

## NOTICE

Notice is hereby given that the 5<sup>th</sup> Annual General Meeting of the members of **Manpasand Beverages Limited** is scheduled to be held on **Monday, the 5<sup>th</sup> day of September, 2016 at 12.30 p.m.** at 1768-1774/1, G.I.D.C., Estate, Manjusar, Savli Road, Dist. Vadodara- 391775 to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements:

To consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and Auditors' thereon.

#### 2. Retire by Rotation:

To appoint a director in place of Mr. Vishal Sood (DIN: 01780814), who retires by rotation and, being eligible, offers himself for re-appointment.

#### 3. Retire by Rotation:

To appoint a director in place of Mr. Dhruv Agrawal (DIN: 06896866), who retires by rotation and, being eligible, offers himself for re-appointment.

#### 4. Ratification of 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 Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee, and pursuant to the resolution passed by the members at the AGM held on 17<sup>th</sup> September, 2015, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Firm Registration No. 117364W) as the statutory auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified.

**RESOLVED FURTHER THAT** as may be determined by the Audit Committee in consultation with the statutory auditors, the Board is authorised to fix the remuneration payable to the Auditors for the financial year ending March 31, 2017.

### SPECIAL BUSINESS:

#### 5. Revision in the remuneration of Mr. Dharendra Singh, (DIN:- 00626056), Chairman & 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 Section 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof) applicable clauses of the Articles of Association of the Company and as per the recommendation of Nomination and Remuneration Committee, the consent of the company be and is hereby accorded for revision in the remuneration being paid to Mr. Dharendra Singh (DIN: 00626056) Chairman & Managing Director of the Company for his remaining tenure on the following terms and conditions w.e.f. 01<sup>st</sup> April, 2016.

Basic Salary : ₹ 426,000/- Per Month

Allowances : ₹ 272,008/- Per Month and

Perquisites : Company's Contribution to various schemes such as PF, Gratuity, bonus etc. as per Company's prevailing rules.

However, the total remuneration to be paid shall not exceed ₹ 1.20 Crs.p.a.

**RESOLVED FURTHER THAT** the above remuneration payable to Mr. Dharendra Singh is subject to the condition that the total remuneration including perquisites shall not in any case exceed 5% of the net profits individually and 11% of the net profits collectively payable to all the Directors as calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Dharendra Singh as Managing Director, the Company incurs losses or profits are inadequate, the Company shall pay to Mr. Dharendra Singh, the above remuneration by way of 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** Board of Directors or Company Secretary of the company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

#### 6. Revision in the remuneration of Mr. Abhishek Singh, (DIN:- 01326637), 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 Section 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof) applicable clauses of the Articles of Association of the Company and as per the recommendation of Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded for revision in the remuneration being paid to Mr. Abhishek Singh (DIN: 01326637) Whole Time Director of the Company for his remaining tenure on the following terms and conditions w.e.f. 01<sup>st</sup> April, 2016.

Basic Salary	: ₹ 213,000/- Per Month
Allowances	: ₹ 136,004/- Per Month, and
Perquisites	: Company's Contribution to various schemes such as PF, Gratuity, bonus etc. as per Company's prevailing rules.

However, the total remuneration to be paid shall not exceed ₹ 60.00 Lacs p.a.

**RESOLVED FURTHER THAT** the above remuneration payable to Mr. Abhishek Singh is subject to the condition that the total remuneration including perquisites shall not in any case exceed 5% of the net profits individually and 11% of the net profits collectively payable to all the Directors as calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Abhishek Singh 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 of 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** Boards of Director or Company Secretary of the company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

**7. Increase in authorised share capital of the Company**

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 61 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory enactments from time to time, the Authorised share capital of the Company be and is hereby increased from ₹55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crores Fifty Lacs Only) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs only) Equity Shares of ₹10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** Clause V of Memorandum of Association of the company be and the same is hereby altered by deleting the same and substituting in place and instead thereof the following as new Clause V.

V. The Authorised Capital of the Company is ₹65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 Equity Shares of ₹10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** any one of the present Director of the Company and Company Secretary of the Company be and is hereby authorised to take all necessary action to give effect to above resolution.

**8. Raising of finance through issue of equity shares**

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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 along with rules enacted thereunder ("Companies Act") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value ₹ 10.00/- each are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), Foreign Exchange Management Act, 1999 as amended, Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the stock exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to offer, issue and allot equity shares ("Equity Shares") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") in the course of domestic and / or international offerings representing either equity shares or a combination of the foregoing for an amount not exceeding ₹ 500.00 Crores (Rupees Five Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilising agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company, in the course of domestic and / or international offerings through public issue and / or private placement and / or rights issue and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents / writings / circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list on any Stock Exchange in India and / or Luxembourg and / or London and/or New York and/or Singapore and/or Hong Kong and / or any of the Overseas Stock Exchanges as may be permissible.

**RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

**RESOLVED FURTHER THAT** in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and other applicable provisions, as amended from time to time.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be determined in compliance with principles and provisions set out in Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

**RESOLVED FURTHER THAT** the Company may enter into any arrangement with any agencies or bodies as are authorised by the Board for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and /or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the consent of the Company be and hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the offer documents(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the proceeds as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and the same shall rank pari passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of rights issue, if the Equity Shares are not subscribed, the same may be disposed of by the Board in such manner which is not dis-advantageous to the shareholders and the Company.

**RESOLVED FURTHER THAT** the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Securities, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalisation of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilisation of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.

**By order of the Board of Directors**

**Bhavesh Jingar**

**Company Secretary & Compliance Officer**

Place : Vadodara

Date : 10<sup>th</sup> August, 2016

**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. 5 & 6 of the accompanying Notice is annexed hereto.
2. A statement giving the relevant details of the Directors seeking appointment/re-appointment under item nos. 2 & 3 of the accompanying notice, as required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 3<sup>RD</sup> SEPTEMBER, 2016, 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 authorised 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 dematerialised 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.
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 through remote e-voting by the first holder.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 03<sup>rd</sup> September, 2016 to Monday, 05<sup>th</sup> September, 2016 (both days inclusive).
9. 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.
10. 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.
11. The members whose names appear on the Registrar of Members/ list of the beneficial owners as on 29<sup>th</sup> August, 2016 are eligible to participate in e-voting on the resolution set forth in this notice.
12. 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 02<sup>nd</sup> September, 2016 and will end at 5 p.m. (IST) on 4<sup>th</sup> September, 2016.
13. 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.
14. 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.
15. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
16. The Company has appointed Mr. Niraj Trivedi, Practicing Company Secretary, Vadodara (COP-3123, FCS-3844) to act as Scrutiniser to scrutinise 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.
17. The Scrutiniser after scrutinising 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 Scrutiniser's Report and submit the same to the Chairman. The results declared along with Scrutiniser's Report shall be placed on the website of the Company.
18. 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.
19. 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. 5<sup>th</sup> September, 2016.
20. 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 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by an e-mail at [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 of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(i)

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

(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 [einward.ris@karvy.com](mailto:einward.ris@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

Item No. 2 & 3

Additional information on directors recommendation for appointment/reappointment required under Clause 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Vishal Sood	Mr. Dhruv Agrawal
Date of Appointment	22 <sup>th</sup> July, 2011	01 <sup>st</sup> May, 2015
Date of Birth	23 <sup>rd</sup> Feb, 1972	13 <sup>th</sup> Sept, 1975
Expertise in specific functional area	Software, Investment Banking and Private Equity	Accounts, Taxes, Administration and Overall Operation etc.
Qualification	Bachelors Degree in Computer Science and Post Graduate Diploma in Management	Chartered Accountant
Directorship held in other companies *	1) Pennar Industries Ltd. 2) Senco Gold Ltd. 3) KDDL Ltd.	Nil
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	Nil	Nil
Shareholdings in the Company	Nil	Nil

\* Excluded Directorship in the Private Companies, Foreign Companies and Government Bodies.

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

Item No. 5 & 6

The Board of Directors at their meeting held on 20<sup>th</sup> July, 2016, and as per the recommendation of Nomination and Remuneration Committee and also subject to the approval of members of the company, has decided to revise the remuneration of Mr. Dharendra Singh, Chairman & Managing Director and Mr. Abhishek Singh, Whole Time Director of the Company for their remaining tenure.

The brief profiles of Mr. Dharendra Singh and Mr. Abhishek Singh are:

**Mr. Dharendra Singh** is the founder promoter of the Company. He holds a bachelor's degree in Arts from Gorakhpur Vishvavidhyalaya, Varanasi. He has around two decades of experience in the Food and Beverages industry. He being a Chairman & Managing Director, is entrusted with substantial powers of management of the affairs of the company.

**Mr. Abhishek Singh** has been associated with the company since incorporation of the Company. He holds a bachelor's degree in Engineering in food and technology from Sardar Patel University, Vallabh Vidhyalaya and has around seven years of experience in the Food and Beverages industry. He is taking care of Marketing, Sales and Admin departments of the Company.

While approving the revised remuneration, Nomination and Remuneration Committee has considered various parameters inter alia includes the scale of operation of the Company and involvement for overall growth of the company especially in respect of setting up of new manufacturing units, exploring domestic market and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the Company and shareholders.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company by way of special resolution. Accordingly, the resolutions set out at item nos. 5 & 6 of the notice are recommended to be passed as special resolution(s).

None of the Directors except Mr. Dharendra Singh and Mr. Abhishek Singh, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 5 and 6 of the accompanying Notice.

Item No. 7

The Company in order to meet its growth objectives and to strengthen its financial position, may require to generate long term resources by issuing shares. It is therefore, deemed appropriate to increase the authorised share capital of the Company from ₹ 55.00 Crores to ₹ 65.00 Crores and for that purpose, Memorandum of Association of the Company is proposed to be altered by passing the ordinary resolution. The provisions of the Companies Act, 2013 require, the Company to seek the approval of the members for increasing in the authorised share capital of the company and for the alteration of capital Clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association and Articles of Association together with proposed alteration is available for inspection by members on any working days of the Company.

The Board of Directors, accordingly, recommends the resolution set out at item No. 7 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel, directly or indirectly, financially or otherwise are interested in the resolution.

#### **Item No. 8**

Subject to compliance with applicable laws and regulations, we intend to use the Net Proceeds of the Issue for enhancing the Company's competitiveness by investing in growth opportunities and fund the expansion plans of the Company and general corporate purposes.

In accordance with the policies approved by the Board and as permissible under applicable laws and government policies, our Company will have flexibility in deploying the Net Proceeds received from the Issue. Pending utilisation for the purposes described above, we intend to temporarily invest funds in credit worthy instruments, including money market mutual funds and deposits with banks and corporates. Such investments would be in accordance with the investment policies as approved by the Board from time to time and will also be in accordance with all applicable laws and regulations.

The Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") and/or Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") ("Securities") to all eligible investors including but not limited to existing equity shareholders as on record date, residents and/or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilising agents and/or otherwise and/or a combination thereof, whether or not such investors are members, promoters, directors or their relatives/ associates of the Company in the course of domestic and/or international offerings through public issue and/or private placement and/or rights issue and/or preferential allotment and/or qualified institutional placement ("QIP") and/or any other permitted modes through prospectus and/or an offer document and/or private placement offer letter and/or such other documents/writings/circulars / memoranda in such manner, at such time or times in such tranche or tranches for an amount not exceeding ₹ 500.00 Crores (Rupees Five Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed five times of the Company's net worth as per the audited balance sheet for the previous financial year;
- e) The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act.

Therefore the Board recommends the resolution contained in Item No. 8 to be passed by the members so as to enable it to issue further Securities.

The proposed issue is in the interest of the Company and your Directors commend the resolution for your approval.

None of the Directors, Key Managerial Personnel, directly or indirectly, financially or otherwise are interested in the resolution.

**By order of the Board of Directors of  
Manpasand Beverages Limited**

**Bhavesh Jingar  
Company Secretary & Compliance Officer**

Place : Vadodara  
Date : 10<sup>th</sup> August, 2016

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

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

E-62, Manjusar G.I.D.C., Savli Road, Vadodara - 391775, Ph. No. 02667-290290/91

Investors@manpasand.co.in | www.manpasand.co.in

5th Annual General Meeting - 5th September, 2016

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: .....

or failing him / her

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

Address:.....

.....

Signature: .....





as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 5<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 5<sup>th</sup> September, 2016 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 31 <sup>st</sup> March, 2016			
2	Re-appointment of Mr. Vishal Sood, who retire by Rotation			
3	Re-appointment of Mr. Dhruv Agrawal, who retire by Rotation			
4	Appointment of Auditors and fixing their remuneration.			
<b>Special Resolution</b>				
5	Revision in the remuneration of Mr. Dharendra Singh, (DIN:- 00626056), Chairman & Managing Director of the Company			
6	Revision in the remuneration of Mr. Abhishek Singh, (DIN:- 01326637), Whole Time Director of the Company			
7	Increase in authorised share capital of the Company			
8	Raising of finance through issue of equity shares			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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

Affix ₹1  
Revenue  
Stamp

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

**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.

## MANPASAND BEVERAGES LIMITED

Regd. Office: - E-62, Manjusar G.I.D.C., Savli Road, Vadodara- 391775.

Phone : +91 2667-290290/91, E-mail: [complianceofficer@manpasand.co.in](mailto:complianceofficer@manpasand.co.in) |

Website: [www.manpasand.co.in](http://www.manpasand.co.in), CIN : L15549GJ2010PLC063283.



### 05<sup>th</sup> Annual General Meeting – 05<sup>th</sup> September, 2016

#### ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID, Client ID & Name of the Shareholder/Joint holders/Proxy in BLOCK LETTERS to be furnished below):

Name of Shareholder/ Proxy holder	DP ID	Client ID	Folio No.	No. of Shares Held	Signature

I hereby record my presence at the 05<sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 05<sup>th</sup> September, 2016 at 12.30 P.M. at 1768/1774/1, G.I.D.C., Estate, Manjusar, Savli Road, Dist. Vadodara- 391775.

#### NOTES:

1. Shareholders/Proxy holders are requested to bring the attendance slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders are requested to indicate their folio Nos., DP ID, Client ID, the change in their address, if any, to the Registrar & Share Transfer Agents, at Karvy Computershare Private Limited, Karvy Selenium Tower, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.