

**MOHAN MEAKIN LIMITED.**

CIN: L15520HP1934PLC000135

Registered Office: P.O. Solan Brewery-173214 (Himachal Pradesh)

**NOTICE OF MEETING:**

NOTICE is hereby given that the 85<sup>th</sup> Annual General Meeting (AGM) of Mohan Meakin Limited, will be held at the Registered Office of the Company at Solan Brewery (Himachal Pradesh) on Saturday the 28<sup>th</sup> September, 2019 at 11 A.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt :

- (a) The Audited Financial statements of the Company for the financial year ended March 31,2019, together with the Reports of the Board of Directors and the Auditors thereon ; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2019, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Shri Vinay Mohan (holding DIN 00197994) 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 period of three years holding office from the conclusion of 85<sup>th</sup> Annual General Meeting until the conclusion of 88<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022, at remuneration plus applicable taxes, plus out of pocket expenses at actual, as may be agreed between the Board of Directors of the Company and Auditors mutually.

4. To appoint Branch Auditor and fix 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 there under, 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 31<sup>st</sup> March, 2020 and to hold office from the conclusion of 85<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 86<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2020 at a remuneration of Rs.40,000/- (Forty thousand only) plus applicable taxes and out of pocket expenses at actual.

**SPECIAL BUSINESS:**

5. To approve revision in the terms of remuneration of Shri Hemant Mohan, Managing Director.

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

"RESOLVED that pursuant to the provisions of Sections 2(94), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee, and in supersession of the remuneration or any revision made therein, previously approved by the Shareholders, approval of the Company be and is hereby accorded to modify certain terms of appointment of Shri Hemant Mohan (holding DIN 00197951) as Managing Director of the Company, from what was approved by the Shareholders vide Resolution No.5 passed in the Annual

General Meeting held on 15<sup>th</sup> September, 2016 (which term of appointment is set to expire on 12<sup>th</sup> August, 2019) and further modified vide Resolution No.5 passed in the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2018, with effect from 1<sup>st</sup> April, 2019.

In the light of the Company having become incredibly profitable in last financial year (FY 2018-19) (which was not the case in many of the previous financial years, as a result of which the managerial remuneration was being paid under the provisions applicable in case of inadequacy of profits), the remuneration of Shri Hemant Mohan, which was approved by the Shareholders in the Annual General Meeting of the Company held on 15<sup>th</sup> September, 2016 and further modified in Annual General Meeting of the Company held on 26<sup>th</sup> September, 2018 vide Resolution No.5, be and is hereby modified as follows for the period from 1<sup>st</sup> April, 2019 till 12<sup>th</sup> August, 2019, in supersession of the remuneration or any revision made therein previously approved by the Shareholders.

His overall annual remuneration may exceed 5% of the net profits of the Company but shall not exceed an overall limit of 9% of the net profits of the Company, and subject to the total remuneration payable to all managerial persons in any such financial year, being within the overall limits specified in Section 197(1) read with other relevant provisions of the said Act, Shri Hemant Mohan's remuneration shall be as set out in the Explanatory Statement annexed to the Notice convening the AGM with authority to the Board of Directors to fix his salary within such maximum amount increasing thereby proportionately all benefits linked to the quantum of basic salary.

6. To approve modification of terms and tenure of appointment of Shri Hemant Mohan Managing Director of the Company.

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

"RESOLVED that pursuant to the provisions of Sections 2(94), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to modify certain terms of appointment of Shri Hemant Mohan (holding DIN 00197951) as Managing Director of the Company, from what was approved by the Shareholders vide Resolution No.6 passed in the Annual General Meeting held on 26<sup>th</sup> September, 2018 ( the term approved was for a period of 3 years with effect from 13<sup>th</sup> August, 2019, with such remuneration as mentioned therein). Subject to obtaining requisite approval of the shareholders of the Company under the Act in the ensuing Annual General Meeting of the Company, the modifications proposed are as follows:

- i) That the term and tenure of Shri Hemant Mohan, which was approved by the Shareholders in the last Annual General Meeting of the Company to be of 3 years with effect from 13<sup>th</sup> August, 2019, be and is hereby modified to be of 5 years (instead and in place of 3 years) with effect from the same date, i.e. from 13<sup>th</sup> August, 2019 till 12<sup>th</sup> August, 2024;
  - ii) That in light of the Company having delivered a strong performance in last financial year (FY 2018-19) (which was not the case in many of the previous financial years), as a result of which the managerial remuneration was being paid under the provisions applicable in case of inadequacy of profits, the remuneration of Shri Hemant Mohan, which was approved by the Shareholders in the last Annual General Meeting of the Company be and is hereby modified as follows:
    - (a) In any of the financial years during his ensuing term (i.e. with effect from 13<sup>th</sup> August, 2019 to 12<sup>th</sup> August, 2024) his overall remuneration may exceed 5% of the net profits of the Company, and that subject to the total remuneration payable to all managerial persons in any such financial year, being within the overall limits specified in Section 197(1) read with other relevant provisions of the said Act, Shri Hemant Mohan's remuneration shall be as set out in the Explanatory Statement annexed to the Notice convening the AGM.
7. Re-appointment of Shri L.K. Malhotra as an Independent Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution.

"RESOLVED that pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulations 17 and other applicable Regulations of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

from time to time, Shri L.K. Malhotra (DIN 00213086) who was appointed as an Independent Director at the 80<sup>th</sup> Annual General Meeting of the Company and who holds Office upto the conclusion of 85<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and who submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from the conclusion of forthcoming 85<sup>th</sup> Annual General Meeting i.e. from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September, 2024.

8. Re-appointment of Shri M. Nandagopal as an Independent Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution.

"RESOLVED that pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulations 17 and other applicable Regulations of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, Shri M. Nandagopal (DIN 00058710) who was appointed as an Independent Director at the 80<sup>th</sup> Annual General Meeting of the Company and who holds Office upto the conclusion of 85<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and who submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from the conclusion of forthcoming 85<sup>th</sup> Annual General Meeting i.e. from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September, 2024.

9. Re-appointment of Shri Yash Kumar Sehgal as an Independent Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution.

"RESOLVED that pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulations 17 and other applicable Regulations of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, Shri Yash Kumar Sehgal (DIN 03641168) who was appointed as an Independent Director at the 80<sup>th</sup> Annual General Meeting of the Company and who holds Office upto the conclusion of 85<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and who submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from the conclusion of forthcoming 85<sup>th</sup> Annual General Meeting i.e. from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September, 2024.

10. 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 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force) a sum not exceeding one percent per annual of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company (other than the Managing Director and/or Executive Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from 1<sup>st</sup> April, 2019.

RELATED PARTY TRANSACTIONS

11. 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 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 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 1.4.2019 to 31.3.2020
2. Manufacturing Agreement (IMFL) in the States of Tamilnadu and U.T. of Andaman. Effective from 1.4.2019 to 31.3.2020
3. Authorised Selling Agency Agreement (Sale of Breakfast Food Products, Fruit Juices, Vinegar and Malt Extract in the States of Andhra Pradesh and TamilNadu). Effective from 1.4.2019 to 31.3.2020
4. Bottling and Sales Agreement for Andhra Pradesh (for IMFL) for its Bottling Unit at Chittoor (AP). Effective from 1.4.2019 to 31.3.2020

12. 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 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 1.4.2019 to 31.3.2020.

13. 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 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 1.4.2019 to 31.3.2020.

14. 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 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 following Agreements by the Company with M/s. Trade Links (P) Ltd., New Delhi :-

1. Usership Agreement effective from 1.4.2019 to 31.3.2020 - (Royalty).
2. Authorised Selling Agency Agreement effective from 1.4.2019 to 31.03.2020 - (Sale of IMFS, Beer) and (Corn Flakes and Juices).

15. 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 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 arrangements by the Company with M/s. Johan Oakey & Mohan Ltd., Delhi, effective from 1.4.2019 to 31.3.2020.

16. 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 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 arrangements by the Company with National Cereals Products Ltd., Solan Brewery (H.P.) for use of MML premises, electricity, water charges etc., effective from 1.4.2019 to 31.3.2020.

17. To approve Lease Deed entered into by the Company with Shri Vinay Mohan, Director of the Company and if thought fit to pass with or without modification(s) the following Resolution as an 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 and Disclosures Requirements) Regulations, 2015 approval of the Company be and is hereby accorded for entering into Lease Deed with Shri Vinay Mohan for taking on rent the leased premises for a period of 11 months w.e.f. 1<sup>st</sup> January, 2019 to 30<sup>th</sup> November, 2019, with authority to the Board of Directors to renew the Lease Deed further from time to time by consent of both the parties on mutually accepted terms and conditions.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N. HANDA)  
COMPANY SECRETARY.

REGD. OFFICE:  
SOLAN BREWERY (H.P.) – 173214  
DATED : 12<sup>th</sup> August, 2019.

#### NOTES & ANNEXURE:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under item No.5 to 17 of the Notice, is annexed hereto as Annexure-I. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are also annexed.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.  
A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
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 AGM.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. 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.
7. 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.
8. Members/Proxies and authorized representative are requested to bring the duly completed Attendance Slip annexed as Annexure-3 to attend the AGM.
9. 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.
10. 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.
11. The Register of Members and Share Transfer Books will remain closed from 27<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2019 (both days inclusive) for the purpose of record date.
12. 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.

13. Members whose holding is in electronic mode are requested to intimate their respective Depositor participants for change, if any, in their addresses quoting their Client ID/DP ID.
14. 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, 3<sup>rd</sup> Floor, 99, Madangir, behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.
15. 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.
16. To support the "Green Initiative", Members who have not yet registered their email addresses are requested to register the same with their Depository participants ("DPs") in case the shares are held by them in electronic form and with M/s. Beetal Financial & Computer Services Pvt. Ltd., in case the shares are held by them in physical form.
17. The Annual Report for 2018-2019 along with Notice of 85<sup>th</sup> AGM and instructions for e-voting together with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail 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. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website: [www.mohanmeakin.com](http://www.mohanmeakin.com)
18. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their votes electronically through the electronic voting services facility provided on all the Resolutions set forth in this Notice by Central Depository Services India 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.

A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
19. 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.
20. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed Companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Beetal Financial and Computer Services (P) Ltd., Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 for assistance in this regard.
21. 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.
22. 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.
23. 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.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N. HANDA)

COMPANY SECRETARY.

REGD. OFFICE:  
SOLAN BREWERY (H.P.) – 173214  
DATED : 12<sup>th</sup> August, 2019.

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

The following Explanatory Statement sets out the material facts concerning each Item of Special Business to be transacted at the Annual General Meeting under Item Nos. 5 to 17 of the accompanying Notice of Meeting:

**AGENDA ITEM NO.5:**

At the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2018, the Members of the Company had approved revision of remuneration of Shri Hemant Mohan, Managing Director of the Company for the remaining period i.e. 1.4.2018 to 12.8.2019 of his earlier appointment (approved by the Members in their Meeting held on 15<sup>th</sup> September, 2016) i.e. Remuneration not exceeding Rs.1.68 Crore per annum inclusive of salary and all the perquisites.

Considering Shri Hemant Mohan's long standing commitment and illustrious contribution to the Company under whose tenure, it has delivered strong performance in last financial year (FY 2018-19), (which was not the case in many of the previous financial years), the Board based on the recommendations of Nomination and remuneration Committee at their Meeting held on 12<sup>th</sup> August, 2019 has approved, subject to approval of Members, revision of remuneration of Shri Hemant Mohan, Managing Director for the said remaining period of his tenure of appointment as under :-

PERIOD: 1.04.2019 to 12.08.2019

**A. SALARY:**

Rs.20 lacs per month (Rs.2 Crores 40 lacs per annum), with such increments as may be decided by the Board upon recommendation of the Nomination and Remuneration Committee from time to time, being in the range of Rs.2.5 lacs to Rs.10 lacs per year depending on the overall profits of the Company.

**B. Perquisites, allowances and benefits:**

- (1) Furnished Rent Free residential accommodation (or House Rent allowance in lieu thereof), together with all furnishings, and utilities free Gas, Electricity, Water, and other amenities/utilities;
- (2) A Car with driver ;
- (3) Reimbursement of medical expenses, whether incurred in India or abroad, including hospitalization and surgical charges for self and family, and travel relating thereto not exceeding three (3) months' salary in a year or six (6) months' salary in two (2) years, whichever is higher ;
- (4) Fees of two (2) Clubs;
- (5) Personal accident insurance;
- (6) Any other perquisites, allowances and benefits as may be sanctioned by the Board upon recommendation of the Nomination and Remuneration Committee from time to time;

**C. COMMISSION:** Such amount of commission as the Board may deem fit from time to time (upon recommendation of the Nomination and Remuneration Committee) depending upon the profits of the Company for any such year, such that the total remuneration for that particular financial year does not exceed 9% of the net profits of the Company computed under Section 198 of the Act, read with such other applicable provisions;

**D. Contribution to Provident Fund and Superannuation Fund or Annuity Fund**

**E. Gratuity payable at the expiry of the tenure;**

**F. Leave Encashment of upto 30 days of the earned leave at the end of each year ;**

**G. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, and other benefits, within the overall limits approved herein (9% of the net profits of the Company) subject to the provisions of the Act, or any statutory modifications thereto or re-enactments thereof.**

**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 incurs losses or its profits are inadequate in terms of Section 197, 198 and other applicable provisions of the Act for the purpose of paying the aforementioned remuneration in any particular financial year or years, the remuneration payable for such year shall be in accordance with the provisions of Part II Section II of Schedule V to the Act.

**AGENDA ITEM NO.6**

The re-appointment of Shri Hemant Mohan, Managing Director of the Company was approved by the Shareholders at its Meeting held on 26<sup>th</sup> September, 2018 for a term of 3 years w.e.f. 13.8.2019 to 12.8.2022. The terms and

tenures of his appointment is proposed to be 5 years instead of 3 years, i.e. w.e.f. 13.8.2019 to 12.8.2024 on the same remuneration as has been approved by the Shareholders in this Meeting vide Resolution No.5 which are as under :

**A. SALARY:**

Rs.20 lacs per month (Rs.2 Crores 40 lacs per annum), with such increments as may be decided by the Board upon recommendation of the Nomination and Remuneration Committee from time to time, being in the range of Rs.2.5 lacs to Rs.10 lacs per year depending on the overall profits of the Company.

**B. Perquisites, allowances and benefits:**

- (1) Furnished Rent Free residential accommodation (or House Rent allowance in lieu thereof), together with all furnishings, and utilities free Gas, Electricity, Water, and other amenities/utilities;
- (2) A Car with driver ;
- (3) Reimbursement of medical expenses, whether incurred in India or abroad, including hospitalization and surgical charges for self and family, and travel relating thereto not exceeding three (3) months' salary in a year or six (6) months' salary in two (2) years, whichever is higher ;
- (4) Fees of two (2) Clubs;
- (5) Personal accident insurance;
- (6) Any other perquisites, allowances and benefits as may be sanctioned by the Board upon recommendation of the Nomination and Remuneration Committee from time to time;

**C. COMMISSION:** Such amount of commission as the Board may deem fit from time to time (upon recommendation of the Nomination and Remuneration Committee) depending upon the profits of the Company for any such year, such that the total remuneration for that particular financial year does not exceed 9% of the net profits of the Company computed under Section 198 of the Act, read with such other applicable provisions;

**D. Contribution to Provident Fund and Superannuation Fund or Annuity Fund**

**E. Gratuity payable at the expiry of the tenure;**

**F. Leave Encashment of upto 30 days of the earned leave at the end of each year ;**

**G. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, and other benefits, within the overall limits approved herein (9% of the net profits of the Company) subject to the provisions of the Act, or any statutory modifications thereto or re-enactments thereof.**

**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 incurs losses or its profits are inadequate in term of Section 197, 198 and other applicable provisions of the Act for the purpose of paying the aforementioned remuneration in any particular financial year or years, the remuneration payable for such year shall be in accordance with the provisions of Part II Section II of Schedule V to the Act.

**AGENDA ITEM NO.7.**

Based on recommendation of Nomination and remuneration Committee, the Board of Directors proposes the re-appointment of Sh. L.K. Malhotra (holding DIN 00213086) as Independent Director, for a second term of 5 years from the conclusion of 85<sup>th</sup> Annual General Meeting of the Company i.e. from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September, 2024, not liable to retire by rotation. Sh. L.K. Malhotra was appointed as Independent Director at the 80<sup>th</sup> Annual General Meeting of the Company and holds Office upto the conclusion of 85<sup>th</sup> Annual General Meeting. The Company has, in terms of Section 160(1) of the Companies Act, 2013, received a Notice in writing from a Member proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sh. L.K. Malhotra would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (SEBI Listing Regulations) as amended from time to time. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Regulations for appointment as an Independent Director and is independent of the Management of the Company. The terms and conditions of his



appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Sunday) and will also be kept open at the venue of the AGM till its conclusion.

Shri L.K. Malhotra is a graduate. He has long experience of Managing Several Business Houses doing business of Shipping, Trading, Import, Export and construction, Car Accessories etc., in Kuwait. He shifted to India in 1985 to provide effective Management to Hotel Sofital Surya (now known as Crowne Plaza Surya) a Unit of CHL Ltd. Took charge as Managing Director of the said Company in July, 1985 and continuing till date. He has been appointed as Hony. Consul of Tajikistan for India in 1994.

Further details and current directorship have been given in the Annexure to this Notice.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment Sh. L.K. Malhotra as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No.7 of this Notice for approval of the Members.

Except Sh. L.K. Malhotra and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, is in any way, concerned or interested in the Resolution set out at Item No.7 of the Notice.

#### **AGENDA ITEM NO.8**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Sh. M. Nandagopal (holding DIN 00058710) as Independent Director, for a second term of 5 years from the conclusion of 85<sup>th</sup> Annual General Meeting of the Company i.e. from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September, 2024, not liable to retire by rotation. Sh. M. Nandagopal was appointed as independent Director at the 80<sup>th</sup> Annual General Meeting of the Company and holds Office upto the conclusion of 85<sup>th</sup> Annual General Meeting. The Company has, in terms of Section 160(1) of the Companies Act, 2013, received a Notice in writing from a proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sh. M. Nandagopal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (SEBI Listing Regulations) as amended from time to time. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Regulations for appointment as an Independent Director and is independent of the Management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Sunday) and will also be kept open at the venue of the AGM till its conclusion.

Shri M. Nandagopal is B.Sc. (Agri.) and has got 45 years of experience in managing Industries viz. Brewery, Distillery, Sugar, Power, Real Estate Business etc.

Further details and current directorship have been given in the Annexure to this Notice.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment Sh. M. Nandagopal as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No.8 of this Notice for approval of the Members.

Except Sh. M. Nandagopal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, is in any way, concerned or interested in the Resolution set out at Item No.8 of the Notice.

#### **AGENDA ITEM NO.9.**

Based on recommendation of Nomination and remuneration Committee, the Board of Directors proposes the re-appointment of Sh. Yash Kumar Sehgal (holding DIN 03641168) as Independent Director, for a second term of 5 years from the conclusion of 85<sup>th</sup> Annual General Meeting of the Company i.e. from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September, 2024, not liable to retire by rotation. Sh. Yash Kumar Sehgal was appointed as independent Director

at the 80<sup>th</sup> Annual General Meeting of the Company and holds Office upto the conclusion of 85<sup>th</sup> Annual General Meeting. The Company has, in terms of Section 160(1) of the Companies Act, 2013, received a Notice in writing from a proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sh. Yash Kumar Sehgal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (SEBI Listing Regulations) as amended from time to time. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Regulations for appointment as an Independent Director and is independent of the Management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Sunday) and will also be kept open at the venue of the AGM till its conclusion.

Shri Yash Kumar Sehgal is B.A (Hons.) English & passed Examination of Chartered Institute of Bankers. He has 27 years of experience in Foreign Banking services in various managerial positions.

Further details and current directorship have been given in the Annexure to this Notice.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment Sh. Yash Kumar Sehgal as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No.9 of this Notice for approval of the Members.

Except Sh. Yash Kumar Sehgal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, is in any way, concerned or interested in the Resolution set out at Item No.9 of the Notice.

#### **AGENDA ITEM NO.10.**

Section 197 of the Companies Act permits of remuneration to Non-Executive Directors of the Company by way of commission, if the Company authorizes such payment by way of a Resolution of Members. Regulation 17(6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation if any, to Non-Executive Directors, including Independent Directors and shall require approval of Members in General Meeting. The Members of the Company at the 80<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2014, approved of the payment of Commission to Non-Executive Directors, it is proposed that remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with Provisions of Section 197 of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Such payment will be in addition to the sitting fees for attending Board/Committee Meetings. The Board recommends the Resolution at Item No.10 of the accompanying Notice for approval by the Members.

All the Directors (except Managing Director and Whole-time Directors and their relatives) are concerned or interested in the Resolution at Item No.10 of the Notice to the extent of the remuneration that may be received by each of these Directors.

None of the Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No.10 of the Notice.

#### **AGENDA ITEM NO.11.**

The Company has entered into Manufacturing Agreement (Beer), in the States of Tamilnadu, Karnatka, Telangana and U.T. of Pondicherry and Andaman, Manufacturing Agreement (IMFL), Tamilnadu & U.T. of Andaman, Authorised Selling Agency Agreement (Sale of breakfast food Products, Fruit Juices, Vinegar and Malt Extract ) in the States of Andhra Pradesh and Tamil Nadu and Bottling and Sales Agreement for Andhra Pradesh (for IMFL) with Mohan Breweries & Distilleries Ltd., Chennai for a period of one year i.e. from 1.04.2019 to 31.03.2020 with a view to sell the Company's products in the States of Tamilnadu, 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 centers 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 that 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.12.**

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. 1.04.2019 to 31.03.2020 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 centers 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 Resolution.

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.13.**

The Company Mohan Meakin Ltd., (MML) has entered into Purchase Agreement effective from 1.04.2019 to 31.03.2020 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.14.**

The Company (Mohan Meakin Ltd.) has entered into Usership Agreement effective from 1.4.2019 to 31.3.2020 - (Royalty) and Authorised Selling Agency Agreements effective from 1.4.2019 to 31.03.2020 - (Sale of IMFS, 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.15.**

The Company had given on lease un-utilized 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.16.**

The Company (Mohan Meakin Ltd.) has entered into Lease Agreement with National Cereals Products Ltd., (NCPL) effective from 1.04.2019 to 31.03.2020. 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 2,38,739 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 of Annual General Meeting.

**AGENDA ITEM NO.17.**

The remuneration including perquisites payable to Sh. Hemant Mohan, Managing Director of the Company were approved by the Shareholders vide Resolutions No.5 and 6 dated 26<sup>th</sup> September, 2018 which inter alia entitles him to Rent Free residential accommodation Or House Rent allowance in lieu thereof. The Company has entered into Lease Deed with Sh. Vinay Mohan, Director of the Company for taking the ground floor and a portion of 2<sup>nd</sup> Floor of the property belonging to Sh. Vinay Mohan (brother of Sh. Hemant Mohan) known as No.3 Padmini Enclave, Hauz Khas, New Delhi-110016 on lease for a period of 11 months commencing from 1<sup>st</sup> January, 2019 at a monthly rent of Rs.5 lacs for the purpose of providing rent free accommodation i.e. residence-cum-Office of the Managing Director and his family, and for purposes incidental thereto.

None of the other Directors, Key Managerial Personnel or their respective relatives except Shri Hemant Mohan, Shri Vinay Mohan and Smt. Shalini Mohan, in any way financially or otherwise, are deemed to be concerned or interested in the Resolution set out at Agenda Item No.17.

The Resolution regarding hiring of premises on lease for the residence-cum-Office of the Managing Director at Item No.17 is commended by Board for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N. HANDA)  
COMPANY SECRETARY.

REGD. OFFICE:  
SOLAN BREWERY (H.P.) – 173214  
DATED : 12<sup>th</sup> August, 2019.

## 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

85<sup>th</sup> Annual General Meeting - 28<sup>th</sup> September, 2019.

Name of the Member(s) :

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member(s) holding \_\_\_\_\_ 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 85<sup>th</sup> Annual General Meeting of the Company, to be held on 28<sup>th</sup> September, 2019 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
1	To receive, consider & adopt the audited standalone and consolidated Financial Statements including the Audited Balance Sheet, Profit and Loss Account, Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2019.			
2.	To appoint Director in place of Sh. Vinay Mohan(DIN 00197994) a Director who retires by rotation and being eligible, seeks re-appointment			
3.	To approve Appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants, New Delhi as Statutory Auditors of the Company.			

Resolution Number	Resolution	Vote (Optional see Note 2) For : Against : Abstain		
Ordinary Business				
4.	To approve Appointment of M/s. Saxena & Saxena, Chartered Accountants as Branch Auditor for Lucknow Branch of the Company.			
Special Business	<b>Special Resolution</b>			
5.	To approve Revision of remuneration payable to Shri Hemant Mohan, Managing Director from 1.4.2019 to 12.08.2019.			
6.	To approve Modification of terms and tenure of appointment of the Managing Director Shri Hemant Mohan from 13.08.2019 for 5 years.			
7.	Re-appointment of Sh. L.K. Malhotra as Independent Director.			
8.	Re-appointment of Sh. M. Nandagopal as Independent Director.			
9.	Re-appointment of Sh. Yash Kumar Sehgal as Independent Director.			
	<b>Ordinary Resolution</b>			
10.	To approve Payment of remuneration to Non-Executive Directors other than the whole-time Directors.			
11.	Manufacturing Agreement (Beer), Manufacturing Agreement (IMFL) Authorised Selling Agency Agreement (Sale of Breakfast Food Products, Fruit Juices, Vinegar and Malt Extract) and Bottling and Sales Agreement for Andhara Pradesh (For IMFL) entered into by the Company with Mohan Breweries & Distilleries Ltd., Chennai.			
12.	Manufacturing Agreement entered into by the Company with Mohan Rocky Springwater Breweries Ltd., Khopoli.			
13.	Purchase Agreement entered into by the Company with Mohan Zupack Ltd., New Delhi.			
14.	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.			
15.	Lease agreement entered into by the Company with John Oakey & Mohan Ltd., Delhi.			
16.	Lease Agreement entered into by the Company with National Cereals Products Ltd., Solan Brewery (H.P.).			
17.	To approve Lease Deed entered into by the Company with Shri Vinay Mohan, Director for hiring his premises for the residence-cum-Office of Managing Director.			

Signed this \_\_\_\_\_ day of September, 2019.

\_\_\_\_\_  
Signature of the shareholder

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

Please Affix revenue stamp of not less than Re.1
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**Notes:**

1. This Form of Proxy, 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. This is only optional. Please put a '-' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the Meeting in person if he/she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
4. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
5. Undated Proxy Form will not be considered valid.
6. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as valid.

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

85<sup>th</sup> Annual General Meeting - 28<sup>th</sup> September, 2019.

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

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Number of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

I hereby record my presence at the 85<sup>th</sup> Annual General Meeting of the Company which will be held at the Regd. Office of the Company at Solan Brewery P.O., Distt. Solan (H.P.)-173214 - INDIA on 28<sup>th</sup> September, 2019 at 11 A.M. IST.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Name of the member  
(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 25.09.2019 at 10:00 am. IST and ends on 27.09.2019 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 21.09.2019, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ◆ Mr. Ashutosh Kumar Pandey Proprietor AKP & Associates, Membership 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](http://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](http://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"> <li>◆ 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</li> <li>◆ 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>◆ 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.</li> </ul>

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 EVS **190828067** 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](mailto: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.evoting@cdslindia.com](mailto:helpdesk.evoting@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](http://www.mohanmeakin.com)** and on the website of CDSL i.e. **[www.cdslindia.com](http://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:**

Details of Directors seeking Re-appointment/Modification of terms and tenure of Appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and SS 2-Secretarial Standards on General Meetings:

1. Name :	Shri Hemant Mohan
Age	51 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 31.3.2019.	None
Chairman/Member of the Board Committees of other Companies on which he is a Director.	None
Shareholding in the Company:	2,74,170 shares

This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings.

2. Name :	Shri Vinay Mohan
Age	48 years
Qualification:	Graduate - (Specialization in the field of Marketing).
Experience and expertise in specific functional area:	Vast experience in the field of marketing having been working with a Marketing Company established more than 5 decades back.
List of public Companies in which outside Directorship held as on 31.3.2019.	Mohan Closures Ltd. Mohan Rocky Springwater Breweries Ltd.
Chairman/Member of the Board Committees of other Companies on which he is a Director.	None
Shareholding in the Company:	6,98,791 shares

This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings.

3. Name	Shri L.K. Malhotra
Age	75 years
Qualification:	Graduate
Experience and expertise in specific functional area:	Have long experience of managing several Business Houses, doing business of Shipping, Trading Import/Export and construction, Car Accessories etc., in Kuwait. Providing effective Management to Hotel Sofital Surya (now known as Crowne Plaza Surya) a Unit of CHL Ltd. He has been appointed as Hony. Consul of Tajikistan for India in 1994.
List of public Companies in which outside directorship held as on 31.3.2019.	CHL Limited- Chairman & Managing Director Mohan Rocky Springwater Breweries Ltd. - Director CHL International (Incorporated in Tajikistan)– Director & CEO
Chairman/Member of the Board Committees of other Companies on which he is a Director.	None
Shareholding in the Company:	4500 shares.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings.

4. Name : Shri M. Nandagopal  
Age 79 years  
Qualification: B.Sc. (Agri.)  
Experience and expertise in specific functional area 44 years of experience in managing Industries viz. Brewery, Distillery, Sugar, Power Real Estate Business etc.  
List of public Companies in which outside Directorship held as on 31.3.2019. Binny Limited – Whole-time Director  
Mohan Rocky Springwater Breweries Ltd. - Director  
Mohan Breweries & Distilleries Ltd. Whole-time Director  
Orissa Sugar Mills – Director  
Mira Textiles & Industries (India) Ltd. - Director  
Golden Eagle Communication Ltd. - Director  
Meakin Alco Beverages Ltd. - Director  
DI Mohan Bio Oils Ltd. - Director
- Chairman/Member of the Board Committees of other Companies on which he is a Director. None
- Shareholding in the Company: 500 shares

This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings.

5. Name : Shri Yash Kumar Sehgal  
Age 72 years  
Qualification: B.A. (Hons.) English & passed Examinations of Chartered Institute of Bankers.  
Experience and expertise in specific functional area: 22 years of experience in Foreign Banking Services in various managerial positions.  
List of public Companies in which outside Directorship held as on 31.3.2019. CHL Limited  
Mohan Rocky Springwater Breweries Ltd.  
CHL (South) Hotels Ltd.  
Taurus Investment Trust Co. Ltd.  
CHL International (Overseas Body Corporate – Incorporated in Tajikistan).
- Chairman/Member of the Board Committees of other Companies on which he is a Director. CHL Limited  
Chairman – Audit Committee  
- CSR Committee  
- Stakeholders Relationship Committee  
Member - Nomination & Remuneration Committee
- CHL (South Hotel)  
Chairman – Audit Committee  
- Nomination & Remuneration Committee  
Taurus Investment Trust Co. Ltd.  
Member - Audit Committee
- Shareholding in the Company: 500 shares

This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings.

**Attendance record of the Directors seeking appointment/re-appointment during the 2018-2019:**

	Number of Meetings	
	held	attended
Shri Hemant Mohan	5	3
Shri L.K. Malhotra	5	5
Shri M. Nandagopal	5	3
Shri Yash Kumar Sehgal	5	4
Shri Vinay Mohan	5	5





