



MANPASAND BEVERAGES LIMITED

Regd. Office: - E-62, Manjusar G.I.D.C., Savli Road,
Vadodara- 391775. CIN : L15549GJ2010PLC063283,
Phone : +91 2667-290290/91
E-mail: complianceofficer@manpasand.co.in |
Website: www.manpasand.co.in

FORM PAS - 1

[Pursuant to Section 27 (1) and rule 7 (2) of Companies
(Prospectus and Allotment of Securities) Rules, 2014]

Advertisement giving details of notice of Special Resolution for altering the objects for which the prospectus was issued.

PUBLIC NOTICE

Notice is hereby given that by a resolution dated July 20, 2016, the Board of Directors of Manpasand Beverages Limited ("the Company") has proposed to alter the terms of the objects of the Issue provided in the prospectus dated June 26, 2015 ("the Prospectus"). The Issue comprises an issue of 1,25,00,000 equity shares with a face value of Rs. 10/- each, issued at a price of Rs. 320/- per equity share (including a premium of Rs. 310/- per equity share) aggregating to Rs. 40,000.00 Lacs (The Issue).

In pursuance of the said resolution, further notice is given for approving the said proposition, a Special Resolution is to be passed by Postal Ballot.

The details regarding such variation/alteration are as follows;

- Particulars of the objects to be altered:-** Setting-up of a new corporate office at Vadodara.
- Particulars of the proposed alteration:-** The Unutilized Amount will be utilized for adding new production lines at Vadodara 2 unit and Ambala unit.
- Reason/Justification for Variation:-** The Company has raised Rs. 2,214.60 Lacs for setting-up of new Corporate Office at Vadodara. However, considering the existing office at Vadodara unit -2, the Management is of the view that the balance amount can be utilized for increasing its productions capacity. Therefore, now Company proposes to utilize the balance amount towards adding up new lines at Vadodara 2 Unit and Ambala Unit.
- Effect of the Proposed alteration on the financial position of the Company:-** The estimated impact of the proposed alteration cannot be quantified at this stage as it depends on various factors, whereas adding of new productions lines would result in increased in capital expenditure and the same shall be funded from the Unutilized Amount. In the event that the estimated expenditure increased due to factors such as inflation or escalation in the cost of raw materials, the Company would have to utilize internal accruals or external indebtedness to meet such shortfall. This may adversely affect the company's financial statements.
- Major Risk factors pertaining to the new objects:-** Any of the following risks, individually or together could adversely affect our business, financial conditions, results of operation;
 - 1. Competition:-** The Company operate in a highly competitive market with competitors who have been in business longer than it has. Some of the competitors may have certain other advantages over the company, including established track record, superior product offerings, wide distribution tie-ups, larger product portfolio, technology, research and development capability and greater market penetration, which may allow competitors to better respond to market trends. The company may not be able to compete large domestic and international FMCG companies
 - 2. Operational Risk:-** The manufacturing facilities of the company are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, reduction or stoppage of water supply, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents
 - 3. Funding requirement have not been appraised by any Bank/Financial Institutions:-** The Funds requirement and funding plans of unutilized amount are as per the own estimates and have not been appraised by any Bank/Financial Institution.
 - 4. Deployment of funds based on Management estimates:-** In view of the highly competitive nature of the industry, in which the Company operates, may have to revise its management estimates from time to time and consequently, the funding requirements may also change.
 - 5. Political instability:-** The Company is incorporated in India, derive all of its revenue from operations in India and all our assets are located in India. Consequently, its performance and the market price of Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.
- 6. Name of directors who voted against the proposed variation / alteration:-**
Not applicable

Any interested person may obtain the copy of a Special Resolution along with the explanatory statement free of charge at the registered office of the Company or at the office of its Company Secretary Shri Bhavesh Jingar at E-62, Manjusar G.I.D.C. Savli Road, Vadodara or visit the website of the Company viz. www.manpasand.co.in for a copy of the same.

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

Sd/-

Date:- 03.08.2016
Place:- Savli, Vadodara

Bhavesh Jingar
Company Secretary



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POSTAL BALLOT NOTICE

Notice is hereby given under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 & all other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the members of Manpasand Beverages Limited ("the Company") that the Company is seeking approval/consent of the shareholders by Postal Ballot (which includes e-voting) by way of resolution for the matters set out in the notice dated 20th July, 2016.

In terms of the said Act/Rules/Regulations, the following information is available to the Shareholders of the Company.

Members holding equity shares either in physical form or dematerialized form, may cast their vote by Postal Ballot or electronically through electronic voting system of Karvy Computershare Private Limited (Karvy) (an agency appointed for the purpose of providing e-voting facilities to the shareholders of the Company).

- The business relating to variation in term of the objects of the Issue as set forth in the notice dated 20th July, 2016 shall be transacted through voting by Postal Ballot and electronic means;
- The Company has completed the dispatch of the Notices on 03rd August, 2016.
- The Voting shall commence on Thursday, 04th August, 2016 (09.00 A.M. IST).
- The Voting shall end on Saturday, 03rd September, 2016 (05.00 P.M. IST).
- Any Postal Ballot received beyond the said date i.e. after 5.00 p.m. IST on 03rd September, 2016 will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date.
- Members who have not received the Postal Ballot Form and Notice may apply to the Company and obtain a duplicate thereof or download the same from Company's website at www.manpasand.co.in

In case of any queries relating to e-voting, please visit help and Frequently Asked questions (FAQs) section available at <https://evoting.karvy.com> For any grievances connected to voting by physical Postal Ballot, the Shareholder may contact Mr. Bhavesh Jingar, Company Secretary, email at complianceofficer@manpasand.co.in or Ph. No. (02667)-290290/91 or write him at the registered office of the company. For any grievances connected to e-voting by Postal Ballot, the Shareholders may contact Mr. Rajeev Kumar, Dy. Manager, RIS Department, Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli Hyderabad 500 032 or Ph. No. 040-67161524.

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