                                                                                                                                            |      |         |         |
| 5                 | To Re-appoint Mr. Dharendra Singh (DIN: 00626056)<br>As Managing Director of The Company                                                                                   |      |         |         |
| 6                 | To Re-appoint Mr. Abhishek Singh (DIN: 01326637)<br>As Whole Tiime Director of The Company                                                                                 |      |         |         |
| 7                 | To Re-Appoint Ms. Bharti Naik (DIN: 06627217)<br>As an Independent Director                                                                                                |      |         |         |
| 8                 | To Appoint Mr. Nishish Mobar (DIN: 08582046)<br>As an Independent Director                                                                                                 |      |         |         |
| 9                 | Waiver of Recovery of Excess Managerial<br>Remuneration Paid to Mr. Dharendra Singh, Managing<br>Director of The Company for The Financial<br>Year Ended 31st March, 2019. |      |         |         |
| 10                | Waiver of Recovery of Excess Managerial Remuneration<br>Paid to Mr. Abhishek Singh, Whole Time Director of<br>The Company for The Financial Year Ended 31st March, 2019.   |      |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of the Shareholder

Signature of the Proxy holder(s)

Affix Re. 1  
Revenue  
Stamp

Note:- This form of proxy, in order to be effective, should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Location Map

