

MOHAN MEAKIN LIMITED.

CIN: L15520HP1934PLC000135

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

NOTICE OF MEETING:

NOTICE is hereby given that the 87th 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 27th September, 2021 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 the audited financial statements of the Company for the financial year ended 31st March, 2021 including the audited Balance Sheet as on 31st March, 2021, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an **Ordinary Resolution**:
“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021 including the audited Balance Sheet as on 31st March, 2021, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
2. To re-appoint Sh. Vinay Mohan (holding DIN 00197994) 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 Sh. Vinay Mohan (DIN 00197994) who retires by rotation at this Meeting be and is hereby re-appointed as a Director of the Company.
3. 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 for audit of accounts of the Company’s Lucknow Branch for the year ending 31st March, 2022 and to hold office from the conclusion of 87th Annual General Meeting (AGM) till the conclusion of the 88th Annual General Meeting of the Company to be held in the Calendar year 2022 at a remuneration of Rs.40,000/- (Forty thousand only) plus service tax and out of pocket expenses at actual.

SPECIAL BUSINESS:

4. Re-appointment of Shri N. Murugan as an Independent Director (DIN 01309393).
To re-appoint Shri N. Murugan as an Independent Director and, in this regard, to consider and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**.

RESOLVED THAT pursuant to the provisions of Section 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Sh. N. Murugan (holding DIN 01309393) who was appointed as an Independent Director of the Company for first term of 5 years w.e.f. 15th September, 2016 to 14th September, 2021 be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for **a second term** of five years w.e.f. from 15th September, 2021 upto 14th September, 2026.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s)/authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

5. Appointment of Shri N.P. Sahni, IRS (Retd.) (holding DIN 00037478) as an Independent 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 Shri N.P. Sahni, IRS (Retd.) (holding DIN 00037478) who was appointed as an Additional Director and Independent Director with effect from 13th February, 2021, pursuant to the provisions of Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board and who holds office as per Provisions of Section 161 of the Act till the date of forthcoming Annual General Meeting and being eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for **first term** of 5 (five) consecutive years with effect from 13th February, 2021 to 12th February, 2026.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s)/authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

6. Appointment of Shri Sanjeev Arya (DIN 02005683) as a Director of the Company :

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

RESOLVED THAT Shri Sanjeev Arya holding (DIN 02005683) who was appointed as an Additional Director of the Company w.e.f. 14th August, 2021 pursuant to the provisions of Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of Nomination and Remuneration Committee, and that of the Board, and who holds office as per provisions of Section 161 of the Act till the date of Annual General Meeting and being eligible for appointment, be and is hereby appointed as Non Executive Non-Independent Director liable to retire by rotation.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s)/authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

7. Appointment of Sh. Manish Malik (DIN00481557) as a Director of the Company :

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

RESOLVED THAT Shri Manish Malik holding (DIN00481557) who was appointed as an Additional Director of the Company w.e.f. 14th August, 2021 pursuant to the provisions of Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of Nomination and Remuneration Committee, and that of the Board, and who holds office as per provisions of Section 161 of the Act till the date of Annual General Meeting and being eligible for appointment, be and is hereby appointed as Non Executive Non-Independent Director liable to retire by rotation.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s)/authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

8. Insertion of new Object Clause in the Memorandum and Articles of Association of the Company.

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

RESOLVED that pursuant to the provisions of Section 4 & 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the

competent authorities, the following Clause 27A be inserted in the Memorandum of Association of the Company :-

New Object Clause.

“27A. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading, dealing in any manner whatsoever in all type of goods, materials and commodities on retail as well as on wholesale basis in India or elsewhere through internet or any other channel and all type of e-commerce business in all goods and services, merchandise, vide business to business (b2b), business to customer (b2c), customer to customer (c2c) and providing services in Payment of gateways, Portals, Vortals, Internet Marketing, Electronic Publishing.”

“RESOLVED FURTHER that pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Members be and is hereby accorded to adopt the new Clause 27A of Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

RELATED PARTY TRANSACTIONS

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 the following Agreements by the Company with Mohan Breweries & Distilleries Ltd., Chennai:-

- i) Manufacturing Agreement (BEER)
in the States of Tamilnadu, Kerala, Karnataka, Telangana & U.T. of Pondicherry and Andaman. Effective from 1.4.2021 to 31.3.2022
- ii) Manufacturing & Selling Agreement (IMFL) in the State of Tamil Nadu and Union Territory of Andaman. Effective from 1.4.2021 to 31.3.2022
- iii) Bottling and Sales Agreement for Andhra Pradesh (for IMFL) for its Bottling Unit at Chittoor (AP). Effective from 1.4.2021 to 31.3.2022

- 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 1.4.2021 to 31.3.2022
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 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 1.4.2021 to 31.3.2022
- ii) Authorised Selling Agency Agreement Effective from 1.4.2021 to 31.3.2022 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 "MOHUNS". Effective from 1.4.2021 to 31.3.2022
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 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 1.4.2021 to 31.3.2022.

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 Purchase Agreement with Mohan Zupack Ltd., for manufacture & sale of empty Cartons to the Company effective from 1.4.2021 to 31.3.2022.

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 Lease Agreement with John Oakey & Mohan Ltd., for manufacture of steared/sand papers effective from 1.4.2021 to 31.3.2022.

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 Purchase Agreement with Mohan Closures Ltd., for manufacture of Crown Corks and its supply to the Company effective from 1.4.2021 to 31.3.2022.

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 Purchase Agreement and Lease Agreement with National Cereals Products Ltd., effective from 1.4.2021 to 31.3.2022.

BY ORDER OF THE BOARD OF DIRECTORS

(H.N. HANDA)
COMPANY SECRETARY.

REGD. OFFICE:
SOLAN BREWERY (H.P.) – 173214
DATED : 14th August, 2021.
CIN : L15520HP1934PLC000135
Website: www.mohanmeakin.com
Email ID: solan@mohanmeakin.com
Tel: 01792-230450 Fax : 01792-230350

NOTES & ANNEXURE:

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 and MCA General Circular No. 02/2021 dated 13th January, 2021. (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 87th AGM of the Company is being convened and conducted through VC.
2. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
3. 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, and MCA General Circular No. 02/2021 dated 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
4. The Company has enabled the Members to participate at the 87th AGM through the VC facility provided by Central Depository Services Limited, ("CDSL"). The instructions for participation in the 87th 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.
5. As per the provisions under the MCA Circulars, Members attending the 87th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 87th AGM being held through VC.
7. 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.
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 87th 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 87th 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 Tuesday, 21st September 2021 to Monday, 27th September 2021 (both days inclusive).
 12. In line with the MCA Circulars, the notice of the 87th AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website at <https://www.mohanmeakin.com/>, websites of the Stock Exchange i.e. CSE at www.cse-india.com and on the website of CDSL at [https:// www.evotingindia.com](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 87th 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 87thAGM 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 87th 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 87th 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 87th AGM through VC/OAVM Facility, remote voting and e-Voting during the 87th AGM with a view to enable the shareholders to cast their vote electronically.
 30. The e-voting will commence on Friday, 24th September, 2021 (10:00 AM) and ends on Sunday, 26th September, 2021 (5:00 PM). IST. The cut-off date for the purpose of e-voting is 20-09-2021. 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. 4 to 15 of the accompanying Notice of Meeting:

AGENDA ITEM No.4.

Re-appointment of Sh. N. Murugan as an Independent Director.

Sh. N. Murugan (holding DIN 01309393) was appointed as an Independent Director of the Company pursuant to Section 149 and 152 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members at the 83rd AGM of the Company held on 29th September, 2017 for first term of 5 years w.e.f. 15th September, 2016 to 14th September, 2021. He is due for retirement from the first term as an independent Director on 14th September, 2021.

The Nomination and Remuneration Committee at its Meeting held on 14th August, 2021, after taking into account the performance evaluation of Sh. N. Murugan during his first term of 5 years and considering his knowledge, acumen, expertise, experience and substantial contributions, has recommended to the Board his re-appointment for a second term of 5 (five) consecutive years. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended the re-appointment of Sh. N. Murugan as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from 15th September, 2021 upto 14th September, 2026.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company; hence this Resolution is placed before you. Sh. N. Murugan fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the LODR Regulations.

The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Act, and) iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Sh. N. Murugan to the office of Independent Director.

In the opinion of the Board, and based on its evaluation, Sh. N Murugan fulfils the conditions specified in the Companies Act, 2013 Rules made thereunder and LODR

Regulations for his re-appointment as an Independent Director of the Company and he is independent of the Management of the Company. A copy of the draft letter for the re-appointment of Sh. N. Murugan setting out the terms and conditions is available for electronic inspection without any fee by the Members.

The Resolution seeks the approval of Members for the appointment of Sh. N. Murugan as an Independent Director of the Company upto 15th September, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. In compliance with the General Circular No.20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. Brief resume of Shri N. Murugan, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships/chairmanships of, Committees of the Board and his shareholding, etc., as stipulated under Regulation 36(3) of SEBI (LODR) and SS-2 on General Meetings, are provided in Annexure to the Notice. Shri N. Murugan is not related to any Director or Key Managerial Personnel of the Company. No Director, Key Managerial Personnel, or their relatives except Sh. N. Murugan to whom the Resolution relates, is interested in or concerned with the Resolution in item No.4.

The Board recommends the Resolution set forth in Item No.4 for the approval of Members.

AGENDA ITEM NO.5

Appointment of Shri N.P. Sahni, IRS (Retd.) (holding DIN 00037478) as an Independent Director of the Company :

The Board, based on recommendation of Nomination and Remuneration Committee, appointed Shri N.P. Sahni, IRS (Retd.) (holding DIN 00037478) as an Additional and Independent Director of the Company with effect from 13th February, 2021, pursuant to Section 161 of the Companies Act, 2013 who holds office upto the ensuing Annual General Meeting. The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“ the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Sh. N.P. Sahni to the office of Independent Director.

In the opinion of the Board, Sh. N.P. Sahni is a well educated person and is a retired civil servant belonging to 1965 batch of Indian Revenue Service. He held senior position in Government of India and during his service he held many foreign assignments as well. His vast experience in the realm of Corporate Governance will greatly benefit the Company. He fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/regulations for the time

being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Sh. N.P. Sahni as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee by the members. Brief resume of Shri N.P. Sahni, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships/chairmanships of, Committees of the Board and his shareholding, etc., as stipulated under Regulation 36(3) of SEBI (LODR) and SS-2 on General Meetings, are provided in Annexure to the Notice. Shri N.P. Sahni is not related to any Director or Key Managerial Personnel of the Company.

The Resolution seeks the approval of Members for the appointment of Sh. N.P. Sahni as an Independent Director of the Company upto 12th February, 2026 by way of Special Resolution pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an Additional Director appointed by the Board shall hold office upto the date of the ensuing AGM and shall be appointed as an Independent Director by the Members. Sh. N.P. Sahni's appointment is hereby placed for the approval of Members, by way of Special Resolution as required under Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018 as he has crossed the age of 75 years. In compliance with the General Circular No.20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. No Director, Key Managerial Personnel, or their relatives except Sh. N.P. Sahni, to whom the Resolution relates, is interested in or concerned with the Resolution in item No.5.

The Board recommends the Resolution set forth in Item No.5 for the approval of Members.

AGENDA ITEM NO.6.

The Board of Directors has appointed Sh. Sanjeev Arya as Non-Executive Non-Independent Director of the Company w.e.f. 14th August, 2021. Shri Sanjeev Arya holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the Director of the Company. The Company has also received from him all statutory disclosures/declarations including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies/Appointment & Qualifications of Directors) Rules 2014 (the Appointment Rules”), intimation in Form DIR-8 in terms of Appointment “Rules to the effect that he is not disqualified (under sub section (2) of Section 164 of the Act.

Pursuant to Sections 149 and 152 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, it is proposed that Shri Sanjeev Arya (DIN 02005683) be appointed as Director of the Company, liable to retire by rotation.

Sh. Saneev Arya is not disqualified from being appointed as Director by virtue of provisions of Section 164 of the Companies Act, 2013. In the opinion of the Board, Shri Sanjeev Arya fulfils the conditions specified in the Companies Act, 2013 and Rules made

thereunder for his appointment as Director of the Company. Having regard to the qualifications, knowledge and experience his appointment as Director will be in the interest of the Company.

Brief resume of Shri Sanjeev Arya, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships/chairmanships of, Committees of the Board and his shareholding, etc., as stipulated under Regulation 36(3) of SEBI (LODR) and SS-2 on General Meetings, are provided in Annexure to the Notice. Shri Sanjeev Arya is not related to any Director or Key Managerial Personnel of the Company. Shri Sanjeev Arya may be deemed to be interested in the Resolution set out at Item No.6 of the Notice with regard to his appointment. No Director, Key Managerial Personnel, or their relatives except Sh. Sanjeev Arya, to whom the Resolution relates, is interested in or concerned with the Resolution.

The Board recommends the Resolution set forth in Item No.6 for the approval of Members.

AGENDA ITEM NO.7.

The Board of Directors has appointed Sh. Manish Malik (DIN00481557) as Non-Executive Non-Independent Director of the Company w.e.f. 14th August, 2021. Shri Manish Malik holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the Director of the Company. The Company has also received from him all statutory disclosures/declarations including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies/Appointment & Qualifications of Directors) Rules 2014 (the Appointment Rules”), intimation in Form DIR-8 in terms of Appointment “Rules to the effect that he is not disqualified (under sub section (2) of Section 164 of the Act.

Pursuant to Sections 149 and 152 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, it is proposed that Shri Manish Malik (DIN00481557) be appointed as Director of the Company, liable to retire by rotation. Sh. Manish Malik is not disqualified from being appointed as Director by virtue of provisions of Section 164 of the Companies Act, 2013. In the opinion of the Board, Sh. Manish Malik fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as Director of the Company. Having regard to the qualifications, knowledge and experience his appointment as Director will be in the interest of the Company.

Brief resume of Shri Manish Malik, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships/chairmanships of, Committees of the Board and his shareholding, etc., as stipulated under Regulation 36(3) of SEBI (LODR) and SS-2 on General Meetings, are provided in Annexure to the Notice. Shri Manish Malik is not related to any Director or Key Managerial Personnel of the Company. Shri Manish Malik may be deemed to be interested in the Resolution set out at Item No.7 of the Notice with regard to his appointment. No Director, Key Managerial

Personnel, or their relatives except Sh. Manish Malik, to whom the Resolution relates, is interested in or concerned with the Resolution.

The Board recommends the Resolution set forth in Item No.7 for the approval of Members.

AGENDA ITEM NO.8.

Mohan Meakin Limited (“the Company”) was incorporated on 2nd November, 1934 under the Companies Act, 1913. The existing Memorandum of Association (“**MoA**”) does not contain specific Clause to commence e-Commerce/online business. The Company has been manufacturing and marketing Alcoholic Products and its brands especially the “OLD MONK” brand has achieved national and international recognition. The Old Monk Rum has been exported and sold across the globe not only among the Indian diaspora, but across all ethnic communities, and is recognized as a hallmark for quality Rum. It is a practical corollary that the Company exploits the goodwill of this and its other brands by enhancing the public perception of these brands with regard to the Company’s existing products, and by applying them to other products. Marketing multiple products through traditional means would, however, be a great challenge and would involve the creation of an entirely new business vertical, which would be much beyond the limited objective sought to be achieved. An alternative means of marketing new products under the Company’s brands that would be much cheaper and more easily achievable would be to set up an e-Commerce marketing platform for selling Lifestyle Products, Barware, Confectionary, Chocolate, Leather items like purse/wallets/bags, Garments Toiletries, Cosmetics, Sports items and other merchandise items under the Company’s brand names. For this purpose, the Company has to amend the Object Clause of its Memorandum and Article of Association by inserting new Clause “27A” therein by way of Special Resolution.

In terms of Section 3 of Companies Act, 2013 consent of the Members by way of Special Resolution is required for insertion of new Clause in the Memorandum of Association. In compliance with the General Circular No.20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

AGENDA ITEM NO.9.

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) for the States of Tamilnadu, Kerala, Karnatka, Telangana & U.T. of Pondicherry and Andaman.
- ii) Manufacturing Agreement (IMFL) for the State of Tamil Nadu and Union Territory of Andaman.
- 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.10.

The Company (Mohan Meakin Ltd.) has entered into the following Agreements with M/s. Trade Links (P) Ltd., New Delhi effective from 1.4.2021 to 31.3.2022:-

- 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.11.

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. 1.04.2021 to 31.03.2022 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.12.

The Company (Mohan Meakin Ltd.) has entered into Purchase Agreement effective from 1.4.2021 to 31.3.2022 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 more-over 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., Mohan Closure 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.13.

The Company (Mohan Meakin Ltd.) has entered into Purchase Agreement effective from 1.4.2021 to 31.3.2022 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 Zupack 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.14.

The Company (Mohan Meakin Ltd.) has entered into Lease Agreement effective from 1.4.2021 to 31.3.2022 with John Oakey & Mohan Ltd., for manufacture of stearted/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. 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 John Oakey 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 John Oakey & Mohan 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.15

Mohan Meakin Ltd. (MML) has entered into two Agreements i.e. Lease and Purchase Agreements with National Cereals Products Ltd.,(NCPL) effective from 1.4.2021 to 31.3.2022. The Lease agreement is for leasing out its vacant premises to NCPL and the MML is earning income by way of rental. The Purchase Agreement entered into by MML with NCPL is for purchases of certain items manufactured by them according to its requirements at most competitive rates and NCPL is ready to deliver stocks even in small quantities as per MML's requirements whereas there is no other Supplier in the market who can commit the timely supply of required quantity. Mohan Meakin Ltd., is holding 2,38,739 shares of National Cereals Products Ltd., and National Cereals Products is holding 4000 shares of Mohan Meakin Ltd. The arrangements are at arm's length and in the Ordinary Course of business and are in the beneficial interest of the Company. The Resolution is placed before the Shareholders by way of Ordinary Resolution.

The above Agreements with National Cereals Products 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

Regd. Office :
Solan Brewery (H.P.)-173214
Dated: 14th August, 2021.

(H.N.HANDA)
COMPANY SECRETARY

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

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

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting</p>

	service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 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. Shareholders 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 to www.evotingindia.com and voted on an earlier e-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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVS(210826001)** for the relevant Mohan Meakin Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. 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 atleast **3 days prior to meeting(i.e. before September 24, 2021)** 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 24, 2021)** 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.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- 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 email id.** At solan@mohanmeakin.com/investor@beetalfinancial.com, respectively.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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. 20th September 2021 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 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Name	Shri Vinay Mohan
Age	48 years
Qualification	Graduation (Specialization in the field of Marketing from abroad).
Experience and expertise In specific functional area.	Vast experience in the field of Marketing having been working with a Marketing established more than 5 decades back.
List of Public Companies in which outside Directorship held as on 31/03/2021.	Trade Links Pvt. Ltd. Mohan Rocky Springwater Breweries Ltd. Mohan Closures Ltd. Kaplansky Investment Pvt. Ltd.
Chairman/Member of Board Committees of other Companies On which he is a Director	None
Shareholding in the Company	699874 shares.

2.	Name	Sh. N. Murugan
	Age	75 years
	Qualification	I.A.S. (Retd.)
	Experience and expertise in specific functional area	Vast Management and Administrative experience.
	List of Public Companies In which outside Directorship held as on 31/03/2021.	Venluno Technologies Pvt. Ltd. M.S.T. Enterprises Pvt. Ltd.
	Chairman/Member of Board Committees of other Companies On which he is a Director	—
	Shareholding in the Company	—
3.	Name	Sh. N.P. Sahni
	Age	80 years
	Qualification	M.A. LLB, M.Sc. IRS (Income-tax).
	Experience and expertise in specific functional area	Vast Administrative and Management experience.
	List of Public Companies in which outside Directorship held as on 31/03/2021.	Hindustan Tin Works Ltd.
	Chairman/Member of Board Committees of other Companies On which he is a Director	Member Audit Committee) Member – Nomination) Committee) (in Hindustan Tin Works Ltd.)
	Shareholding in the Company	—

4.	Name	Sh. Sanjeev Arya
	Age	62 years
	Qualification	Senior secondary C.B.S.E., A.I.S.S.E.
	Experience and expertise functional area	Expertise in Planning in specific and Integration. Experience in Market Research and Client Analysis.
	List of Public Companies in which outside Directorship held as on 31/03/2021	—
	Chairman/Member of Board Committees of other Companies On which he is a Director	—
	Shareholding in the Company	—
5.	Name	Sh. Manish Malik
	Age	48 years
	Qualification	B. Com. LLB.
	Experience and expertise in specific functional area	Legal luminary, Expertise in Taxation matters.
	List of Public Companies in which outside Directorship held as on 31/03/2021	1. Srinath Overseas Pvt. Ltd. 2. Skylord (India) Pvt. Ltd. 3. Ganga Towers Pvt. Ltd. 4. Moon-Sun Infotech Pvt. Ltd. 5. D.S. Sales Pvt. Ltd. 6. Axon Systems Pvt. Ltd. 7. Allen Leasing & Finance Pvt. Ltd.

8. Indo Asian Land Development Pvt. Ltd.
9. Triveni Towers Pvt. Ltd.
10. Jai Durge Constructions Pvt. Ltd.
11. Atlantic Developers Pvt. Ltd.
12. Adwel Finvest Pvt. Ltd.
13. Madhusudan Auto Pvt. Ltd.
14. Aude Sapere Health Care Pvt. Ltd.

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 2020-2021:

Number of Meetings:		
	Held	Attended
Shri Vinay Mohan	4	4
Shri N. Murugan	4	4
Shri N.P. Sahni (New appointment)	-	-
Shri Sanjeev Arya (New appointment)	-	-
Shri Manish Malik (New appointment)	-	-