

# MOHAN MEAKIN LIMITED

CIN: L15520HP1934PLC000135

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

## **NOTICE OF MEETING:**

**NOTICE** is hereby given that the 90<sup>th</sup> Annual General Meeting (AGM) of the Members of Mohan Meakin Limited will be held on Monday, the 23<sup>rd</sup> September 2024, at 3.00 P.M., through Video Conferencing (VC)/other Audio-Visual Means (OAVM), to transact the following businesses: -

## **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024, including the audited Balance Sheet as on 31<sup>st</sup> March 2024, the Statement of Profit & Loss, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024, including the audited Balance Sheet as on 31<sup>st</sup> March 2024, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered, approved and adopted.”

2. **To declare a Final Dividend of Rs. 1.00 per Equity Share for the year ended 31.03.2024**  
To declare a final dividend on Equity Shares at the rate of 20% (Twenty Percent) (i.e. 1/- (Rupees One Only) per Equity Shares of the face value of Rs. 5/- (Rupees Five Only) each, fully paid-up, for the financial year ended March 31, 2024, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** a Dividend of Rs. 1/- (Rupee one only) (at the rate of 20 percent) per equity share of Rs. 5/- (Rupees Five only) each fully paid up, of the Company, be and is hereby declared for the financial year ended 31<sup>st</sup> March 2024 and that the same be paid as recommended by the Board of Directors, out of the profits of the Company for the financial year ended 31<sup>st</sup> March 2024.

3. To re-appoint Mrs. Shalini Mohan (holding DIN 06939483) who retires by rotation, and being eligible offer herself for re-election as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder, Mrs. Shalini Mohan (DIN 06939483) who retires by rotation at this Meeting, be and is hereby re-appointed as a Director (Rotational Non-Executive & Non-Independent) of the Company.

4. To re-appoint Shri Sanjeev Arya (holding DIN 02005683) who retires by rotation, and being eligible offer himself for re-election as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder, Shri Sanjeev Arya (DIN 02005683) who retires by rotation at this Meeting, be and is hereby re-appointed as a Director (Rotational Non-Executive & Non-Independent) of the Company.

5. To appoint Branch Auditor and to fix their remuneration, and in this regard, to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 139,141,142,143(8) and other applicable provisions of the Companies Act, 2013, and the Rules and Regulations made thereunder, and pursuant to the recommendation of the Audit Committee, M/s Saxena & Saxena, Chartered Accountants, New

Delhi, (having Registration No.006103N) be and are hereby re-appointed as Branch Auditor for audit of accounts of the Company's Lucknow Branch for the year ending 31<sup>st</sup> March 2025 and to hold office from the conclusion of 90<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 91<sup>st</sup> Annual General Meeting of the Company to be held in the Calendar year 2025, at a remuneration of Rs.40,000/- P.A. (Forty thousand only) plus GST and out of pocket expenses at actual.

#### **SPECIAL BUSINESS:**

#### **6. Re-Appointment of Mr. Hemant Mohan (DIN No 00197951) as Managing 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 Sections 2(94), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to re-appoint Shri Hemant Mohan (holding DIN 00197951) as Managing Director and CEO of the Company, for a period of 5 years with effect from 13<sup>th</sup> August 2024 till 12<sup>th</sup> August 2029 upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Hemant Mohan."

**"RESOLVED FURTHER THAT** the approval of the Members to the appointment of Shri Hemant Mohan (holding DIN 00197951) in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director not liable to retire by rotation for 5 (five) years till 12<sup>th</sup> August 2029."

**"RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, if in any financial year during the ensuing term of Sh. Hemant Mohan (DIN-00197951) (i.e. with effect from 13<sup>th</sup> August 2024 to 12<sup>th</sup> August 2029), the Company has no profit or its profits are inadequate, the Company shall ensure to pay him the minimum guaranteed salary, perquisites and other allowances along with provident fund, gratuity, leave encashment and other facilities as summarized in the explanatory statement annexed to the Notice convening 90<sup>th</sup> AGM.

**"RESOLVED FURTHER THAT** if in any financial year during the ensuing term of Sh. Hemant Mohan (DIN-00197951) (i.e with effect from 13<sup>th</sup> August 2024 to 12<sup>th</sup> August 2029), the company earns a commendable profit and the nomination and remuneration committee recommends increase in salary and/or commission of Sh. Hemant Mohan (DIN -00197951), the salary may accordingly be increased from time to time as per the explanatory statement annexed herewith with this notice, provided the overall salary and commission of Sh. Hemant Mohan (DIN -00197951) shall not exceed the maximum permissible limit as enumerated in section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to take all such action as may be deemed necessary to give effect to the above resolution, including filing of necessary statutory forms and to perform all such acts and deeds, statutory, contractual or otherwise, in relation to the above and to sign and execute deeds, applications, documents and writings that may be

required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**7. Appointment of Mr. Kalpataru Tripathy (DIN: 00865794) as a director and as an Independent Director**

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

**“RESOLVED that Mr. Kalpataru Tripathy (DIN: 00865794)**, who was appointed as an Additional Director of the Company with effect from August 7, 2024, by the Board of Directors and who holds office up to the date of the ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER that** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of **Mr. Kalpataru Tripathy (DIN: 00865794)**, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from August 7, 2024 up to August 6, 2029 and who would not be liable to retire by rotation, be and is hereby approved.”

**8. Appointment of Mr. Ramesh Rama Narang (DIN: 001186500) as a Director and as an Independent Director**

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

**“RESOLVED that Mr. Ramesh Rama Narang (DIN: 001186500)**, who was appointed as an Additional Director of the Company with effect from August 7, 2024, by the Board of Directors and who holds office up to the date of the ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER that** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of **Mr. Ramesh Rama Narang (DIN: 001186500)**, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from August 7, 2024 up to August 6, 2029 and who would not be liable to retire by rotation, be and is hereby approved.”

## **RELATED PARTY TRANSACTIONS**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and based on the recommendation and approval of the Audit Committee, consent of the General Meeting be and is hereby accorded for entering into the following Agreements by the Company with, **Mohan Breweries & Distilleries Ltd., having unit at Chittoor, Andhra Pradesh: -**

|     |                                                             |                                      |
|-----|-------------------------------------------------------------|--------------------------------------|
| (i) | Bottling and Sales Agreement for Andhra Pradesh (for IMFL). | Effective from 1.4.2024 to 31.3.2025 |
|-----|-------------------------------------------------------------|--------------------------------------|

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and based on the recommendation and approval of the Audit Committee, consent of the General Meeting be and is hereby accorded for entering into the following Agreements by the Company with **M/s. Trade Links (P) Ltd., New Delhi: -**

|       |                                                                                                                                                                 |                                        |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| (i)   | Authorized Selling Agency Agreement (To Book orders for the Sale of and to Sale of IMFL & Beer)                                                                 | Effective from 01.04.2024 to 31.3.2025 |
| (ii)  | Authorised Selling Agency Agreement for the sale of BFF products (Break Fast Food products, Fruit Juices, Vinegar) all over India.                              |                                        |
| (iii) | Usership Agreement for getting manufacture & selling (Food products and Fruit Juices including cereals) under the Company's Trade Mark "MOHUNS" all over India, |                                        |

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules and Regulations made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and based on the recommendation and approval of the Audit Committee, consent of the General Meeting, be and is hereby accorded for entering into the following agreements with **Mohan Rocky Spring Water Breweries Ltd., Khapoli, Maharashtra**

|     |                                                                                                                                                                                                                                                                                                                               |                                        |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| (i) | Manufacturing of IMFL of the Company and<br>(a) manufacturing of Company's IMFL at its Bottling Plant at Khopoli (Maharashtra) and sell to Company's.<br>(b) Supplying of finished product to the Canteen Store Department (CSD) in Maharashtra and to the State of Gujrat and such other territory as may be mutually agreed | Effective from 01.04.2024 to 31.3.2025 |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|

12. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.**  
“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, read with the rules and regulations made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and based on the recommendation and approval of the Audit Committee, consent of the General Meeting, be and is hereby accorded for entering into Purchase Agreement with **Mohan Zupack Ltd.**, for purchase of empty Cartons to be used by the Company effective from 01.04.2024 to 31.3.2025.
13. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.**  
“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and based on the recommendation and approval of the Audit Committee, consent of the General Meeting, be and is hereby accorded for entering into the Purchase Agreement and Lease Agreement with **National Cereals Products Ltd.**, as per annexed explanatory statement, effective from 01.04.2024 to 31.03.2025.
14. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.**  
“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, and in compliance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and based on the recommendation and approval of the Audit Committee, consent of the General Meeting, be and is hereby accorded for entering into the Lease Agreement with **Shri Vinay Mohan**, Director of the Company, as per annexed explanatory statement, effective from 01.12.2023 to 31.10.2024 and that the same may be made effective till 91<sup>st</sup> Annual General Meeting and the Board shall have power to renew it from time to time so as to make it effective till 91<sup>st</sup> Annual General Meeting to be held in the year 2025.

Regd. Off: -  
Solan Brewery (HP)-173214  
CIN: L15520HP1934PLC000135  
Website: [www.mohanmeakin.com](http://www.mohanmeakin.com)  
Email ID: [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)  
Tel: 01792-230450 Fax: 01792-230350

By order of the Board of Directors  
For Mohan Meakin Limited

SD/-  
Minas Kumar  
Company Secretary

**Date: - 7<sup>th</sup> August 2024**  
**Place: - Solan Brewery, Solan (HP)**

## NOTES & ANNEXURE:

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 90<sup>th</sup> AGM of the Company is being held through Video Conference (VC)/ Other Audio-Visual Means (OAVM) on Monday, the 23<sup>rd</sup> day of September, 2024 at 3.00 P.M. (IST). The deemed venue for the 90<sup>th</sup> AGM shall be the Registered Office of the Company at Solan Brewery, Solan, Himachal Pradesh-173214.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the business with respect to Item No. 6 & 14 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held, pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 90<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars Nos 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, and 9/2023 dated September 25, 2023 (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (‘SEBI’) circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (‘SEBI Circulars’) the Company is providing facility of e-voting to its members in respect of the business to be transacted at the AGM.
5. The Company has enabled the Members to participate at the 90<sup>th</sup> AGM through the VC facility provided by Central Depository Services Limited, (“CDSL”). The instructions for participation in the 90<sup>th</sup> Annual General Meeting through VC/OAVM Facility and e-Voting during the said Annual General Meeting by the Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
6. As per the provisions under the MCA Circulars, Members attending the 90<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with the necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place at the 90<sup>th</sup> AGM being held through VC.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/ 2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.mohanmeakin.com> and on the website of the Company’s Registrar and Transfer Agents, Beetal Financial & Computers

Services Pvt. Ltd. at [https:// www. Beetalfinancial.com](https://www.Beetalfinancial.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or R & TA, for assistance in this regard.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. Corporate Members are requested to send a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and to vote on their behalf at [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com). Institutional investors are encouraged to attend and vote at the meeting through VC.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The Register of Members and Share Transfer books will remain closed from 21<sup>st</sup> September 2024 to 23<sup>rd</sup> September 2024 (both days inclusive).
14. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Company shall send the physical copy of Integrated Annual Report FY 2023-24 to those Members who request the same at [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com) mentioning their Folio No./DP ID and Client ID at least 15 days in advance. The Notice convening the 90<sup>th</sup> AGM along with the Integrated Annual Report FY 2023-24 will also be available on the Company’s website at <https://www.mohanmeakin.com> , websites of the Stock Exchange i.e. CSE at <https://www.cse-india.com/> and on the website of CDSL at <https://www.evotingindia.com> (Notice of AGM only).
15. The Board of Directors of the Company has recommended a final dividend of 1.00 per share. The Company has fixed 20<sup>th</sup> September, 2024, as the ‘Record Date’ for determining the entitlement of members to receive final dividend for the year ended March 31 2024, if approved, at the AGM. The final dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within 30 days of declaration.
16. The dividend of Rs. 1 per equity share of Rs. 1 each (20%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or from October 22<sup>nd</sup>, 2024, as under:
  - a) To all the Beneficial Owners as at the end of the day on 20<sup>th</sup> day, September, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition as of the close of business hours on 20<sup>th</sup> day, September, 2024, in respect of valid requests lodged with the Company.
17. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the



details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.

18. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.
19. Pursuant to Income Tax Act, 1961, as amended from time to time, dividend income is taxable in the hands of the members w.e.f., April 01, 2020 and the Company is required to deduct tax at source ("TDS") from dividends paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company. Further, with respect to the Deduction of Tax on Dividend, the communication in this regard is being sent to the shareholders separately in the permitted mode.
20. The dividend/s, if any, approved by the Members will be paid as per the mandate registered with the Company or with their respective Depository Participants.
21. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address at [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com) latest by 18<sup>th</sup> September 2024.
22. Form ISR - I along with supporting documents. The said Form is available in the website of the Company at [www.mohanmeakin.com](http://www.mohanmeakin.com)
23. signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
24. Name and Branch of Bank and Bank Account type;
25. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
26. 11-digit IFSC Code;
27. self-attested scanned copy of the cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
28. self-attested scanned copy of the PAN Card; and
29. self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
30. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participants.
31. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member.
32. If any dividend has not been paid or claimed within thirty days from the date of its declaration, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account opened by the company in that behalf in Punjab National Bank to be called the Unpaid Dividend Account.
33. The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company at [www.mohanmeakin.com](http://www.mohanmeakin.com) in the prescribed form and manner. Any



person claiming to be entitled to any money transferred to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.

34. Any money transferred to the Unpaid Dividend Account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.
35. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed.
36. The unclaimed/unpaid dividend amounts can be claimed from the IEPF Authority, as prescribed under the IEPF Rules by submitting an online application in the prescribed Form IEPF-5 and sending a physical copy of the same, duly signed, to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
37. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
38. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at [www.mohanmeakin.com](http://www.mohanmeakin.com). The Attention of Members holding shares of the company in physical form is invited to go through and submit the said Form ISR-1.
39. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
40. As per provisions of the Income Tax Act, 1961, dividend income is taxable in the hands of members. The Company is required to deduct tax at source ("TDS") at the prescribed rates at the time of making the payment of dividend. A separate note in this connection is being made available at official website of the company at [www.mohanmeakin.com](http://www.mohanmeakin.com) with details of applicable tax rates to different categories of shareholders and documents/details required to be submitted. Members are requested to submit the relevant Tax exemption declaration on or before Friday 20<sup>th</sup> September, 2024, for ascertaining the applicable rate of TDS and deduction accordingly. Said TDS declaration/documents may be sent to the RTA at its email id [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) or alternatively may be sent to the company at its email id [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com).
41. In line with the MCA Circulars, the notice of the 90<sup>th</sup> AGM along with the Annual Report 2023-24, are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at <https://www.mohanmeakin.com/>, websites of the Stock Exchange i.e. CSE at [www.cse-india.com](http://www.cse-india.com) and on the website of CDSL at [https:// www.evotingindia.com](https://www.evotingindia.com) (Notice of AGM only).

42. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, BEETAL Financial & Computer Services Pvt Ltd. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.2/2022 dated May 5, 2022, and 10/2022 dated December 28, 2022 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by writing to RTA of the company or alternatively they may also write to the company secretary of the company at [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)
43. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary and special businesses to be transacted at the 90<sup>th</sup> AGM is annexed hereto as "Annexure-1". All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)
44. The details of the Directors seeking appointment/re-appointment at the 90<sup>th</sup> AGM are provided in "**Annexure-2**" of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013, and the rules made thereunder.
45. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of the name of the deceased joint holder and change in the bank account details.
46. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, BEETAL Financial & Computer Services Pvt Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062, Ph.-011-29961281-283, 26051061, 26051064, Fax 011-29961284.
47. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
48. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
49. Non-resident Indian shareholders, if any, are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-a) the change in the residential status on return to India for permanent settlement, and b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
50. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.

51. The following documents will be available for inspection by the Members electronically during the 90<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)
- Certificate from the Statutory Auditors/Secretarial Auditor relating to compliance as per SEBI (LODR) 2015.
  - Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
52. In case of any queries regarding the Annual Report, the Members may write to [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com) to receive an email response.
53. Members are requested to intimate to the Company queries, if any, regarding Accounts/Notice at least **7 days** before the Meeting at its Registered Office address to enable the Management to keep the information ready at the meeting.
54. Your company is offering an e-voting facility to all shareholders of the company and accordingly it has entered into an agreement with CDSL for participation in the 90<sup>th</sup> AGM through VC/OAVM Facility, remote e-voting and e-voting during the 90<sup>th</sup> AGM with a view to enable the shareholders to cast their vote electronically.
55. The e-voting will commence on 20<sup>th</sup> September 2024 (9:00 AM) and ends on 22<sup>nd</sup> September 2024 (5:00 PM). IST. The cut-off date for the purpose of e-voting is 16<sup>th</sup> September 2024. Please read the instructions for e-voting given herein below before exercising your vote electronically.

#### **REMOTE E-VOTING THROUGH ELECTRONIC MEANS**

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

- The voting period begins on **20<sup>th</sup> September 2024 at 9.00 A.M.** and ends on **22<sup>nd</sup> September 2024 at 05.00 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 i.e, **16<sup>th</sup> September 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently or cast the vote again.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

#### **Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in DEMAT mode.**

- In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders                                                      | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meetings &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon "Login" which is available under the '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 the NSDL Depository</li> </ol>                                                                                                                                                         |

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

**Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.**

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

| Login type                                                                | Helpdesk details                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43 or toll free no 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30                                            |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in DEMAT mode.**

(V) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in DEMAT form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|     |                                                                                                                                                                                                                                                                              |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | <b>For Physical shareholders and other than individual shareholders holding shares in DEMAT.</b>                                                                                                                                                                             |
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository</li> </ul> |

|                                                        |                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                        | Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.                                                                                                                                                                                                                                                             |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your DEMAT account or in the company records in order to login.<br><ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul> |

- (v) After entering these details appropriately, click on the “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in DEMAT form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Mohan Meakin Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a DEMAT account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to the meeting (i.e. before 20<sup>th</sup> September, 2024)** mentioning their name, DEMAT account number/folio number, email id, mobile number at [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to the meeting (i.e. before 20<sup>th</sup> September, 2024)** mentioning their name, demat account number/folio number, email id, mobile number at [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com). These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**. At [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)/ [investor@beetalfinancial.com](mailto:investor@beetalfinancial.com), respectively.
2. For DEMAT shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual DEMAT shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through the Depository.**



## OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to RTA/Company.
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **16<sup>th</sup> September , 2024** may obtain the login ID and password by sending an email to [Investor@beetalfinancial.com](mailto:Investor@beetalfinancial.com) by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Mr. Ashutosh Kumar Pandey, Proprietor of AKP & Associates, Company Secretaries (CP No. 7385) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.mohanmeakin.com> and on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Calcutta Stock Exchange Limited.
- VII. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- VIII. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

Regd. Off: -  
Solan Brewery (HP)-173214  
CIN: L15520HP1934PLC000135  
Website: [www.mohanmeakin.com](http://www.mohanmeakin.com)  
Email ID: [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)  
Tel: 01792-230450 Fax: 01792-230350

By order of the Board of Directors  
For Mohan Meakin Limited  
  
SD/-  
Minas Kumar  
Company Secretary

Date: - 7<sup>th</sup> August 2024  
Place: - Solan Brewery, solan (HP)

**EXPLANATORY STATEMENT Pursuant to Section 102(1) of the Companies Act, 2013:**

The following Explanatory Statement sets out the material facts concerning each Item of Special Business to be transacted at the Annual General Meeting under Item Nos. 6 to 14 of the accompanying Notice of Meeting:

**AGENDA ITEM NO. 6****To consider and, if thought fit, to pass with or without modification(s) as a Special Resolution****Appointment of Sh. Hemant Mohan (DIN 00197951) as a Managing Director of the Company.**

Sh. Hemant Mohan (DIN 00197951) has been serving the company as Managing Director and Chief Executive Officer. It is evident from the record that he has taken the Company to different heights during his tenure as, during his preceding tenure, performance of the company has been commendable like never before, accordingly, the Board of Directors of the company, on recommendation of Nomination and remuneration Committee, at their Meeting held on 7<sup>th</sup> August, 2024, proposed his re-appointment for a further period of 5 consecutive years starting from 13<sup>th</sup> August 2024 till 12<sup>th</sup> August 2029, subject to approval of the shareholders by way of special resolution.

Considering Shri Hemant Mohan's long standing commitment and illustrious contribution to the Company under whose tenure, it has delivered strong performances in the last 5 financial years (Form FY 2019-2024), (which was not the case in many of the previous financial years), the Board based on the recommendations of Nomination and remuneration Committee at their Meeting held on 7<sup>th</sup> August, 2024 has approved, subject to approval of Members, remuneration of Shri Hemant Mohan, Managing Director & CEO of the Company for his proposed tenure of appointment as under :-

**A. Salary**

Rs.50 lacs per month (Rs. 6 Crores per annum), with such increments as may be decided by the Board upon recommendation of the Nomination and Remuneration Committee from time to time, depending on the overall profits of the Company within the maximum permissible limit as provided under the Act.

**B. Perquisites, allowances and benefits:**

- (1) Furnished Rent-Free residential accommodation (or House Rent allowance in lieu thereof), together with all furnishings, and utilities, free Gas, Electricity, Water, and other amenities/utilities;
- (2) A Car with driver;
- (3) Reimbursement of medical expenses, whether incurred in India or abroad, including hospitalization and surgical charges for self and family, and travel relating thereto not exceeding three (3) months' salary in a year or six (6) months' salary in two (2) years, whichever is higher
- (4) Fees of two (2) Clubs;
- (5) Personal accident insurance;
- (6) Any other perquisites, allowances and benefits as may be sanctioned by the Board upon recommendation of the Nomination and Remuneration Committee from time to time;

**C. COMMISSION:** Such amount of commission as the Board may deem fit from time to time (upon recommendation of the Nomination and Remuneration Committee) depending upon the profits of the Company for any such year, that the total remuneration for that particular financial year does not exceed 9% of the net profits of the Company computed under Section 198 of the Act, read with such other applicable provisions;

**D.** Contribution to Provident Fund and Superannuation Fund or Annuity Fund

**E.** Gratuity payable at the expiry of the tenure;

**F.** Leave Encashment of upto 30 days of the earned leave at the end of each year;

**G.** The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, and other benefits, within the overall limits approved herein (9%

of the net profits of the Company) subject to the provisions of the Act, or any statutory modifications thereto or re-enactments thereof.

### **Minimum Remuneration.**

Notwithstanding anything to the contrary contained herein, where, in any financial year during the continuation of the tenure of Shri Hemant Mohan, the Company incurs losses or its profits are inadequate in term of Section 197, 198 and other applicable provisions of the Act for the purpose of paying the aforementioned remuneration in any particular financial year or years, the remuneration payable for such year shall be in accordance with the provisions of Part II Section II of Schedule V to the Act.

The Company has obtained all required statutory disclosures and declarations from Sh. Hemant Mohan (DIN-00197951) enabling it to proceed further and put the resolution set out at Agenda Item No-06 before the shareholders for their necessary approval.

None of the Directors, Shareholders and KMPs except those mentioned in table given hereinbelow, are interested in the resolution set out at Agenda Item No-06 except and to the extent of their shareholding.

| Sl No | Name of the Interested Directors/KMPs and Shareholders | Nature of Interest                                          |
|-------|--------------------------------------------------------|-------------------------------------------------------------|
| 1     | Sh. Hemant Mohan (DIN-00197951)                        | Proposed Appointee, Director & Shareholder                  |
| 2     | Sh. Vinay Mohan (DIN 00197994)                         | Brother of the appointee, Director & Shareholder            |
| 3.    | Smt. Shalini Mohan (DIN 06939483)                      | Brother's wife                                              |
| 3     | Mohan Rocky Spring Water Breweries Pvt Ltd             | A Private company having common directors and shareholders. |
| 4     | Trade Links Private Limited                            | A Private company having common directors and shareholder   |

### **AGENDA ITEM NO. 7**

**To consider and, if thought fit, to pass with or without modification(s) as a Special Resolution**

**Appointment of Mr. Kalpataru Tripathy (DIN: 00865794) as an Independent Director of the Company.**

The members may kindly be informed that on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, **Mr. Kalpataru Tripathy (DIN: 00865794)** was appointed as an Additional Director (Independent Category) of the Company by the Board of Directors vide a resolution passed at the Board Meeting held on 7<sup>th</sup> day of August 2024 in compliance of section 149, 152 & 161 of the Companies Act, 2013, read with rules and regulations made thereunder. The members may also be informed that pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and moreover, as per opinion of the Board, said **Mr. Kalpataru Tripathy (DIN: 00865794)** is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 year commencing from 7<sup>th</sup> August 2024 till 6<sup>th</sup> August 2029. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing **Mr. Kalpataru Tripathy (DIN: 00865794)**, as a candidate for the office of a Director.

The Company in due compliance of the Act, rules and regulations made thereunder, has received the following statutory disclosures/declarations;

- (i) Form DIR-8 intimating the Company that he stands free from any disqualification, under Section 164(1) and 164(2) of the Act.
- (ii) Declaration under section 149(7) of the Act and regulation 25(8) of LODR regulations.

- (iii) Declarations that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and given his consent to act as Director of the Company.
- (iv) Confirmation that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (v) A notice in writing by a Member proposing his candidature under section 160(1) of the Act.
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (vii) Form MBP-1 disclosing his interests in other companies in terms of section 184(1) of the Act.

The Board noted that **Mr. Kalpataru Tripathy (DIN: 00865794)** brings significant experience in various fields which would immensely benefit the Company operating in a highly regulated industry. Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of **Mr. Kalpataru Tripathy (DIN: 00865794)** would bring significant value and professional expertise to the company.

There is no inter-se relationship between **Mr. Kalpataru Tripathy (DIN: 00865794)** and any director and Key Managerial Personnel of the Company. The terms and conditions of appointment of **Mr. Kalpataru Tripathy (DIN: 00865794)** are available for inspection by the Members at the Registered office of the Company during business hours on all working day till the date of Annual General Meeting.

### **Brief Profile of Mr. Kalpataru Tripathy (DIN: 00865794)**

Mr. Kalpataru Tripathy (DIN: 00865794) is the member of Bar Council of Delhi. He is a Science Graduate in B. Sc. (Chemistry Hons) from Utkal University and done his L.L.B from Delhi University. He is also holder of PG Diploma in International Business Law from Indian Society of International Law, Delhi and done Exec. Education (Management) from Judge Business School, University of Cambridge, UK.

Mr. Kalpataru Tripathy (DIN: 00865794) is legal luminaries and Expert in mergers/demergers, acquisitions, joint ventures, private equity, corporate restructuring and general corporate practice, involving all sorts of commercial contracts/transactions and advisory. He started his legal career with A. Jugran & Co. Advocates and then he joined Amarchand & Mangaldas & Suresh A. Shroff & Co., Advocates & Solicitors, then largest law firm in India, as an Associate.

The Board of Directors recommends the resolution as set out in Item No 7 in the Notice for approval of the members as a special resolution.

The relevant details, pursuant to regulation 36(3) of the LODR regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

As the proposal in question was subject to approval of the shareholders, the same is being put before the ensuing Annual General Meeting for necessary consideration and approval of the members. The members are requested to consider the same and pass it, if thought fit to pass, with or without modification, as a special resolution.

Except **Mr. Kalpataru Tripathy (DIN: 00865794)** being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of his shareholding, if any.

### **AGENDA ITEM NO. 8**

**To consider and, if thought fit, to pass with or without modification(s) as a Special Resolution**

**Appointment of Mr. Ramesh Rama Narang (DIN: 001186500) as an Independent Director of the Company.**

The members may kindly be informed that on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, **Mr. Ramesh Rama Narang (DIN: 001186500)** was appointed as an Additional Director (Independent Category) of the Company by the Board of Directors vide a resolution passed at the Board Meeting held on 7<sup>th</sup> day of August 2024 in compliance of section 149, 152 & 161 of the Companies Act, 2013, read with rules and regulations made thereunder. The members may also be informed that pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and moreover, as per opinion of the board, said **Mr. Ramesh Rama Narang (DIN: 001186500)** is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 year commencing from 7<sup>th</sup> August 2024 till 6<sup>th</sup> August 2029. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing **Mr. Ramesh Rama Narang (DIN: 001186500)**, as a candidate for the office of a Director.

The Company in due compliance of the Act, rules and regulations made thereunder, has received the following statutory disclosures/declarations;

- (i) Form DIR-8 intimating the Company that he stands free from any disqualification, under Section 164(1) and 164(2) of the Act.
- (ii) Declaration under section 149(7) of the Act and regulation 25(8) of LODR regulations.
- (iii) Declarations that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and given his consent to act as Director of the Company.
- (iv) Confirmation that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (v) A notice in writing by a Member proposing his candidature under section 160(1) of the Act.
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (vii) Form MBP-1 disclosing his interests in other companies in terms of section 184(1) of the Act.

The Board noted that **Mr. Ramesh Rama Narang (DIN: 001186500)** brings significant experience in various fields which would immensely benefit the Company operating in a highly regulated industry. Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of **Mr. Ramesh Rama Narang (DIN: 001186500)** would bring significant value and professional expertise to the company.

There is no inter-se relationship between **Mr. Ramesh Rama Narang (DIN: 001186500)** and any director and Key Managerial Personnel of the Company. The terms and conditions of appointment of **Mr. Ramesh Rama Narang (DIN: 001186500)** are available for inspection by the Members at the Registered office of the Company during business hours on all working day till the date of Annual General Meeting.

Except **Mr. Ramesh Rama Narang (DIN: 001186500)** being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of his shareholding, if any.

### **Brief Profile of Mr. Ramesh Rama Narang (DIN: 001186500)**

Mr. Ramesh Narang is an Entrepreneur and Hotelier with rich experience of over several decades in hospitality and flight catering sector. He is instrumental in successfully running and operating hotels under Ambassador brand and the flight catering business for over years.

As the proposal in question was subject to approval of the shareholders, the same is being put before the ensuing Annual General Meeting for necessary consideration and approval of the members. The members are requested to consider the same and pass it, if thought fit to pass, with or without modification, as a special resolution.

The relevant details, pursuant to regulation 36(3) of the LODR regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

Except **Mr. Ramesh Rama Narang (DIN: 001186500)** being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of his shareholding, if any.

#### **AGENDA ITEM NO. 9**

The Company (Mohan Meakin Ltd.) has entered into the following Agreements effective from 1.4.2024 to 31.3.2025 with Mohan Breweries & Distilleries Ltd., having its Unit at Chhittoor, Andhra Pradesh: -

- (i) Bottling and Sales Agreement for Andhra Pradesh (for IMFL) for its Bottling Unit at Chhittoor (Andhra Pradesh).

It is economically unviable for the Company to send its products from its own manufacturing centers based in Northern India due to heavy freight involved besides other levies like import fee and export fee of various States. With these arrangements, the Company's products do reach to that part of the Country and becoming popular among consumers. The Company has been getting handsome amount by way of royalty etc. as a result of these Arrangements, adding to its profitability. The arrangements are in the beneficial interest of the Company. The arrangements are in the ordinary course of business and are at arm's length, hence this Resolution is placed before the Shareholders by way of Ordinary Resolution. All the above Agreements/Arrangements with Mohan Breweries & Distilleries Ltd. having its unit at Chhittoor shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday, including the date of the Annual General Meeting. Shri M. Nandagopal is the Common Director in both Companies i. e. Mohan Meakin Ltd., and Mohan Breweries & Distilleries Ltd.; hence interested in the resolution. No other Directors/KMPs are interested in this resolution except and to the extent of their shareholding, if any.

#### **AGENDA ITEM NO.10.**

The Company (Mohan Meakin Ltd.) has entered into the following Agreements with M/s. Trade Links (P) Ltd., New Delhi effective from 1.4.2024 to 31.3.2025: -

- i) Authorised Selling Agency Agreement (Sale of IMFL & Beer) at Khapoli (Maharashtra) & Daman.
- ii) Authorised Selling Agency Agreement for sale of BFF products (Break Fast Food products, Fruit Juices & Vinegar).
- iii) Usership Agreement for manufacture & selling (Food products and Fruit Juices including cereals) under the Company's Trade Mark "MOHUNS"

with a view to boost the sale of its products throughout the Country on a commission basis with these arrangements, the sale of the Company's products throughout the country has gone up substantially, besides the Company has been getting royalties pursuant to these Arrangements. The transaction with this party is likely to exceed the threshold limit and as such may fall in the category of "Material Related Party transactions". These arrangements are in the beneficial interest of the Company. The arrangements are in the ordinary course of business and are at arm's length, hence this is being placed before the shareholders by way of Ordinary Resolution.

The above Agreements with Trade Links (P) Ltd., shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday including the date of the Annual General Meeting. Shri Vinay Mohan is the Common Director in both Companies i. e. Mohan Meakin Ltd., and Trade Links (P) Ltd. No other Directors/KMPs are interested in this resolution except and to the extent of their shareholding, if any.

### **AGENDA ITEM NO 11.**

The Company, holding 89,000 shares of Rs.10/- each in the paid-up capital of Rs.57,17,040/- of Mohan Rocky Springwater Breweries Private Ltd., has entered into Manufacturing Agreement with MRSB, Mumbai (Maharashtra) for a period of one year i.e. 1.04.2024 to 31.03.2025 with a view to sell its products to CSD Canteens in the State of Maharashtra and also to purchase from them the finished products for sale in the markets in that State. It is economically unviable for the Company to send its products from its own manufacturing centers based in Northern India to Maharashtra, due to the heavy freight involved, besides other levies like import fees and export fees of various States with these arrangements, the Company's products do reach to every part of Maharashtra where the Company remained un-represented in the absence of such arrangements. The Company has been earning a good amount of margin on account of the sale of Spirit and other essential ingredients for the manufacture of the Company's brands by Mohan Rocky Springwater Breweries Private Ltd., at their Bottling Plant, which adds to the Company's profitability. The transaction with this party is likely to exceed the threshold limit and as such may fall in the category of "Material Related Party transactions". The arrangements are in the ordinary course of business and are at arm's length, and are in the beneficial interest of the Company, hence this Resolution is being placed before the Shareholders by way of Ordinary Resolution.

The Manufacturing Agreement referred to above with Mohan Rocky Springwater Breweries Private Ltd., shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday, including the date of the Annual General Meeting. Except Shri Vinay Mohan (holding 118900 shares), Shri M. Nandagopal (holding 500 shares) & Shri Yash Kumar Sehgal (holding 500 Shares) are Common Directors of MRSB and the Company, hence interested in the resolution. No other Directors/KMPs are interested in this resolution except and to the extent of their shareholding, if any.

### **AGENDA ITEM NO.12.**

The Company (Mohan Meakin Ltd.) has entered into a Purchase Agreement effective from 1.4.2024 to 31.3.2025 with Mohan Zupack Ltd., for the manufacture and sale of empty Cartons to the Company. The Company (Mohan Zupack Ltd.,) is situated in the vicinity of MML's Units at Mohan Nagar resulting in a quick supply of Cartons to MML as per their demand besides timely supplies to other Units of MML situated in other States. Mohan Zupack Limited also maintains inventory for MML's brands and it is always ready to deliver stocks even in small quantities as per MML's requirement whereas there is no other supplier in the market who can commit the timely supply of the required quantity and quality of Cartons for MML's brands. Mohan Zupack Limited strictly meets-out the standards and specifications of MML and moreover, it manufactures Cartons exclusively for MML's Units and brands.

The arrangements are at arm's length and in the Ordinary Course of business and are in the beneficial interest of the Company. Therefore, this is being placed before the Shareholders by way of Ordinary Resolution.

The above Agreement with Mohan Zupack Ltd. shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday including the date of the Annual General Meeting. Mr. Minas Kumar, Director of Mohan Zupack Ltd., is also Company Secretary and holding the KMP position in the Mohan Meakin Limited and as such they are deemed to be interested in the Resolution. No other Directors/KMPs are interested in this resolution except and to the extent of their shareholding, if any.

### **AGENDA ITEM NO.13**

Mohan Meakin Ltd. (MML) has entered into two Agreements i.e. Lease and Purchase Agreements with National Cereals Products Ltd., (NCPL) effective from 1.4.2024 to 31.3.2025. The Lease agreement is for leasing out its vacant premises to NCPL and the MML is earning income by way of rental. The Purchase Agreement entered into by MML with NCPL is for purchases of certain items mainly maize grits, maize choker, etc., according to its requirements at the most competitive rates and NCPL is ready to deliver stocks even in small quantities as per MML's requirements whereas there is no other Supplier in the market who can commit the timely supply of required quantity.

Mohan Meakin Ltd., is holding 2,38,739 shares of National Cereals Products Ltd., and National Cereals Products holds 4000 shares of Mohan Meakin Ltd.

The arrangements are at arm's length and in the Ordinary Course of business and are in the beneficial interest of the Company. The Resolution is placed before the Shareholders by way of Ordinary Resolution.



The above Agreements with National Cereals Products Ltd., shall be available for inspection electronically at the Regd. Office of the Company on all working days except Sunday including the date of the Annual General Meeting. No Directors/KMPs are interested in this resolution except and to extent of their shareholding, if any.

**AGENDA ITEM NO.14.**

The Company enters into Lease Agreement with Shri Vinay Mohan to take on lease entire Ground Floor and a portion of the second floor of the property No.3, Padmini Enclave, Hause Khas, New Delhi-16 for the residence-cum-office of its Managing Director and his family, and for purposes incidental, thereto for a period of 11 months. Shri Vinay Mohan is one of the Directors of the Company, Shri Hemant Mohan Managing Director, is brother of Shri Vinay Mohan, Mrs. Shalini Mohan, Director, is wife of Shri Vinay Mohan and as such they are deemed to be interested in this resolution. No other Directors/KMPs are interested in this resolution except and to the extent of their shareholding, if any.

Regd. Off: -  
Solan Brewery (HP)-173214  
CIN: L15520HP1934PLC000135  
Website: [www.mohanmeakin.com](http://www.mohanmeakin.com)  
Email ID: [solan@mohanmeakin.com](mailto:solan@mohanmeakin.com)  
Tel: 01792-230450 Fax: 01792-230350

By order of the Board of Directors  
For Mohan Meakin Limited

SD/-  
Minas Kumar  
Company Secretary

Date: - 7<sup>th</sup> August 2024  
Place: - Solan Brewery, solan (HP)

## **ANNEXURE TO THE NOTICE:**

### **ANNEXURE-2**

Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

|                                                                       |                                                                                                                              |                                                                                                                           |                                                                                                                                                  |
|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Directors                                                     | Mr. Hemant Mohan<br>(Managing Director)                                                                                      | Mrs. Shalini Mohan<br>(Non-Independent-Non-Executive Director)                                                            | Shri Sanjeev Arya<br>(Non-Independent-Non-Executive Director)                                                                                    |
| Director Identification Number (DIN)                                  | 00197951                                                                                                                     | 06939483                                                                                                                  | 02005683                                                                                                                                         |
| Date of Birth                                                         | 11.01.1968                                                                                                                   | 12.09.1973                                                                                                                | 02.05.1969                                                                                                                                       |
| Age (in Years)                                                        | 56 Years                                                                                                                     | 50 Years                                                                                                                  | 55 Years                                                                                                                                         |
| Nationality                                                           | Indian                                                                                                                       | Indian                                                                                                                    | Indian                                                                                                                                           |
| Date of Appointment (DD/MM/YYYY)                                      | Original Date of Appointment<br>01.10.1993<br>Appointment at Current Designation<br>13.08.2016                               | 25.09.2014                                                                                                                | 14.08.2021                                                                                                                                       |
| Qualification Nature of expertise in specific functional areas        | Bachelors in Business Adm. Degree in International Business (London)<br>Vast experience in Brewing and Distillation Industry | Commerce Graduate (B. Com Hon.) from Delhi University<br>On the Board of the Company from 25 <sup>th</sup> September 2014 | Senior Secondary C.B.S.E., A.I.S.S.E.<br>Expertise in Planning in Specific and integration.<br>Experience in Market Research and Client Analysis |
| Number of Equity shares held in the company By self                   | 3,16,936 (Individual Capacity as on 31.03.2024)                                                                              | NIL                                                                                                                       | NIL                                                                                                                                              |
| Number of Board Meetings attended during the financial year 2023-2024 | 4 (Four)                                                                                                                     | 4 (Four)                                                                                                                  | 4 (Four)                                                                                                                                         |
| Directorship held in other companies*                                 | - Kapansky Investments Pvt. Ltd.                                                                                             | NIL                                                                                                                       | NIL                                                                                                                                              |
| Chairmanship of committees in other companies**                       | -----None-----                                                                                                               | -----None-----                                                                                                            | -----None-----                                                                                                                                   |
| Membership of Committees in other companies                           | -----None-----                                                                                                               | -----None-----                                                                                                            | -----None-----                                                                                                                                   |

(\*) Includes names of other public companies in which the person holds Directorship.

(\*\*) Includes names of other public companies in which the person holds Chairmanship and Membership of Committees of the Board of Directors.

**ANNEXURE TO THE NOTICE:****ANNEXURE-2**

Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

|                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                |
|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Directors                                                     | Mr. Kalpataru Tripathy<br>(Independent-Non-Executive Director)                                                                                                                                                                                                                                                                                                                                                                                                                           | Mr. Ramesh Rama Narang<br>(Independent-Non-Executive Director)                                                                                                                                                                                                 |
| Director Identification Number (DIN)                                  | 00865794                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 01186500                                                                                                                                                                                                                                                       |
| Date of Birth                                                         | 28.04.1972                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 20.03.1955                                                                                                                                                                                                                                                     |
| Age (in Years)                                                        | 52 Years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 69 Years                                                                                                                                                                                                                                                       |
| Nationality                                                           | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Indian                                                                                                                                                                                                                                                         |
| Date of Appointment (DD/MM/YYYY)                                      | 07.08.2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 07.08.2024                                                                                                                                                                                                                                                     |
| Qualification<br>Nature of expertise in specific functional areas     | B. Sc. (Chemistry Hons) from Utkal University, L.L.B from Delhi University Legal Luminaries Expert in mergers/demergers, acquisitions, joint ventures, private equity, corporate restructuring and general corporate practice, involving all sorts of commercial contracts/transactions and advisory.                                                                                                                                                                                    | He is an Entrepreneur Hotelier with rich experience of over several decades in hospitality and flight catering sector. He is instrumental in successfully running and operating hotels under Ambassador brand and the flight catering business for over years. |
| Number of Equity shares held in the company<br>By self                | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | NIL                                                                                                                                                                                                                                                            |
| Number of Board Meetings attended during the financial year 2023-2024 | -----                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | -----                                                                                                                                                                                                                                                          |
| Directorship held in other companies*                                 | <ul style="list-style-type: none"> <li>- JK Tyre &amp; Industries Limited</li> <li>- Avadh Sugar &amp; Energy Ltd.</li> <li>- JK Agri Genetics Ltd</li> <li>- Ginni Filaments Ltd.</li> <li>- Bengal &amp; Assam Company Ltd.</li> <li>- SV Credit line Ltd</li> <li>- Elica PB Whirlpool Kitchen Appliances Pvt. Ltd.</li> <li>- Cavendish Industries Ltd.</li> <li>- The Sirpur Paper Mills Ltd,</li> <li>- JK Enviro Tech Ltd.</li> <li>- Alpha Corp Development Pvt. Ltd.</li> </ul> | <ul style="list-style-type: none"> <li>- Sultan Brothers Pvt. Ltd.</li> <li>- Ambassador Skychef Caterings Pvt. Ltd.</li> <li>- Ambassador Gourmet Pvt. Ltd.</li> <li>- Narangs International Hotels Pvt. Ltd.</li> <li>-</li> </ul>                           |
| Chairmanship of committees in other companies**                       | <ul style="list-style-type: none"> <li>- Chairman in CSR Committee of Avadh Sugar &amp; Energy Ltd</li> <li>- Chairman of Audit Committee in JK Agri Genetics Ltd</li> <li>- Chairman of Audit Committee in Cavendish</li> </ul>                                                                                                                                                                                                                                                         | NIL                                                                                                                                                                                                                                                            |

|                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
|                                             | <p>Industries Ltd</p> <ul style="list-style-type: none"> <li>- Chairman of Audit Committee and NRC in The Sirpur Paper Mills Ltd</li> <li>- Chairman of Share Transfer Committee in SV Creditline Ltd</li> <li>- Chairman of Audit Committee and NRC in Elica PB Whirlpool Kitchen Appliances Pvt Ltd</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |
| Membership of Committees in other companies | <ul style="list-style-type: none"> <li>- Member of Audit Committee, NRC and Risk management Committee in JK Tyre &amp; Industries Ltd</li> <li>- Member of Audit Committee and NRC in Avadh Sugar &amp; Energy Ltd</li> <li>- Member of NRC in Cavendish Industries Ltd</li> <li>- Member of Audit Committee and NRC in Enviro-Tech Ventures Ltd</li> <li>- Member of Audit Committee in Alpha Corp Development Pvt Ltd</li> <li>- Member of Audit Committee, NRC, CSR and IT Strategy Committee in SV Creditline Ltd</li> <li>- Member of CSR Committee in Elica PB Whirlpool Kitchen Appliances Pvt Ltd</li> <li>- Member of NRC in JK Agri-Genetics Ltd</li> <li>- Member of Audit Committee and NRC in Ginni Filaments Ltd</li> <li>- Member of Audit Committee and Group Risk Management Committee in Bengal &amp; Assam Company Ltd</li> </ul> | NIL |

(\*) Includes names of other public companies in which the person holds Directorship.

(\*\*) Includes names of other public companies in which the person holds Chairmanship and Membership of Committees of the Board of Directors.