

To,
The Members
Mohan Meakin Limited
Solan Brewery-173214
(Himachal Pradesh)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mohan Meakin Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's records and also the information provided by the Company, its officers, agents and authorized representatives during conduct of the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024, according to the provisions of:

- I) The Companies Act, 2013 (the Act) and the rules made thereunder;
- II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***[Not Applicable as the Company has not issued any further capital under the regulations during the period under review]***
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ***[Not Applicable as there is no scheme for direct or indirect benefit of employees involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly]***
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ***[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];***
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ***[Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];***
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ***[Not applicable as the Company has not delisted and there was no proposal of delisting of its equity shares from any Stock Exchange during the financial year under review];***
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ***[Not applicable as the Company has not bought back and there was no proposal for buy-back of its securities during the financial year under review].***

Apart from other applicable laws, the Management has identified and confirmed the following laws as specifically applicable to the Company: -

- a) The Indian Boiler Act, 1923
- b) H.P.Ind. Establishment (National Festival & Holidays & Leave) Rules, 1970
- c) Hazardous Waste Rules, 2008
- d) Food and Safety Standard Act, 2006



- e) Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
- f) Air (Prevention & Control of Pollution) Act 1981 and rules thereunder
- g) The Environment (Protection) Act, 1986
- h) Legal Metrology Act, 2009
- i) The Standards of Weights and Measures Act, 1976

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- b) The Listing Agreements entered into by the Company with Calcutta Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except and to the extent of the reporting made herein this Report

I further report that: -

- a) I have relied upon the explanation of the company, its officers and agents, to the effect that the company does not have any foreign direct investment nor it has any overseas direct investment. All receipts from foreign parties, if any, may kindly be correlated with form DPT-3 filed/to be filed with the concern registrar of companies. Also, shareholding pattern shows NRI/Foreign Holding and the company has appointed NSDL as designated depository for Monitoring of Foreign Investment limits in listed companies.
- b) In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the company during the course of my audit and the reporting is limited to that extent only.
- c) I have relied upon the explanation of the company, its officers and agents, to the effect that the company has complied with provisions of PF/ESI and there is no proceeding having material effect with regards to PF/ESI initiated and/or pending during the year under review.
- d) I have relied upon the explanation of the company, its officers and agents, to the effect that the company has complied with provisions of Income Tax/TDS and there is no proceeding having material effect with regards to Income Tax/TDS initiated and/or pending during the year under review.
- e) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.
- f) As represented, adequate notice is given to all Directors to schedule the Board / Committee Meetings along with the agenda, generally, seven days in advance.
- g) As represented, a system exists for seeking and obtaining further information and clarifications on the agenda items, and also on the minutes by way of sharing relevant documents/information/notes/drafts to all concern.
- h) All decisions of the Board and Committees are carried with requisite majority.



- i) The Board at its meeting held on 26-05-2023 took note that the Company was required to spend an amount of Rs.105.50 Lakh on CSR Activities during the year 2022-2023 whereas the Company spent total amount of Rs.1,08,20,800/- through Narinder Mohan Foundation, the Implementing Agency, for carrying out the CSR Activities for the year ending on 31-03-23.
- j) As represented, the company was required to spend Rs. 138.69 Lakh (approx.) towards CSR activities during the year 2023-24 whereas the Company spent total amount of Rs. 140.00 Lakh during the year under consideration. The amount as aforesaid have been paid to the implementing Agency vide Cheque No.968190 dated 21.12.2023 of Rs. 50.00 Lakh, Cheque No.967854 dated 12.01.2024 of Rs. 50.00 Lakh, Cheque No.645728 dated 23.02.2024 of Rs. 40.00 Lakh. The meeting took note of the fact that the amount so remitted is to be utilized towards purchase of medical equipment and related instruments for carrying out CSR activities near to the main manufacturing Branch of the company through the implementing Agency i.e., Narinder Mohan Hospital & Heart Centre at Mohan Nagar, (Ghaziabad) (U.P.)
- k) Further, an in-house committee was said to be formed within the company to monitor the expenditure being incurred by the implementing agency. Also, it has been said to have detailed report from the in-house committee stating detailed component of the CSR expenditure, however, we have limited means to comment on the report of said in house committee and expenditure being incurred as aforesaid may kindly be correlated with applicable provisions of section 135, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
- l) Implementing Agency and process of its selection is the responsibility of the management subject to compliance of CSR Policy of the company, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.
- m) As represented, the company has formed an Internal Complaint Committee (ICC) for redressal of sexual harassment of the women at work place and that NIL complaints are received during the year 23-24, which may kindly be correlated with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013. Further, we have limited means to comment on the report of Complaints Committee ought to be prepared annually.
- n) As represented, the Audit Committee has approved Agreement with the related parties and observed that these agreements are in the ordinary course of business and at arm's length and also in the beneficial interest of the company. The details of contracts with the related parties may kindly be correlated with Form MBP-4 maintained by the company and reporting made to the stock exchange in this connection.
- o) As explained by the company, its officers and agent, though we have limited means to comment on this, meeting of the Independent Directors was held on 08-11-2023 without the presence of the Executive Directors or management personnel for carrying out performance evaluation of Non-Independent Directors and the Board of Directors as a whole, performance of Chairman of the Company, the quality, content and timeliness of flow of information between the Management and the Board, based on the Performance Evaluation framework of the Company. This may kindly be correlated with the intimation made to the stock exchange in this connection.

Ashutosh


- p) As reported, the Nomination and Remuneration Committee have reviewed the Evaluation Criteria of the board as a whole wherein the said committee took note of the performance evaluation of Non-Independent Non-Executive Directors, Managing Directors, Independent Directors, the Board as a whole and chairperson of the company.

I further report that based on review of compliance mechanism established by the Company, I am of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except and to the extent of the report mentioned herein above.

I further report that during the audit period there were no instances of:

- a) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- b) Redemption / buy-back of securities
- c) Merger / amalgamation / reconstruction, etc.
- d) Foreign technical collaborations

For AKP & Associates
Company Secretaries


Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor



Place: Noida

Date: 22.05.2024

UDIN- F006847F000419974

Note: -

(1) This report should be read along with the Annual Secretarial Compliance Report which has already been issued as per Reg. 24A of SEBI (LODR),2015 for the year 2023-24.

To,
The Members
Mohan Meakin Limited
Solan Brewery-173214
(Himachal Pradesh)

Our Secretarial Audit Report for the financial year 31st March, 2024 is to be read along with this letter.

Management's Responsibility

- a) It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
- b) It is the responsibility of the management of the Company to file all e-forms and returns with the concerned authority and to ensure that the delay, if any, is duly condoned unless specifically reported.

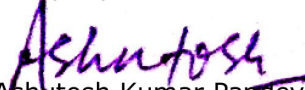
Auditor's Responsibility

- c) My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- d) I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- e) Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- g) I have not verified the correctness and appropriateness of financial records and books of account of the Company.

For AKP & Associates
Company Secretaries


Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor



Place: Noida

Date: 22.05.2024

UDIN- F006847F000419974

To,
The Members
Mohan Meakin Limited
Solan Brewery-173214
(Himachal Pradesh)

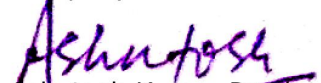
I have examined the compliance of conditions of corporate governance by Mohan Meakin Limited for the period covering the financial year ended 31st March, 2024, as stipulated in the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement subject to and to the extent of reporting done in Annual Compliance Report issued for the year 2024.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For AKP & Associates
Company Secretaries


Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor



Place: Noida
Date: 22.05.2024
UDIN- F006847F000419974