



Date: 13.12.2024

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: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Extra-Ordinary General Meeting of Company & e-voting

Respected Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Notice of the 2nd Extra Ordinary General Meeting of the Company for the Financial Year 2024-25 along with explanatory statement scheduled to be held on Tuesday, 07th January, 2025 at 01.00 P.M. (IST) through Video Conferencing / Other Audio Visual Means, without physical presence of the members at a common venue in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, followed by General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars') in this regard and Securities and Exchange Board of India vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ('SEBI Circulars'). The deemed venue for the EGM shall be the Registered Office of the Company.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the ensuing EGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The facility for voting through remote e-voting shall also be made available at the EGM.

The Notice is also available on the website of the Company (manpasandbeverages.com) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com, inter-alia, indicating the process and manner of evoting process.



The e-voting period begins on Saturday, 04th January, 2025 at 9.00 a.m. (IST) and ends on Monday, 06th January 2025 at 5.00 p.m. During this period shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of December 31, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.com.

Kindly take the same on your record and oblige.

Yours Sincerely,

For Manpasand Beverages Limited

ABHISHEK
DHIRENDRA SINGH

Digitally signed by ABHISHEK
DHIRENDRA SINGH
Date: 2024.12.13 20:38:55 +05'30'

ABHISHEK DHIRENDRA SINGH
Whole Time Director
DIN: 01326637

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 2nd Extra-ordinary General Meeting (“EGM”) for the Financial Year 2024-25 of the Shareholders of Manpasand Beverages Limited (‘the Company’) is scheduled to be held on Tuesday, the 07th January, 2024 at 1:00 p.m. (IST) through Video Conferencing / Audio Visual means (Zoom App) which will be deemed to be held at the Registered Office of the Company situated at 1778 and 1774 Patki -1, Village Majusar, Tal. Savli, Vadodara, Gujarat 391775, to transact the following business:

Special Business:

1. Reappointment of Mr. Nishish Mobar (DIN:- 08582046) as 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** pursuant to the provisions of Section 149, 150, 152, 160, Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of Companies Act, 2013 and rules made there under and pursuant to the Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Article of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Nishish Mobar (DIN:- 08582046)**, who has submitted a declaration that he meets the criteria of independence under the Act and SEBI Listing Regulation being eligible and in respect of whom the Company has received a notice in writing proposing his candidature for the office of an Independent Director be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for the second term of five consecutive years with effect from 08th October, 2024.

RESOLVED FURTHER THAT any of the director or KMP of the company be and is hereby authorized to sign requisite e-forms to be filed with Ministry of Corporate Affairs and to do all such act, deeds and things as may be necessary to give effect aforesaid resolution.

RESOLVED FURTHER THAT any practicing professional be and is hereby authorized to certify requisite e-forms to be filed with Ministry of Corporate Affairs.”

2. Reappointment of Mr. Vimal Ravjibhai Patel (DIN:- 08656473) as 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** pursuant to the provisions of Section 149, 150, 152, 160, Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of Companies Act, 2013 and rules made there under and pursuant to the Regulation 17 and 25 of the Securities and Exchange Board of India



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(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Article of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Vimal Ravjibhai Patel (DIN:- 08656473)**, who has submitted a declaration that he meets the criteria of independence under the Act and SEBI Listing Regulation being eligible and in respect of whom the Company has received a notice in writing proposing his candidature for the office of an Independent Director be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for the second term of five consecutive years with effect from 02nd January, 2025.

RESOLVED FURTHER THAT any of the director or KMP of the company be and is hereby authorized to sign requisite e-forms to be filed with Ministry of Corporate Affairs and to do all such act, deeds and things as may be necessary to give effect aforesaid resolution.

RESOLVED FURTHER THAT any practicing professional be and is hereby authorized to certify requisite e-forms to be filed with Ministry of Corporate Affairs.”

3. Reappointment of Mr. Dharendra Hansraj Singh (DIN:- 00626056) as Managing Director of the Company:

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as “the Act”), subject to the Articles of Association and subject to such other approvals as may be required and based on the recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to re-appoint Mr. Dharendra Singh (DIN: 00626056) as Managing Director of the Company for a period of 3 (Three) years with effect from 03rd January, 2025 on the remuneration and other terms and conditions as set out as under and whose period of office shall be liable to determination by retirement of directors by rotation.

1. Salary Rs. 6,00,000/- per month.
2. The above salary includes following;

Allowances/Perquisites/Commission/Incentive.

- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;
- perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
- commission / incentive as may be approved by the Nomination & Remuneration Committee from time to time.

Retirement benefits

Regd. Office : 1768-1774/1, GIDC Estate, Savli Road, Vadodara - 391775. (Gujarat) Ph. No.: 91-2667-290290-291
CIN : L15549GJ2010PLC063283 | E-mail: mblconnect@manpasand.info | www.manpasandbeverages.com
Other Plants : Vadodara (Gujarat), Varanasi (Uttar Pradesh), Dehradun (Uttara Khand), Ambala (Haryana), Chittoor (Andhra Pradesh)



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- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.
- Encashment of leave as per rules of the Company in force from time to time.

General

- In the event of absence or inadequacy of profits in any financial year, Mr. Dharendra Singh, shall be entitled to the same remuneration as mentioned above.
- Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
- The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to limits prescribed under Schedule V of the Companies Act, 2013.
- Mr. Dharendra Singh will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- Mr. Dharendra Singh will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendations of Nomination & Remuneration Committee, be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Dharendra Singh (DIN: 00626056) in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and as may be agreed to by and between the Board of Directors and Mr. Dharendra Singh.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Dharendra Singh (DIN: 00626056) as Managing Director, the Company incurs losses or profits are inadequate, the Company shall pay to Mr. Dharendra Singh, the above remuneration by way fixed salary, perquisites, allowances and other benefits, subject to the limits, restrictions under Schedule V read with Section 196 and 197 of the Companies Act, 2013 and related statutory regulations.

RESOLVED FURTHER THAT as Managing Director of the Company shall be subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT any of the Directors or KMP of the Company be and hereby authorized to sign and file the requisite forms with the Ministry of Corporate Affairs and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any practicing professional be authorized to sign and certify the requisite e-forms to be filed with the ministry of Corporate Affairs.”

4. Reappointment of Abhishek Dharendra Singh (DIN:- 01326637) as Whole Time Director of the Company:

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as “the Act”), subject to the Articles of Association and subject to such other approvals as may be required and based on the recommendation of Nomination and Remuneration Committee, consent of the Members be and is hereby accorded to re-appoint Mr. Abhishek Dharendra Singh (DIN: 01326637) as the Whole Time Director of the Company for a period of 3 (three) years with effect from 03rd January, 2025 on the remuneration and other terms and conditions as set out as under and whose period of office shall be liable to determination by retirement of directors by rotation.

1. Salary
 - Rs. 4,00,000/- per month.
2. The above salary includes following;

Allowances/Perquisites/Commission/Incentive.

- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;
- perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
- commission / incentive as may be approved by the Nomination & Remuneration Committee from time to time.

Retirement benefits

- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.
- Encashment of leave as per rules of the Company in force from time to time.

General

- In the event of absence or inadequacy of profits in any financial year, Mr. Abhishek Dharendra Singh, shall be entitled to the same remuneration as mentioned above.
- Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
- The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to limits prescribed under Schedule V of the Companies Act, 2013.
- Mr. Abhishek Dharendra Singh will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- Mr. Abhishek Dharendra Singh will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendations of Nomination & Remuneration Committee, be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Abhishek Dharendra Singh (DIN: 01326637) in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and as may be agreed to by and between the Board of Directors and Mr. Abhishek Dharendra Singh.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Abhishek Dharendra Singh (DIN: 01326637) as Whole Time Director, the Company incurs losses or profits are inadequate, the Company shall pay to Mr. Abhishek Singh, the above remuneration by way fixed salary, perquisites, allowances and other benefits, subject to the limits, restrictions under Schedule V read with Section 196 and 197 of the Companies Act, 2013 and related statutory regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

RESOLVED FURTHER THAT any of the Directors or KMP of the Company be and hereby authorized to sign and file the requisite forms with the Ministry of Corporate Affairs and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any practicing professional be authorized to sign and certify the requisite e-forms to be filed with the ministry of Corporate Affairs.”

By Order of the Board
For Manpasand Beverages Limited

ABHISHEK
DHIRENDRA
SINGH

Digitally signed by ABHISHEK
DHIRENDRA SINGH
Date: 2024.12.13 17:43:44
+05'30'

ABHISHEK DHIRENDRA SINGH
Director
DIN: 01326637

Date: December 13, 2024

Place: Vadodara

Registered Office: 1768 & 1774 Patki - 1, Village Manjusar Tal. Savli, Vadodara, Gujarat - 391 775.
CIN: L15549GJ2010PLC063283

NOTES:

1. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 ('MCA Circulars') and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ('SEBI Circulars') and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this EGM.
3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the items of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
4. Notice of the EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., January 07, 2025. Members seeking to inspect such documents can send an email to complianceofficer@manpasand.info
5. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 10 days prior to the date of the EGM at complianceofficer@manpasand.info
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Bodies Corporate is entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.



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7. Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail to complianceofficer@manpasand.info
8. The Members can join the EGM in the VC/OAVM mode 30 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 EGM through VC/OAVM will be made available for 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 EGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at manpasandbeverages.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE and NSE and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs).
13. The facility of joining the e-EGM through VC /OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM.
14. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with complianceofficer@manpasand.info

15. The transfer of securities (except transmission or transposition of shares) of the Company shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialise their physical holdings.
16. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **Saturday, 04th January, 2025 at 9.00 a.m. (IST) and will end on Monday, 06th January 2025 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, December 31, 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) 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 noninstitutional 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.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode



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In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are 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.jspVisit 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 service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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. 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.



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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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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Other Plants : Vadodara (Gujarat), Varanasi (Uttar Pradesh), Dehradun (Uttara Khand), Ambala (Haryana), Chittoor (Andhra Pradesh)



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for

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procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 complianceofficer@manpasand.info
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to complianceofficer@manpasand.info. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fourm.fga@gmail.com (Scrutinizer) and to complianceofficer@manpasand.info (Company) with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVA
3. N 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 EGM.
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 at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@manpasand.info. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@manpasand.info. 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 EGM 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 EGM.
11. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

The Company has appointed M/s. Forum Gandhi and Associates, Practicing Company Secretary,

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Mumbai (Membership No. 5745 COP No: 5104), to act as the Scrutinizer for conducting the remote e-voting process and voting at the EGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website manpasandbeverages.com and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

By Order of the Board
For Manpasand Beverages Limited

ABHISHEK
DHIRENDRA SINGH

Digitally signed by ABHISHEK
DHIRENDRA SINGH
Date: 2024.12.13 17:44:09
+05'30'

ABHISHEK DHIRENDRA SINGH
Director
DIN: 01326637

Date: December 13, 2024
Place: Vadodara

Registered Office: 1768 & 1774 Patki - 1, Village Manjusar Tal. Savli, Vadodara, Gujarat - 391 775.
CIN: L15549GJ2010PLC063283

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 to 4 of the accompanying Notice dated December 13, 2024:

Item No. 1: Reappointment of Mr. Nishish Mobar (DIN:- 08582046) as Independent Director of the Company:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) by passing Circular Resolution on October 08, 2024 had reappointed Mr. Nishish Mobar (DIN:- 08582046) under the category of Independent Director with effect from October 08, 2024, subject to approval of the shareholders at the ensuing General Meeting of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought by way of Special Resolution to comply with the SEBI Listing Regulations.

The Company has received from Mr. Nishish Mobar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. (iv) Notice in writing under his hand signifying his candidature for the office of independent Director. He does not hold any equity shares of the Company.

The details of Mr. Nishish Mobar pursuant to the provisions Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the ‘Annexure I’ to the Notice

The appointment is recommended by the Board and Nomination and remuneration committee as required under proviso to Section 160(1) of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution. None of the Directors, Key Managerial personnel or their relatives are interested in the resolution, except Mr. Nishish Mobar.



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Item No. 2: Reappointment of Mr. Vimal Ravjibhai Patel (DIN: 08656473) as Independent Director of the Company:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on December 13, 2024 had reappointed Mr. Vimal Ravjibhai Patel (DIN: 08656473) under the category of Independent Director with effect from January 02, 2025 subject to approval of the shareholders at the ensuing General Meeting of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought by way of Special Resolution to comply with the SEBI Listing Regulations.

The Company has received from Mr. Vimal Ravjibhai Patel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. (iv) Notice in writing under his hand signifying his candidature for the office of independent Director. He does not hold any equity shares of the Company.

The details of Mr. Vimal Ravjibhai Patel pursuant to the provisions Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the 'Annexure I' to the Notice.

The appointment is recommended by the Board and Nomination and remuneration committee as required under proviso to Section 160(1) of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 for approval of the Members as a Special Resolution. None of the Directors, Key Managerial personnel or their relatives are interested in the resolution, except Mr. Vimal Patel.

Item No. 3 and 4 : Reappointment of Mr. Dharendra Hansraj Singh, as Managing Director and Mr. Abhishek Dharendra Singh, as Whole Time Director of the Company:

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and subject to approval of shareholders of the Company and considering the increased activities, responsibilities and contribution of Mr. Dharendra Singh and Mr. Abhishek Singh in development and growth of the Company, the consent of the Members was sought for the re-appointment of Mr. Dharendra Singh as Managing Director and Mr. Abhishek Singh as Whole Time Director of the Company for further period of 3 years w.e.f. 03rd January, 2025 with the terms and conditions mentioned in their respective resolution subject to the approval of shareholders.

Mr. Dharendra Singh is the founder and promoter of the Company and with whose vision and dedication the Company has reached to this level. Considering his experience, knowledge in the field, and all other ins and outs in the business, the Board was of view that he is the best person who should be appointed as Managing Director to take care of all days to day affairs of the Company.

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Similarly, Mr. Abhishek Singh, Whole Time Director, who is B.E Food Technology by qualification and having experience of 13 years in this segment. He is taking care of Branding/ Marketing & Sales and General Management of the Company. Considering his dedication and performance in the Company, the Board was of the view that he also should be appointed as Whole Time Director.

The Appointment of Mr. Dharendra Singh and Mr. Abhishek Singh was absolutely in the interest of the Company and its stakeholders.

As per the Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid not exceeds the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of an Ordinary Resolution. The company was under CIRP for almost three years and this has affected the business and profitability. Though, the Company has been a consistent performer for the last almost two decades, the company has reported loss in last financial year. Hence, the profit margins is inadequate particularly for the purpose of paying Managerial Remuneration. Accordingly, if the Company's profits are inadequate due to the aforesaid tough external environment, the approval of the Members by way of an Ordinary Resolution is required for payment of an overall remuneration not exceeding the limits specified in Section 197 and Schedule V of Companies Act, 2013. In order to suitably remunerate Mr. Dharendra Singh, Managing Director and Mr. Abhishek Singh, Whole time Director, keeping in view their entitlement and existing remuneration, as also the competitive market practices, if the Company's profits become inadequate in days to come, the approval of the Members is sought for payment of remuneration to them as set out in the Resolution at item no. 3 and 4 of the Notice. They have gracefully accepted to reduce their remuneration considering the financial position of the company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the **Annexure I** to the Explanatory Statement. Information required under Part II of Schedule V to the Companies Act, 2013 is given as **Annexure II**.

Mr. Dharendra Singh and Mr. Abhishek Singh, may be considered as concerned or interested in the same. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board
For Manpasand Beverages Limited

ABHISHEK
DHIRENDRA
SINGH

Digitally signed by ABHISHEK
DHIRENDRA SINGH
Date: 2024.12.13 17:44:29
+05'30'

ABHISHEK DHIRENDRA SINGH
Whole Time Director
DIN: 01326637

Date: December 13, 2024

Place: Vadodara

Registered Office: 1768 & 1774 Patki - 1, Village Manjusar Tal. Savli, Vadodara, Gujarat - 391 775.
CIN: L15549GJ2010PLC063283

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ANNEXURE I TO THE NOTICE

Name of the Director	Mr. Nishish Mobar	Mr. Vimal Patel	Mr. Dharendra Singh	Mr. Abhishek Singh
Category & Designation	Independent Director	Independent Director	Managing Director	Whole Time Director
Name of the Director	Mr. Nishish Mobar	Mr. Vimal Patel	Mr. Dharendra Singh	Mr. Abhishek Singh
Category & Designation	Independent Director	Independent Director	Managing Director	Whole Time Director
Director Identification Number	08582046	08656473	00626056	01326637
Date of Birth (Age)	15/09/1955	09/02/1968	20/05/1962	23/04/1987
Date of appointment on the Board	October 08,2024	December 12, 2024	December 12, 2024	December 12, 2024
Experience & Expertise	Mr. Nishish Mobar is a well-qualified & result oriented Banking Professional with over +36 years. Active team leader with an eye to recognise the strength of team members and ability to motivate them to give their 100% Polished verbal & written communication skills, with strong interpersonal skills.	He has more than 3 Years experience as President of Co- operative Bank and has immense experience in the field of Banking	He has more than 25 years of rich industrial and Managerial experience.	He has more than 13 years experience in the field of branding, marketing and admin management. Due to his branding and innovative ideas the Company's products are visible at modern trade business and covers majority of rural area of India.
Educational Qualification	CAIIB (Indian Institute of Bankers), Bachelor in Law, Diploma in Public Administration, Master in Commerce and Bachelor of commerce.	Bachelor of Arts.	Bachelor of Arts Degree	B.E Food Technology



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<p>Brief Resume</p>	<p>Mr. Nishish Mobar is a well-qualified & result oriented Banking Professional with over +36 years. Active team leader with an eye to recognise the strength of team members and ability to motivate them to give their 100% Polished verbal & written communication skills, with strong interpersonal skills.</p> <p>He is has done CAIB (Indian Institute of Bankers), Bachelor in Law, Diploma in Public Administration, Master in Commerce and Bachelor of commerce.</p> <p>He is also a member of President of Rotary Club, Captain and colour holder of university team, President/ General Secretary of officers Association and President of Union Bank sports club and Secretary, Bankers Club.</p>	<p>Mr. Vimal Patel, Age 50 years, with qualification of Bachelor of Arts. He is President of Co- operative Bank and has immense experience in the field of Banking.</p>	<p>Mr. Dharendra Singh , aged 56 years, with qualification of Bachelor of Arts, has more than 25 years of rich industrial and Managerial experience. He is the founder of the Company. He has steered the destiny of the Company with a single minded focus of making Manpasand the biggest Indian Player in the beverage industry</p> <p>Due to his clean vision and dedication, the Company has diversified divisions in Gujarat, Uttar Pradesh, Haryana and Andhra Pradesh and has varied interest in fruit drinks products.</p>	<p>Mr. Abhishek Singh has been associated with the Company since incorporation the Company. He holds bachelor's degree in engineering in food and technology. He has good exposure in the field of branding, marketing and admin management. Due to his branding and innovative ideas the Company's products are visible at modern trade business and covers majority of rural area of India.</p> <p>He was responsible for the strategic decision of tie-up with Parle Products Pvt Ltd. With a drive for creating new Brands, he has taken active interest in the launch of new products.</p>
<p>Directorships held in other companies and excluding foreign companies as of the date of this Notice</p>	<p>0</p>	<p>0</p>	<p>2</p>	<p>2</p>
<p>Memberships/ Chairmanships of Committees across companies</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>
<p>Relationship with other Directors, Manager and other Key Managerial</p>	<p>NA</p>	<p>NA</p>	<p>Except Mr. Abhishek Singh, Whole Time Director, None of</p>	<p>Except Mr. Dharendra Singh, Managing Director, None of the</p>



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Personnel of the Company			the Directors have inter se relation.	Directors have Inter-se relation.
Shareholding (%) in the Company	Nil	1,18,000 Equity Shares	5,07,30,000 Equity Shares	5,000 Equity Shares
Remuneration last drawn (FY 24-25)	Nil	Nil	Nil	Nil
terms and conditions of appointment or re-appointment	Reappointment of Mr. Nishish Mobar as Independent Director for the second term for the period of Five years w.e.f. October 8, 2024	Reappointment of Mr. Vimal Patel as Independent Director for the second term for the period of Five years w.e.f. January 2, 2025	Reappointment of Mr. Dharendra Singh as Managing Director for the period of Five years w.e.f. January 3, 2025	Reappointment of Mr. Abhishek Singh as Whole Time Director for the period of Five years w.e.f. January 3, 2025
Number of Board meeting attended during the year	5	5	5	5
Name of the listed entities from which the director has resigned in the past three years	Nil	Nil	Nil	Nil
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements.	As per the experience and expertise mentioned above ,Mr. Nishish Mobar is fit in the required Role.	As per the experience and expertise mentioned above, Mr. Vimal Patel is fit in the required Role.	As per the experience and expertise mentioned above ,Mr. Dharendra Singh is fit in the required Role.	As per the experience and expertise mentioned above, Mr. Abhishek Singh is fit in the required Role.

ANNEXURE II TO THE NOTICE

The following detailed information as per Part– II of Schedule V is as follows:

I. General information:	
(1) Nature of industry	The Company operates as fruit drink manufacturing company in India. The company offers mango based fruit drink under the Mango Sip brand; fruit drinks and carbonated fruit drinks under the Fruits Up brand; and fruit drinks with energy replenishing qualities under the Manpasand ORS brand.
(2) Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations since the year 2010. The Company had been granted Certificate of Commencement on 24th January, 2011
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is already in existence and operating since the year 2010.



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(4) Financial performance based on given indicators	The Company was under Corporate Insolvency Resolution Process during major part of FY 2021-22 to FY 2023-24. As a result, the present management had restricted control over day-to-day affairs and limited access to records. The company is presently reviving and audit of past pending years in currently ongoing. The figures considered to arrive at effective capital for the sake of compliance of Schedule V of the Act are unaudited and unpublished. As per LODR regulations, relevant information shall be published in due course. For the information and satisfaction of the shareholder, we confirm we have inadequate profits for payment of remuneration to the Managing Director and Whole Time Director and that the effective capital falls under Schedule V Part II Section II Table A (iii) of the Companies Act, 2013.
(5) Foreign investments or collaborations, if any.	The share capital of the Company has a fractional shareholding(1.12%) by NRI shareholders as on 31.03.2024.

II. Information about the appointee:	Mr. Dharendra Singh	Mr. Abhishek Singh
(1) Background details	He is the founder of the Company. He has steered the destiny of the Company with a single minded focus of making Manpasand the biggest Indian Player in the beverage industry.	He holds bachelor's degree in engineering in food and technology. He has good exposure in the field of branding, marketing and admin management. Due to his branding and innovative ideas the Company's products are visible at modern trade business and covers majority of rural area of India.
(2) Past remuneration	INR 10 Lakhs per month	INR 6 Lakhs per month
(3) Recognition or awards	Nil	Nil
(4) Job profile and suitability	Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Dharendra Singh should be available to the Company.	Considering his vast experience in field of Marketing of fruit drinks products and plan of visibility of such products, the Board of Directors is of the opinion that the services of Mr. Abhishek Singh should be availed for further period.
(5) Remuneration proposed	Rs. 6,00,000 Per Month	Rs. 4,00,000 Per Month
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Dharendra Singh, the Board believes that the remuneration proposed to be paid to him as Managing Director is appropriate and commensurate with the industry standards.	There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Abhishek Singh, the Board believes that the remuneration proposed to be paid to him as Whole Time Director is appropriate and commensurate with the industry standards.

Regd. Office : 1768-1774/1, GIDC Estate, Savli Road, Vadodara - 391775. (Gujarat) Ph. No.: 91-2667-290290-291

CIN : L15549GJ2010PLC063283 | E-mail: mblconnect@manpasand.info | www.manpasandbeverages.com

Other Plants : Vadodara (Gujarat), Varanasi (Uttar Pradesh), Dehradun (Uttara Khand), Ambala (Haryana), Chittor (Andhra Pradesh)



MANPASAND
BEVERAGES LTD.

		commensurate with the industry standards.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	He holds 5,07,30,000 Equity shares in his name in the Share Capital of the Company as on date. Except Mr. Abhishek Singh, Whole Time Director, None of the Directors have inter se relation.	He holds 5,000 Equity shares in his name in the Share Capital of the Company as on date. Except Mr. Dharendra Singh, Managing Director, None of the Directors have inter se relation.

III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has been a consistent performer for the last almost two decades. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some global economical factors.
(2) Steps taken or proposed to be taken for improvement	The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability.
(3) Expected increase in productivity and profits in measurable terms	The objective and focus of the Board of Directors is to take the Company to further heights in Mango SIP. Towards this end, the company has already put in place the required roadmap and in the backdrop of the re-engineered business model, rationalization of the work force and adjustment in the branch network, it is hoped to increase the productivity and hence to increase the profitability in the FY 2024-25 in the vicinity of 8%.

**By Order of the Board
For Manpasand Beverages Limited**

ABHISHEK
DHIRENDRA SINGH
Digitally signed by ABHISHEK
DHIRENDRA SINGH
Date: 2024.12.13 17:44:47
+05'30'

ABHISHEK DHIRENDRA SINGH
Director
DIN: 01326637

Date: December 13, 2024

Place: Vadodara

Registered Office: 1768 & 1774 Patki - 1, Village Manjusar Tal. Savli, Vadodara, Gujarat - 391 775.

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