

## NOTICE

Notice is hereby given that the **Fourth Annual General Meeting** of the members of **Manpasand Beverages Limited** is scheduled to be held on Thursday, the 17th day of September, 2015 at 12.30 p.m. at 1768/1774/1, G.I.D.C. Estate, Manjusar, Savli Road, Dist. Vadodara- 391-775 to transact the following business:

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### ORDINARY BUSINESS :

#### 1. Adoption of Financial Statements :

To consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

#### 2. Declaration of Dividend :

To declare a dividend on Equity Shares.

#### 3. 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.

#### 4. Retire by Rotation :

To appoint a director in place of Mr. Abhishek Singh (DIN: 01326637), who retires by rotation and, being eligible, offers himself for re-appointment.

#### 5. 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 (2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara be and are hereby re-appointed as Auditors of the company to hold the office from the conclusion of this 04th Annual General Meeting for term of 5 (five) consecutive year till the conclusion of 09th Annual General Meeting of the company, subject to ratification by the members at every Annual General Meeting to be held during the period and on such remuneration as may be determined by the Board of Directors of the Company, and out of pocket expenses actually incurred by them in connection with the audit of the accounts of the company."

### SPECIAL BUSINESS :

#### 6. Appointment of Mr. Sitansh Magia, 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** Mr. Sitansh Magia (DIN - 02282204), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01st May, 2015 under Section 161 (1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose the candidature of Mr. Sitansh Magia for the office of Director be and is hereby appointed as a Director of the Company."

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification or re-enactment(s) thereof for the time being in force), Clause 49 of Listing Agreement and in pursuance of General Circular 14/2014 dated 9th June, 2014, Mr. Sitansh Magia (DIN - 02282204) who has submitted a declaration that he meets criteria of independence under Section 149 (6) of the Act and who is eligible for appointment as an Independent Director of the Company to hold the office for a term of Five (5) consecutive years for a term upto Nineth (9th) Annual General Meeting."

#### 7. Appointment of Mr. Dhruv Agarwal as 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 Section 197 (4) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Dhruv Agarwal (DIN - 06896866) be and is hereby appointed as Director of the Company."

#### 8. Commission to Non-Executive Director :

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

"**RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provision of the Article of Association of the Company, a sum not exceeding 1 % of the net profits of the Company per annum, calculated in accordance with the provision of Section 198 of the Act, be paid to the Directors of the Company or some of them (other than Managing Director and the whole Time Director) in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payment shall be made with respect to the profits of the Company for each year."

Place : Vadodara

Date : 23rd July, 2015

**By order of the Board of Directors**

**Bhavesh Jingar**

Company Secretary & Compliance Officer

#### Registered Office;

E-62, Manjusar GIDC, Savli Road,  
P.O. Manjusar, Vadodara - 391775

#### NOTES:

1. The relevant Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 6, 7 & 8 of the accompanying Notice is annexed hereto.
2. A statement giving the relevant details of the Directors seeking appointment/re-appointment under item nos. 3, 4, 6 & 7 of the accompanying notice, as required by Clause 49 of the Listing Agreement entered into with the stock exchanges is annexed herewith.
3. 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 15TH SEPTEMBER, 2015, 12.30 P.M.
4. 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.

5. 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.
6. 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 and Ballot Form for attending the Meeting and should execute the same by affixing their signature on it.
7. 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 the votes are not already cast by remote e-voting by the first holder.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 14th September, 2015 to Thursday, 17th September, 2015 (both days inclusive) for payment of final dividend, if declared at the meeting.
9. The final dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid immediately after declaration of Dividend by Shareholders.

In order to enable the company to directly credit the dividend amount in the bank accounts:

1. Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants,
  2. Shareholders holding shares in physical form are requested to provide following details along with an authorization letter allowing the company to directly credit the dividend in their bank accounts -  
Name of first account holder (as appearing in the Bank Account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and a copy of cancelled accounts.
10. 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.
  11. 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 by remote e-voting shall be able to vote at the meeting.
  12. The members whose names appear on the Registrar of Members/list of the beneficial owners as on 10th September, 2015 are eligible to participate in e-voting on the resolution set forth in this notice.
  13. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5 P.M., on the date preceding the AGM. Accordingly, the remote e-voting period will commence at 9 a.m. (IST) on 14th September, 2015 and will end at 5 p.m. (IST) on 16th September, 2015.
  14. 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 Computershare Private Limited, the agency engaged by the company to provide e-voting facility.
  15. The member who has cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  16. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
  17. The Company has appointed Mr. Niraj Trivedi, Practising Company Secretary, Vadodara 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.

18. 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.
19. 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.
20. 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. 17th September, 2015.
21. 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 Karvy Computershare Private Limited (Karvy) as agency to provide e-voting facility for the AGM. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from Karvy :
    - (i) Launch an internet browser and open <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password). The Event No.-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.
    - (iii) After entering the above details Click on - login.
    - (iv) Password change menu will appear. Change the Password with a new Password of your choice. 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 also prompt you to update your contact details like mobile number, email ID, 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. You need to login again with the new credentials.
    - (v) On successful login, the system will prompt you to select the E-Voting Event.
    - (vi) Select the EVENT of Manpasand Beverages Limited and click on - Submit .
    - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
    - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at [mailneerajtrivedi@gmail.com](mailto:mailneerajtrivedi@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 of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(i) **Initial Password Is Provided, As Follows, At The Bottom Of The Ballot Form.**

EVEN	USER ID	PASSWORD
(E-Voting Event Number)		
-	-	-

(ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. Members who have acquired shares and become members of the company after the dispatch of Notice of the AGM may approach Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means, as under. The procedure to obtain User ID and Password is as under:
  - a. If e-mail ID 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.
  - b. Member may call Karvy's toll free number 1-800-3454-001
  - c. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
13. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. 6

The Board of Directors of the Company in their meeting held on 01st May, 2015 have appointed Mr. Sitansh Magia (DIN - 02282204) as Additional Director of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013.

In terms of Section 161 (1) of the Companies Act, 2013 Mr. Sitansh Magia holds the office as Director only upto forthcoming Annual General Meeting. The Notice has been received from a member as required by Section 160 of the Act, signifying its intention to propose the candidature of Mr. Sitansh Magia for the office of Director.

Mr. Sitansh Magia is 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. Section 149 of the Act inter alia stipulates the criteria of Independence for getting appointed as Independent Director on the Board. As per the said Section 149, an Independent Director can hold office for a term upto five years on the Board of the company and not subjected to retirement by rotation. The Company has received the declaration from the said Director stating that he meets all the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under listing agreement. The brief profile of Mr. Sitansh Magia is annexed to this notice.

The appointment of such director shall be subject to your approval, you are therefore requested to kindly accord your consent in the interest of the Company.

None of the Directors or KMP is directly or indirectly, financially or otherwise, interested in the resolution set out at Item No. 6 in the notice except Mr. Sitansh Magia.

#### Item No. 7

The Board of Directors in their meeting held on 01st May, 2015 have appointed Mr. Dhruv Agarwal (DIN - 06896866) as Additional Director of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013.

In terms of Section 161 (1) of the Companies Act, 2013 Mr. Dhruv Agarwal holds the office as Director only upto forthcoming Annual General Meeting. The Notice has been received from a member as required by Section 160 of the Act, signifying its intention to propose the candidature of Mr. Dhruv Agarwal (DIN - 06896866) for the office of Director. The brief profile of Mr. Dhruv Agarwal is annexed to the notice.

The appointment of such director shall be subject to your approval. Hence, you are requested to kindly accord your consent in the interest of the Company.

None of the Directors or KMP is directly or indirectly, financially or otherwise, interested in the resolution set out at Item No. 7 in the notice except Mr. Dhruv Agarwal.

#### Item No. 8

The Board of the Company comprising of versatile and experienced professional with qualified members and their experience and qualifications are very helpful to the company for its growth. With this into consideration the Nomination and Remuneration committee recommended the Board to pay reasonable commission based on the profit of the Company. The Board of Directors of the Company appreciated such recommendation and subject to the approval of the shareholders decided to pay such commission in compliance with the provision of Companies Act, 2013.

The object of such profit is based on the view to motivate them to give their expert advice to the Company for achieving the goals of the Company. The commission to be paid to the directors would be other than Managing Directors, Whole Time Directors and Independent Directors.

The resolution proposes to seek the approval of members pursuant to Section 197 of the Companies Act, 2013. You are, therefore, requested to kindly accord your consent in the interest of the Company.

None of the Directors (except Non- Executive Directors to the extent of remuneration to be received by them) Key Managerial Personnel, directly or indirectly, financially or otherwise, interested or concerned in this resolution.

Place : Vadodara

Date : 23rd July, 2015

**By order of the Board of Directors**

**Bhavesh Jingar**

Company Secretary & Compliance Officer

**Registered Office;**

E-62, Manjusar GIDC, Savli Road,  
P.O. Manjusar, Vadodara - 391775

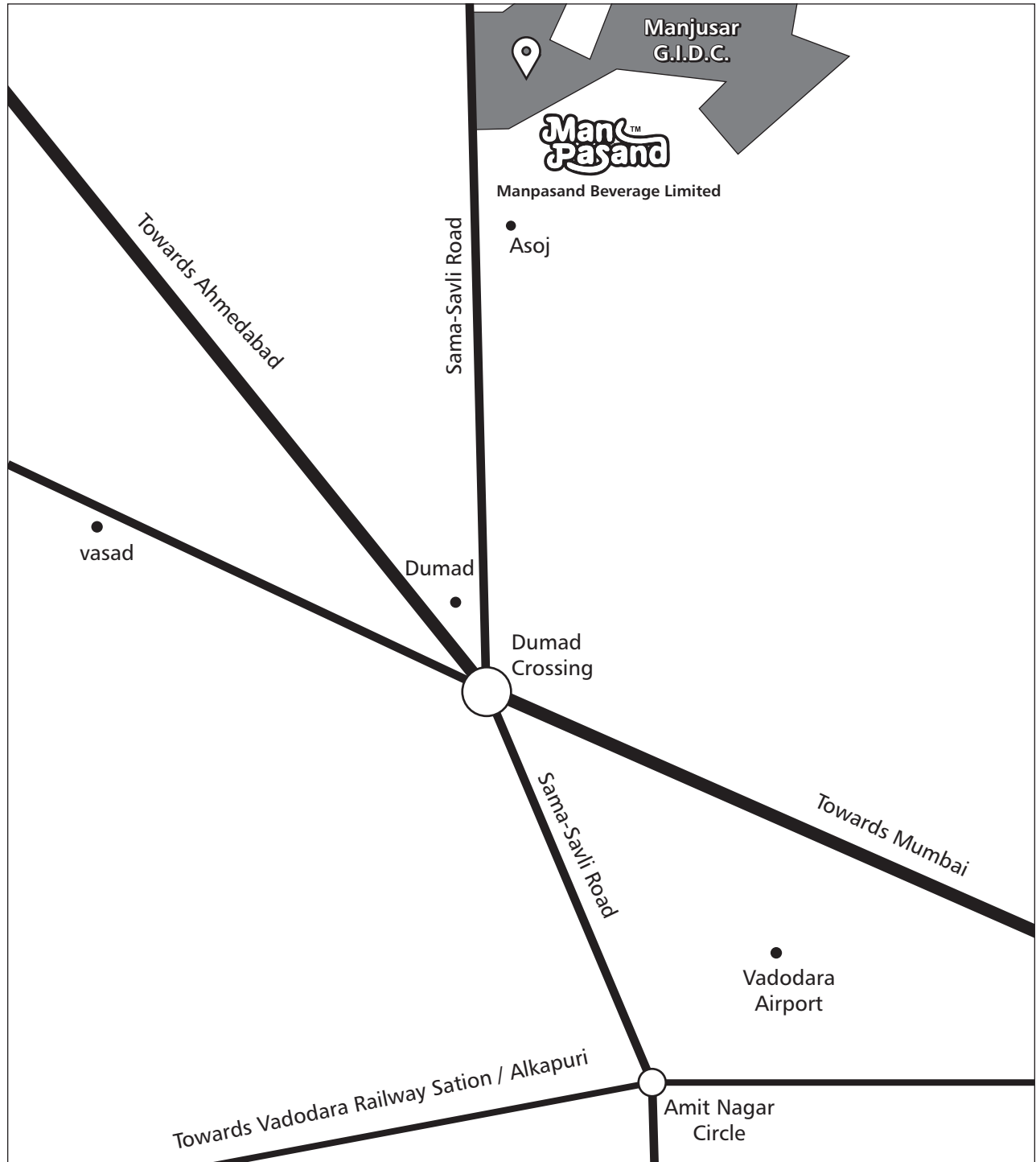
## ANNEXURE TO ITEM NO. 3, 4, 6 & 7 OF THE NOTICE

### Details of Directors seeking appointment/reappointment in the forthcoming Annual General Meeting (Pursuant to Clause 49 (VIII) E of the Listing Agreement)

Name of Director	Mr. Dharendra Singh	Mr. Abhishek Singh	Mr. Sitansh Magia	Mr. Dhruv Agrawal
Date of Appointment	17th Dec, 2010	17th Dec, 2010	1st May, 2015	1st May, 2015
Date of Birth	20th May, 1962	24th April, 1987	12th Feb, 1975	13th Sept, 1975
Expertise in specific functional area	Beverages Sector	Marketing	Corporate Law and other allied Law	Accounts, Taxes etc.
Qualification	Bachelor of Arts	B.E Food Technology	Company Secretary, LLB	Chartered Accountant
Directorship held in other companies	1. Manpasand Snacks & Beverages Ltd. 2. M-Tel Electronics Private Limited 3. X-cite Nutritions Private Limited	1. Manpasand Snacks & Beverages Ltd. 2. M-Tel Electronics Private Limited 3. X-cite Nutritions Private Limited	Khush Housing Finance Private Limited	Nil
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee)	Nil	Nil	Nil	Nil
Shareholdings in the Company	25,230,500	2,500	Nil	Nil



### COMPANY MAP DIRECTION





as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 04th Annual General Meeting of the Company, to be held on Thursday, the 17th September, 2015 at 12.30 P.M. at 1768/1774/1, G.I.D.C., Estate, Manjusar, Savli Road, Dist. Vadodara- 391775 and at any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No.	Resolution(s)	Vote		
		For	Against	Abstain
<b>Ordinary Resolution</b>				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Board's Report and Auditor's Report for the Financial year ended 31st March, 2015			
2	Approval of final dividend for the financial year ended 31st March, 2015			
3	Re-appointment of Mr. Dharendra Singh, Who retires by Rotation.			
4	Re-appointment of Mr. Abhishek Singh, Who retires by Rotation.			
5	Appointment of Auditors and fixing their remuneration			
<b>Special Resolution</b>				
6	Appointment of Mr. Sitansh Magia as an Independent Director			
7	Appointment of Mr. Dhruv Agarwal as Director			
8	Payment of commission to non-executive director			

Signed this \_\_\_\_\_ day of September, 2015.

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of the Proxy holder(s)

Affix ₹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.