

Date: 13.01.2025

To, The Listing Department, BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400001 Security Code: 539207 ISIN: INE122R01018	To, The Listing Department National Stock Exchange of India Limited 5 th floor, Exchange Plaza, Bandra-Kurla Complex Bandra (East), Mumbai - 400051 Security ID: MANPASAND ISIN: INE122R01018
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Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 for the Financial ended March 31, 2023.

Respected Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2023.

You are requested to kindly take the above information on record.

Thanking you,

Yours Sincerely,
For Manpasand Beverages Limited

ABHISHEK
DHIRENDRA
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Date: 2025.01.13 16:40:50
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ABHISHEK DHIRENDRA SINGH
Whole Time Director
DIN: 01326637



CS Dipali Vora
(B.COM, ACS)

D N VORA & ASSOCIATES

Company Secretaries
(Peer Reviewed Firm)

**SECRETARIAL COMPLIANCE REPORT OF MANPASAND BEVERAGE LIMITED
FOR THE YEAR ENDED MARCH 31, 2023**

*[Pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I, Ms. Dipali Natvar Vora, Proprietor, M/s D N Vora and Associates, Company Secretaries, Mumbai have examined:

- a) all the documents and records made available to us and explanation provided by **Manpasand Beverages Limited** (“Company”);
- b) the filings/ submissions made by the Company to the stock exchanges;
- c) website of the Company:
 1. The listed entity i.e manpasandbeverages.com;
 2. BSE Limited (“BSE”) i.e www.bseindia.com ; and
 3. NSE Limited (“NSE”) i.e www.nseindia.com
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations);
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations);
- d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable to the Company;
- e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent applicable to the Company; and
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

Address: 102, New Kamal Kunj, Daulat Nagar, Road No. 09, Borivali (E), Mumbai 400066

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Based on the above examination,

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance (Yes/No/NA)	Status	Observations/ Remarks of the Practicing Company Secretary
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	No		<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to certain applicable regulatory provisions during these phases. However, as of the present date, the Company has taken corrective measures and is in full compliance with all relevant regulations, ensuring timely and accurate</p>

			compliance moving forward.
2	<p>Adoption and timely updating of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>Though the policies were adopted in the duly conducted Board Meeting, post that no policies were altered and adopted as on date.</p>
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the 	No	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the</p>

	relevant document(s)/section of the website		<p>management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to certain applicable regulatory provisions during these phases. However, as of the present date, the Company has taken corrective measures and is making full efforts to comply with all relevant regulations, ensuring timely and accurate compliance moving forward.</p>
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The company has one Wholly owned subsidiary named Manpasand Products Private Limited Which is not fall under the category of material subsidiary as per LODR.

6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to applicable regulatory provisions during these phases. However, as of the present date, the Company has taken corrective measures and is making full efforts to comply with all relevant regulations, ensuring timely and accurate compliance moving forward.</p>
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	No	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May</p>

			<p>28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to applicable regulatory provisions during these phases. However, as of the present date, the Company has taken corrective measures and is making full efforts to comply with all relevant regulations, ensuring timely and accurate compliance moving forward.</p>
8	<p>Related Party Transactions:</p> <p>a)The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b)The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	No	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and</p>

			<p>compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to applicable regulatory provisions during these phases. However, as of the present date, the Company has taken corrective measures and is making full efforts to comply with all relevant regulations, ensuring timely and accurate compliance moving forward.</p>
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to certain applicable regulatory provisions during these</p>

			<p>phases. However, as of the present date, the Company has taken corrective measures and is making full efforts to comply with all relevant regulations, ensuring timely and accurate compliance moving forward.</p>
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	No	<p>The Company underwent a Corporate Insolvency Resolution Process (CIRP) from March 1, 2021, to March 28, 2023, followed by another CIRP from September 11, 2023, to May 28, 2024. A third CIRP was initiated from September 24, 2024, to September 26, 2024. During these periods, the management was unable to exercise control over the day-to-day operations and compliance matters of the Company.</p> <p>As a result, the Company was unable to adhere to certain applicable regulatory provisions during these phases. However, as of the present date, the Company has complied with SDD compliances as applicable for all the previous quarters, ensuring timely and accurate</p>

			compliance moving forward.
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	<p>SEBI imposed penalties on Manpasnad Beverages Limited, Dhirednra Singh, Abhishek Singh and other KMPs vide adjudication order no. Order/SPV/DT/2022-23/24390-24396 dated 02.03.2023. An appeal against the said order is pending before the Hon'ble SAT, Mumbai.</p>
12	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	<p>During the period under review the company was under CIRP process. Therefore, the company cannot comply with all the applicable regulation /circular /guidance note etc of SEBI.</p> <p>However, as of the present date, the Company has taken corrective measures and is making full efforts to comply with all relevant regulations, ensuring timely and accurate compliance moving forward.</p>

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ remarks of the Practicing Company Secretary, if any.
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 	NA	None

2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of</p>	NA	None

	<p>such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	None

a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken By	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 4(1)(c), 32(1) & 32(4) of LODR	Regulation 4(1)(c), 32(1) & 32(4) of LODR	Delay in Submission	SEBI	Violation of provisions of Regulation 4(1)(c), 32(1) & 32(4) of LODR Regulations read with section 21 of SCRA, and Sections 11C(2) & 11C(3) of the SEBI Act.	Rs. 33,00,000/-	NA	Appeal pending before Hon'ble, SAT, Mumbai.	Matter is sub-judice

					Imposed fines on the Company, directors and KMPs.				
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**For D N Vora & Associates,
Practicing Company Secretary**

Dipali

Natvar Vora

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**Dipali Natvar Vora
Proprietor**

M. No: A46989/ COP: 21254

Peer Review No: 4158/2023

UDIN: A046989F003664845

Place: Mumbai

Date: 13/01/2025



CS Dipali Vora
(B.COM, ACS)

D N VORA & ASSOCIATES

Company Secretaries
(Peer Reviewed Firm)

**ANNEXURE TO THE SECRETARIAL COMPLIANCE REPORT (SCR) OF
MANPASAND BEVERAGE LIMITED**

AUDITORS' RESPONSIBILITY

My Report of even date is to be read along with this letter.

In accordance with the ICSI Auditing Standards (CSA1 to CSA4) –

- Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility as the Auditor is to express the opinion on the compliance with the applicable laws and maintenance of Records based on SCR Audit conducted by me.
- The SCR Audit needs to be conducted in accordance with applicable Auditing Standards. These Standards require that the Auditor should comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of Records.
- I am also responsible to perform procedures to identify, assess and respond to the risks of material misstatement or non-compliance arising from the Company's failure appropriately to account for or disclose an event or transaction. However, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit was properly planned and performed in accordance with the Standards.

Accordingly, I wish to state as under-

1. The SCR Audit for the financial year has been conducted as per the applicable Auditing Standards.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the process and practices that I followed provide a reasonable basis for my opinion that the statements prepared, documents or Records maintained by the Company are free from misstatement.
3. My responsibility is limited to only express my opinion on the basis of evidences collected, information received and Records maintained by the Company or given by the Management. I have not verified the correctness and appropriateness of the financial records and books of accounts maintained by the Company.
4. Wherever required, I have obtained the Management Representation about compliance of laws,

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rules and regulations and happening of events, etc.

5. The Compliance of the provisions of the Corporate Laws, other applicable laws, rules, regulations and standards is the responsibility of the management. My examination is limited to verification of procedure on test basis.
6. This 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.

**For D N Vora & Associates,
Practicing Company Secretary**

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Dipali Natvar Vora

Proprietor

M. No: A46989/ COP: 21254

Peer Review No: 4158/2023

UDIN: A046989F003664845

Place: Mumbai

Date: 13/01/2025