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74th

ANNUAL REPORT

2007-2008

Mohan Meakin Limited Estd. 1855

For Members only

MOHAN MEAKIN LTD.

Registered Office: Solan Brewery-173214 (Himachal Pradesh)

NOTICE OF MEETING:

The 74th Annual General Meeting of Mohan Meakin Ltd., will be held at the Registered Office of the Company at Solan Brewery (Himachal Pradesh) on Saturday the 27th September, 2008 at 11 A.M., to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2008 and the Profit and Loss Account, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri J.K. Jain who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri P.D. Goswami, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors for the audit of Company's Accounts and those of its branches at Solan Brewery, Mohan Nagar, Kasauli and Mohangram (Bhankarpur) for the year ending 31st March, 2009 and to fix their remuneration.
6. To appoint Auditors for the audit of accounts of the Company's branch at Lucknow for the year ending 31st March, 2009 and to fix their remuneration.

BY ORDER OF THE BOARD OF DIRECTORS

REGD. OFFICE
SOLAN BREWERY (H.P.)-173214
DATED: 31st July, 2008

(H.N. HANDA)
COMPANY SECRETARY

NOTES & ANNEXURE:

1. **A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the time of holding the aforesaid meeting. Members/proxies should fill the Attendance Slip for attending the meeting.**
2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DPID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. 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.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Regd. Office of the Company on all working days between 11 A.M. and 1 P.M. upto the date of Meeting.

6. The Company has already notified closure of Register of Members and Transfer Books from Monday the 22nd September, 2008 to Saturday the 27th September, 2008 (both days inclusive) for determining the names of Members eligible for Dividend on shares, if declared at the Meeting.

The Dividend on shares, if declared at the Meeting, will be paid on or after 1st October, 2008 to those members whose names shall appear on the Company's Register of Members on 27.9.2008, in respect of shares held in dematerialised form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

7. Pursuant to Provisions of Section 205A(5) and 205 (C) of the Companies Act, 1956, ("the Act") all unclaimed/unpaid dividends upto the final dividend for the financial year 2000 have been transferred to the General Revenue Account of the Central Government.

Shareholders who have not yet en-cashed the dividend warrants for the said Period, are requested to claim their amounts from the Registrar of Companies, Punjab, H.P. and Chandigarh, 286, Defence Colony, Jalandhar City. Shareholders are hereby informed that after the amendment of the Act w.e.f. 31.10.1998, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfers to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ("the Fund") established by the Central Government in accordance with Section 205C of the Act, no claim shall lie against the Company or Fund in respect of individual amounts of dividend remaining unclaimed and unpaid for a period of seven years from the dates they became first due for payment and no payment shall be made in respect of any such claim.

8. While members holding shares in physical form may write to M/s. Beetal Financial and Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062 appointed by the Company as Registrar and Share Transfer Agent (R&TA) for any change in their addresses and bank mandates, members having shares in electronic form, may inform the same to their depository participants immediately so as to enable the Company to dispatch dividend warrants at their correct addresses.

9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.

10. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in form 2B (which will be made available on request) to the Registrar and Transfer Agents, Messrs. Beetal Financial and Computer Services (P) Ltd., New Delhi.

11. In terms of Article 84 of the Articles of Association of the Company Shri J.K.Jain and Shri P.D. Goswami Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Brief resume of these Directors, nature of their expertise in specified functional areas, names of Companies in which they hold directorship and membership/chairmanship, shareholding and relationship between Director interse as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Annexure hereto. The Board of Directors of the Company commends their respective re-appointments.

BY ORDER OF THE BOARD OF DIRECTORS

REGD. OFFICE
SOLAN BREWERY (H.P.)-173214
DATED: 31st July, 2008

(H.N. HANDA)
COMPANY SECRETARY

Details of Directors seeking appointment/re-appointment in Annual General Meeting fixed for 27th September, 2008:

1. Name : **Mr. J.K. Jain**
 Age : 64 years
 Date of appointment : 24.09.1999
 Qualification : B.Com (Hons.)
Expertise in specific functional Area : Expertise in manufacturing of unsaturated Polyester Resins, Edible Oil Industry and Hire Purchase and Leasing Business.
List of public Companies in which outside directorship held : Suraj Industries Ltd.
 Jain Motors Finance & Leasing Pvt. Ltd.
Chairman/Member of the Committee of Board of Directors of the Companies:
Shareholders/Investors Grievance Committee - Member *Mohan Meakin Ltd
Audit Committee - Member *Mohan Meakin Ltd.
Shareholding in the Company : 500 shares
2. Name : **Mr. P.D. Goswami**
 Age : 81 years
 Date of appointment : 20.08.1975
 Qualification : F.C.A., F.C.S.
Expertise in specific functional Area : Long experience in Liquor Industry.
List of public Companies in which outside directorship held : NIL
Chairman/Member of the Committee of Board of Directors of the Companies:
Shareholders/Investors Grievance Committee - Member NIL
Shareholding in the Company : 450 shares

Account No. :	_____
No. of Shares :	_____

FORM 2B NOMINATION FORM

(To be filled in by individual (s) applying singly or jointly)

I/We _____ and _____ and _____ the holders of Ordinary Shares bearing No. (s) of Mohan Meakin Limited, wish to make a nomination and do hereby nominate the following person in whom all rights of transfer and / or amount payable in respect of Shares shall vest in the event of my or our death.

Name, Address and Signature of Nominee

Name : _____

Address : _____

Signature : _____

Date of Birth : _____

(*To be furnished in case the nominee is a minor)

** The Nominee is a minor whose guardian is

Name : _____

Address : _____

Signature : _____

(** To be deleted if not applicable)

-
1. Signature : _____
 Name : _____
 Address : _____
 Date : _____
 2. Signature : _____
 Name : _____
 Address : _____
 Date : _____
 3. Signature : _____
 Name : _____
 Address : _____
 Date : _____

Name, Address and Signature of two Witnesses

Name and Address

Signature with date

- 1.
- 2.

Instructions :-

The Nomination can be made by individuals only holding shares on their own behalf singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, power of attorney holder cannot nominate. If the shares are held jointly, all joint holders are required to sign the nomination form. Space is provided as a specimen, If there are more joint holders more sheets can be added for signatures of holders of shares and witnesses.

A minor can be nominated by a holder of shares and in that event the name, address and signature of the guardian shall be given by the holder.

The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a power of attorney holder. A non-resident indian can be a nominee on repatriable basis.

Nomination stands rescinded upon transfer of shares.

Transfer of shares in favour of a nominee shall be a valid discharge by the company against the legal heir.

The Nomination Form shall be filed in duplicate with the companies Registrar and Transfer Agents, viz. M/s. Beetal Financial and Computer Services Pvt. Ltd., Beetal House, 3rd floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.



FOR OFFICE USE ONLY

Nomination Registration Number
Date of Registration
Checked by (Name and Signature)

MOHAN MEAKIN LIMITED

Regd. Office: Solan Brewery, Distt. Solan, H.P. 173214

Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall

Joint Shareholders may obtain additional Attendance Slip at the venue of the meeting.

D.P.Id.* Master Folio No. Client Id.* NAME AND ADDRESS OF THE
SHARE HOLDER/S

NO. OF SHARE (S) HELD

I hereby record my presence at the 74th ANNUAL GENERAL MEETING of the Company held on Saturday,
the 27th September 2008 at 11:00 a.m. at Solan Brewery, Distt. Solan H.P. 173214

Signature of the shareholder or proxy.

* Applicable for investors holding shares in electronic form

..... Tear hear

MOHAN MEAKIN LIMITED

Regd. Office: Solan Brewery, Distt. Solan, H.P. 173214

PROXY FORM

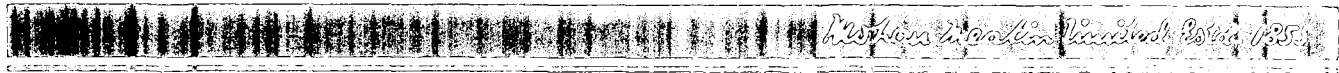
D.P.Id.* Master Folio No. Client Id.* I/We _____ of _____
_____ being a member/members of M/s. MOHAN MEAKIN LIMITED hereby appoint_____ of _____
_____ or failing him _____ of __________ as my/our proxy to vote for me/us and on my/our behalf at the 74th Annual
General Meeting to be held on Saturday, the 27th September 2008 at 11:00 a.m.
or at any adjournment there of.

Signed this _____ day of _____ 2008.

Affix a 1 Rupee
Revenue Stamp

* Applicable for investors holding shares in electronic form.

- Notes :
1. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting. The proxy need not be a member of the Company.
 2. Members holding share under more than one folio, may use photocopy of the Proxy Form for other folios. The Company shall provide additional forms on request.



CONTENTS

Board of Directors	2
Directors' Report	3
Ten Years' Highlights	24
Sources & Uses of Funds	25
Auditors' Report	26
Balance Sheet	30
Profit & Loss Account	31
Cash Flow Statement	32
Schedules Annexed to the Accounts	34

Annual General Meeting on Saturday, the 27th September, 2008
at Solan Brewery (H.P.) at 11:00 A.M.

As a measure of economy, copies of the Annual Report will
not be distributed at the Annual General Meeting, Shareholders
are requested to kindly bring their copies to the meeting.



BOARD OF DIRECTORS

Managing Director

**Brig.(Dr.) Kapil Mohan,
VSM(Retd.) Ph.D.**

Deputy Managing Director

Shri Hemant Mohan

Financial Director

Shri P.D. Goswami, F.C.A., F.C.S.

Secretary

**Shri H.N. Handa,
B.Com., F.C.A., F.C.S., A.M.C.I.A.(London)**

Directors

Shri Vinay Mohan

Shri L.K. Malhotra

Shri J.K. Jain

Shri Swaraj Suri

Shri D.S.Yadava

Shri M. Nandagopal

Statutory Auditors

**A.F. Ferguson & Co.,
Chartered Accountants,
New Delhi.**

Bankers:

Punjab National Bank

Advocates & Barristers:

**Koura & Company,
New Delhi.**

Registered Office:

**Solan Brewery P.O.
(Shimla Hills)
Himachal Pradesh
Pin-173214.**

Registrar & Transfer Agents:

**M/s. Beetal Financial & Computer
Services (P) Ltd.,
Beetal House, 3rd floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi-110062.**

DIRECTORS' REPORT :**TO THE MEMBERS :**

The Directors present their 74th Annual Report on the business and operations of the Company with the Audited Statement of Accounts for the year ended 31st March, 2008 together with the report of Auditors, Messrs. A.F. Ferguson & Co.

FINANCIAL RESULTS:

	Year ended March 31, 2008 Rs.	Year ended March 31, 2007 Rs.
Total sales and other Income	4,10,12,61,331	4,27,57,32,837
Less: Excise duty	1,29,49,17,339	1,49,32,04,084
Net Sales & other income	2,80,63,43,992	2,78,25,28,753
Less: Total Expenditure excluding interest and depreciation	2,68,64,40,189	2,66,87,10,258
Profit for the year before depreciation, Interest and tax:	11,99,03,803	11,38,18,495
Depreciation	4,17,58,540	4,29,58,031
Profit for the year before interest and tax	7,81,45,263	7,08,60,464
Interest	6,29,06,921	5,48,80,300
Profit for the year before tax	1,52,38,342	1,59,80,164
Provision for - Current tax	85,00,000	8,00,000
- Minimum Alternate tax (MAT) credit entitlement	-	(8,00,000)
- deferred tax	(14,62,149)	51,11,984
- fringe benefit tax	43,78,448	36,00,000
Profit for the year after tax	38,22,043	72,68,180
Excess provision for taxation relating to earlier years written back (net)	7,54,844	37,37,474
Profit for the year	45,76,887	1,10,05,654
Balance brought forward from previous year	24,39,01,882	23,63,80,302
Profit available for appropriation	24,84,78,769	24,73,85,956
APPROPRIATIONS:		
1. Proposed Dividend	29,77,968	29,77,968
2. Tax on proposed Dividend	5,06,106	5,06,106
3. Balance carried to Balance Sheet	24,49,94,695	24,39,01,882
	24,84,78,769	24,73,85,956