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Annual General Meeting on Thursday, the 15th September, 2016  
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 (as on 31st March, 2016):**

### **Managing Director**

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

### **Deputy Managing Director**

Shri Hemant Mohan\*  
(\*appointed as Managing Director  
w.e.f. 13.08.2016.)

### **Secretary**

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

### **Chief Financial Officer**

Shri R.C. Jain,  
B.Com., L.L.B., F.C.A., F.C.S

### **Statutory Auditors:**

A.F. Ferguson Associates,  
Chartered Accountants,  
New Delhi.

### **Registered Office:**

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

### **Directors**

Shri Vinay Mohan  
Non-Executive, Non-Independent

Mrs. Shalini Mohan  
Non-Executive, Non-Independent

Shri L.K. Malhotra  
Independent Director

Shri J.K. Jain  
Independent Director

Shri Swaraj Suri  
Independent Director

Shri M. Nandagopal  
Independent Director

Shri Yash Kumar Sehgal  
Independent Director

### **Bankers:**

Punjab National Bank

### **Solicitors:**

Koura & Company,  
Advocates & Barristers,  
New Delhi.

### **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.

**BOARD'S REPORT**

Including Management Discussions & Analysis)

**TO THE MEMBERS :**

The Directors present their 82<sup>nd</sup> Annual Report on the business and operations of the Company with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2016 together with the report of Auditors, Messrs. A.F. Ferguson Associates.

**FINANCIAL HIGHLIGHTS :-**

	Year ended 31-03-2016 (Amt. in lacs) Rs.	Year ended 31-03-2015 (Amt. in lacs) Rs.
Revenue from Operations	57,507.29	52,565.71
Less: Excise duty	13,213.71	11,614.52
Revenue from Operation (Net)	44,293.58	40,951.19
Other Income	897.79	613.47
Net Revenue from Operation & Other income	45,191.37	41,564.66
Less: Total Expenditure excluding Exceptional items	44,670.20	41,917.76
<b>Profit/(Loss) before exceptional items &amp; tax</b>	<b>521.17</b>	<b>(353.10)</b>
Exceptional items	-	939.34
<b>Profit/(loss) before tax</b>	<b>521.17</b>	<b>586.24</b>
Tax Expenses:		
Provision for current tax	107.00	133.00
Minimum alternate tax (MAT) credit entitlement	(107.00)	(133.00)
Deferred tax charges/(benefits)	135.51	209.91
Provision for taxation relating to earlier year	11.78	-
Profit/(Loss) from continuing operations	373.88	376.33
Profit/(Loss) from discontinuing operations	-	-
Profit/(Loss) for the year	373.88	376.33
Balance brought forward from previous year	1,084.23	707.90
Balance carried to Balance Sheet	1,458.11	1,084.23

## **RESULTS:**

The total net revenue, after adjusting excise duty, from operations and other income of the Company registered an increase from Rs. 41,564 lacs last year to Rs. 45,191 lacs. The profit during the year amounting to Rs.521.17 lacs which does not include any item of exceptional income as compared to last year, is quite satisfactory in the face of stiff competition in the trade.

## **DIVIDEND:**

In view of the growth requirements of the business and the inadequacy of profits of the Company, the Directors have not recommended any Dividend for the year ended 31.3.2016.

## **DIRECTORS:**

1. Brig. (Dr) Kapil Mohan, VSM (Retd.) Ph.D., Managing Director of the Company has since resigned by tendering his resignation which takes effect from 26<sup>th</sup> July, 2016, from the Directorship and the Office of Managing Director of the Company. The Board places on record its appreciations for the exceptional leadership and invaluable contributions made by him for the growth of the Company during his tenure as its Managing Director.

The vacancy caused as a result of resignation of Brig. (Dr) Kapil Mohan, VSM (Retd.) Ph.D, from the Directorship is not being filled up for the time being.

## **2. APPOINTMENT OF MANAGING DIRECTOR:**

Since Brig. (Dr) Kapil Mohan, VSM (Retd.) Ph.D., has resigned from the office of Managing Director of the Company, to fill the vacancy thus caused, the Board of Directors have recommended Shri Hemant Mohan (DIN 00197951) currently the Dy. Managing Director of the Company, for appointment as Managing Director of the Company for a period of 3 years w.e.f. 13.08.2016 to 12.08.2019 on the remuneration package as approved by the Nomination and Remuneration Committee and as such the proposal for appointment of Shri Hemant Mohan as Managing Director of the Company is being placed in the forthcoming Annual General Meeting of the Company for its approval.

## **3. Re-appointment of Director**

In terms of the Articles of Association of the Company and in accordance with the provisions of Companies Act, 2013, Mrs. Shalini Mohan, Director (DIN No.06939483) retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. We recommend her re-appointment as her advice from time to time is beneficial to the Company.

All Independent Directors have given the Declarations under Section 149 (6) of the Companies Act and Regulation 16(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that they meet the criteria of independence.

## **CHANGES IN KEY MANAGERIAL PERSONNEL.**

There is no change in the Key Managerial Personnel during the year under Report.

## **BOARD PERFORMANCE EVALUATION:**

The Company has devised a Performance Evaluation Framework and Policy, which sets a mechanism for the evaluation of the Board, Board Committees and Directors.

Performance Evaluation of the Board, Committees and Directors was carried out through an evaluation mechanism in terms of the aforesaid Performance Evaluation Framework and Policy.

## **INDEPENDENT DIRECTORS' MEETING:**

One Meeting of the Independent Directors was held on 25<sup>th</sup> May, 2015, without the presence of the Executive Directors or management personnel. At the Independent Directors Meeting held on 25<sup>th</sup> May, 2015, the Independent Directors carried out performance evaluation of Non-Independent Directors and the Board of Directors as a whole, performance of Chairman of the Company, the quality, content and timelines of flow of information between the Management and the Board, based on the Performance Evaluation framework of the Company. All the Independent Directors except one were present at the aforesaid Meeting.

## **FAMILIRIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

The Company has in place a Familiarization Program for Independent Directors to provide insights into the Company's business to enable them contribute significantly to its success. The Executive Directors and Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company.

## **AUDITORS:**

M/s. A.F. Ferguson Associates, Chartered Accountants New Delhi have been appointed as Statutory Auditors of the Company in the year, 2014 for a period of 3 years i.e. to hold office till the conclusion of the Annual General Meeting of the Company to be held in the calendar year

2017 subject to ratification of their appointment at every Annual General Meeting. As such, Directors recommend ratification of their appointment for the financial year ending 31<sup>st</sup> March, 2017 for approval of the shareholders as an Ordinary Resolution as provided under Section 139 and 142 of the Companies Act, 2013.

M/s. Mohan & Co., Chartered Accountants, Lucknow appointed for the audit of accounts of the Company's Lucknow Branch will retire at the conclusion of the forthcoming Annual General Meeting. They being eligible, offer themselves for re-appointment for the year ending 31.3.2017. The Directors recommend their appointment for approval of the shareholders as an Ordinary Resolution.

The Notes forming part of the Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, disclaimer or adverse remark.

#### **SECRETARIAL AUDIT:**

Shri Pradeep Kumar Tuli, Prop. M/s. Tuli Pradeep & Associates as Practising Company Secretary was appointed to conduct the Secretarial Audit for the financial year 2015-16 as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for financial year 2015- 2016 forms part of the Annual Report as Annexure-I to the Board's Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has appointed Shri Pradeep Kumar Tuli, Prop. M/s. Tuli & Associates, Practising Company Secretary to carry out the Secretarial Audit of the Company for the financial year 2016-17.

#### **CONSOLIDATED FINANCIAL STATEMENT IN RESPECT OF THE SUBSIDIARIES, ASSOCIATE COMPANY AND JOINT VENTURES**

There is no subsidiary company of Mohan Meakin Limited but in view of the extended definition as provided under Section 129(3) of the Companies Act, 2013. A separate statement containing the salient features of the financial statement of the associate companies are annexed in the prescribed format 'AOC-1'. - Annexure - II'

#### **RELATED PARTY TRANSACTIONS:**

Section 188 of the Companies Act, 2013 prescribes that no Company shall enter into Agreements/Arrangements/

Contracts with related party unless the consent of the Board of Directors is given in Resolution at the Meeting of the Board. It bars the related party to vote on such Special Resolution. It also provides that no Contract or Arrangement shall be entered into except with the prior approval of the Company by Special Resolution. Although the Company has entered into

Agreements/Arrangements/Contracts with related parties and the Board has thoroughly examined that these Agreements/Contracts are on arm's length basis, however, the Board thinks it fit to place all the Agreements/Arrangements/Contracts where the Directors are interested being common Director or otherwise with these related parties, before the Shareholders.

Although according to Board of Directors these transactions were entered into by the Company in its ordinary course of business much earlier before the Companies Act, 2013 came into force, yet out of abundant caution these are placed before the shareholders by way of Special Resolution as prescribed under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The parties with whom the Company has entered into Agreements/Arrangements/Contracts for a term of one year from 1.4.2016 to 31.3.2017 are as under :-

1. M/s. Mohan Breweries & Distilleries Ltd., Chennai
2. " Mohan Rocky Springwater Breweries Ltd., Mumbai.
3. " Mohan Zupack Ltd., New Delhi
4. " Mohan Closures Ltd., New Delhi
5. " Trade Links (P) Ltd., New Delhi
6. " John Oakey & Mohan Ltd., Delhi
7. " Arthos Breweries Ltd., Chennai
8. " National Cereals Products Ltd., Solan Brewery

Most of the Agreements/Arrangements/Contracts are continuing since long time with the parties to give bottling rights of different brands of Beer/Whisky at different stations like Chennai, Mumbai so that the Company's products are available throughout the Country wherever possible otherwise the Company's production/sales would be affected which ultimately would affect its profitability. It is economically unviable for the Company to dispatch its goods to these stations from its own manufacturing centers which are based in the North. With these arrangements the Company is getting handsome amount of Royalty/Commission every year.

The Board and Audit Committee are of the view that these are in the ordinary course of business and are at arm's length and these Agreements/Arrangements/Contracts should continue. The transactions are of repetitive nature.

Disclosure requirements as stipulated in Schedule V-A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is not applicable to the Company.

Disclosure of particulars in the prescribed Form of Contracts/Arrangement, entered into by the Company with related parties referred to in Section 188(2) of the Companies Act, 2013 is annexed as per Annexure-III.

All related party transactions are placed on a quarterly basis before the Audit Committee for approval and before the Board for consideration and noting .

The Policy on related party transactions as approved by the Board is uploaded on the Company's website [www.mohanmeakin.com](http://www.mohanmeakin.com).

### **TRANSACTIONS WITH NATIONAL CEREALS PRODUCTS LIMITED:**

The purchases made by the Company during the year included purchases aggregating to Rs.2,31,14,548/- made from National Cereals Products Ltd., which has been manufacturing the bulk requirements of barley malt for the last more than five decades. Out of the total shareholding of 13,14,528 of National Cereals Products Ltd., the Company i.e. Mohan Meakin Ltd., holds 341352 shares (approx.26%), Mohan Family holds 366310 shares (approx. 28%) (including 48,536 shares (3.69%) held by Brig.(Dr.) Kapil Mohan, VSM (Retd.) Ph.D., Managing Director). Mrs. Comilla Mohan, Sister-in-law (brother's wife) of Brig.(Dr.) Kapil Mohan, VSM (Retd.) Ph.D., is the Managing Director of National Cereals Products Limited. Under the provisions of Companies Act, 2013 the Agreement with this Company (NCP) being a related party is placed before you as a Special Resolution.

### **DEPOSITS FROM PUBLIC:**

During the financial year under review the Company has not accepted any deposits from public. However, the amount of interest remaining unpaid on the deposits is being deposited in the Investor Education and Protection Fund as per provisions of Section 205A & 205C of the Companies Act, 1956.

### **Transfer of Amounts to Investor Education and Protection Fund:**

Complying with the provisions of Sections 205 A and 205 C of the Companies Act, 1956 which is still in force, amounts remaining unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund.

Pursuant to the provisions of Investor education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the Company's website [www.mohanmeakin.com](http://www.mohanmeakin.com)

The information regarding unpaid and unclaimed amounts has also been filed online with the Registrar of Companies on 23.12.2015 vide SRN No.44379030.

### **Corporate Social Responsibility Committee:**

As prescribed under Section 135 of the Companies Act, 2013, all Companies having net worth of Rs.500 crore or more, or turnover of Rs.1,000 crore or more or a net profit of Rs.5 crore or more during any financial year are required to constitute a Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising three or more Directors, at least one of whom should be an Independent Director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial years towards Corporate Social Responsibility activities.

The Company constituted the Corporate Social Responsibility Committee comprising of 4 Independent Directors as required under Section 135 of the Companies Act, 2013 ; the composition of the Committee is under :-

- |    |                     |   |          |
|----|---------------------|---|----------|
| 1. | Shri L.K. Malhotra  | - | Chairman |
| 2. | " J.K. Jain         | - | Member   |
| 3. | " Swaraj Suri       | - | "        |
| 4. | " Yash Kumar Sehgal | - | "        |

Since the Company does not meet the criteria laid down in Clause 5 of Section 135 of the Companies Act, 2013, therefore no activities could be undertaken by the Company so far.

### **PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES:**

In terms of the provisions of Section 197(12) of the Companies Act, 2013, the ratio of the remuneration of each Director to the median Employees' Remuneration is annexed herewith as Annexure-IV to this Report.

The Statement showing the particulars under Rule 5 (2) and 5 (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 required to be included in the Directors' Report is not applicable, as no employee of the Company was in receipt of Remuneration equal to or above the limit mentioned in the said Rules.



### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure-V and forms part of this Report.

### **CASH FLOW STATEMENT:**

Cash Flow Statement for the year 2015-2016 is attached to the Balance Sheet.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO.**

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure "VI".

### **DIRECTORS RESPONSIBILITY STATEMENT:**

Your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any ;
- b. that such accounting policies as mentioned in Note 2 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company to the year ended on that date.
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **CORPORATE GOVERNANCE & MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Corporate Governance & Management's Discussion and Analysis Reports for the year under review, as stipulated under Schedule V-C (Regulation 34(3) and 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 is presented in a separate Section forming part of the Annual Report.

**Compliance Certificate** of Practising Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated in Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 is annexed and forms a part of the Annual Report.

### **ACKNOWLEDGEMENT:**

It is a matter of pride that the Management – Employees relations in your Company during the year under review continues to be very cordial as in the previous years. The employees continue to work with great dedication and commitment. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success. The Board also acknowledges the support given by Banks, Customers and Government authorities.

Shri Hemant Mohan,	Managing Director
" Vinay Mohan	Director
" Mrs. Shalini Mohan	Director
" J.K. Jain	Director
" L.K. Malhotra	Director
" M. Nandagopal	Director
" Yash Kumar Sehgal	Director

Mohan Nagar – 13<sup>th</sup> August, 2016.  
(Ghaziabad) U.P.

**Secretarial Audit Report**

For the period 01/04/2015 to 31/03/2016

{Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

**To,**  
**The Members**  
**Mohan Meakin Limited**  
**P.O. Solan Brewery, Solan**  
**Himachal Pradesh,**

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **The Company** for the period ended on 31/03/2016 according to the provisions of :
  - (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
    - (d) The Securities and Exchange Board of India (ESOS and ESPS) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
    - (h) The Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 and
2. **I have also examined compliance with the applicable clauses of the following:**
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India
  - (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange.

And report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.



**3. I Further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with the following general and specific laws, rules, regulations and guidelines contained there on, as applicable to the company, as per the written representation, issued to me :

- i. The Factories Act, 1948
- ii. Industrial Disputes Act,
- iii. Payment of Wages Act, 1936
- iv. Minimum Wages Act, 1948
- v. Employees Provident Fund and Misc. Prov. Act, 1952
- vi. Employees Insurance Act, 1948
- vii. Payment of Bonus Act, 1965
- viii. Gratuity Payment Act, 1971
- ix. Equal Remuneration Act, 1976
- x. Contract Labour (Regulations & Abolition) Act, 1970
- xi. Industrial Labour Employment Standing Order Act, 1946
- xii. Employment Exchange Act, 1959
- xiii. Apprentices Act, 1961
- xiv. Boilers Act, 1923
- xv. Employer's Liability Act, 1938
- xvi. Collection of Statistics Act, 1953
- xvii. H.P. Ind. Establishment (National Festivals & Holidays & Leave) Rules, 1970
- xviii. Trade union Act, 1926
- xix. Water (Prevention and Control of Pollution) Act, 1974
- xx. Water (Prevention and Control of Pollution) Cess Act, 1977
- xxi. Air (Prevention and Control of Pollution) Act, 1981
- xxii. Environment (Protection) Act, 1986
- xxiii. Public Liability Insurance Act, 1991
- xxiv. Hazardous Waste Rules, 2008
- xxv. Food and Safety Standards Act, 2006
- xxvi. Industries (Dev. & Reg.) Act, 1951
- xxvii. Weights & Measurement Act
- xxviii. Legal Metrology Act, 2009

**4. I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes or the respective.

**For Tuli Pradeep & Associates  
Company Secretaries**

**CS Pradeep K. Tuli  
M. No. FCS No. 1850  
C.P. No. 3940**

**Place : Solan  
Date : 5th August, 2016**

**To,  
The Members,  
Mohan Meakin Limited  
P.O. Solan Brewery, Solan, Himachal Pradesh**

Our report of even date to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit processes and practices as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and taxation records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR TULI PRADEEP & ASSOCIATES  
COMPANY SECRETARIES**

**PLACE : SOLAN  
DATE : 5th AUGUST, 2016**

**PRADEEP K. TULI  
M. NO. FCS 1850  
C.P. NO. 3940**