

MANPASAND BEVERAGES LIMITED

Regd. Office: - 1768 & 1774/1, Manjusr Village, Savli Road, Vadodara -391775.

Phone : +91 2667-290290/91, E-mail: complianceofficer@manpasand.co.in |

Website: www.manpasand.co.in, CIN : L15549GJ2010PLC063283.



POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, **Manpasand Beverages Limited** ("the Company") is seeking the approval/ consent of Members for the Resolution, proposed to be passed through Postal Ballot / Electronic Voting (E-Voting).

Members are requested to read carefully the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. (IST) on, **19th September, 2017**. Ballot received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Reg. 44 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges and provisions of Section 108 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to Postal Ballot, for all the Members of the Company. For this purpose, the Company has appointed Karvy Computershare Private Limited for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes as "**Instructions/ Procedure for Voting through Electronic means**" to this Notice of Postal Ballot. Please note that e-voting is optional. Members having shares in demat form or in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Mr. Niraj Trivedi, Company Secretary in Practice (Membership No. FCS 3844 and C.P. No. 3123) has been appointed by the Board of Directors of the Company as the Scrutinizer to conduct the Postal Ballot and E-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot including e-voting and the result of the voting by Postal Ballot and e-voting will be announced on **20th September, 2017**. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. **20th September, 2017** and shall be deemed to have been passed at the General Meeting of the Members.

Item No.1.Issue of Bonus Shares

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 63 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI) from time to time, the relevant provisions of the Articles of Association of the Company, and the recommendation of the Board of Directors of the Company, and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board and which expression shall be deemed to include a Committee of the Board) for capitalisation of such sums standing to the credit of the Securities Premium Reserve, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of Rs.10/- each, be credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding in the proportion of 1 (one) equity share of Rs. 10/- each for every 1 (one) equity share of 10/- each held by the Members on Record Date.

FURTHER RESOLVED THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing fully paid up Equity shares except that the new Equity shares shall not be entitled to participate in any dividend declared for or in respect of the financial year 2016-17".

FURTHER RESOLVED THAT no allotment letters shall be issued in respect of said Bonus Shares and in case of members who hold shares or opt to receive the shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participants and in case of members who hold Equity Shares in Physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time frame as stipulated as per Companies Act, 2013 and/or Listing Regulation from the date of allotment thereof by the Board of Directors of the Company or a committee of directors, as the case may be.

FURTHER RESOLVED THAT the issue and allotment of such Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FII) and other foreign investors shall be subject to permission and/or approval of the Reserve Bank of India (RBI), if required.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Regulation and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors be and are hereby authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary to settle any question or difficulty whatsoever (including a question or difficulty in connection with any deceased or insolvent Member or a member suffering from any disability) that may arise in regard to issue and distribution of new Equity Shares as they think fit and its decision shall be final and binding on all members and other interested persons.”

Item No.2. Increase in the Authorized 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 enactment the Authorized Share Capital of the Company be and is hereby increased from Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores Only) divided into 11,50,00,000 (Eleven Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

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

V. The Authorized Capital of the Company is Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores Only) divided into 11,50,00,000 (Eleven Crores Fifty Lakhs) Equity Shares of Rs. 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 are hereby authorized to take all necessary action to give effect to above resolution.”

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

**Place:- Vadodara
Date:-10.08.2017**

**Bhavesh Jingar
Company Secretary & Compliance Officer**

Notes:

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for such Resolutions are annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appears as on **Friday, the 11th August, 2017** in the Register of Members/ List of Beneficial Owners and as received from Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with the Company’s Registrar and Transfer Agent. For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply Envelope.
4. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company’s website: www.manpasand.co.in, where the Postal Ballot Notice is displayed.
5. Members are requested to carefully read the instructions before exercising their vote and either return form duly completed in the attached self-addressed pre-paid postage envelope; or vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on before 5.00 P.M. (IST) on the **19th September, 2017** (“Last Date”).
6. In case shares held by Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authorised Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form by the last date.
7. The result and the report of Scrutinizer on the postal ballot and e-voting shall be communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and will also be displayed on the Company’s website www.manpasand.co.in.
8. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed at a General Meeting of the members convened in that behalf.

9. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director i.e. on **20th September, 2017**.
10. A copy of this notice has been placed on the website of the Company www.manpasand.co.in and shall remain on the website until the last date for receipt of the postal ballots from the shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.
12. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or members who have been sent this Postal Ballot electronically and who do not want to avail the E-voting facility organized through Karvy, may send a request on the e-mail id:-complianceofficer@manpasand.co.in by mentioning his/her Folio/DP No. and Client ID No. for obtaining the Notice and Postal Ballot in physical form from the company. The Members have to send the duly completed Postal Ballot form to ensure that its reaches the Scrutinizer on or before **19th September, 2017 by 05.00 p.m. (IST)**, failing which, it will be strictly considered that no reply has been received from the Member.
13. Mr. Bhavesh Jingar, Company Secretary and Compliance Officer of the Company is the officer authorized to ensure smooth conduct of the Postal Ballot process.
14. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be treated as invalid and vote cast through e-voting shall considered. A member cannot exercise his/her vote by proxy on postal ballot.
15. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Reg. 44 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Karvy Computershare Private Limited as the Authorised Agency to provide e-voting facility.

PROCEDURE/INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>';
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • <u>Event no.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy Computershare Private Limited on its toll free No. **1-800-34-54-001** for any further clarifications;
- iv) Members can cast their vote online from **21st August, 2017 @ 09.00 a.m. (IST) to 19th September, 2017 @ 05.00 p.m. (IST)**. E-voting module will be disabled after **19th September, 2017, on 05.00 p.m. (IST)** for E-voting by shareholders;
- v) After entering these details appropriately, click on "LOGIN";
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- vii) You need to login again with the new credentials;
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Manpasand Beverages Limited**';
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used;
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast, select 'ABSTAIN';
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote;
- xiii) Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to mailneerajtrivedi@gmail.com and evoting@karvy.com.The file scanned image of the Board Resolution should be in the naming format "Manpasand Beverages Limited_ Event no.".

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

Item No. 1

The Board of Directors at their meeting held on **10th August, 2017**, recommended to issue bonus shares in proportion of 1 (One) equity share for every 1(One) equity share held by the members on a "Record Date"by capitalizing a part of the amount standing to the credit of the Securities Premium Reserve .

Pursuant to Articles of Association of the Company and in terms of Guidelines of Securities and Exchange Board of India (SEBI) and Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserve and bonus issue thereof require approval of the members. Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and any other regulatory authority, in connection with bonus issue.

Accordingly, the resolution seeks the approval of the members for capitalizing of amount out of the amount standing to the credit of Securities Premium Reserve and to issue bonus shares out of the same on the terms and conditions set out in the resolution.

The Directors recommended the Ordinary resolution for your approval.

The Directors/Key Managerial Personnel or their relatives are concerned or interested, to the extent of their shareholding.

Item No. 2

The proposal for issue of Bonus Shares of the Company of Rs. 10/- each to the members requires to amend Memorandum of Association of the Company as the present capital is not sufficient for issuance of bonus shares. Board therefore proposes to increase the authorized capital as provided in the resolution.

Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in item No. 2 of the accompanying notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequently to the proposed Bonus Issue i.e. from Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores) divided into 11,50,00,000 (Eleven Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

The Board of Directors of the Company at its Meeting held on **10th August, 2017** recommends to increase the authorized capital subject to the approval of the shareholders. Therefore, the Resolution as set out in Item No. 2 of the accompanying Notice is for your approval as an ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested.

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

**Place:- Vadodara
Date:-10.08.2017**

**Bhavesh Jingar
Company Secretary & Compliance Officer**

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