

MOHAN MEAKIN LIMITED.

CIN: L15520HP1934PLC000135

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

NOTICE OF MEETING:

NOTICE is hereby given that the 86th Annual General Meeting (AGM) of the Members of Mohan Meakin Limited (“the Company”) will be held at the Registered Office of the Company at Solan Brewery (Himachal Pradesh) on Monday the 28th September, 2020 at 3 P.M. through Video Conferencing (VC)/other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon ; and (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

(a) **“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the Audited consolidated financial statements of the Company for the financial year ended March 31,2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Smt. Shalini Mohan who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 Smt. Shalini Mohan (DIN 06939483) who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company.

3. To appoint Shri R.C. Jain, who retires by rotation as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution;

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri R.C. Jain (DIN00256210), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company.”

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 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, 2021 and to hold office from the conclusion of 86th Annual General Meeting (AGM) till the conclusion of the 87th Annual General Meeting of the Company to be held in the Calendar year 2021 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 in certain 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 partial modification of the remuneration or any revision made therein, previously approved by the Shareholders, approval of the Company be and is hereby accorded to modify the remuneration of Shri Hemant Mohan (holding DIN 00197951), Managing Director of the Company, as a deviation from what was approved by the Shareholders vide Resolution No. 5, read with Resolution No. 6, passed in the Annual General Meeting held on 28thSeptember2019 to be applicable for the Financial Year 2020-21, as follows:

- only for the current financial year (FY 2020-21), his overall annual remuneration shall at least be the amount as drawn by him during the previous financial year (FY 2019-20) in absolute value terms, even though there may possibly be inadequacy of profits for the Company during the current financial year (FY 2020-21)in light of the unprecedented COVID-19 pandemic situation prevailing across the globe;
- it is however clarified that in the event the current year profits are higher than that of the previous financial year, the limits set by the Shareholders vide Resolution No. 5, read with Resolution No. 6, passed in the Annual General Meeting held on 28th September 2019, shall continue to remain applicable and valid;

- it may therefore be noted here that in a situation of inadequacy of profits, his overall annual remuneration may thus exceed the earlier set limit of 9% of the net profits of the Company, and to that extent this approval is to be considered as a composite approval of the shareholders in terms of Part II Section II of Schedule V of the Companies Act, 2013, by way of a special resolution, to pay Shri Hemant Mohan the remuneration as mentioned above, only for the financial year 2020-21, including for increase of the limit as mentioned in Part II Section II of Schedule V of the Companies Act, 2013.

It is hereby clarified that all other terms and conditions as approved by the shareholders vide Resolution No. 5 and Resolution No. 6, passed in the Annual General Meeting held on 28th September 2019, shall to the extent not modified herein, continue to remain valid and effective.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds, and to take all such steps/actions as maybe necessary and as it may deem proper or expedient to give effect to this Resolution.”

6. To re-appoint Shri R. C. Jain as a Whole-time Director and in this regard, to consider and if thought fit, to pass, with or without modifications, the following Resolution as Special Resolution:

“**RESOLVED** that in accordance with the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri R. C. Jain (DIN 00256210) as a whole-time director, designated as Director Finance-cum-CFO, for a period of three(3) years from the expiry of his present term of office, i.e., with effect from October 01, 2020 till September 30, 2023, on the terms and conditions including remuneration as set out herein below, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee thereof) to alter and vary the terms and conditions of this re-appointment and/or in his remuneration, as the Board may deem fit in its discretion from time to time within such period of three(3) years.

1. Salary : Rs. 2,25,000/- per month, with annual increment of Rs. 10,000/- per month;
2. Period : October 01, 2020 to September 30, 2023;
3. Perquisites:
 - (a) Residential Accommodation - House Rent Allowance at the rate of 20% of the salary per month, and other utilities (i.e., Gas, Electricity, Water Charges, etc) on actual basis for the said accommodation shall be provided;
 - (b) Club Fee – Actual fee of one Club will be reimbursed;
 - (c) Facility of Car with driver shall be provided;
 - (d) Reimbursement of medical expenses incurred in India for self and spouse, subject to a maximum of 20% of Salary per annum;

4. Other Benefits: Encashment of leave upto fifteen(15) days of the earned leave per year at the end of the tenure.

The above perquisites shall be evaluated as per Income-tax Rules, wherever and to the extent applicable. In the absence of any such Rules, these perquisites shall be evaluated at actual cost.

Minimum Remuneration :

RESOLVED FURTHER that Shri R. C. Jain may be paid at-least, the same level of remuneration (including facilities and perquisites), in every financial year during his proposed term of three(3) years, as he is entitled to receive in terms of the aforesaid, even if there may be loss or inadequacy of profits for the Company in any of the three(3) financial years during his tenure, and to that extent this Resolution may be deemed to be approval of the shareholders/members in accordance with the provisions of Part II Section II of Schedule V of the Act, or in other words, this Resolution may be considered as approval of shareholders/members in accordance with all applicable provisions of the Act, enabling Shri R. C. Jain to receive the aforementioned remuneration in spite of inadequacy of profits, if any, in any of the financial years during his tenure.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds, and to take all such steps/actions as may be necessary and as it may deem proper or expedient to give effect to this Resolution.”

RELATED PARTY TRANSACTIONS

7. 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:

- i) Manufacturing Agreement (BEER)
in the States of Tamilnadu, Kerala,
Karnatka, Telangana & U.T. of
Pondicherry and Andaman. Effective from 1.4.2020 to 31.3.2021
- ii) Manufacturing & Selling Agreement
(IMFL) in the State of Andhra Pradesh. Effective from 1.4.2020 to 31.3.2021
- iii) Bottling and Sales Agreement
for Andhra Pradesh (for IMFL)
for its Bottling Unit at Chittoor (AP). Effective from 1.4.2020 to 31.3.2021

- iv) Authorised Selling Agency Agreement (Sale of Breakfast Food Products, Fruit Juices, Vinegar and Malt Extract in the States of Andhra Pradesh and Tamil Nadu). Effective from 1.4.2020 to 31.3.2021

8. 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:-

- i) Authorised Selling Agency Agreement (Sale of IMFL& Beer) at Khapoli (Maharashtra) & Daman. Effective from 1.4.2020 to 31.3.2021
- ii) Authorised Selling Agency Agreement for sale of BFF products (Break Fast Food products, Fruit Juices, Vinegar & Malt Extracts). Effective from 1.4.2020 to 31.3.2021
- iii) Usership Agreement for manufacture & selling (Food products and Fruit Juices including cereals) under the Company's Tree Mark "MOHANS". Effective from 1.4.2020 to 31.3.2021
9. 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 Manufacturing Agreement with Mohan Rocky Spring Water Breweries Ltd., for bottling of Coy's IMFL at its Bottling Plant at Khopoli (Maharashtra) and also supplying finished product to the Canteen Store Department (CSD) in Maharashtra, effective from 1.4.2020 to 31.3.2021.

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 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 with Mohan Closures Ltd., by the Company for manufacturing and supplying of Crown Corks effective from 1.4.2020 to 31.3.2021.

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 Purchase Agreement with Mohan Zupack Ltd., for manufacture & sale of empty Cartons to the Company effective from 1.4.2020 to 31.3.2021.

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 Lease Agreement with John Oakey & Mohan Ltd., for manufacture of steared/sand papers effective from 1.4.2020 to 31.3.2021.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N. HANDA)
COMPANY SECRETARY.

REGD. OFFICE:
SOLAN BREWERY (H.P.) – 173214
DATED : 14th August, 2020.
CIN : L15520HP1934PLC000135
Website: www.mohanmeakin.com
Email ID: solan@mohanmeakin.com
Tel: 01792-230450 Fax : 01792-230350

Invitation to attend the 86TH Annual General Meeting to be held on Monday, the 28th September, 2020

Dear Members,

You are cordially invited to attend the 86TH Annual General Meeting of the Company to be held on Monday, 28th September, 2020 at 03.00p.m. IST through video conferencing. The notice convening the Annual General Meeting is attached herewith. In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl No	Particulars	Details
1	URL for participation through Video Conferencing (VC), e-voting during AGM and remote e-voting	https://www.evotingindia.com/login_BO.jsp?t=i1
2	Username and password for VC	Same as remote evoting
3	Helpline number for VC participation and e-voting	Mr. Rakesh Dalvi, Mr. Nitin Kunder and Mehboob Lakhani Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai - 400013 email-helpdesk.evoting@cdslindia.com Phone-022-23058538/42/43
4	Cut-off date for e-voting	21-09-2020
5	Time period for remote e-voting	Friday, 25 th September, 2020 (10:00 AM) and ends on Sunday, 27 th September, 2020 (5:00 PM).
6	Book Closure date	Friday, 25 th September 2020 to Monday, 28 th September 2020 (both days inclusive)
7	Link for Members to temporarily update e-mail address	The shareholder may write to Investor@beetalfinancial.com or alternatively they may write to the company secretary at solan@mohanmeakin.com
8	Last date for publishing results of the e-voting	Within 48 hours after closure of the meeting
9	Registrar and Share Transfer Agent contact details	BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062 Ph.-011-29961281-283, 26051061, 26051064 Fax 011-29961284
10	Company's contact details	Shareholder may contact company secretary at solan@mohanmeakin.com

We are hopeful that shareholders would find the aforesaid information/details useful and spare their valuable time to participate in 86th Annual General Meeting of the company through video conferencing on Monday, the 28th September 2020 at 03.00p.m.

Thanking you
Yours truly

For Mohan Meakin Limited

Company Secretary

Notice of the 86th Annual General Meeting

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 86th AGM of the Company is being convened and conducted through VC.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
3. The Company has enabled the Members to participate at the 86th AGM through the VC facility provided by Central Depository Services Limited, (“CDSL”). The instructions for participation in the 86th Annual General Meeting through VC/OAVM Facility and e-Voting during the said Annual General Meeting by the Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. As per the provisions under the MCA Circulars, Members attending the 86th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 86th AGM being held through VC.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The Company has appointed Mr. Ashutosh Kumar Pandey, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
8. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 86th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 86th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

9. Corporate Members are requested send a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf at solan@mohanmeakin.com. Institutional investors are encouraged to attend and vote at the meeting through VC.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Register of Members and Share Transfer books will remain closed from Friday, 25th September 2020 to Monday, 28th September 2020 (both days inclusive).
12. In line with the MCA Circulars, the notice of the 86th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at <https://www.mohanmeakin.com/investors/annual-reports/>, websites of the Stock Exchange i.e. CSE at www.cse-india.com and on the website of CDSL at <https://www.evotingindia.com> (Notice of AGM only).
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, BEETAL Financial & Computer Services Pvt Ltd. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by writing to RTA of the company or alternatively they may also write to the company secretary of the company at solan@mohanmeakin.com
14. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 86th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to solan@mohanmeakin.com
15. The details of the Directors seeking appointment/re-appointment at the 86thAGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
16. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

17. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, BEETAL Financial & Computer Services Pvt Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062, Ph.-011-29961281-283, 26051061, 26051064, Fax 011-29961284.
18. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
19. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
20. Non-resident Indian shareholders, if any, are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-a) the change in the residential status on return to India for permanent settlement, and b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
21. Members who wish to claim Dividends, matured deposits and interest thereon which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (BEETAL Financial & Computer Services Pvt Ltd.) for revalidation and encashment before the due dates. The details of such unclaimed dividends/matured deposit and interest thereon are available on the Company's website at www.mohanmeakin.com. Members are requested to note that the dividend/matured deposits and interest thereon remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

22. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is to upload details of unpaid and unclaimed amounts lying with the Company as on the date of last Annual General Meeting on its website at <https://www.mohanmeakin.com> and also on the website of the Ministry of Corporate Affairs.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
24. The following documents will be available for inspection by the Members electronically during the 86th AGM. Members seeking to inspect such documents can send an email to solan@mohanmeakin.com
 - a) Certificate from the Statutory Auditors/Secretarial Auditor relating to the compliance as per SEBI (LODR) 2015.
 - b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
25. In case of any queries regarding the Annual Report, the Members may write to solan@mohanmeakin.com to receive an email response.
26. As the 86th AGM is being held through VC, the route map is not annexed to this Notice.
27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
28. Members are requested to intimate to the Company queries, if any, regarding Accounts/Notice at least 7 days before the Meeting at its Registered Office address to enable the Management to keep the information ready at the meeting.
29. Your company is offering e-voting facility to all shareholders of the company and accordingly it has entered into an agreement with CDSL for participation in the 86th AGM through VC/OAVM Facility, remote voting and e-Voting during the 86th AGM with a view to enable the shareholders to cast their vote electronically.
30. The e-voting will commence on Friday, 25th September, 2020 (10:00 AM) and ends on Sunday, 27th September, 2020 (5:00 PM). IST. The cut-off date for the purpose of e-voting is 21-09-2020. Please read the instructions for e-voting given herein below before exercising your vote electronically.

ANNEXURE-I

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 12 of the accompanying Notice of Meeting:

AGENDA ITEM NO.5.

At the Annual General Meeting of the Company held on 28th September 2019, the Members of the Company had approved revision in the terms of remuneration of Shri Hemant Mohan, Managing Director of the Company vide Special Resolution No.5 and modification of terms and tenure of his appointment vide Special Resolution No.6.

Considering Shri Hemant Mohan's long standing commitment and illustrious contribution to the Company under whose tenure, it has delivered strong performances in the financial years FY 2018-19 and FY 2019-20, (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 14.08.2020 has approved, subject to approval of Members, remuneration of Shri Hemant Mohan to be at-least maintained at the same level in absolute terms as that of the previous financial year (i.e., FY 2019-20) for the current financial year only (FY 2020-21), in the event there is inadequacy of profits in the current financial year (FY 2020-21) owing to unprecedented situation prevailing all over the world on account of the COVID-19 pandemic. However, if the Company is able to recover well in a post COVID scenario and makes higher profits in the current financial year than that of the previous financial year, the overall limit set earlier of being 9% of the net profits of the Company shall continue to remain valid and applicable.

Accordingly, this proposal may be considered as a Special Resolution by the shareholders of the Company to increase the limits prescribed under Part II Section II of Schedule V to the Act to the level as mentioned above and as a composite approval to pay Shri Hemant Mohan for the current financial year only (FY 2020-21) at least the same amount of remuneration in absolute terms as paid during the previous financial year (FY 2019-20). All other terms and conditions as approved by the shareholders vide Resolution No. 5 and Resolution No. 6, passed in the Annual General Meeting held on 28th September 2019, shall to the extent not modified herein, continue to remain valid and effective. In compliance with the General Circular Number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The Board commends the Special Resolution set out at Item No.5 of the Notice for approval of the Members.

AGENDA ITEM NO.6.

- i) Shri R.C. Jain designated as Director Finance-cum-CFO, the Whole-time Director, Shall 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/Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director/Board of Directors.
- ii) The Whole-time Director designated as Director Finance-cum-CFO, shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act with regard to duties of Directors.
- iii) The Whole-time Director designated as Director Finance-cum-CFO, shall adhere to the Company's Code of Conduct.
- iv) The appointment/arrangement may be terminated by either of the party by giving the other party three Calendar month's Notice in writing.
- v) The Headquarters of the Director Finance-cum-CFO shall be at Mohan Nagar.
- vi) Shri R.C. Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- vii) The above may be treated as a written memorandum setting out the terms of re-appointment of Shri R.C. Jain under Section 190 of the Act.
- viii) Details of Shri R.C. Jain are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. Shri R.C. Jain is interested in the resolution set out at Item No.6 of the Notice.
- ix) Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.
- x) Shri R.C. Jain has crossed age of 75 years. He has rich and varied experience in the Industry and has been involved in the operations of the Company for the last 50 years. It would be in the interest of the Company to avail of his considerable expertise by appointing him as Whole-time Director designated as Director Finance –cum-Chief Financial Officer of the Company. Accordingly, approval of the Member is sought for passing a Special Resolution for appointment of Shri R.C. Jain as Whole-time Director designated as Director Finance-cum-Chief Financial Officer, as set out in Part-I in Schedule V to the Companies Act, 2013 as also under Sub Section (3) of Section 196 of the Act. Accordingly, his appointment is placed for the approval of members. In compliance with the General Circular Number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The Board commends the Special Resolution set out at Item No.6 of the Notice for approval by the Members.

AGENDA ITEM NO.7.

The Company (Mohan Meakin Ltd.) has entered into the following Agreements effective 1.4.2020 to 31.3.2021 with Mohan Breweries & Distilleries Ltd., Chennai:-

- i) Manufacturing Agreement (BEER) in the States of Tamilnadu, Kerala, Karnatka, Telangana & U.T. of Pondicherry and Andaman.
- ii) Manufacturing & Selling Agreement (IMFL) in the State of Andhra Pradesh.
- iii) Bottling and Sales Agreement for Andhra Pradesh (for IMFL) for its Bottling Unit at Chittoor (AP).
- iv) Authorised Selling Agency Agreement (Sale of Breakfast Food Products, Fruit Juices, Vinegar and Malt Extract in the States of Andhra Pradesh and Tamil Nadu.

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 electronically 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 (Mohan Meakin Ltd.) has entered into the following Agreements with M/s. Trade Links (P) Ltd., New Delhi effective from 1.4.2020 to 31.3.2021:-

- i) Authorised Selling Agency Agreement (Sale of IMFL& Beer) at Khapoli (Maharashtra) & Daman.
- ii) Authorised Selling Agency Agreement for sale of BFF products (Break Fast Food products, Fruit Juices, Vinegar & Malt Extracts).

iii) Usership Agreement for manufacture & selling (Food products and Fruit Juices including cereals) under the Company's Trade Mark "MOHANS" 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. None of the Directors, except Shri Vinay Mohan is interested in the Resolution ; hence this is being placed before the shareholders by way of Ordinary Resolution.

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

AGENDA ITEM NO.9.

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. 1.04.2020 to 31.03.2021 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), Shri 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 electronically 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.) has entered into Purchase Agreement effective from 1.4.2020 to 31.3.2021 with Mohan Closures Ltd., for purchase of Crown Corks. The Company (Mohan Closures Ltd.) is situated at Delhi resulting in quick supply of Crown Corks to the MML as per their demand besides timely supplies to other Units of MML situated in other States. Mohan Closures 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 Crown Corks for MML's brands . Mohan Closures strictly meets out the standards and specifications of MML and moreover it manufactures Crown Corks 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. Shri Vinay Mohan is a common Director in Mohan Meakin Ltd. ; hence interested in the Resolution. Therefore this is placed before the Shareholders by way of Ordinary Resolution.

The above Agreement with Mohan closures Ltd., shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday including the date of the Annual General Meeting.

AGENDA ITEM NO.11.

The Company (Mohan Meakin Ltd.) has entered into Purchase Agreement effective from 1.4.2020 to 31.3.2021 with Mohan Zupack Ltd., for manufacture and sale of empty Cartons to the Company. The Company (Mohan Zupack Ltd.) 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. Mohan 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. Mohan 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 above Agreement with Mohan closures Ltd., shall be available for inspection electronically 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 (Mohan Meakin Ltd.) has entered into Lease Agreement effective from 1.4.2020 to 31.3.2021 with John Oakey & Mohan Ltd., for manufacture of steared/sand papers on the leased out property of Company at Mohan Nagar, Ghaziabad. The Company (John Oakey & Mohan Ltd.) is situated at Office No.4, FF, CSC Pocket E Market, Mayur Vihar Phase-II, Delhi-110091. Mrs. Usha Mohan is a Director of John Oakey, who is related to the Company's Managing Director Shri Hemant Mohan and Director Shri Vinay Mohan and Mrs. Shalini Mohan, being their mother and mother-in-law respectively 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 above Agreement with Mohan Closures Ltd., shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday including the date of the Annual General Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N.HANDA)
COMPANY SECRETARY

Regd. Office :
Solan Brewery (H.P.)-173214
Dated: 14th August, 2020.

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

1) The instructions for shareholders for remote e-voting are as under:-

- i. The remote e -voting period begins on Friday, the 25thSeptember 2020 at 10.00 am IST and ends on Sunday, the 27thSeptember 2020 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” i.e. September 21st2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- iii. Shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on “Shareholders” module.
- v. Enter their User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,Shareholders holding shares in physical form should enter Folio Number registered with the Company. OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - MyEasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and click on “Login”
- vii. Shareholders holding shares in dematerialised form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.
- viii. First time users may follow the steps given below: -

	For Shareholders holding shares in Dematerialised Form or Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by the Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.

- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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.
 - xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xii. Click on the EVS **200829028** for MOHAN MEAKIN LIMITED.
 - xiii. On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
 - xiv. Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
 - xv. After selecting the Resolution, they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.
 - xvi. Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.
 - xvii. They can also print details of the votes cast by clicking on "Click here to print" option on the Voting Page
 - xviii. If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
 - xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.
- 2) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice
- For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at solan@mohanmeakin.com/Investor@beetalfinancial.com, respectively.
 - For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at solan@mohanmeakin.com/Investor@beetalfinancial.com, respectively.

- The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

- 1) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- 2) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 3) Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
- 4) Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
- 5) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
- 6) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting (i.e. before September 25, 2020) mentioning their name, demat account number/folio number, email id, mobile number at solan@mohanmeakin.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting (i.e. before September 25, 2020) mentioning their name, demat account number/folio number, email id, mobile number at solan@mohanmeakin.com. These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

- 1) Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
- 2) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 3) If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
- 4) Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- III. After receiving the login details a “Compliance User” should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- IV. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- V. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- VI. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz investorrelations.india@castrol.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to RTA/Company
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 21stSeptember 2020 may obtain the login ID and password by sending an email to Investor@beetalfinancial.com by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Mr. Ashutosh Kumar Pandey, Proprietor of AKP & Associates, Company Secretaries (CP No. 7385) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.mohanmeakin.com> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the CSE Limited.

- VII. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- VIII. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

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) Regulations, 2015.

1.	Name	Shri R.C. Jain
	Age	76 years
	Qualification	B.Com, L.L.B, FCA, FCS
	Experience and expertise the Company in specific functional area	Vast working experience in
	List of Public Companies In which outside Directorship held as on 31/03/2020	—
	Chairman/Member of Board Committees of other Companies On which he is a Director	—
	Shareholding in the Company	—
2.	Name	Smt. Shalini Mohan
	Age	47 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 31/03/2020	—
	Chairman/Member of Board Committees of other Companies On which he is a Director	—
	Shareholding in the Company	—

Attendance record of the Directors seeking appointment/re-
appointment during 2019-2020 :

Number of Meetings:

	Held	Attended
Shri R.C. Jain	5	4
Mrs. Shalini Mohan	5	3

Annexure-6

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

I. General Information:

- (1) Nature of Industry: Manufacturers of IMFL, Beer and Food Products etc.
- (2) Date or Expected date of commencement of commercial production: Commenced business in 1855
- (3) In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators
- | Financial years | Sales & other income. | Profit/Loss (before tax) |
|-----------------|-----------------------|--------------------------|
| 2018-19 | 95,413.44 | 5,132.29 |
- (Rs. In lacs)
- (5) Foreign investments Or collaborations, if any: Not Applicable

II. Information about the appointee:

(1) Background details

Shri R.C. Jain, has been working as Director-cum-CFO of the Company. His appointment as such has been approved by the Shareholders at the Annual General Meeting of the Company held on 29th September, 2017, on the remuneration and terms and conditions as fixed by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee. Further details of Shri R.C. Jain are covered in the statement furnished under Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015 attached with the Notice of Meeting .

(2) Past remuneration:

The remuneration drawn by him during the year ended 31st March, 2019 amounted to Rs. 27,41,424/- inclusive of perks.

(3) Recognition of awards:

(4) Job profile and his suitability

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

(5) Remuneration proposed

As detailed under Item No. 5 of the Notice.

(6) 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 R.C. Jain, the responsibilities to be shouldered by him as Whole-time Director designated as Director Finance-cum-Chief Financial Officer and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other Companies.

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

Shri R.C. Jain is not related to any Directors of the Company within the meaning of Companies Act, 2013.

III. Other information:

The Company has made profits during the last two years i.e.

Years	Profit/Loss: (Rs. In Lacs)
2017-18	2207.91 Profit
2018-19	5132.29 Profit

(1) Reasons of loss or inadequate profits

N.A.

(2) Steps taken or proposed to be taken for improvement.

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

(3) 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, provided the respective State Government eases restrictions put on running of Hotel, Bar, Restaurant, Pubs and movement of Tourists due to COVID-19.