

MANPASAND BEVERAGES LIMITED

Regd. Office: - 1768 & 1774/1, Manjusar 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 as enclosed to this notice, 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, **28th November, 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 **29th November, 2017**. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. **29th November, 2017** and shall be deemed to have been passed at the General Meeting of the Members.

Item No.1. Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FIIs) put together from 24% up to 49% of the paid-up equity share capital 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 the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Rules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and also subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, the Consent of the members be and is hereby accorded to the Board of Directors to permit Foreign Institutional Investors (FIIs) registered with the Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs) by whatever name called, to make investment in any manner in the equity shares of the Company from 24% (Twenty Four percent) up to an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules, Regulations, Policy and Guidelines;

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee which the Board may constitute, and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit of FII/FPIs from 24% to aggregate limit of 49% in one or more tranches without requiring to secure any further consent or approval of the members of the Company”.

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

**Place:- Vadodara
Date:-25.10.2017**

**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 20th October, 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 or before 5.00 P.M. (IST) on the **28th November, 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 **29th November, 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 **28th November, 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.

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 **30th October, 2017 @ 09.00 a.m. (IST) to 28th November, 2017 @ 05.00 p.m. (IST)**.E-voting module will be disabled after **28th November, 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

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, the total holdings of all Foreign Institutional Investors (FIIs) / SEBI approved sub-accounts of FIIs put together shall not exceed 24% of the paid-up equity capital of the Company. This limit of 24% can be increased to the extent as provided for sectoral cap/statutory limit and as applicable to the Company, by passing a Special Resolution to that effect by its Shareholders. Present holding of FIIs in the Company is approx 22% of paid up capital and considering the present trend in the market, the FIIs stake in the company may go beyond 24% and hence company needs to have the consent of the shareholders. This permission will allow FIIs to invest in the equity of the Company and hence it is proposed to increase the present limit of FIIs shareholding in the Company from 24% up to an aggregate limit of 49% of paid up equity share capital of the Company in one or more tranches. Accordingly, consent of the Shareholders is sought by way of a Special Resolution through Postal Ballot /voting through electronic means (remote e- Voting) as set out as Item No.1 in the Notice of Postal Ballot.

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:-25.10.2017**

**Bhavesh Jingar
Company Secretary & Compliance Officer**

Registered office;
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