

MOHAN MEAKIN LIMITED.
CIN: L15520HP1934PLC000135
Registered Office: P.O. Solan Brewery-173214 (Himachal Pradesh)

NOTICE OF MEETING:

NOTICE is hereby given that the 84th Annual General Meeting (AGM) of Mohan Meakin Limited, will be held at the Registered Office of the Company at Solan Brewery (Himachal Pradesh) on Wednesday the 26th September, 2018 at 11 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 including the audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Smt. Shalini Mohan (holding DIN 06939483) who retires by rotation and being eligible, seeks re-appointment.
3. Appointment of Auditors:

To consider, if thought fit, to pass with or without modification(s), the following Resolution as an ordinary Resolution.

“RESOLVED that pursuant to Section 139,141,142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules 2014 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of Board of Directors, M/s. Haribhakti & Co., LLP, Chartered Accountants New Delhi (Firm Regn. No.103523W/W100048) be and are hereby re-appointed as Statutory Auditors of the Company for the audit of Company's Accounts of Regd. Office and those of its branches at Solan Brewery, Mohan Nagar, Kasauli and Mohan Gram (Bhankarpur) including Bottling Plant taken on lease at Jahari (Sonapat) Haryana for a term of one year holding office from the conclusion of 84th Annual General Meeting until the conclusion of 85th Annual General Meeting of the Company to be held in the calendar year 2019, at a remuneration of Rs.34 lacs plus applicable taxes, plus out of pocket expenses as may be incurred by them during the course of the audit.

4. To appoint Branch Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an ordinary Resolution :

“RESOLVED that pursuant to Section 139,141, 142,143(8) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee, M/s Saxena & Saxena, Chartered Accountants, New Delhi, (having Registration No.006103N) be and are hereby re-appointed as Auditor of the accounts of the Company's Lucknow Branch for the year ending 31st March, 2019 and to hold office from the conclusion of 84th Annual General Meeting (AGM) till the conclusion of the 85th Annual General Meeting of the Company to be held in the Calendar year 2019 at a remuneration of Rs.40,000/- (Forty thousand only) plus service tax and out of pocket expenses at actual.

SPECIAL BUSINESS:

5. To approve revision of remuneration payable to the Managing Director of the Company Shri Hemant Mohan and in this regard to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution.

“RESOLVED that in partial modification of Special Resolution previously passed by the Shareholders in the 82nd Annual General Meeting of the Company held on 15th September, 2016 approving the appointment of Shri Hemant Mohan, (holding DIN 00197951), as Managing Director of the Company for a period of 3 years effective from 13.8.2016 pursuant to the provisions of Relevant Sections of the Companies Act, 2013 read with and in accordance with the conditions specified in Schedule V of the said Act, with variation in terms and conditions of his remuneration as approved by the Shareholders in the 83rd Annual General Meeting of the Company held on 29th September, 2017, approval of the Company be and is hereby accorded that Shri Hemant Mohan (holding DIN 00197951) Managing Director of the Company be paid remuneration as set out in the Statement pursuant to Section 102(1) of the Companies Act annexed to the Notice convening this Meeting, as laid down under the provisions of Companies Act, 2013 and the modified Schedule V of the Act wherein the limit of yearly remuneration payable to the Managerial person

as per Section II Part II(A) of the Schedule, applicable in the case where there is no profits or the profits are inadequate has been revised from Rs.42 lacs p.a. to Rs.84 lacs p.a. with the proviso that this limit can be doubled if the Resolution approving the remuneration, is placed before the Shareholders by way of Special Resolution for their approval, w.e.f. 1.4.2018 for the remaining period of his appointment upto 12.08.2019 with liberty to the Board of Directors (hereinafter referred to as " the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Hemant Mohan, subject to the same not exceeding the limits specified under modified Schedule V, Section II Part IIA of the Companies Act, 2013 or any statutory modification(s) or Re-enactment thereof.

All other terms and conditions of his appointment as approved by the Members by way of Special Resolutions passed at the 82nd and 83rd Annual General Meetings of the Company will remain the same.

RESOLVED further that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

6. To re-appoint Shri Hemant Mohan, Managing Director and in this regard if thought fit, to pass with or without modification(s) following Resolution as a Special Resolution.

RESOLVED that pursuant to the provisions of Sections 2 (94), 196,197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification(s) or Re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and pursuant to Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Shri Hemant Mohan (holding DIN 00197951) as Managing Director of the Company for a period of 3 years w.e.f. 13.8.2019 on the terms and conditions and remuneration as set out in the Statement pursuant to Section 102(1) of the Companies Act annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as " the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Hemant Mohan, subject to the same not exceeding the limits specified under modified Schedule V, Section II Part IIA of the Companies Act, 2013 or any statutory modification or Re-enactment thereof.

RESOLVED further that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

REIATED PARTY TRANSACTIONS

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, consent of the Company be and is hereby accorded for entering into the following Agreements by the Company with Mohan Breweries & Distilleries Ltd., Chennai:-

- | | |
|---|--------------------------------------|
| 1. Manufacturing Agreement (BEER) in the States of Tamilnadu, Karnatka Telangana & U.T. of Pondicherry and Andaman. | Effective from 1.4.2018 to 31.3.2019 |
| 2. Manufacturing Agreement (IMFL) (IMFL) in the States of Tamilnadu and U.T. of Andaman. | Effective from 1.4.2018 to 31.3.2019 |
| 3. Authorised Selling Agency Agreement (Sale of Cornflakes/Juices) | Effective from 1.4.2018 to 31.3.2019 |
| 4. Bottling and Sales Agreement for Andhra Pradesh (for IMFL) for its Bottling Unit at Chittoor (AP). | Effective from 1.4.2018 to 31.3.2019 |

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations &

Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded for entering into the Manufacturing Agreement by the Company with Mohan Rocky Springwater Breweries Ltd., Mumbai (Mah.) for manufacture and purchase of Company's finished products and to get royalty on sale of Company's products to Canteen Stores Deptt., in Maharashtra effective from 1.4.2018 to 31.3.2019.

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded for entering into Purchase Agreement by the Company with M/s. Mohan Zupack Ltd., New Delhi for purchase of empty Cartons effective from 1.4.2018 to 31.3.2019.

10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, consent of the Company be and is hereby accorded for entering into the following Agreements by the Company with M/s. Mohan Closure Ltd., New Delhi effective from 1.4.2018 to 31.3.2019 :-

- (1) Purchase Agreement (for purchase of Crown Corks).
- (2) Lease Agreement (for lease of factory premises).

11. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, consent of the Company be and is hereby accorded for entering into the following Agreements by the Company with M/s. Trade Links (P) Ltd., New Delhi :-

1. Usership Agreement effective from 1.4.2018 to 31.3.2019 - (Royalty).
2. Authorised Selling Agency Agreement effective from 1.4.2018 to 31.03.2019 - (Sale of IMFL, Beer) and (Corn Flakes and Juices).

12. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, consent of the Company be and is hereby accorded for entering into Lease Agreement by the Company with M/s. Johan Oakey & Mohan Ltd., Delhi, effective from 1.4.2018 to 31.3.2019.

13. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution.

RESOLVED that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded for entering into the Lease Agreement by the Company with National Cereals Products Ltd., Solan Brewery (H.P.) for use of MML premises, electricity, water charges etc., effective from 1.4.2018 to 31.3.2019.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N. HANDA)
COMPANY SECRETARY.

REGD. OFFICE:
SOLAN BREWERY (H.P.) – 173214
DATED : 14th August, 2018.

NOTES & ANNEXURE:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed as Annexure-1.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote in the Meeting instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in the aggregate not more than ten (10) percent of the total share capital of the Company.
3. As the number of members as on the date of meeting exceeds five thousand the quorum for the meeting as provided in Section 103 of the Companies Act, 2013 shall be thirty members personally present.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the Meeting.
5. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. A Proxy Form for the AGM is annexed as Annexure-2.
6. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/Proxies/authorized representative should bring the duly filled attendance slip annexed as Annexure-3, to attend the Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books will remain closed from 25th September, 2018 to 26th September, 2018 (both days inclusive) for the purpose of record date.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
12. Members whose holding is in electronic mode are requested to intimate their respective Depository participants for change, if any, in their addresses quoting their Client ID/DP ID.
13. Members are requested to address all correspondence, including dividend related, change of address etc., to the Registrar and Share Transfer Agents M/s. Beetal Financial and Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062.
14. In compliance of Sections 124 and 125 of the Companies Act, 2013, the Company has already transferred the entire amount of unclaimed/unpaid dividend to the Government Account, i.e. Investor Education and Protection Fund and as such no amount is lying in the Books of Accounts of the Company.
15. With a view to using natural resources responsibly, we request shareholders to update their email addresses, with their Depository Participants to enable the Company to send communication electronically.
16. The Annual Report for 2017-18 is being sent through electronic mode only to the members whose e-mail addresses are registered with the Company Depository Participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
17. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations

2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Securities Depository Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice as Annexure-4.

Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management & Administration) Rules 2014, voting through polling shall also be made available to those members who attend the Annual General Meeting and have not already cast their vote by remote e-voting.

18. The Notice of the 84th AGM and instructions for e-voting along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
19. Members may also note that the Notice of the 84th AGM and the Annual Report 2017-18 will be available on the Company's website www.mohanmeakin.com. The physical copies of aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries, may write to us.
20. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Directors seeking appointment/re-appointment at the AGM is furnished as Annexure-5 to the Notice.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the Company.
22. Members are requested to note that the Company's shares are under compulsory Demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience and eliminate risks associated with physical shares and for ease of portfolio management.
23. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of the AGM.
24. The Shareholders need to furnish the printed attendance slip along with a valid identity proof such as the PAN Card, Passport, Aadhar Card or Driving License to enter the AGM Hall.
25. Members can avail of the nomination facility as provided under Section 72 of the Companies Act, 2013 in respect of shares held by them in physical form. Members desiring to avail of this facility may send their nomination in the prescribed Form (which will be made available on request) to the Company Secretary at the Registered Office of the Company.
26. Mrs. Shalini Mohan, Non-Independent Director will retire at the ensuing AGM and being eligible seeks re-appointment. In terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and SS-2 Secretarial Standards on General Meetings, details of Directors liable to retire by rotation at the ensuing Annual General Meeting are given in Annexure-5 to this Notice.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N.HANDA)
COMPANY SECRETARY

Regd. Office,
Solan Brewery (H.P.)-173214
Dated: 14th August, 2018.

Annexure-I

STATEMENT Pursuant to Section 102(1) of the Companies Act, 2013:

AGENDA ITEM NO.5:

The appointment of Shri Hemant Mohan as Managing Director of the Company was approved by the Shareholders by way of Special Resolution in its Meeting held on 15th September, 2016 under the provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, on the remuneration package as approved by the Nomination & remuneration Committee as specified under Schedule V Section II Part II, for a period of 3 years commencing from 13th August, 2016, with certain variation in the terms of his remuneration as approved by the Shareholders by way of Special Resolution passed at the 83rd Annual General Meeting of the Company held on 29th September, 2017. Schedule V stands modified w.e.f. 12.09.2016, by the Ministry of Corporate Affairs whereby the limit of yearly remuneration payable to a Managerial person as per section II Part IIA of the Schedule has been revised from Rs.42 lacs to Rs.84 lacs p.a. with the proviso that this limit can be doubled if the Resolution approving the remuneration, is placed before the Shareholders by way of Special Resolution for their approval. In view of this and looking to the responsibilities and duties of the Managing Director, the Nomination & Remuneration Committee has recommended payment of remuneration to Shri Hemant Mohan, Managing Director as per modified Schedule V of the Companies Act as specified in Section II Part II(A) for the remaining period of his appointment i.e. from 1.4.2018 to 12.8.2019 as given below :-

A. PERIOD: 1.04.2018 to 12.08.2019

B. REMUNERATION:

Not exceeding Rs.1.68 Crores per annum inclusive of salary and all the perquisites such as –

- (i) Rent Free residential accommodation or House Rent allowance in lieu thereof and utilities (e.g. Gas, Electricity, Water Charges and furnishing etc.), for the said accommodation.
- (ii) Club Fees - Actual Fees of Clubs will be reimbursed;
- (iii) Telephone - Free Telephone facility at residence Including mobile phone & other suitable communication facilities.
- (iv) Facility of Car with Driver
- (v) Reimbursement of actual medical expenses incurred in India for self and family.

With the provision to draw Rs.14,00,000/- per month on account of the above component of remuneration.

In addition to the above, the Managing Director would be entitled to -

the Company's contribution to Provident Fund, Superannuation or annuity Fund, to the extent these singly or together are not taxable under the Income Tax Law, Gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Law which shall not be included for the purpose of computation of the overall ceiling of remuneration.

C. Minimum Remuneration.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Shri Hemant Mohan the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under Paragraph (A) as laid down in Section II of Part II of Schedule V to the Companies Act, 2013. However, as a matter of clarification, the proposed Special Resolution be considered as the relevant "Special Resolution" for the purposes of increase (double) in the limits i.e. the limit based on the effective capital of the Company which shall not exceed Rs.1.68 Crores per annum as specified under Section II, Part II-A Paragraph-A of amended Schedule V of the Companies Act, 2013 in the event of the Company has no profits or its profit are inadequate.

All other terms and conditions of his appointment as approved by the Members by way of Special Resolutions passed at the 82nd and 83rd Annual General Meeting of the Company will remain the same.

None of the other Directors, Key Managerial Personnel or their relatives except Shri Vinay Mohan and Smt. Shalini Mohan who are brother and brother's wife respectively of Shri Hemant Mohan, are financially or otherwise, interested in the Resolution set out at Agenda item No.5.

The Resolution for revision of remuneration of the Managing Director is placed before the Shareholders for their approval as a Special Resolution.

AGENDA ITEM NO.6.

The Shareholders approved the appointment of Shri Hemant Mohan as Managing Director in the Annual General Meeting of the Company held on 15th September, 2016 for a period of 3 years on the remuneration package as approved by the Nomination & Remuneration Committee, w.e.f. 13.8.2016, which period shall expire on 12.8.2019. The Board of Directors of the Company, on the recommendations of Nomination and Remuneration Committee, at its Meeting held on 14th August, 2018 has, subject to the approval of Members by way of Special Resolution, re-appointed Shri Hemant Mohan (Holding DIN 00197951) as Managing Director of the Company for a period of 3 years from the expiry of his present terms i.e. w.e.f. 13th August, 2019, on the terms and conditions, including remuneration package as recommended by the Nomination and Remuneration Committee, and approved by the Board which are given below :-

A. PERIOD: 13.08.2019 to 12.08.2022.

B. NATURE OF DUTIES:

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

C. REMUNERATION:

Not exceeding Rs.1.68 Crores per annum inclusive of salary and all the perquisites such as -

- (i) Rent Free residential accommodation or House Rent allowance in lieu thereof and utilities (e.g. Gas, Electricity, Water Charges and furnishing etc.), for the said accommodation.
- (ii) Club Fees - Actual Fees of Clubs will be reimbursed;
- (iii) Telephone - Free Telephone facility at residence Including mobile phone & other suitable communication facilities.
- (iv) Facility of Car with Driver
- (v) Reimbursement of actual medical expenses incurred in India for self and family.

With the provision to draw Rs.14,00,000/- per month on account of the above component of remuneration. In addition to the above, the Managing Director would be entitled to - the Company's contribution to Provident Fund, Superannuation or annuity Fund, to the extent these singly or together are not taxable under the Income Tax Law, Gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Law which shall not be included for the purpose of computation of the overall ceiling of remuneration.

C. Minimum Remuneration.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Shri Hemant Mohan the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under Paragraph (A) as laid down in Section II of Part II of Schedule V to the Companies Act, 2013. However, as a matter of clarification, the proposed Special Resolution be considered as the relevant "Special Resolution" for the purposes of increase (double) in the limits i.e. the limit based on the effective capital of the Company which shall not exceed Rs.1.68 Crores per annum as specified under Section II, Part IIA of amended Schedule V of the Companies Act, 2013 in the event of the Company has no profits or its profit are inadequate.

This appointment/arrangement may be terminated by either of the party by giving the other party six calendar month's notice in writing.

Other terms & conditions of appointment:

There has been no default in re-payment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in any preceding financial year.

The other information as required under Paragraph (iv) of Section II, Part IIA of Schedule V of the Companies Act, 2013 is annexed as per Annexure-6.

This statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) and other relevant Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. Shri Hemant Mohan is concerned or interested in the proposed Special Resolution.

Shri Hemant Mohan satisfies all the conditions set out in Part-I of Schedule V to the Companies Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

None of the other Directors, Key Managerial Personnel or their respective relatives except Shri Vinay Mohan and Smt. Shalini Mohan who are brother and brother's wife respectively, in any way, financially or otherwise, are deemed to be concerned or interested in the Resolution set out at Agenda item No.6.

The above may be treated as Written Memorandum setting out terms of re-appointment of Shri Hemant Mohan under Section 190 of the Act.

In compliance with the provisions of Section 2(94), 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and other relevant Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the approval of the Members of the Company is sought for the appointment and terms of remuneration of Shri Hemant Mohan as the Managing Director as set out above.

This Resolution regarding the appointment of the Managing Director at Item No.6 is commended by the Board for approval by the Members.

RELATED PARTY TRANSACTIONS:

The Company works closely with its related Parties to achieve its business objectives and enter with a range of Related party transactions with the Related Parties, from time to time in the ordinary course of business and at arm's length. However, 2 parties i.e. Mohan Rocky Springwater Breweries Ltd., and Trade Links (P) Ltd., appearing at Agenda items No.8 and 13, may touch or likely to exceed the threshold of Material Related Party transaction. The Audit Committee and the Board of Directors, at their respective Meetings held on 30th May, 2018, granted approval or seeking approval of the Shareholders of the Company to enter into transactions with related parties, which individually or taken together could be Material Related party transactions within the meaning of the Materiality Policy of the Company and within the meaning of Regulation 23 of SEBI (LODR) Regulations 2015.

In view of the above, out of abundant caution and to avoid any legal infirmity, approval of the shareholders is sought for all the seven Related Parties appearing at item No.7 to 13 of the Agenda.

AGENDA ITEM NO.7.

The Company has entered into Manufacturing Agreement (Beer), in the States of Tamilnadu, Kerala, Karnatka, Telangana and U.T. of Pondicherry and Andaman, Manufacturing Agreement (IMFL), Tamilnadu & U.T. of Andaman, Authorised Selling Agency Agreement (Sale of Cornflakes/Juices) and Bottling and Sales Agreement for Andhra Pradesh with Mohan Breweries & Distilleries Ltd., Chennai for a period of one year i.e. from 1.04.2018 to 31.03.2019 with a view to sell the Company's products in the States of Tamilnadu, Kerla, Karnataka, U.T. of Pondicherry and Andaman, Telangana and Andhra Pradesh. It is economically unviable for the Company to send its products from its own manufacturing centres based in Northern India due to heavy freight involved besides other levies like import fee and export fee of various States. With these arrangements, the Company's products do reach to every part of the Country and becoming popular among consumers. The Company has been getting handsome amount by way of royalty/commission as a result of these Arrangements, adding to its profitability. The arrangements are in the beneficial interest of the Company. The arrangements are in the ordinary course of business and are at arm's length. Shri M. Nandagopal is Common Director in both the Companies i. e. Mohan Meakin Ltd., and Mohan Breweries & Distilleries Ltd. ; hence this Resolution is placed before the Shareholders by way of Ordinary Resolution.

All the above Agreements/Arrangements with Mohan Breweries & Distilleries Ltd., shall be available for inspection at the Regd. Office of the Company on all working days except Sunday, including the date of Annual General Meeting.

AGENDA ITEM NO.8

The Company holding 89,000 shares of Rs.10/- each in the paid up capital of Rs.57,17,040/- of Mohan Rocky Springwater Breweries Ltd., has entered into Manufacturing Agreement with MRSB, Mumbai (Maharashtra) for a period of one year i.e. 1.04.2018 to 31.03.2019 with a view to sell its products to CSD Canteens in the State of Maharashtra and also to purchase from them the finished products for sale in the markets in that State. It is economically unviable for the Company to send its products from its own manufacturing centres based in Northern India to Maharashtra, due to heavy freight involved, besides other levies like import fee and export fee of various States. With these arrangements, the Company's products do reach to every part of Maharashtra where the Company remained un-represented in the absence of such arrangements. The Company has been earning good amount of margin on account of sale of Spirit and other essential ingredients for manufacture of Company's brands by Mohan Rocky Springwater Breweries Ltd., at their Bottling Plant, which adds to the Company's profitability. The transaction with this party is likely to exceed the threshold limit and as such may fall in the category of "Material Related Party transactions". The arrangements are in the ordinary course of business and are at arm's length, and are in the beneficial interest of the Company. Except Shri Vinay Mohan (holding 67,800 shares), Shri M. Nandagopal (holding 500 shares), Dr. L.K. Malhotra & Shri Yash Kumar Sehgal (holding no shares), Directors of Mohan Rocky Springwater Breweries Ltd., none of the other Directors of the Company are interested in Mohan Rocky Springwater Breweries Ltd., ; hence this Resolution is being placed before the Shareholders by way of Ordinary Resolutions.

The Manufacturing Agreement referred to above with Mohan Rocky Springwater Breweries Ltd., shall be available for inspection at the Regd. Office of the Company on all working days except Sunday, including the date of Annual General Meeting.

AGENDA ITEM NO.9.

The Company Mohan Meakin Ltd., (MML) has entered into Purchase Agreement effective from 1.04.2018 to 31.03.2019 with Mohan Zupack Ltd., for purchase of empty Cartons for packing its products. This Company is situated in vicinity of MML's Units at Mohan Nagar resulting in quick supply of cartons to MML as per their demand besides timely supplies to other units of MML situated in other States. Zupack also maintains inventory for MML's brand and it is always ready to deliver stocks even in small quantities as per MML's requirement whereas there is no other supplier in market who can commit the timely supply of required quantity and quality of cartons for MML's brands. Zupack strictly meets out the standards and specifications of MML and more over it manufactures cartons exclusively for MML's units and brands.

The arrangements are at arm's length and in the Ordinary Course of business and are in the beneficial interest of the Company. Mrs. Usha Mohan, Director of Mohan Zupack Ltd., is mother of Shri Hemant Mohan and Shri Vinay Mohan Directors of the Company and mother-in-law of Mrs. Shalini Mohan a Director of the Company and as such they are deemed to be interested in the Resolution. Therefore this is being placed before the shareholders by way of Ordinary Resolution.

The Agreement referred to above shall be available for inspection by Members at the Regd. Office of the Company on all working days except Sunday including the date of Annual General Meeting.

AGENDA ITEM NO.10.

The Company Mohan Meakin Ltd.,(MML) has entered into Purchase Agreement and Lease Agreement with Mohan Closures Ltd., (MCL) effective from 1.04.2018 to 31.03.2019 for purchase of Crown Corks. Mohan Closures is situated within MML's Mohan Nagar compound therefore it arranges instant supply of Crown Corks to MML's units at Mohan Nagar besides timely supplies to other Units of MML situated in other States. The design and quality of MCL's Crown Corks meets MML's requirement perfectly. MCL also supplies Crown Corks in smaller quantity to MML whereas other manufacturers in this industry don't agree to supply for below specific quantity. MCL also maintains stock for MML's brands. In order to ensure timely delivery of desired quantity, the Company has given its idle premises to MCL for which the Company is also charging rent. As such the arrangements are in the beneficial interest of the Company. The arrangements are in the Ordinary Course of business and are at arm's length.

None of the Directors except Shri Vinay Mohan who is Common Director in both the Companies, i.e. Mohan Meakin Ltd., and Mohan Closures Ltd., is interested in the Resolution ; hence this is being placed before the shareholders by way of Ordinary Resolution.

The Agreements referred to above shall be available for inspection by Members at the Regd. Office of the Company on all working days except Sunday, including the date of Annual General Meeting.

AGENDA ITEM NO.11.

The Company (Mohan Meakin Ltd) has entered into Usership Agreement effective from 1.4.2018 to 31.3.2019 - (Royalty) and Authorised Selling Agency Agreements effective from 1.4.2018 to 31.03.2019 - (Sale of IMFL, Beer) and (Corn Flakes and Juices) with Trade Links (P) Ltd., with a view to boost the sale of its products throughout the country on commission basis. With these arrangements the sale of Company's products throughout the Country has gone up substantially, besides the Company has been getting royalty pursuant to these Arrangements. The transaction with this party is likely to exceed the threshold limit and as such may fall in the category of "Material Related Party transactions". These arrangements are in the beneficial interest of the Company. The arrangements are in the ordinary course of business and are at arm's length. Shri Vinay Mohan is common Director in both the Companies i.e. Mohan Meakin Ltd., and Trade Links (P) Ltd.; hence interested in the Resolution.

None of the Directors, except Shri Vinay Mohan who is Common Director in both the Companies, i.e. Mohan Meakin Ltd., and Trade Links Pvt. Ltd., is interested in the Resolution ; hence this is being placed before the shareholders by way of Ordinary Resolution.

Both the above Agreements with Trade Links (P) Ltd., shall be available for inspection at the Regd. Office of the Company on all working days except Sunday including the date of the Annual General Meeting.

AGENDA ITEM NO.12.

The Company had given on lease a vacant plot of land at Mohan Nagar (Ghaziabad) U.P. to M/s. John Oakey & Mohan Ltd., as far back as 1963 initially for a period of 25 years, with an option for its further renewal after the expiry of the said period of 25 years. The last renewal of the said Lease Deed has been made by Agreement and the Company has been getting rent of Rs.50,000/- per annum. The arrangements are in the beneficial interest of the Company. These are in the ordinary course of business and at arm's length. Shri Vinay Mohan is common Director of both the Companies i.e. M/s. Mohan Meakin Ltd., and M/s. John Oakey & Mohan Ltd., and Mrs. Usha Mohan Director of John Oakey & Mohan Ltd., is mother of Shri Hemant Mohan & Shri Vinay Mohan and mother-in-law of Mrs. Shalini Mohan, Directors of the Company and as such they are deemed to be interested in this Resolution which is placed before the Shareholders by way of Ordinary Resolution.

The Lease Agreement with M/s. John Oakey & Mohan Ltd., referred to above shall be available for inspection at the Regd. Office of the Company on all working days except Sunday, including the date of Annual General Meeting.

AGENDA ITEM NO.13.

The Company (Mohan Meakin Ltd.) has entered into Lease Agreement with National Cereals Products Ltd., (NCPL) effective from 1.04.2018 to 31.03.2019. Mohan Meakin Ltd., has provided the space to National Cereals Products Ltd., in its building at Mohan Nagar on rent and charging electricity, water charges etc., on actual basis.

Mohan Meakin Ltd., is holding 3,66,408 shares of National Cereals Products Ltd., and National Cereals Products Ltd., is holding 4000 shares of Mohan Meakin Ltd.

The arrangements are in the beneficial interest of the Company and are in the Ordinary Course of business and at arm's length. The Agreement with National Cereals Products Ltd., referred to above shall be available for inspection at the Regd. Office of the Company on all working days except Sunday, including the date Annual General Meeting.

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)

MOHAN MEAKIN LIMITED

Regd. Office : Solan Brewery P.O.,
Distt. Solan (H.P.) – 173214 INDIA.
CIN : L15520HP1934PLC000135

Website : www.mohanmeakin.com, Email ID : solan@mohanmeakin.com

84th Annual General Meeting - 26th September, 2018.

Name of the Member(s) :

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint –

1. Name:

Address:

E-mail Id:

Signature: _____

or failing him/her

2. Name:

Address:

E-mail Id:

Signature: _____

or failing him/her

3. Name:

Address:

E-mail Id:

Signature: _____

or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 84th Annual General Meeting of the Company, to be held on 26th September, 2018 at 11 A.M. IST, at the Registered Office of Company at Solan Brewery, Distt. Solan (H.P.) – 173214 – India and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution Number	Resolution	Vote (Optional see Note 2)		
		For	: Against	: Abstain
Ordinary Business				
1	Adoption of Financial Statements including the Audited Balance Sheet, Profit and Loss Account, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.			
2.	Appointment of Smt. Shalini Mohan, a Director who retires by rotation and being eligible, seeks re-appointment.			

Resolution Number	Resolution	Vote (Optional see Note 2) For : Against : Abstain		
Ordinary Business				
3.	Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, New Delhi as Statutory Auditors of the Company.			
4.	Appointment of M/s. Saxena & Saxena, Chartered Accountants as Branch Auditor for Lucknow Branch of the Company.			
Special Business	Special Resolution			
5.	Revision of remuneration payable to Shri Hemant Mohan, Managing Director.			
6.	Re-appointment of Shri Hemant Mohan as Managing Director of the Company w.e.f. 13.08.2019.			
	Ordinary Resolution			
7.	Manufacturing Agreement (Beer), Manufacturing Agreement (IMFL), Authorised Selling Agency Agreement (Sale of Cornflakes/Juices) and Bottling and Sales Agreement for Andhara Pradesh entered into by the Company with Mohan Breweries & Distilleries Ltd., Chennai.			
8.	Manufacturing agreement entered into by the Company with Mohan Rocky Springwater Breweries Ltd., Khopoli.			
9.	Purchase agreement entered into by the Company with Mohan Zupack Ltd., New Delhi.			
10.	Purchase & Lease agreements entered into by the Company with Mohan Closures Ltd., New Delhi.			
11.	Authorised Selling Agency Agreement (Sale of IMFS, Beer), Usership Agreement (royalty) and Authorised Selling Agency Agreement (Sale of Breakfast Food Products, Fruit Juices, Vinegar, Malt Extract) entered into by the Company with Trade Links Pvt. Ltd., New Delhi.			
12.	Lease agreement entered into by the Company with John Oakey & Mohan Ltd., Delhi.			
13.	Lease Agreement entered into by the Company with National Cereals Products Ltd., Solan Brewery (H.P.).			

Signed this day of September, 2018.

Affix revenue stamp of not less than Re.1

Signature of the member

Signature of the proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting .
2. It is optional to indicate your preference. If you leave the 'for' 'against' or 'abstain' blank against any or all of the resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Attendance slip

MOHAN MEAKIN LIMITED

Regd. Office : Solan Brewery P.O.,
Distt. Solan (H.P.) – 173214 INDIA.
CIN :L15520HP1934PLC000135
Web site : www.mohanmeakin.com
Email ID : solan@mohanmeakin.com

84th Annual General Meeting - 26th September, 2018.

Registered Folio No./DPID No./ Client ID No.

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Number of shares held

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I certify that I am a member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the 84th Annual General Meeting of the Company at the Regd. Office of the Company at Solan Brewery P.O., Distt. Solan (H.P.)-173214 - India on 26th September, 2018 at 11 A.M. IST.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting Hall. Members are requested to bring their copies of the Annual Report to the AGM.

VOTING THROUGH ELECTRONIC MEANS

- ◆ Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Amended Rules, 2015, as amended from time to time, Regulation 44 of SEBI (LODR) Regulations 2015 and Clause 8 of the amended Secretarial Standards -2 (SS-2) of the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting (AGM) by way of electronic means and accordingly, it has made necessary arrangements with CDSL. The business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
- ◆ The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- ◆ The voting period begins on **23rd September, 2018** at 10:00 am. IST and ends on **25th September, 2018** at 5:00 pm. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **19th September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ◆ The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date as per the Register of Members of the Company and once the vote on a resolution is cast, the member shall not be allowed to change it subsequently.
- ◆ The e-voting instruction is being given herein below. The members are requested to read the instructions for e-voting before exercising their vote electronically.
- ◆ In case members have any queries or issues regarding e-voting, they may refer the frequently asked questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- ◆ Mr. Ashutosh Kumar Pandey, Proprietor, AKP & Associates, Membership No. FCS-6847 Practising Company Secretary has been appointed as scrutinizer to conduct the e-voting process and Poll Process in a fair and transparent manner and ascertain requisite majority.

It is here by clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may opt this facility at his/her / its own discretion, subject to compliance with the instructions prescribed below:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

1. Log on to the e-voting website www.evotingindia.com
2. Click on "shareholders" tab
3. Now enter your user ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - c. Member holding shares in physical form should enter folio Number registered with the company.
4. Next enter the image verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For member holding shares in Demat Form and physical form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ◆ Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field ◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the dividend bank details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ◆ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank Details field.

7. After entering these details appropriately, click on "**Submit**" tab.
8. Member holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login Password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. FOR Member holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN 180827121 for the relevant <MOHAN MEAKIN LIMITED>on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you **assent** to the Resolution and option NO implies that you **dissent** to the resolution.
12. Click on the "RESOLUTIONS FILE LINK" If you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
16. If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forgot password & enter the details as promoted by the system.
 - ◆ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - ◆ They should submit a scanned copy of the registration form bearing the stamp and Sign of the entity to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the details they have to create a user who would be able to link the account (S) which they wish to vote on.
 - ◆ The list of account should be mailed to helpdesk.e-voting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ◆ They should upload a scanned copy of the board Resolution and power of attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
18. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mohanmeakin.com and on the website of CDSL i.e. www.cdslindia.com within forty eight hours from the conclusion of this Annual General Meeting of the Company and will also be communicated to the Stock Exchange where the shares of the Company are listed.

ANNEXURE TO THE NOTICE:**Annexure-5.**

Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 26 (2) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

1. Name : Shri Hemant Mohan
 Age 50 years
 Qualification: Bachelors in Business Adm. Degree Majoring in International Business (London).
 Experience and expertise in specific functional area: Vast experience in Brewing and Distillation Industry. Working with the Company for the past 23 years in various capacities.
 List of public Companies in which outside Directorship held as on 31.3.2018. None
 Chairman/Member of the Board Committees of other Companies on which he is a Director. None
 Shareholding in the Company: 83,843 shares
2. Name Smt. Shalini Mohan
 Age 45 years
 Qualification: Commerce Graduate (B.Com. Honours) from Delhi University.
 Experience and expertise in specific functional area: -
 List of public Companies in which outside directorship held as on 31.3.2018. -
 Chairman/Member of the Board Committees of other Companies on which She is a Director. None
 Shareholding in the Company: Nil

Attendance record of the Directors seeking appointment/re-appointment during the 2017-2018:

	Number of meetings	
	held	attended
Shri Hemant Mohan	5	5
Smt. Shalini Mohan	5	4

Annexure-6

Statement giving other information as required under paragraph (iv) of Section II, Part II of Schedule V of the Companies Act, 2013:

A. General Information:

- (a) Nature of Industry: Manufacturers of IMFL, Beer and Food Products etc.
 (b) Date or expected date of commencement of commercial production: Commenced business in 1855
 (c) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(d) Financial performance based on given indicators	Financial years	(Rs. in lacs)	
		Sales & other income.	Profit/Loss (before tax).
	2017-18	66,035.93	2,207.86

(e) Foreign investments or collaborations, if any
Not Applicable

B. Information about the appointee:

(a) Background details

The Shareholders at the 82nd Annual General Meeting of the Company held on 15th September, 2016 approved the appointment of Shri Hemant Mohan as Managing Director on the remuneration to be fixed by the Board of Directors within the ceiling of Rs.84 lacs p.a. as specified under Section II Part II of Schedule V of the Companies Act, 2013 with certain variations in his remuneration as approved by the Members in its Meeting held on 29.9.2017.

Further details of Shri Hemant Mohan are covered in the statement furnished under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

(b) Past remuneration:

The Shareholders in the Annual General Meeting held on 15th September, 2016 approved to pay remuneration within the ceiling of Rs.84 lacs per annum with certain variation in remuneration as approved by the Shareholders in their Meeting held on 29.9.2017. The remuneration drawn by him during the year ended 31st March, 2018 amounted to Rs.80,87,181.00, but excluding Company's contribution to Provident fund and the leave encashment, which is not included for the purpose of computation of the overall ceiling of remuneration.

(c) Recognition or awards:

-

(d) Job profile and his suitability:

The Job Profile and his suitability are covered in the earlier part of the Explanatory Statement.

(e) Remuneration proposed

As detailed under Item No.6 of the Notice and statement U/S 102 attached hereto.

(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin).

Taking into consideration the size of the Company, the profile of Shri Hemant Mohan, the responsibilities to be shouldered by him as Managing Director and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior lever counterpart(s) in other Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Shri Hemant Mohan is related to the following Directors of the Company within the meaning of Companies Act, 2013– Shri Vinay Mohan as brother and Mrs. Shalini Mohan as brother' wife.

C. Other information:

(a) Reasons of loss or inadequate profits

The Profit/Loss before tax during the last two years are as under:

Years:	Profit: (Rs. in lacs)
2016-17	676.70
2017-18	2207.86

(b) Steps taken or proposed to be taken for improvement

The Company has been making all efforts to increase its productivity and profitability.

(c) Expected increase in productivity and profits in measurable terms

The Company is trying its utmost to increase the sale which will definitely improve its profitability. The sales for the 1st quarter of current financial year are showing upward trend, and stand at Rs.17,493.81 lacs as compared to sales for the corresponding quarter last year which stood at Rs.7054.16 lacs.